



ABN 68 650 116 153

**ANNUAL REPORT
FOR THE YEAR ENDED
30 JUNE 2024**

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VERTEX MINERALS LIMITED

ABN 68 650 116 153

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VERTEX MINERALS LIMITED

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Corporate Directory

Directors

Roger Jackson
Executive Chairman

Tully Richards
Technical Director

Declan Franzmann
Non-Executive Director

Company Secretary

Alex Neuling

Principal and Registered Office

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Email: info@vertexminerals.com.au
Website: www.vertexminerals.com.au

Auditors

William Buck
Level 20
181 William Street
Melbourne WA 3000

Bankers

National Australia Bank

Securities Exchange Listing

Australian Securities Exchange

Home Exchange: Perth, Western Australia
Code: VTX

Share Registry

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000

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Chairman's Report

It's my pleasure to present the Vertex Minerals Annual Report for the 2024 financial year – a year in which the Board and management team oversaw the Company's transformation from an exploration focus to the development of a high-grade gold mine alongside the reinstatement of a refurbished gravity processing plant.

As a result of that hard work, Vertex has increasingly become recognised as one of the most exciting high grade emerging gold producers on the ASX with an enviable unique gold ore that can be recovered through a simple gravity-only process. As a gold-focused company, we are confident that Vertex is now poised for great success in 2025 and beyond as gold prices consolidate at record highs.

Again, this has been a very busy year, and one of significant progress towards the Company's stated objective of becoming a gold producer.

Over the course of the 2024 financial year, we have advanced a staged approach to moving the Company's fully owned Hill End gold mine towards production. In pursuit of that objective, Vertex acquired the Morningstar gold plant in Victoria for a moderate sum of \$620,000. The Morningstar plant is manufactured by Gekko Systems and is specifically designed for gravity gold recovery – a key strategic advantage.

Heading into the 2025 financial year, Vertex is now positioned to integrate the refurbished Gekko plant within the infrastructure of the existing Hill End gravity plant. The Gekko plant, which will be installed in late 2024, is ideally suited to the free-milling high-grade gold ore found at the Reward gold mine, which has a uniquely high level of gravity gold concentration.

Vertex engaged Gekko Systems to dismantle, refurbish and reinstate the gravity plant on the Hill End Trail gravity plant site. My fellow directors and I have recently visited the Gekko workshop in Ballarat and I can confirm they are on track and working to our budget.

Meanwhile, our Hill End team, consisting of twelve local Hill End personnel, have been busy preparing the Gravity plant site. Works programs have been focused on civil engineering works, electrical infrastructure, buildings, roads, water and restructuring the entry access point to the Amalgamated adit underground portal entrance. The team have also been working on various underground projects including scaling rocks down in the adit and establishing access drives underground. Further, the team has worked diligently to develop robust safety systems which meet the standards required by the Company to develop a safe mining operation.

Chairman's Report (continued)

Given the Reward gold deposit was trial-mined in 2009 and 2010, we are very fortunate to have all the building blocks for project development already in place, including an adit for direct access and a shaft for a second egress. Further, there is significant mine development potential within the envelope of highly prospective 'bonanza' grade gold targets which are expected to be amenable to simple gravity recovery processes. Once mine operations commence, we plan to be drilling these very exciting targets that are located down plunge from the famous Hawkins Hill Mine.

During the year, Vertex also announced an Exploration Target for Fosters Gold Project (Fosters), an area ~400m south of the Reward Gold Mine. Vertex commissioned HGS Australia (HGS) who calculated an Exploration Target in a range between 524kt @ 12.5g/t Au (lower range) 211koz to 524kt @ 19.0g/t Au (upper range) 321koz. This target bodes well for future feed for the Reward Gold Mine, which has an existing Mineral Resource Estimate (MRE) that currently stands at 419,000 tonnes at 16.72g/t Au for 225,200oz Au.

We are also fortunate that there is further significant upside on the exploration front, within the Company's 100% owned 34km-long Exploration tenement. Results from the comprehensive Lidar survey undertaken by Vertex during the period indicate that there are over 3,500 shallow historic workings along the whole length of our tenements - most of which have not had a single drill hole.

I'd like to reiterate that Hill End is a unique gold orebody, not only because of its incredibly high grades but because of its ability to recover solely by gravity. Further, it has a unique composition and lack of sulphides which means there are no acid issues with tails or dumps. The ore only requires a simple crush and recovery by centrifuge. There is no requirement for grinding as the gold is won at a very coarse grains size. We do not require chemicals to recover the gold, we recycle our water, and we have a clear pathway to develop into a low environmental-impact gold producer.

In terms of sustainability focused initiatives, FY24 has been a year of setting up best practices and designing a mine and processing plant that will strongly enhance our ESG credibility. Our commitment to sustainable operations and the creation of shared values remains steadfast. Embedding a culture of safety, diversity, inclusion, and long-term community partnerships continues to be paramount in achieving our sustainability aspirations. Our main competitive advantage lies with our people.

Chairman's Report (continued)

Reflecting the Company's potential to unlock value from its existing asset base, Vertex also undertook two successful equity raisings during the period. As part of each capital raise, we were pleased to have a significant number of existing shareholders continue their support of the Company. In addition, we welcomed several new sophisticated investors to our registry.

I would like to take this opportunity to thank our hard-working management team, board of directors, operations team and our administration team. At a time when the resources industry both in Australia and around the world is beset by prolonged approvals processes, soaring input costs and labour shortages, the Vertex team has worked together to progress this project promptly, safely and effectively.

In closing, I would like to thank all our long-standing shareholders and stakeholders for their support and encouragement. In addition, I would like to extend a warm welcome to all our new shareholders, and I look forward to reporting back to you after what I am confident will be a rewarding year ahead.

Roger Jackson



Executive Chairman

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Review of Operations

Clear Strategy set for Hill End

1. To re install and integrate a refurbished circa 110ktpa Gekko Gravity Gold plant in 2024
2. Commence mining development in the high-grade Reward Mine in late 2024
3. To commence gold production from existing stockpiles in early 2025 moving to the Reward Underground high-grade gold feed
4. To commence at a reduced throughput, but with ore sorting and ramp up over 2025
5. To be Australia's most prominent high grade gold miner
6. To drill and add high grade gold to the global Hill End gold inventory, from the large-scale gold system/s within the Hill End Corridor.
7. To take the existing resources and near surface mineralisation to production utilising gravity gold recovery methods.
8. Earn a robust Safety, Environmental, Social and Governance (ESG) reputation.
9. Build shareholder value



The Reward gold mine is well – placed for a simple start –up:

- The existing gravity processing plant is located adjacent to the underground mine portal (640 Level) and the Company plans to increase throughput to 120ktpa.
- The 640 Level extends into the resource and stripping and refurbishment of this development is required.
- Second egress in place with ladder way and motorised Alimak shaft conveyance.
- Some underground fleet and utility services are already in place.
- Mining Licence and DA in place for processing plant, stockpiles and the underground mine. With a modification needed at a later date for increased tonnage.
- Permitted residue storage has capacity for the commencement of operations.

Review of Operations (continued)

Environmentally Responsible and Sustainable Gold Miner

- Gravity Recoverable Gold
- Low Capex and Low Operating cost
- Minimal grind - 200 to 650 micron
- Benign tails – potential commercial sand
- Benign waste
- Low water usage
- Re-usable water
- No chemicals – no cyanide
- 23 fine gold
- Minimum tails to productivity
- No tails dam required – dry stack

Highlights for the year

Successful trial processing of waste stockpiles

During the year, trial processing of material contained in the rock dump adjacent to the processing plant was undertaken. Gold sold to ABC Refineries in Sydney over the period totalled 23 ounces.

Trial processing involved work refurbishing the processing plant and supporting infrastructure, the establishment of a Safety Management Plan and the recruitment of suitable people to operate the plant.

The successful conclusion of the bulk trial in December has improved the Company's understanding of the gold contained within the rock dumps adjacent to the Hill End gravity processing plant. The average reconciled feed grade to the plant from the stockpiles was 3 g/t Au

Reward Gold Mine Pre – Feasibility study

Completion of the Reward Gold Project Pre-Feasibility Study was achieved in January 2024¹ and was subsequently updated in February 2024 to include the purchase of the Morning Star gravity gold processing plant. The results of the updated Pre – feasibility Study were announced to market on 26 February 2024².

Review of Operations (continued)

Fosters Exploration Target

Exploration targets for the Fosters Gold Project and the South Star group of mines was announced on 29 August 2023³ and 8 December 2023⁴ respectively. Preliminary planning for exploration drilling targets was completed.

An Exploration Target has been calculated for Fosters Gold Project (Fosters), an area ~400m south of the Reward Gold Mine.

Vertex commissioned HGS Australia (HGS) Data provided for this Exploration Target estimation process included:

- LIDAR surface topography plans to 0.5m accuracy.
- Assay log sheets from underground face sampling and drill holes.
- Scanned plans, in local grid, including:
 - Hand drawn drives with face samples.
 - Drafted surveys of the drives with face sample assays and lode widths.
 - Surface drafted plans of topographical features
- Scanned long sections of stoping with face sampling.
- Historical and overview reports from current and 1980's.

The Fosters Exploration Target is within ground covered by the Company's Mining Licences (ML's) and existing Development Consent. Fosters is accessed by an existing adit and development drive and is only a few hundred meters from the Hill End Gravity Gold plant.

Additionally, Fosters is open at depth and along strike to the North and the South.

Cautionary Statement

The Exploration Target is conceptual in nature as there has been insufficient exploration to define a Mineral Resource. It is uncertain if further exploration will result in the determination of a Mineral Resource under the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, the JORC Code" (JORC 2012). The Exploration Target is not being reported as part of any Mineral Resource or Ore Reserve.

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Review of Operations (continued)

The upgraded Mineral Resource for the Reward Gold Mine now totals 419,000 tonnes, with a 278kt Inferred Resource and a 141kt Indicated Resource, at a weighted average grade of 16.72 g/t Au for 225,200oz(154,700oz Inferred and 70,500oz Indicated). This brings the global Mineral Resource estimate for the Hill End & Hargraves Gold Project to 485,000 ounces at 3.6 g/t (refer Table 1). Whilst the total contained gold is similar to the previous estimate, improved interpretation of the deposit geology reflects the quality of ore that was previously processed at Hill End:

Hill End Project Mineral Resource Estimate				
Deposit	Classification	Tonnes (kt)	Grade Au (g/t)	Contained Au (koz)
Reward Gold Mine	Indicated	141	15.5	71
	Inferred	278	17.3	155
Sub Total		419	16.7	225
Hargraves Project	Indicated	1,109	2.7	97
	Inferred	1,210	2.1	80
Sub Total		2,319	2.4	178
Red Hill Project	Indicated	413	1.4	19
	Inferred	1,063	1.8	61
Sub Total		1,476	1.7	80
Project Total	Indicated	1,663	3.5	187
	Inferred	2,551	3.6	296
Grand Total		4,214	3.6	483

Table 1

JORC COMPLIANCE STATEMENT

Where statements in this announcement refer to exploration results which previously been reported, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original announcements, and in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' findings are presented have not materially modified from the original market announcements.

Review of Operations (continued)

Purchasing the Morningstar Gravity Gold Plant

Vertex acquired the Gekko Gravity Gold plant located at the Morningstar Gold Mine, Victoria.

Vertex will replace the existing 30ktpa gravity plant with the purchase of a Gekko gravity concentration processing plant with potential to process up to 20 tph with some minor additions.

The Gekko plant is ideally suited to the free milling high grade Reward gold ore which has a unique high level of gravity gold concentration.

The acquisition for the whole plant, which is designed to be unbolted and reinstated, was for AUD \$620,000 plus GST

Vertex can confirm the average feed grade to the trial processing of the stockpiles at the Hill End Gravity gold plant was 2 g/t. The processing was suspended before Christmas with the view that the stockpiles will have a greater economic outcome when processed through a higher throughput plant. The stockpiles will provide the first feed to the new plant prior to the high-grade feed from Reward coming online. The plant was only run on limited days.

Benefits of the new plant include:

- New plant will be able to treat up 16tph – existing plant 4ph
- Fully Automated
- Only requires 2 operators- thus much lower operating costs.
- Full monitoring, including density, flows, mass and sampling
- Rigid gold security
- Can be monitored remotely.
- Gekko Systems backed.
- Full spare parts support
- Ergonomic design
- State of the Art safety systems
- Lower power usage
- Circa \$5m saving on a new build.
- Provides the opportunity to process stockpiles economically while we develop the underground.

Review of Operations (continued)

Moving the Reward to Production

- The new processing plant will be constructed adjacent to the underground mine portal (640 Level) and the Company plans to increase throughput
- The 640 Level extends into the resource.
- Second egress in place with existing ladder way from 640 Level to surface.
- Some underground fleet and utility services are already owned by Vertex.
- Mining Licence and DA in place for the processing plant, stockpile processing and the underground mining.
- Permitted residue storage has the capacity for the commencement of operations.
- The New plant will be utilising the existing services and infrastructure:
 - Gold Room
 - Water systems
 - Power generation
 - Offices
 - Change Rooms
 - Workshop
 - Storeroom
 - Crib Room
 - Jaw Crusher
 - Access Roads

Mining Leases Renewed

Vertex Minerals Limited was granted renewal for the full renewal term, as permissible under the *Mining Act 1992* (NSW) and *Native Title Act 1993* , by the Department of Regional NSW for the below listed Mining Leases:

- GL 5846 (20-year renewal);
- ML 49 (21-year renewal);
- ML 50 (21-year renewal);
- ML 315 (21-year renewal);
- ML 316 (21-year renewal); and
- ML 317 (21-year renewal).

Review of Operations (continued)

Capital Raises

During the financial year, Vertex raised a total of \$6.15million before costs through a number of equity raises:

- In August 2023, Vertex completed a rights issue of 16,683,332 ordinary shares at \$0.10 per share to raise \$1.67million before costs. The rights issue included 8,341,743 free-attaching options on a one-for-two basis; the options are exercisable at \$0.25 on or before 17 July 2026;
- In February 2024, Vertex raised \$0.80million through the issue of 10,000,000 ordinary shares at \$0.08 per share;
- In May 2024, Vertex completed a further rights issue of 46,040,000 ordinary shares at \$0.08 per share to raise \$3.68million before costs. The rights issue included 15,346,759 free-attaching options on a one-for-three basis; the options are exercisable at \$0.15 on or before 17 July 2027.

At the date of this report, Vertex has also announced a further placement to raise \$3.77million before costs through the issue of up to 47,125,000 ordinary shares at \$0.08 per share with one free attaching option for every three shares. The options have an exercise price of \$0.15 exercisable on or before 17 July 2027. Tranche 1 of this placement was completed in August 2024 and 11,277,333 shares issued raising \$0.90million before costs; the remaining share and option issues are subject to shareholder approval.

Gold Loan Term sheet signed

In May 2024, Vertex signed a binding term sheet with Ocean Partners for a US\$10 million Gold offtake prepayment facility.

¹ VTX ASX Announcement 3 January 2024 – Reward Gold PFS, Strong Economics and Robust Base for Growth

² VTX ASX Announcement 26 February 2024 – Updated Reward Gold PFS Delivers Stronger Economics

³ VTX ASX Announcement 29 August 2023 – High Grade Exploration Target Estimate at Hill End

⁴ VTX ASX Announcement 8 December 2023 – Further Near Plant Grade Gold Targets at Hill End

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Environmental, Social and Governance

Vertex Minerals Limited is an Australian-based gold and nickel exploration company that strives to create value for our stakeholders and communities through responsible and sustainable mineral discovery, development, and production.



Vertex Minerals Limited published its first ESG baseline report in 2023 and we are pleased with our progress across the four key disclosures and metrics of Planet, People, Governance and Prosperity.

Key highlights to EOFY 2024 include:

- Reviewing and updating (ongoing) our disclosures for 2024, which has provided a great opportunity to assess our progress since the beginning of operations in 2022.
- Increasing and up-skilling our workforce has resulted in valuable increases in training hours and training expenditure per employee/core contractor. The business case for us to manage and disclose information on how we ensure an engaged, skilled and healthy workforce across our value chain is compelling, so we are pleased with the new data which will be updated for our reviewed disclosure PEOPLE – PE03C1.
- VTX Directors are poised to complete the Anti-Bribery and Anti-Corruption Online Compliance Course, in accordance with our Anti-Corruption Practices disclosure – GOVERNANCE – GO04C1.
- Our review of our Diversity and Inclusion disclosure has revealed that our small team of employees/core contractors consists of 70% identifying as local residents, 90% are regionally based, 30% identify as women and 10% identify as indigenous. This data will be included upcoming document reviews.

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Directors' Report

The Directors of Vertex Minerals Ltd (the Company) submit herewith the annual report of the consolidated entity (referred to hereafter as the 'consolidated entity' or 'the Group') consisting of Vertex Minerals Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

Directors

The names and particulars of the Directors of the Group during or since the end of the financial year and up to the date of this report are:

Roger Jackson - Executive Chairman

Appointed 1 June 2021

Mr Roger Jackson has been actively involved in the mining industry for over 30 years as a mine operator, services contractor and explorer. He is a qualified geologist with a strong knowledge of gold exploration and mining.

Mr Jackson was a founding director of privately owned Central Gold Mines and Bracken Resources, which refurbished and re-started the Georgetown and Hillgrove gold plants. He was also the founding director of Hellyer Gold Mines and driver behind the recommissioning of the Hellyer polymetallic concentrator. He is a long-standing Member of the Australian Institute of Company Directors, Member of the Australian institute of Geoscientists, Fellow of the Geological Society of London and Fellow of the Australasian Institute of Mining and Metallurgists.

Mr Jackson is currently a director of Ark Mines Limited (ASX:AHK) since 2010, QX Resources (ASX:QXR) since 2020. Mr Jackson was previously a director of Pan Asia Metals (ASX:PAM) from October 2020 to June 2022 and a director of NQ Minerals PLC from 2016 to May 2021.

At the date of this report, Mr Jackson holds an interest in 1,397,000 ordinary shares, 1,050,000 performance rights and 212,500 options.

Tully Richards - Technical Director

Appointed 1 June 2021

Mr Richards is an experienced copper / gold geologist based in Orange, NSW. For the last 10 years, Tully has operated his own geological consulting business (Central West Scientific Pty Ltd) focused on NSW and in particular the Lachlan Fold belt. Tully has a wonderful depth and breadth of experience in exploration in the Lachlan Fold district.

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Directors' Report (continued)

A graduate in geology from Sydney University in 1993, initially he worked with Hargraves Resources on the Browns Creek mine and associated tenements, followed by four years in Western Australia from 1996-99 mining nickel and gold with Western Mining Corp. then Lion Ore.

Mr Richards then worked for Newcrest Mining at Cadia Valley until 2005 before working for two years with Rangott Mineral Exploration to 2007. Since that time, Tully has also held the Exploration Manager position with Gold and Copper Resources.

At the date of this report, Mr Richards holds an interest in 1,418,668 ordinary shares, 1,050,000 performance rights and 270,169 options.

Declan Franzmann -Non-Executive Director

Appointed 1 June 2021

Mr Franzmann is a mining engineer with over 29 years of experience ranging from exploration programs, feasibility and other technical studies, mine construction and mine management through to mine closure. His experience includes open pit and underground metalliferous mining across Australia, Asia, Africa and South America.

Most recently, Declan was VP of Operations for Black Mountain Metals Pty Ltd. He has also held positions as President, Chief Executive Officer & Director at African Gold Group, Inc, listed on the TSX (May 2014-June 2017), and has been a director of Lachlan Star Ltd (ASX:LSA) from 2007 to 2018. Declan is a Fellow of the AusIMM and holds statutory mine management qualifications for Western Australia, Queensland and New South Wales

At the date of this report, Mr Franzmann holds an interest in 1,472,000 ordinary shares, 1,050,000 performance rights and 299,000 options.

Company Secretary

Alex Neuling

Mr Neuling is a Chartered Accountant and chartered company secretary with over 20 years corporate and financial experience, including 10 years as company secretary, CFO &/or a Director of various ASX listed companies in the Oil & Gas, Mineral Exploration, Biotech Mining Services sectors. Prior to these roles, Mr Neuling worked at Deloitte in London and in Perth.

Mr Neuling is currently a non-executive director of PetroNor E&P Limited (listed on Oslo Axxess:PNOR) (from April 2020) and Industrial Minerals Ltd (ASX:IND) (from July 2021).

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Directors' Report (continued)

Principal activities

The principal activity of the Group during financial year was mineral exploration in New South Wales and Western Australia.

Dividends

The Directors resolved that no dividend be paid for the year (2023: \$nil).

Significant changes in the state of affairs

During the financial year, the Group completed the following capital raisings:

- July 2023 Rights issue raised \$1.67million before costs;
- February 2024 Placement raised \$0.8million; and
- May 2024 Rights Issue raised \$3.68million before costs.

In February 2024, the Group acquired a Gekko gravity gold plant at a cost of \$620,000. The acquisition is expected to reduce the capital expenditure and time required for bringing the Reward gold project into production.

In May 2024, the Company signed binding term sheet with Ocean Partners for a US\$10million Gold Dore offtake prepayment facility. The prepayment facility will supplement the equity raised by the Company for the restart of the Reward gold mine.

On 9 April 2024, the Group incorporated a subsidiary entity, Vertex Opco 1 Pty Limited. This entity is a 100% controlled entity and was dormant through to 30 June 2024.

Other than as noted above, there have been no changes in the state of the affairs of the Company during the financial year.

Subsequent events

On 25 July 2024, the Group announced ore sorting results for the Reward Gold Mine at Hill End. An ore sorting program was completed with TOMRA to assess the potential of further upgrading the ore prior to further processing at the Hill End Gravity Gold Mill.

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Directors' Report (continued)

On 12 August 2024, the Group announced a placement to raise up to \$3.77million before costs through the issue of up to 47,125,000 ordinary shares at \$0.08 per share with one free-attaching option for every three shares. The options have an exercise price of \$0.15 exercisable on or before 17 July 2027. Tranche 1 of the placement was announced as completed on 21 August 2024 and 11,277,333 shares were issued; Tranche 2 is subject to shareholder approval at the 2024 Annual General Meeting. The lead manager of the placement will receive a \$20,000 one off completion fee, 6% in management/placement fees and 5,000,000 options on the same terms as the placement options.

On 11 September 2024, the Company announced its intention to incorporate a TOMRA Laser Sorter into the Reward Gold Plant.

Other than as noted above, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect, the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Future developments

Disclosure of information regarding likely developments in the Company's operations in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Company. Accordingly, this information has not been disclosed in this report.

Environmental Regulations

The operations of the Company are subject to State and Federal laws and regulations concerning the environment. The Board of Directors (**Board**) monitors performance and compliance with respect to the Company's environmental obligations. No significant or material environmental breaches have been notified by any government agency during the year ended 30 June 2023.

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Directors' Report (continued)

Share Capital

Ordinary Shares

At the date of this report the Company's share capital consists of 134,050,665 ordinary fully paid shares, 3,150,000 unvested Performance Rights and the following interests under option:

<u>Expiry date</u>	<u>Exercise price</u>	<u>Number of options</u>
25 January 2025	\$0.30	4,000,000
17 July 2026	\$0.25	13,341,743
17 July 2027	\$0.15	15,346,759

No ordinary shares have been issued upon the exercise of options during or since the end of the financial year.

Indemnification of Officers and Auditors

The Company has indemnified, to the extent permitted by law, the Directors and officers of the Company against any liability incurred by a Director or officer in or arising out of the conduct of the business of the Company or in or arising out of the discharge of that officer's duties. No amount was paid pursuant to these indemnities during the financial year, nor to the date of this report.

To the extent permitted by law, the Company has agreed to indemnify its auditors, William Buck Audit (Vic) Pty Ltd, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify William Buck Audit (Vic) Pty Ltd during or since the financial year.

Directors' Meetings

The number of meetings of the Company's Board and of each Board committee held during the year ended 30 June 2024, and the number of meeting attended by each director were:

<u>Directors</u>	<u>Board of Directors</u>	
	<u>Eligible to attend</u>	<u>Attended</u>
Roger Jackson	2	2
Tully Richards	2	2
Declan Franzmann	2	2

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Directors' Report (continued)

Audit and Non-audit Services

The Board is responsible for the maintenance of audit independence. Specifically, the Risk Charter ensures the independence of the auditor is maintained by:

- limiting the scope and nature of non-audit services that may be provided; and
- requiring that permitted non-audit services must be pre-approved by the Chairman of the Board.

Details of amounts paid or payable to the auditor during the year are outlined in note 22 to the financial statements.

No non-audit services have been provided during the year to 30 June 2024 (2023: \$nil).

There are no officers of the Company who are former partners of William Buck Audit (Vic) Pty Ltd.

Auditor's Independence Declaration

The auditor's independence declaration as required under section 307C of the Corporations Act 2001 is included on page 31 of the financial statements.

Auditor

William Buck Audit (Vic) Pty Ltd continue in office in accordance with section 327 of the Corporations Act 2001.

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Directors' Report (continued)

Operational and Financial Risks

The Company's activities have inherent risk and the Board is unable to provide certainty of the expected results of activities, or that any or all of the likely activities will be achieved. The material business risks faced by the Company that could influence the Company's future prospects, and are managed by the Company are detailed below:

Exploration and Operation

The mineral exploration licences comprising the Company's exploration projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The Company's tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company.

There can be no assurance that exploration of the tenements, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates, and conceptual project developments are able to be achieved.

Directors' Report (continued)

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.

Further capital requirements

The Company's projects may require additional funding in order to progress activities. There can be no assurance that additional capital or other types of financing will be available if needed to further exploration or possible development activities and operations or that, if available, the terms of such financing will be favourable to the Company.

Native Title and Aboriginal Heritage

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

Resource and reserves and exploration targets

The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data, however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.

Reserve and resource estimates are expressions of judgement based on knowledge, experience, and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

Directors' Report (continued)

Mine Development

Possible future development of mining operations at the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the projects.

Regulatory Compliance

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production, and rehabilitation activities.

While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.

Economic

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances, natural disasters, and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Directors' Report (continued)

Commodity price volatility and exchange rate risks

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

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

Directors' Report (continued)

Remuneration Report (Audited)

The remuneration report details the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

The remuneration report is set out under the following main headings:

- Key management personnel
- Remuneration policy
- Elements of executive and non-executive remuneration
- Relationship between the remuneration policy and Company performance
- Service agreements

Key management personnel

The directors and other key management personnel of the Company during or since the end of the financial year were:

Directors

- Mr R Jackson (Executive Chairman)
- Mr T Richards (Technical Director)
- Mr D Franzmann (Non-Executive Director)

Remuneration policy

The Board of Directors reviews the remuneration packages of the directors and key management personnel of the Company and makes recommendations to the Board. Remuneration packages are reviewed and determined with due regard to the duties, responsibilities and performance of each Director and senior executive, and current market rates.

Remuneration and other terms of employment are reviewed periodically based on each director's or senior executive's performance and achievements over the review period.

During the year, there was no use of remuneration consultants to assess and assist in setting remuneration.

Directors' Report (continued)

Non-executive directors

Fees and payments to non-executive Directors reflect the demands and responsibilities of their role. The Company's constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for non-executive Directors is \$300,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

Executive and non-executive Directors may receive share options under the Employee Share Option Plan or by shareholder resolution.

Executive remuneration

The Company aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable component

The executive remuneration and reward framework has four components:

- Base pay and non-monetary benefits
- Share-based payments
- Other remuneration such as superannuation and long service leave

The combination of these comprises the executives' total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board in their capacity as Remuneration Committee based on individual and business unit performance, the overall performance of the Company and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Company and provides additional value to the executive.

The long-term incentives ('LTI') include long service leave and share-based payments. Share-based payment incentives are designed to align the interest of shareholders, directors, executives and employees. Issues can be made by shareholder resolution or under the Company's Employee Securities Incentive Plan (ESIP). Under the ESIP, the Board may invite executives and other staff to subscribe for securities in the Company on such terms and conditions as the Board decides.

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Directors' Report (continued)

Relationship between the remuneration policy and Company performance

The table below sets out summary information about the Company's earnings and movements in shareholder wealth from incorporation to 30 June 2024.

	2024	2023	2022	2021
	\$	\$	\$	\$
Revenue and other income	71,728	-	-	-
Loss for the year after tax	(1,075,495)	(969,920)	(557,072)	(43,638)
Share price at end of year	\$0.08	\$0.095	\$0.11	N/a
Dividends	-	-	-	-
Basic loss per share (cents)	(1.36)	(1.98)	(2.20)	(4,363,800)
Fully diluted loss per share (cents)	(1.36)	(1.98)	(2.20)	(4,363,800)

Given the nature and early stage of the business, the Company has not judged performance by financial measures but in relation to strategic objectives. It is likely that remuneration in the near future will also not be linked to standard financial measures of performance.

Service Agreements

The Company has entered into Consultancy Agreements with the Company directors. Details of these agreements are as follows:

Name:	Roger Jackson
Title:	Executive Chairman
Agreement commenced:	1 October 2021
Term:	No fixed term
Details:	Consultant receives a fee payable of \$266,400 per year which is inclusive of all directors' fees and superannuation based on a 12 day month. The 12 day month is an average calculated over a 12 month period and can be maintained on a pro rata part day basis. Consultant was issued with 1,500,000 performance rights which will vest and convert into ordinary shares in three tranches upon satisfaction of defined milestones.

Directors' Report (continued)

Company may terminate with 2-3 months' notice (reason dependent); a further 6 months fee is payable if notice is without reason. Consultant may terminate with 3 months' notice given.

Name: Tully Richards
Title: Technical Director
Agreement commenced: 1 September 2021
Term: Termination by either party is with a 3 month notice period.
Details: Consultant receives a director fee of \$36,000 per annum plus GST.
Additional consultancy services are payable at \$200 per hour plus GST.
Consultant was issued with 1,500,000 performance rights which will vest and convert into ordinary shares in three tranches upon satisfaction of defined milestones.

Name: Declan Franzmann
Title: Non-Executive Director
Agreement commenced: 1 September 2021
Term: Termination by either party is with a 3 month notice period.
Details: Consultant receives a director fee of \$36,000 per annum plus GST.
Additional consultancy services are payable at \$200 per hour plus GST.
Consultant was issued with 1,500,000 performance rights which will vest and convert into ordinary shares in three tranches upon satisfaction of defined milestones.

Details of performance rights milestones are given below.

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Directors' Report (continued)

Remuneration of key management personnel

Details of the remuneration of the key management personnel of the Company are detailed below:

	Short-term employee benefits				Post employ- ment benefits	Other long- term empl oyee benefits	Share- based payment	Total	Perform- ance related*
	Salary & fees	Bonus	Non- mon- - etary	Other	Super- ann- uation	Long service leave	Options & rights		
	\$	\$	\$	\$	\$	\$	\$	\$	%
2024									
Executive Directors									
Mr R Jackson	294,613	-	-	-	-	-	33,657	328,270	10%
Non-Executive Directors									
Mr T Richards ¹	318,850	-	-	-	-	-	33,142	351,992	9%
Mr D Franzmann ²	193,700	-	-	-	-	-	33,657	227,357	15%
Total	807,163	-	-	-	-	-	100,456	907,619	
2023									
Executive Directors									
Mr R Jackson	270,100	-	-	-	-	-	102,757	372,857	28%
Non-Executive Directors									
Mr T Richards ¹	246,200	-	-	-	-	-	101,183	347,383	29%
Mr D Franzmann ²	99,927	-	-	-	-	-	102,757	202,684	51%
Total	616,227	-	-	-	-	-	306,697	922,924	

*LTI – at risk

1. Salary and fees for Mr T Richards includes \$282,850 (2023: \$100,400) for additional consultancy services provided on the terms described above.
2. Salary and fees for Mr D Franzmann includes \$157,700 (2023: \$63,297) for additional consultancy services provided on the terms described above.

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Directors' Report (continued)

Share based compensation

Performance Rights

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

	Number of performance rights issued	Number of performance rights at report date	Grant date	Expiry date	Fair value at grant date
R Jackson	1,500,000	1,050,000	12/1/22	12/1/27	\$257,940
T Richards	1,500,000	1,050,000	12/1/22	12/1/27	\$257,940
D Franzmann	1,500,000	1,050,000	12/1/22	12/1/27	\$257,940

Performance rights carry no dividend or voting rights.

Performance rights are issued over ordinary shares of the Company and vest and convert on the satisfaction of the following milestones:

1. Tranche 1 Milestone: 40% of the performance rights will vest upon the volume weighted average market price of the Vertex's shares trading on ASX over 20 consecutive trading days on which the shares have traded being at least \$0.40 and this event occurring no earlier than 90 days after Vertex joins the Official List.
2. Tranche 2 Milestone: 30% of the performance rights will vest upon announcement by Vertex on the ASX market announcements platform of a minimum of 400,000 Oz of Inferred, Indicated and/or Measured Resources, at a minimum cut off of 0.5g/t of gold, reported in accordance with the JORC Code 2012, on any one or more of the Tenements.
3. Tranche 3 Milestone: 30% of the performance rights will vest upon Vertex successfully applying for a mining lease on the Hargraves Project and completing an updated pre-feasibility study for the Hargraves Project

Unvested performance rights automatically lapse where the holder is no longer engaged by the Company. As the performance rights do not vest immediately, the Company is measuring the associated value over the period the milestones are likely to be achieved applying a probability of between 50-80%. This remains unchanged from the previous financial year.

During the previous financial year to 30 June 2023, a total of 1,350,000 of the Tranche 2 performance rights vested and 100% of the awards were converted to ordinary shares. Tranches 1 and 3 did not meet the vesting requirements in the year to 30 June 2024.

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Directors' Report (continued)

Key management personnel equity holdings

Fully paid ordinary shares of Vertex Minerals Limited

	Balance at 30 June 2023	Granted as compen- sation	Received on exercise of options/ rights	Net other change ¹	Balance at 30 June 2024	Balance held nominally
R Jackson	972,000	-	-	425,000	1,397,000	-
T Richards	650,000	-	-	768,668	1,418,668	-
D Franzmann	690,000	-	-	782,000	1,472,000	-
Total	2,312,000	-	-	1,975,668	4,287,668	

1. Participation in rights issues

Share Options of Vertex Minerals Limited

	Balance at 30 June 2023	Granted as compen- sation	Vested and exercised	Net other change ¹	Balance at 30 June 2024	Balance held nominally
R Jackson	-	-	-	212,500	212,500	-
T Richards	-	-	-	270,169	270,169	-
D Franzmann	-	-	-	299,000	299,000	-
Total	-	-	-	781,669	781,669	

1. Participation in rights issues

Performance Rights of Vertex Minerals Limited

	Balance at 30 June 2023	Granted as compen- sation	Vested and exercised	Net other change	Balance at 30 June 2024	Balance held nominally
R Jackson	1,050,000	-	-	-	1,050,000	1,050,000
T Richards	1,050,000	-	-	-	1,050,000	-
D Franzmann	1,050,000	-	-	-	1,050,000	-
Total	3,150,000	-	-	-	3,150,000	1,050,000

Other transactions with key management personnel of the Company

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

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Directors' Report (continued)

The Company has entered into a service agreement with Every Day Hire Pty Ltd, an entity controlled by Mr Roger Jackson. Terms of the service agreement are noted above. An amount of \$45,094 (2023: \$89,264) has been included in the financial report as capitalised exploration expenses. A total of \$27,056 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Every Day Hire Pty Ltd which includes director fees payable to Mr Roger Jackson (2023: \$16,002).

The Company has entered into a service agreement with Central West Scientific Pty Ltd, an entity controlled by Mr Tully Richards. Terms of the service agreement are noted above. An amount of \$270,275 (2023: \$100,400) has been included in the financial report as capitalised exploration expenses and a further \$12,575 included in Consulting fees (2023: Nil). A total of \$200,941 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Central West Scientific Pty Ltd (2023: \$112,800).

The Company has entered into a service agreement with Crosscut Consulting Pty Ltd, an entity controlled by Mr Declan Franzmann. Terms of the service agreement are noted above. An amount of \$75,100 (2023: \$52,027) has been included in the financial report as capitalised exploration expenses, an amount of \$42,400 has been included within Plant under Construction (2023: Nil), and a further \$40,200 has been included in the financial report as consulting fees (2023: \$11,900). A total of \$21,358 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Crosscut Consulting Pty Ltd which includes director fees payable to Mr Declan Franzmann (2023: \$6,000).

No other transactions with key management personnel occurred during the financial year.

End of Remuneration Report

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

On behalf of the Directors



Roger Jackson
Executive Chairman

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of Vertex Minerals Limited

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

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Vertex Minerals Limited and the entities it controlled during the year.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

R. P. Burt

R. P. Burt
Director
Melbourne, 30 September 2024

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VERTEX MINERALS LIMITED

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Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2024

	Note	Year ended 30 June 2024	Year ended 30 June 2023
			\$
Other income	(5)	71,728	-
Administrative and corporate expenses		(342,120)	(510,951)
Consulting fees		(499,189)	(66,371)
Finance costs		(24,131)	-
Share based payments	(14&17)	(100,456)	(306,697)
Exploration expenditure		(177,967)	(83,901)
Depreciation expense		(3,360)	(2,000)
		<u>(1,075,495)</u>	<u>(969,920)</u>
Loss from ordinary activities before income tax		(1,075,495)	(969,920)
Income tax	(6)	-	-
		<u>(1,075,495)</u>	<u>(969,920)</u>
Loss for the year		(1,075,495)	(969,920)
Other comprehensive income		-	-
		<u>(1,075,495)</u>	<u>(969,920)</u>
Total comprehensive loss for the year		(1,075,495)	(969,920)
Loss per share	(7)		
Basic (loss) per share (cents per share)		(1.36)	(1.98)
Diluted (loss) per share (cents per share)		(1.36)	(1.98)

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

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VERTEX MINERALS LIMITED

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Consolidated statement of financial position

As at 30 June 2024

	Note	30/06/24 \$	30/06/23 \$
Current assets			
Cash and cash equivalents		2,107,783	596,313
Trade and other receivables		203,381	42,404
Prepayments		103,816	46,137
Total current assets		2,414,980	684,854
Non-current assets			
Capitalised exploration and evaluation expenditure	(8)	7,202,183	5,839,604
Property, plant and equipment	(9)	3,368,492	1,244,982
Right-of-use assets	(10)	217,245	-
Total non-current assets		10,782,920	7,084,586
Total assets		13,202,900	7,769,440
Current liabilities			
Trade and other payables	(11)	736,573	309,326
Borrowings	(12)	107,725	-
Lease liabilities	(13)	51,989	-
Total current liabilities		896,287	309,326
Non-current liabilities			
Borrowings	(12)	84,276	-
Lease liabilities	(13)	137,714	-
Total non-current liabilities		221,990	-
Total liabilities		1,118,277	309,326
Net assets		12,084,623	7,460,114
Equity			
Issued capital	(14)	14,223,960	8,825,412
Reserves	(15)	506,788	205,332
Accumulated losses		(2,646,125)	(1,570,630)
Total equity		12,084,623	7,460,114

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

VERTEX MINERALS LIMITED

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Consolidated statement of changes in equity

For the year ended 30 June 2024

	Note	Issued capital \$	Share based payment reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2022		8,619,730	140,285	(600,710)	8,159,305
Loss for the year		-	-	(969,920)	(969,920)
Total comprehensive loss for the year		-	-	(969,920)	(969,920)
<i>Transactions with owners as their capacity as owners</i>					
Vesting charge of share based payments	(15)	-	306,697	-	306,697
Conversion of Performance Rights to shares	(14)	241,650	(241,650)	-	-
Issue costs	(14)	(35,968)	-	-	(35,968)
Balance at 30 June 2023		8,825,412	205,332	(1,570,630)	7,460,114
Loss for the year		-	-	(1,075,495)	(1,075,495)
Total comprehensive loss for the year		-	-	(1,075,495)	(1,075,495)
<i>Transactions with owners as their capacity as owners</i>					
Issue of shares - Rights issues	(14)	5,351,583	-	-	5,351,583
Vesting charge of share based payments	(15)	-	100,456	-	100,456
Issue of shares - Placement	(14)	800,000	-	-	800,000
Issue costs	(14)	(753,035)	201,000	-	(552,035)
Balance at 30 June 2024		14,223,960	506,788	(2,646,125)	12,084,623

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

VERTEX MINERALS LIMITED

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Consolidated statement of cash flows

For the year ended 30 June 2024

	Note	Year ended 30/06/24 \$	Year ended 30/06/23 \$
Cash flows from operating activities			
Receipts from customers		71,728	-
Payments to suppliers and employees		(1,064,866)	(514,769)
Payments for non-capitalised exploration and evaluation expenditure		(177,967)	(83,901)
Net cash (outflow) from operating activities	(19)	(1,171,105)	(598,670)
Cash flows from investing activities			
Interest received		-	-
Payments for capitalised exploration and evaluation expenditure		(1,148,909)	(2,052,692)
Payments for property, plant and equipment		(330,022)	(163,496)
Payments for property, plant and equipment – capital work in progress		(1,610,443)	-
Net cash (outflow) from investing activities		(3,089,374)	(2,216,188)
Cash flows from financing activities			
Proceeds from share issue		5,402,383	-
Transaction costs on issue of shares		(496,035)	(35,968)
Proceeds from borrowings		953,823	-
Repayments of borrowings		(70,609)	-
Lease principal repayments		(4,797)	-
Finance costs including loan interest repayment		(12,816)	-
Net cash inflow/(outflow) from financing activities		5,771,949	(35,968)
Net increase/(decrease) in cash and cash equivalents		1,511,470	(2,850,826)
Cash and cash equivalents at beginning of the year		596,313	3,447,139
Cash and cash equivalents at the end of the year		2,107,783	596,313

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

VERTEX MINERALS LIMITED

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Notes to the consolidated financial statements

For the year ended 30 June 2024

1. General information

Vertex Minerals Limited (“VTX” or “the Group”) is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office is Unit 38, 460 Stirling Highway, Peppermint Grove WA 6011. Its principal place of business is 4 Bowen Street, Hill End, NSW 2850.

The Group’s principal activity is the evaluation and exploration of mineral interests, prospective for gold and nickel. The financial statements are presented in Australian dollars, which the Group’s functional and presentation currency.

2. Basis of Preparation

These general purpose financial statements cover the financial statements of Vertex Minerals Limited as a consolidated entity consisting of Vertex Minerals Limited and the entities it controlled at the end of, or during, the year. These financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (‘AASB’) and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (‘IASB’).

The consolidated financial statements were authorised for issue by the Board of Directors on 30 September 2024. Vertex Minerals Limited is a for-profit Company for the purpose of preparing the financial report.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Vertex Minerals Limited (‘Company’ or ‘parent entity’) as at 30 June 2024 and the results of all subsidiaries for the year then ended. Vertex Minerals Limited and its subsidiaries together are referred to in these financial statements as the ‘consolidated entity’.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Specifically, the consolidated entity controls an investee if and only if the consolidated entity has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the consolidated entity has less than a majority of the voting or similar rights of an investee, the consolidated entity considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- - The contractual arrangement with the other vote holders of the investee;
- - Rights arising from other contractual arrangements;
- - The consolidated entity's voting rights and potential voting rights

Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

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

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

Notes to the consolidated financial statements

For the year ended 30 June 2024

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Going Concern

The financial report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

For the year ended 30 June 2024, the Group incurred a net loss of \$1,075,495 (2023: loss of \$969,920) and net cash outflows from operating activities of \$1,171,105 (2023: \$598,670). As at balance date, the Group had a net assets of \$12,084,623 (2023: \$7,460,114) including a cash balance as at 30 June 2024 of \$2,107,783 (2023: \$596,313). The Directors have assessed that further funding is required to bring the Reward Gold Mine into production, whether through completion and drawdown of offtake financing arrangements or alternative sources and these conditions indicate that a material uncertainty exists that may cast significant doubt on the entity's ability to continue as a going concern, and therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Notwithstanding the above, the Directors determined that the use of the going concern basis of accounting is appropriate in preparing the financial report. The assessment of the going concern assumption is based on the Group's cash flow projections and application of a number of judgements and estimates, resulting in the conclusion of a range of reasonably possible scenarios.

Included in the Directors' going concern cash flow assessment are:

- Completion of a capital raising of up to \$3.7m subsequent to the date of this report of which \$1.1m has been completed to date;
- In May 2024, the Group signed a binding term sheet for US \$10million Gold Dore offtake prepayment facility. Subject to satisfying conditions precedent of this agreement, the Group expect to drawdown on this facility to meet its working capital requirements during the forecast period;
- Execution of alternative funding arrangements such as convertible loans; and
- Deferment of discretionary forecast cash outflows for exploration and evaluation activities to subsequent periods;
- Confirmation from directors to forego settlement of fees for services performed until the Group has sufficient available cash flows.

Notes to the consolidated financial statements

For the year ended 30 June 2024

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate. Should the Group be unable to achieve the matters as described above, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debt when they fall due

New or amended Australian Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption has not had any material impact on the disclosures or amounts reported in these financial statements.

A number of new standards are effective for annual periods beginning after 1 July 2024 and early application is permitted. The Group has not early adopted the new or amended standards in preparing these financial statements.

Material accounting policy information

The Australian Accounting Standards Board has released guidance on what is considered to be material accounting policy information. Such material accounting policy information relates to the following:

- A material change in accounting policy;
- A choice of accounting policy permitted by Australian Accounting Standards;
- An accounting policy developed in the absence of an accounting standard that specifically applies; or
- Transactions, other events or conditions which are complex and the accounting policy information is required in order for the users of financial statements to understand them

Consequently, the quantum of accounting policy information disclosed in these financial statements has been reduced from previous financial reporting year.

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Revenue recognition

The Group recognise revenue from the sale of gold bullion produced at its mines. The Group delivers dore bars to refiners, who convert the product into investment grade bullion for a fee, which is subsequently sold either to third parties or the refinery.

Revenue from the sale of these goods is recognised when control over the inventory has transferred to the customer.

Foreign currency translation

The consolidated financial statements are presented in Australian dollars, which is Vertex Minerals Limited's functional and presentation currency.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

Property, plant and equipment

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

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

- | | | |
|--------------------------------|---------------|-----------|
| • Buildings and infrastructure | Straight line | 50 years |
| • Plant and equipment | Straight line | 2-3 years |

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

Right of use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Exploration and evaluation assets

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Notes to the consolidated financial statements

For the year ended 30 June 2024

Impairment of non-financial assets

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

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

Employee benefits

Share-based payments

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

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

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

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

Notes to the consolidated financial statements

For the year ended 30 June 2024

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

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

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

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

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

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

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

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs, they are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Notes to the consolidated financial statements

For the year ended 30 June 2024

Fair value measurement

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

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

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

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

Earnings per share

Basic earnings per share

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

Notes to the consolidated financial statements

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Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

3. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 17 for further information.

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest.

Notes to the consolidated financial statements

For the year ended 30 June 2024

Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

4. Operating segments

Identification of reportable operating segments

The Group is organised into one operating segment, being mining and exploration operations. This 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.

Types of products and services

The principal products and services of this operating segment are the mining and exploration operations predominately in Australia.

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For the year ended 30 June 2024

5. Other income and expenses

Loss before income tax from continuing operations includes the following specific revenue and expenses:

	Year ended 30 June 2024	Year ended 30 June 2023
	\$	\$
Other income		
Sale of gold bullion	71,728	-
<p>During the year, the Group sold gold bullion produced at the Hill End mine for \$71,728 (30 June 2023: \$nil) as part of the process undertaken to review and upgrade the Group's existing gold processing plant.</p>		
Expenses		
Share based payment expense	100,456	306,697
Non-capitalised exploration and evaluation expenditure	177,967	83,901
Total depreciation expense	112,771	166,663
Depreciation transferred to capitalised exploration and evaluation	(109,411)	(164,663)
Net depreciation expense	3,360	2,000

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For the year ended 30 June 2024

6. Income Tax Expense

	Year ended 30 June 2024	Year ended 30 June 2023
	\$	\$
<u>Income tax expense</u>		
Current tax	-	-
Deferred tax	-	-
Aggregate income tax expense attributable to continuing operations	-	-

	Year ended 30 June 2024	Year ended 30 June 2023
	\$	\$
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax	(1,075,495)	(969,920)
Tax benefit at 25% (2023: 25%)	268,874	242,480
Tax effect of amounts which are not deductible/ (taxable) in calculating taxable income:		
Non-deductible expenses	(25,873)	(77,346)
Timing differences	(374,728)	(500,972)
Unused tax losses and offsets not recognised as deferred tax assets	131,727	335,838
Income tax benefit/expense recognised in profit or loss	-	-

The tax loss not recognised and available for offset against future taxable income was \$9,812,953 (2023: \$7,029,738). No deferred tax asset has been recognised as at 30 June 2024 (2023: \$nil).

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7. Earnings per share

	2024	2023
	Cents per share	Cents per share
Basic loss per share	(1.36)	(1.98)
Diluted loss per share	(1.36)	(1.98)

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

	2024	2023
	\$	\$
Net loss for the year	(1,075,495)	(969,920)
Loss used in the calculation of basic and diluted EPS	(1,075,495)	(969,920)

	2024	2023
	Number	Number
Weighted average number of ordinary shares for the purposes of basic earnings per share	78,957,471	48,914,521
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of ordinary shares for the purposes of diluted earnings per share	78,957,471	48,914,521

The number of options and other potential ordinary shares (including performance rights) that are not dilutive and not included in the calculation of diluted loss per share is 35,838,502 (2023: 7,150,000). This is due to the Group being in a loss position at the end of the financial year, and therefore options and performance rights on issue are not considered to be dilutive.

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8. Capitalised exploration and evaluation expenditure

Exploration and evaluation phase:	\$
Balance at 30 June 2022	3,663,385
Exploration expenditure incurred	2,260,120
Expenditure not capitalised ¹	(83,901)
Balance at 30 June 2023	5,839,604
Exploration expenditure incurred	1,540,546
Expenditure not capitalised ¹	(177,967)
Balance at 30 June 20254	7,202,183

1. Exploration expenditure on areas of interest where tenure was not granted at year end was expensed to profit or loss.

Exploration expenditure incurred and capitalised includes employee benefits expenses of \$112,027 (2023: \$186,027) and depreciation of \$109,411 (2023: \$164,663).

The ultimate recoupment of exploration and evaluation expenditure carried forward is dependent on successful development and exploitation, or alternatively sale of the respective area of interest. Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

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9. Property, plant and equipment

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

	Land \$	Buildings and infrastructure \$	Plant and equipment \$	Plant under construction \$	Total \$
Year ended 30 June 2023					
Opening balance	-	-	-	-	-
Additions through acquisitions	250,000	99,003	249,146	650,000	1,244,982
Additions	-	-	16,273	147,223	163,496
Depreciation expense	-	(2,000)	(164,663)	-	(166,663)
Closing net book amount	250,000	97,003	100,756	797,223	1,244,982
At 30 June 2023					
Cost	250,000	100,000	346,961	797,223	1,494,184
Accumulated depreciation	-	(2,997)	(246,205)	-	(249,202)
Net Book amount	250,000	97,003	100,756	797,223	1,244,982
Year ended 30 June 2024					
Opening balance	250,000	97,003	100,756	797,223	1,244,982
Additions	-	-	330,022	1,902,137	2,232,159
Depreciation expense	-	(2,000)	(106,648)	-	(108,648)
Balance at 30 June 2024	250,000	95,003	324,130	2,699,360	3,368,493
At 30 June 2024					
Cost	250,000	100,000	676,983	2,699,360	3,726,343
Accumulated depreciation	-	(4,997)	(352,853)	-	(357,850)
Net book amount	250,000	95,003	324,130	2,699,360	3,368,493

Plant under construction as at 30 June 2024 relates to expenditure incurred in relation to the Reward mine gold gravity gold processing plant.

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10. Right-of-use assets

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

	Total
	\$
Year ended 30 June 2024	
Opening balance	-
Additions	221,368
Depreciation expense	(4,123)
Balance at 30 June 2024	<u>217,245</u>
At 30 June 2024	
Cost	221,368
Accumulated depreciation	(4,123)
Net book amount	<u>217,245</u>

The Group leases motor vehicles on 4 or 5 year leases. See Note 13 for further details.

11. Trade and other payables

	30 June 2024	30 June 2023
	\$	\$
Trade creditors	664,030	104,847
Accruals	64,404	200,737
Superannuation payable	8,139	3,742
	<u>736,573</u>	<u>309,326</u>

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12. Borrowings

	30 June 2024
	\$
Current liability	107,725
Non-current liability	84,276
Total borrowings	192,001
Opening balance	-
Loans advanced	953,822
Loan interest	22,227
Principal and interest payments	(90,848)
Loan repayment through share issue	(693,200)
Closing balance	192,001

During the year to 30 June 2024, the following borrowings were entered into:

Convertible Loans

In March and April 2024, the Group entered into Convertible Loan agreements with two of its shareholders in advance of the rights issue announced 19 March 2024. Funds totalling \$693,226 were advanced with interest payable at 15% per annum. The loans were repaid in full through the issue of shares as part of the rights issue completed in April 2024; the interest accrued was settled in cash during the period.

CAT Equipment Loan

In September 2023, the Group acquired a CAT excavator at a cost of \$232,200. A loan totalling \$197,000 was secured against the equipment on a 36-month term with interest payable at 7.5% per annum.

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13. Lease liabilities

	30 June 2024
	\$
Current lease liability	51,989
Non-current lease liability	137,714
Total lease liability	189,703
Opening balance	-
Additions to lease liability	194,500
Finance costs	1,943
Principal and interest payments	(6,740)
Closing balance	189,703

The Group has entered into lease arrangements for the purchase of motor vehicles.

Refer to note 16 for further information on financial instruments.

14. Share capital

	30 June 2024	30 June 2023
	\$	\$
122,773,332 fully paid ordinary shares (30 June 2023: 50,050,000)	14,223,960	8,825,412
	14,223,960	8,825,412

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number and amounts paid on the shares held. On a show of hands, every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote, and upon a poll each share is entitled to a vote.

Ordinary shares have no par value, and the Group does not have a limited amount of authorised capital.

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Movements in share capital during the year were as follows:

		Share Capital
	Number of shares	\$
As at 30 June 2023	50,050,000	8,825,412
Rights issue	(a) 16,683,332	1,668,383
Share placement	(b) 10,000,000	800,000
Rights issue	(c) 46,040,000	3,683,200
Share issue costs		(753,035)
As at 30 June 2024	122,773,332	14,223,960

(a) In July 2023 the Group announced the completion of a rights issue and the following share issues took place:

- Entitlement acceptances: 10,463,961 ordinary shares were issued at \$0.10 per share on 17 July 2023.;
- Underwritten shortfall: 6,219,371 ordinary shares were issued at \$0.10 per share on 18 August 2023;
- A further 5,000,000 options exercisable at \$0.25 on or before 17 July 2026 were issued to the lead manager of the rights issue.

(b) In February 2024, the Group completed a placement of 10,000,000 ordinary shares at \$0.08 per share.

(c) In May 2024 the Group announced the completion of a rights issue and the following share issues took place

- Entitlement acceptances: 28,783,210 ordinary shares were issued at \$0.08 per share on 7 May 2024. Of these issues, 8,665,000 shares were issued in settlement of \$693,200 of convertible loans as detailed in Note 12;
- Underwritten shortfall: 17,256,790 ordinary shares were issued at \$0.08 per share on 7 May;

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Share Options

Unissued equity-settled shares under option at balance date were as follows:

Series	Number of shares under option	Class of shares	Exercise price of option	Expiry date of options
Lead manager options (2021)	4,000,000	Ordinary	\$0.30	07/01/2025
Lead manager options (2023)	5,000,000	Ordinary	\$0.25	17/07/2026
2023 Rights Issue	8,341,743	Ordinary	\$0.25	17/07/2026
2024 Rights Issue	15,346,759	Ordinary	\$0.15	17/07/2027

All options were issued by Vertex Minerals Ltd. The following options were issued during the current financial year:

- A total of 5,000,000 lead manager options were issued in September 2023 with an exercise price of \$0.25 on or before 17 July 2026 as part of the Group's July 2023 Rights issue.
- A total of 8,341,743 free-attaching options were issued during July and August 2023 with an exercise price of \$0.25 on or before 17 July 2026 as part of the Group's July 2023 Rights issue.
- A total of 15,346,759 free-attaching options were issued in May 2024 with an exercise price of \$0.15 on or before 17 July 2027 as part of the Group's May 2024 Rights issue.

There has been no cancellations, expirations or modifications to the options on issue during the year to 30 June 2024. See note 17 for further information related to share based payments.

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15. Reserves

	30 June 2024	30 June 2023
	\$	\$
Share based payments reserve	506,788	205,332
	506,788	205,332

Share based payments reserve	30 June 2024	30 June 2023
	\$	\$
Balance at beginning of the year	205,332	140,285
Accounting value of share-based payments recognised in the year (see note 17)	301,456	306,697
Conversion of Performance Rights to ordinary shares	-	(241,650)
Balance at the end of the financial year	506,788	205,332

Nature and purpose of reserves

Share based payments reserve

The reserve relates to share options and performance rights granted by the Group to its employees under its employee share option plan and share options issued to consultants and advisors in consideration for services provided. Further information about share-based payments is set out in note 17.

16. Financial instruments

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. Risk management is carried out by the Board of Directors.

Market risk

The Group's activities have the potential to expose it primarily to the financial risks in foreign currency exchange rates, commodity prices and interest rates. Since incorporation, the Group has not used any derivative financial instruments to hedge its exposure to foreign exchange and interest rate risk.

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For the year ended 30 June 2024

Foreign currency risk

The Group has not undertaken any transactions denominated in foreign currency since incorporation.

Interest Rate risk management

The Group is potentially exposed to interest rate risk as it deposits funds at floating interest rates; the Group's borrowings are all at fixed rates. The Group does not hedge this risk through derivatives such as interest rate swaps.

An increase/decrease in interest rates by 50 basis points would not have a material effect on loss before tax.

Credit risk management

Credit risk refers to the risk that a counter-party will default on its contractual obligations resulting in a financial loss to the Group. As at reporting date, the Group has not material receivables and accordingly does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

Liquidity risk

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

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

The following table details the Group's remaining contractual maturity for its financial instrument liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

VERTEX MINERALS LIMITED

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Notes to the consolidated financial statements

For the year ended 30 June 2024

	Weighted average effective interest rate	Less than 12 months \$	1-2 years \$	2-5 years \$
30 June 2024				
Trade payables	-	736,574	-	-
		<u>736,574</u>	<u>-</u>	<u>-</u>
<u>Fixed interest bearing liabilities</u>				
Borrowings	8.70%	121,092	73,535	18,834
Leases	7.60%	51,989	103,979	120,330
		<u>173,081</u>	<u>177,514</u>	<u>138,713</u>
30 June 2023				
Trade payables	-	309,326	-	-
		<u>309,326</u>	<u>-</u>	<u>-</u>

Fair value of financial instruments

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

17. Share-based payments

	2024 \$	2023 \$
Recognised in profit or loss:		
Employee benefits – Performance Rights	100,456	306,697
Recognised in equity:		
Share issue expenses	257,000	-
Total share based payments	<u>357,456</u>	<u>306,697</u>

Included in the share issue expense is an amount of \$56,000 for 700,000 shares issued at \$0.08 to brokers in respect of cost of the rights issue during the period.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

The following share-based payment arrangements were in existence during the current and previous reporting periods:

Share Options

Series	Number issued	Grant date	Expiry date	Exercise price \$	Fair value at grant date \$
2021 Lead manager options	4,000,000	22/12/21	7/01/25	\$0.30	\$0.00695
2023 Rights Issue Options	8,341,743	July-Aug 2023	17/07/26	\$0.25	n/a
2023 Lead manager options	5,000,000	4/09/23	17/07/26	\$0.24	\$0.0402
2024 Rights Issue Options	15,346,759	7/05/24	17/07/27	\$0.15	n/a

Free-attaching options issued as part of the Group's 2023 and 2024 Rights Issues are not share-based payments and are included here for completeness.

During the financial year, 5,000,000 options were issued to the Lead Manager of the 2023 Rights issue for services provided. Key details were:

	<u>Lead Manager Options</u>
Number issued	5,000,000
Grant date	4/9/2023
Exercise Price	\$0.25
Expected volatility	90%
Option life	2.87 years
Dividend yield	Nil
Risk-free interest rate	3.91%

No other share options were granted during the financial year and no modification or cancellations to existing share options.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

Movements in share options during the year

The following reconciles the share options outstanding at the beginning and end of the period:

	30 June 2024		30 June 2023	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance at beginning of year	4,000,000	\$0.30	4,000,000	\$0.30
Granted during the year	28,688,502	\$0.20	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	-	-	-	-
Balance at end of the year	32,688,502	\$0.21	4,000,000	\$0.30
Exercisable at the end of the year	32,688,502		4,000,000	

The share options outstanding at the end of the year had a weighted average exercise price of \$0.21 (2023:\$0.30) and a weighted average remaining contractual life of 850 days (2023: 557 days).

Performance Rights

During the year to 30 June 2022, the Group issued 4,500,000 performance rights over ordinary shares as compensation to directors of the Group. Terms and conditions of the performance rights are detailed below.

An independent valuation on grant of the awards of the performance rights was conducted and assigned a value at grant date of \$773,820. An expense of \$100,456 has been recognised in profit or loss in the current financial year (2023: \$306,697) based on the directors' assessment of the probability of milestones being achieved and the directors' individual service periods.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

Performance Rights have been valued using a binomial and trinomial valuation models. The following assumptions were used in the valuation:

	Tranche 1	Tranche 2	Tranche 3
Number	1,800,000	1,350,000	1,350,000
Valuation date	12/01/22	12/01/22	12/01/22
Maturity date	12/01/27	12/01/27	12/01/27
Conditions	Market	Non-Market	Non-Market
Volatility	100%	100%	100%
Dividend yield	Nil	Nil	Nil
Risk free interest rate	1.46%	1.46%	1.46%

The Group currently has 1,800,000 Tranche 1 and 1,350,000 Tranche 3 Performance Rights with the following terms and conditions:

Milestones:

- Tranche 1 – 40% of the Performance Rights will vest upon the volume weighted average market price of the Group's shares trading on ASX over 20 consecutive trading days on which the shares have traded being \$0.40 and this event occurring no earlier than 90 days after listing on the ASX
- Tranche 3 – 30% of the Performance Rights will vest upon the Group successfully applying for a mining lease on the Hargraves Project and completing an updated pre-feasibility study for the Hargraves Project that demonstrated at the time of reporting the pre-feasibility study that extraction is reasonably justified and economically viable.

Upon vesting, each Performance Right will at the election of the holder convert into one ordinary share in the Group. No consideration is payable on conversion of the Performance Rights to shares. Each Performance Right expires 5 years from the date of issue. If the holder is terminated for whatever reason, any unvested Performance Rights held by that holder will automatically lapse.

The Tranche 2 Milestone was met during the year to 30 June 2023 and 1,350,000 Performance Rights were converted to ordinary shares.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

18. Key management personnel

The aggregate compensation made to KMP of the Group is set out below:

	2024	2023
	\$	\$
Short-term employee benefits	807,163	616,227
Share-based payment expenses	100,456	306,697
	<u>907,619</u>	<u>922,924</u>

Other transactions with KMP of the Group

The Group has entered into a service agreement with Every Day Hire Pty Ltd, an entity controlled by Mr Roger Jackson. Terms of the service agreement are noted in the remuneration report. An amount of \$45,094 (2023: \$89,264) has been included in the financial report as capitalised exploration expenses. A total of \$27,056 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Every Day Hire Pty Ltd which includes director fees payable to Mr Roger Jackson (2023: \$16,002).

The Group has entered into a service agreement with Central West Scientific Pty Ltd, an entity controlled by Mr Tully Richards. Terms of the service agreement are noted in the remuneration report. An amount of \$270,275 (2023: \$100,400) has been included in the financial report as capitalised exploration expenses and a further \$12,575 included in Consulting fees (2023: Nil). A total of \$200,941 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Central West Scientific Pty Ltd (2023: \$112,800).

The Group has entered into a service agreement with Crosscut Consulting Pty Ltd, an entity controlled by Mr Declan Franzmann. Terms of the service agreement are noted in the remuneration report. An amount of \$75,100 (2023: \$52,027) has been included in the financial report as capitalised exploration expenses, an amount of \$42,400 has been included within Plant under Construction (2023: Nil), and a further \$40,200 has been included in the financial report as consulting fees (2023: \$11,900). A total of \$21,358 (excluding GST) was included in trade and other payables at 30 June 2024 for services provided by Crosscut Consulting Pty Ltd which

No other transactions with key management personnel occurred during the financial year.

Loss for the year does not include any further items of expense that resulted from transactions, other than as noted above.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

19. Reconciliation of loss for the year to net cash flows from operating activities

	30 June 2024	30 June 2023
	\$	\$
Loss for the year	(1,075,495)	(969,920)
Non-cash items:		
Share-based payment expenses	100,456	306,697
Depreciation expense	3,360	2,000
Financing and investing cash flows included in loss:		
Finance costs including interest expense	24,131	-
Movement in trade and other receivables and other current assets	(218,656)	(4,060)
Movement in trade and other payables relating to operating activities	(4,901)	66,613
Cash flows from operating activities	(1,171,105)	(598,670)

20. Non-cash transactions

During the year, the Group made the following non-cash transactions:

- share-based payments totalling \$357,456 (2023: \$306,697), details of which are included in note 17
- repayment of borrowings of \$693,200 (2023: \$nil) through the issue of shares details of which are included in note 12,

21. Commitments and contingent liabilities

In order to maintain and preserve rights of tenure to granted exploration tenements, the Group is required to meet certain minimum levels of exploration expenditure specified by various State governments.

As at reporting date these future minimum exploration expenditure commitments are as follows:

	30 June 2024	30 June 2023
	\$	\$
Not longer than 1 year	1,059,654	1,063,798
Longer than 1 year and not longer than 5 years	846,726	585,082
Longer than 5 years	57,500	45,000
Total	1,963,880	1,693,880

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Notes to the consolidated financial statements

For the year ended 30 June 2024

The Group had no contingent liabilities at 30 June 2024 (30 June 2023: Nil).

22. Remuneration of auditors

Auditor

	30 June 2024	30 June 2023
	\$	\$
William Buck		
Audit and review of the financial statements	44,738	30,000
Total	44,738	30,000

23. Subsequent events

On 25 July 2024, the Group announced ore sorting results for the Reward Gold Mine at Hill End. An ore sorting program was completed with TOMRA to assess the potential of further upgrading the ore prior to further processing at the Hill End Gravity Gold Mill.

On 12 August 2024, the Group announced a placement to raise up to \$3.77million before costs through the issue of up to 47,125,000 ordinary shares at \$0.08 per share with one free-attaching option for every three shares. The options have an exercise price of \$0.15 exercisable on or before 17 July 2027. Tranche 1 of the placement was announced as completed on 21 August 2024 and 11,277,333 shares were issued; Tranche 2 is subject to shareholder approval.

On 11 September 2024, the Group announced its intention to incorporate a TOMRA Laser Sorter into the Reward Gold Plant.

Other than as noted above, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

24. Parent entity information

The subsidiary entity within the Group is dormant as at 30 June 2024. No separate parent entity disclosures have been made as the profit and loss, balance sheet and cash flows are the consistent with the Group disclosures. The parent entity had no contingent liabilities as at 30 June 2024. Parent entity commitments are disclosed in note 21.

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Notes to the consolidated financial statements

For the year ended 30 June 2024

25. Interest in subsidiaries

Entity name	Principal place of business / Country of incorporation	Ownership Interest	
		30 June 2024	30 June 2023
Vertex Opco 1 Pty Ltd	Australia	100%	n/a

Vertex Opco 1 Pty Ltd was incorporated on 9 April 2024.

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Independent auditor's report to the members of Vertex Minerals Limited

Report on the audit of the financial report

Our opinion on the financial report

In our opinion, the accompanying financial report of Vertex Minerals Limited (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What was audited?

We have audited the financial report of the Group, which comprises:

- the consolidated statement of financial position as at 30 June 2024,
- the consolidated statement of profit or loss and other comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended,
- notes to the financial statements, including material accounting policy information,
- the consolidated entity disclosure statement, and
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report, which indicates that the Company incurred a net loss of \$1,075,495 and net cash outflows from operating activities of \$1,171,105 for the year ended 30 June 2024. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matter to be communicated in our report.

Capitalisation of Exploration and Evaluation Costs	Area of focus (refer also to notes 2, 3 & 8)	How our audit addressed the key audit matter
	<p>The Group holds the right to explore and evaluate exploration projects through a direct ownership of the underlying Area of Interest. Specific costs related to such 'Area of Interest' activity are capitalised where the AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> ('AASB 6') criteria is met.</p> <p>There is a risk that the Group may lose or relinquish its rights to further explore and evaluate those areas of interest and therefore amounts capitalised to the statement of financial position from the current and historical periods may no longer be recoverable. Judgement is involved in determining whether there are other facts and circumstances that may suggest the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.</p> <p>Due to the judgements involved in assessing recoverability of capitalised exploration and evaluation assets, this was considered a Key Audit Matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> – Understanding and vouching the underlying contractual entitlement to explore and evaluate each area of interest; – Examining project spend per each area of interest and comparing this spend to the minimum expenditure requirements set out in the underlying exploration expenditure plan; – Performing sample tests of project spend to each area of interest to ensure that it is directly attributable to that area of interest and recognised in accordance with AASB 6; and – We also assessed the adequacy of the Group's disclosures in the financial report.

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Other information

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

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

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

Responsibilities of the directors for the financial report

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

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- 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:

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- 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 ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report



Our opinion on the Remuneration Report

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

What was audited?

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024.

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.

William Buck Audit (Vic) Pty Ltd
ABN 59 116 151 136

R. P. Burt
Director
Melbourne, 30 September 2024

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Directors' Declaration

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
- the information disclosed in the attached consolidated entity disclosure statement is true and correct

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

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

On behalf of the directors



Roger Jackson
Executive Chairman
30 September 2024

VERTEX MINERALS LIMITED

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Consolidated Entity Disclosure Statement

As at 30 June 2024

Entity name	Entity type	Place formed/ Country of incorporation	Ownership interest	Tax residency and jurisdiction
Vertex Minerals Limited	Body corporate	Australia	Parent entity	Australia
Vertex Opco 1 Pty Ltd	Body corporate	Australia	100%	Australia

Basis of preparation

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

Determination of tax residency

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

Partnerships and Trusts

None of the entities noted above were trustees of trusts within the consolidated entity, partners in a partnership within the consolidated entity or participants in a joint venture within the Group.

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Corporate Governance Statement

The Group's Corporate Governance Plan is available in full on the Group's website at <https://vertexminerals.com/corporate-governance-downloads> and contains the following documents:

Corporate Governance Statement dated 30 September 2024

Board and Committee Charters:

- Board Charter
- Audit and Risk Committee Charter
- Remuneration Committee Charter
- Nomination Committee Charter
- Environmental Social and Governance Committee Charter

Documentation of Policies and Procedures:

- Corporate Code of Conduct
- Performance Evaluation Policy
- Continuous Disclosure Policy
- Risk Management Policy
- Trading Policy
- Diversity Policy
- Whistleblower Protection Policy
- Anti-Bribery and Anti-Corruption Policy
- Environmental, Social and Governance Policy
- Privacy Policy

The Corporate Governance Statement discloses the extent to which the Group follows the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4th Edition (**Recommendations**). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Group intends to adopt in lieu of the recommendation.

Due to the current size and nature of the existing Board and the magnitude of the Group's operations, the Board does not consider that the Group will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Group's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

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Additional Securities Exchange Information

The shareholder information set out below was applicable as at 30 September 2024 except where otherwise stated.

1. Twenty largest holders of quoted equity securities

Ordinary shares	Number	Percentage
SMALL BUSINESS FINANCE PTY LTD	9,449,560	7.05
GLENEDEN NOMINEES PTY LTD	9,375,000	6.99
MR ROSS DI BARTOLO	6,418,207	4.79
DC & PC HOLDINGS PTY LTD <DC & PC NEESHAM SUPER A/C>	3,776,385	2.82
MADALENA PTY LTD <THE MADALENA FAMILY S/F A/C>	3,311,591	2.47
COMPUTER SUPPORT SYSTEMS PTY LTD	3,000,000	2.24
BNP PARIBAS NOMS PTY LTD	2,694,095	2.01
ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	2,430,000	1.81
SMALL BUSINESS FINANCE PTY LTD	2,400,000	1.79
ASHMORE SUPER PTY LTD <ASHMORE SUPER FUND A/C>	2,328,930	1.74
FLUE HOLDINGS PTY LTD	1,909,144	1.42
MR GAVIN JEREMY DUNHILL	1,900,000	1.42
MR ROBERT CAMERON GALBRAITH	1,730,504	1.29
PHAKARWEI PTY LTD <PHAKARWEI SUPER A/C>	1,543,973	1.15
CITRAEN PTY LTD <FRANZMANN FAMILY A/C>	1,472,000	1.10
MR PAUL SIMON HALLION & MR PATRICK MICHAEL HALLION & MS NOREEN MARIE HALLION <HWY INFINITY SUPERFUND A/C>	1,440,000	1.07
FILMRIM PTY LTD <MAJUFE SUPER A/C>	1,404,459	1.05
ANGKOR IMPERIAL RESOURCES PTY LTD <TURKISH BREAD S/F A/C>	1,100,000	1.04
KITARA INVESTMENTS PTY LTD <KUMOVA #1 FAMILY A/C>	1,316,980	0.98
MR GREGORY JOHN MUNYARD & MRS MARIA ANN MUNYARD & MRS CARMEN HELENE CRUZ <RIVIERA SUPER FUND A/C>	1,300,000	0.97
Total Top 20	60,600,828	45.21
Other	73,449,837	54.79
Total ordinary shares on issue	134,050,665	100

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Additional Securities Exchange Information

2. Substantial shareholders

The following table details the Company's substantial shareholders as extracted from the Company's registers of substantial shareholders:

Name	Number of ordinary shares	Percentage	Date of last notice
Ross Di Bartolo	9,536,979	15.28%	04/09/2023
Timothy Paul Neesham	2,790,000	5.73%	27/07/2022

3. Distribution of holders of equity securities

	Fully paid ordinary shares	Listed options	Performance rights
1 - 1,000	743	75	-
1,001 - 5,000	389	94	-
5,001 – 10,000	172	40	-
10,001 – 100,000	453	112	-
100,001 and over	195	75	3
	1,952	396	3
Number on issue	134,050,665	28,466,834	3,150,000
Holding less than a marketable parcel	1,012	-	-

4. Voting rights

See Note 14 to the Financial Statements

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Additional Securities Exchange Information

5. Restricted securities

No securities are currently restricted at the date of this report:

6. Unquoted equity security holdings greater than 20%

Performance Rights	Number
Central West Scientific Pty Ltd	1,050,000
Citraen Pty Ltd	1,050,000
Roger Alan Jackson	1,050,000

7. On-market buy-back

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

8. Company secretary, registered and principal administrative office and share registry

The Company Secretary is Mr Alex Neuling.

The Company's principal and registered office is at Unit 38, 460 Stirling Highway, Peppermint Grove WA 6011, telephone number +61 8 6270 6316.

The Company's share registry is maintained by Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000, telephone number 1300 288 644.

9. Tenement listing

Tenement Number	Project	Location	Status	% Interest
EL 5868	Hill End	NSW	Granted	100%
EL 8289	Hill End	NSW	Granted	100%
EL 9247	Hill End	NSW	Granted	100%
EL 9413	Hill End	NSW	Granted	100%
EL 9434	Hill End	NSW	Granted	100%
ELA 6528	Hill End	NSW	Application	100%
GL 5846	Hill End	NSW	Granted	100%
ML 49	Hill End	NSW	Granted	100%
ML 50	Hill End	NSW	Granted	100%
ML 315	Hill End	NSW	Granted	100%
ML 316	Hill End	NSW	Granted	100%
ML 317	Hill End	NSW	Granted	100%
ML 913	Hill End	NSW	Granted	100%

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Additional Securities Exchange Information

Tenement Number	Project	Location	Status	% Interest
ML 914	Hill End	NSW	Granted	100%
ML 915	Hill End	NSW	Granted	100%
ML 1116	Hill End	NSW	Granted	100%
ML 1541	Hill End	NSW	Granted	100%
EL 6996	Hargraves	NSW	Granted	100%
E63/2058	Taylors Rock	WA	Granted	100%
E77/2651	Pride of Elvire	WA	Granted	100%

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