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Interim Financial Report
For the half-year ended 31 December 2024

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Corporate Directory

ACN 100 714 181

ASX CODE

KRR

King River Resources Limited is an Australian Company limited by shares and listed on the Australian Stock Exchange (ASX)

DIRECTORS

Anthony Barton	Executive Chair
Greg MacMillan	Executive Director
Leonid Charuckyj	Non-Executive Director

COMPANY SECRETARY

Greg MacMillan
Kathrin Gerstmayr

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BANKERS

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SHARE REGISTER

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

AUDITORS

Ernst & Young
11 Mounts Bay Road
Perth WA 6000

INTERNET ADDRESS

www.kingriverresources.com.au

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Directors' Report

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

The Directors submit their report for King River Resources Limited ("King River" or "the Company") and its controlled entities ("the Group" or "the Consolidated entity") for the half year ended 31 December 2024.

DIRECTORS

The names of the Company's Directors who held office during the half year and until the date of this report are noted below. The Directors were in office for the entire period unless otherwise stated.

Anthony Barton	Executive Chair
Leonid Charuckyj	Non-Executive Director
Gregory MacMillan	Executive Director & Joint Company Secretary

CORPORATE STRUCTURE

King River is a company limited by shares that is incorporated and domiciled in Australia. King River Resources Limited has the fully owned subsidiaries. The Group has prepared a consolidated financial report incorporating the entities that it controlled during the financial half year, being 100% owned subsidiaries.

Entity	Country of tax	Country of	% Equity Interest	
	Residence	Incorporation	December 2024	June 2024
King River Resources Limited	Australia	Australia		
Treasure Creek Pty Ltd	Australia	Australia	100	100
Kimberley Gold Pty Ltd	Australia	Australia	100	100
Whitewater Minerals Pty Ltd	Australia	Australia	100	100
High Purity Metals Pty Ltd	Australia	Australia	100	100

NATURE OF OPERATIONS AND PRINCIPAL ACTIVITIES

King River is a mineral exploration company with a portfolio of 100% owned tenements covering approximately 6,641 square kilometres, in the Tennant Creek region of the Northern Territory, and a portfolio of 100% owned tenements covering approximately 351 square kilometres in the East Kimberley region in Western Australia.

During the half year ended 31 December 2024, King River continued the exploration and development activities on its Tenant Creek project. Significant drilling was undertaken during the half year to follow up on targets generated from the 2023 geophysics program targeting prospective IOCG areas, including multiple targets along strike of geophysical and geological trends associated with other known significant deposits of high-grade Copper and Gold.

Drilling focused on extending previously discovered high grade gold mineralisation and testing alternative structural positions identified in previous detailed drone magnetics. During the half year assays from the drilling program returned significant geochemical anomalies and gold results. Significant results have been returned including the discovery of a new high grade gold zone south of the central main workings, and a possible new style of mineralisation has been identified (KRR ASX releases 22 August 2024, 13 September 2024, 22 October 2024, 6 November 2024, and 16 January 2025).

Further drilling is planned in 2025 to follow up on best results from the exploration work.

REVIEW & RESULTS OF CONSOLIDATED OPERATIONS

The consolidated entity recorded an operating loss after income tax of \$467,221 for the half year ended 31 December 2024 (31 December 2023: \$1,723,423 loss). At 31 December 2024, the Company had a cash position of \$5,535,231 and held 100million Tivan Limited (ASX: TVN) shares valued at \$10million.

The Company had 1,528,220,751 fully paid ordinary shares on issue at 31 December 2024. There was no dividend declared or paid during the half year.

Directors' Report

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 8 July 2024 the Company received a cash payment of \$1.6million for the acquisition of the Speewah Project by Tivan Limited ("Tivan"). On 2 December 2024 the Company received the final cash payment of \$2.4million from Tivan towards the acquisition of the Speewah Project in accordance with the agreed payment restructure.

Other than the above, there were no significant changes in the state of affairs of the consolidated entity during the financial half-year ended 31 December 2024.

SIGNIFICANT EVENTS SUBSEQUENT TO THE BALANCE DATE

In accordance with the restructured payment terms pertaining to the sale of the Speewah Project, should the value of the 100 million Tivan shares held by King River be less than \$10 million on 17 February 2025 (based on Tivan's preceding 30-day volume weighted average price ("VWAP") leading up to 17 February 2025), Tivan will issue additional shares to King River on 17 February 2025. These additional Tivan shares will be issued at the VWAP, ensuring that the combined value of the 100 million existing shares and the newly issued Tivan shares total a value of \$10 million (KRR ASX 12 February 2024).

As at 17 February 2025, Tivan's 30-day VWAP exceeded \$0.10, therefore no further shares were issued to King River under the restructure share mechanism.

With all payments received and obligations completed under the binding term sheet and payment restructure, King River and Tivan have executed a Deed of Release under which King River has released the security it held over the Speewah Project via the shares in Speewah Mining Pty Ltd. King River has also provided written confirmation to Tivan that it has lodged the required statement to end the registration of the security as at 17 February 2025 on the Personal Property Securities Register per the Personal Property Securities Act 2009 (Cth).

This completes all contractual arrangements with Tivan for the Speewah Project sale.

In the opinion of the Directors, there were no other material matter or circumstances that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or state of affairs of the Company in future financial periods.

AUDITOR INDEPENDENCE

Section 307C of the Corporation Act 2001 requires our auditors, Ernst & Young, to provide the Directors of the Company with an Independence Declaration in relation to the review of the consolidated financial report. This Independence Declaration is disclosed on page 6 of this report and forms part of this Directors' report for the half year ended 31 December 2024.

Signed in accordance with a resolution of the Directors.



Greg MacMillan
Director

28 February 2025

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Shape the future
with confidence

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Auditor's Independence Declaration to the Directors of King River Resources Limited

As lead auditor for the review of the half-year financial report of King River Resources Limited for the half-year ended 31 December 2024, I declare to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review;
- no contraventions of any applicable code of professional conduct in relation to the review; and
- no non-audit services provided that contravene any applicable code of professional conduct in relation to the review.

This declaration is in respect of King River Resources Limited and the entities it controlled during the financial period.

Ernst & Young

Timothy Dachs
Partner

28 February 2025

Directors' Declaration

In accordance with a resolution of the Directors of King River Resources Limited, I state:

In the opinion of the Directors:

- (a) the consolidated financial statements and notes of the Group are in accordance with the Corporations Act 2001 including:
 - (i) giving a true and fair view of the Group's consolidated financial position as at 31 December 2024 and of its performance for the half year then ended; and
 - (ii) complying with Accounting Standard AASB 134 "Interim Financial Reporting" and Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The declaration is signed in accordance with a resolution of the Board of Directors.



Greg MacMillan
Director

28 February 2025

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Interim Consolidated Statement of Comprehensive Income

FOR THE HALF YEAR ENDED 31 DECEMBER 2024



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	Notes	Consolidated	
		For the half year ended 31 Dec 2024	For the half year ended 31 Dec 2023
		\$	\$
Interest income	3(a)	72,107	39,206
Other income	3(b)	8,077	8,350
Directors' and Employee benefit expenses		(66,900)	(80,323)
Compliance costs	3(c)	(74,093)	(74,624)
Depreciation expense		(18,326)	(13,204)
Finance costs		(1,728)	(2,265)
Insurance expense		(27,779)	(26,690)
Net fair value loss on financial assets	10	(20,000)	(1,320,000)
Other administration expenses	3(d)	(188,188)	(206,608)
Share-based payments	4	(150,391)	(47,265)
Loss before income tax expense		(467,221)	(1,723,423)
Income tax expense		-	-
Net loss after income tax benefit for the period		(467,221)	(1,723,423)
Other Comprehensive Income		-	-
Total Comprehensive Loss for the period		(467,221)	(1,723,423)
Loss per share			
Basic and Diluted loss per share (cents per share)	11	(0.03)	(0.11)

The accompanying notes form part of these consolidated financial statements.

Interim Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2024

	Notes	Consolidated	
		31 December 2024	30 June 2024
		\$	\$
Assets			
Current Assets			
Cash and cash equivalents		5,535,231	3,935,830
Other receivables	9	94,658	4,074,072
Other current assets		102,495	62,329
Total Current Assets		5,732,384	8,072,231
Non-Current Assets			
Capitalised exploration expenditure	8	11,421,500	9,684,876
Financial Assets at fair value through profit or loss	10	10,068,000	10,088,000
Plant & equipment		57,632	63,381
Right of use asset		49,039	59,551
Total Non-Current Assets		21,596,171	19,895,808
Total Assets		27,328,555	27,968,039
Liabilities			
Current Liabilities			
Trade and other payables	9	109,600	422,432
Lease liability		21,302	20,123
Total Current Liabilities		130,902	442,555
Non-Current Liabilities			
Lease liability		32,195	43,196
Total Non-Current Liabilities		32,195	43,196
Total Liabilities		163,097	485,751
Net Assets		27,165,458	27,482,288
Equity			
Issued capital	6	49,180,808	49,180,808
Reserves	6	2,310,003	2,159,612
Accumulated losses		(24,325,353)	(23,858,132)
Total Equity		27,165,458	27,482,288

The accompanying notes form part of these consolidated financial statements.

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Interim Consolidated Statement of Cash Flows

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Consolidated	
	For the half year ended 31 Dec 2024	For the half year ended 31 Dec 2023
	\$	\$
Cash Flows from Operating Activities		
Interest received	72,107	39,206
Payment to suppliers and employees	(426,713)	(358,522)
Interest and other finance costs paid	(1,728)	(2,265)
Other - security deposit	-	(1,602)
Net cash used in operating activities	(356,334)	(323,183)
Cash Flows from Investing Activities		
Proceeds from sale of Speewah Project	4,000,000	2,500,000
Payments for transaction costs associated to sale of Speewah Project	(44,000)	(27,500)
Payment for acquisition of tenement	-	(30,000)
Payment for exploration and evaluation	(1,988,378)	(1,350,515)
Payment for plant and equipment	(2,065)	-
Net cash from investing activities	1,965,557	1,091,985
Cash Flows from Financing Activities		
Repayment of principal portion of lease liabilities	(9,822)	(12,995)
Net cash used in financing activities	(9,822)	(12,995)
Net increase in cash and cash equivalents	1,599,401	755,807
Cash and cash equivalents at beginning of half year	3,935,830	3,145,977
Cash and Cash Equivalents at end of half year	5,535,231	3,901,784

The accompanying notes form part of these consolidated financial statements.

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Interim Consolidated Statement of Changes in Equity

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

Consolidated for the half years ended	Notes	Issued Capital \$	Equity Benefits Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2023		49,408,241	1,963,588	(25,932,435)	25,439,394
Loss for the period		-	-	(1,723,423)	(1,723,423)
Total comprehensive loss for the period		-	-	(1,723,423)	(1,723,423)
Transactions with owners, recorded directly in equity:					
Performance rights issued to Directors/Management	4	-	47,265	-	47,265
Balance at 31 December 2023		49,408,241	2,010,853	(27,655,858)	23,763,236
Balance at 1 July 2024		49,180,808	2,159,612	(23,858,132)	27,482,288
Loss for the period		-	-	(467,221)	(467,221)
Total comprehensive loss for the period		-	-	(467,221)	(467,221)
Transactions with owners, recorded directly in equity:					
Performance rights issued to Directors/Management	4	-	150,391	-	150,391
Balance at 31 December 2024		49,180,808	2,310,003	(24,325,353)	27,165,458

The accompanying notes form part of these consolidated financial statements.

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Notes to the Half Year Consolidated Financial Statements

1. CORPORATE INFORMATION

King River Resources Limited ("King River" or "the Company") is a company limited by shares incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange. These consolidated financial statements are presented in Australian dollars. The condensed financial report was authorised for issue by the directors on 28 February 2025 in accordance with a resolution of the directors. The nature of the operations and principal activities of the Group are described in the Directors' Report.

2. BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

(a) Basis of Preparation

This general purpose condensed financial report for the half-year ended 31 December 2024 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The half year financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the consolidated entity as the full financial report.

The half year financial report should be read in conjunction with the most recent annual financial report for the year ended 30 June 2024.

It is also recommended that the half year financial report be considered together with any public announcements made by King River and its controlled entities during the half year ended 31 December 2024 in accordance with the continuous disclosure obligations arising under the ASX Listing Rules.

The accounting policies and methods of computation are the same as those adopted in the Annual Financial Report for 2024 except for the effects of the new standards as mentioned in Note 2(c).

(b) Going Concern

The Group incurred a net loss after income tax of \$467,221 for the half year ended 31 December 2024 (December 2023: \$1,723,423 loss) and a net cash inflow of 1,599,401 (December 2023: \$755,807 inflow). As at 31 December 2024 the Group had cash and cash equivalents of \$5,535,231 (June 2024: \$3,935,830) and a net current asset surplus of \$5,601,482 (June 2024: \$7,629,676 surplus).

The Directors have reviewed the business outlook and the assets and liabilities of the Group, and are of the opinion at the date of signing of the financial report, there are reasonable grounds to believe that the Group will be able to continue to pay its debts as and when they fall due and that it is appropriate for the financial statements to be prepared on a going concern basis.

(c) Significant accounting policies

New and amended Accounting Standards and Interpretations adopted

From 1 July 2024, the Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. Adoption of these standards and interpretations did not have a material impact on the financial position or performance of the Group.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(d) Significant accounting judgements and key estimates

The preparation of interim financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In preparation this interim financial report, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Company's financial report for the year ended 30 June 2024, unless otherwise stated.

Notes to the Half Year Consolidated Financial Statements

	Consolidated	
	For the half year ended 31 Dec 2024 \$	For the half year ended 31 Dec 2023 \$
3. INCOME AND EXPENSES		
(a) Interest income		
Interest income	72,107	39,206
	72,107	39,206
(b) Other income		
Insurance recoveries	8,077	-
Shire rates refunded	-	8,350 ¹
	8,077	8,350
¹ Refund received on shire rates paid on tenements surrendered in 2023 financial year.		
(c) Compliance costs		
Accounting/Audit fees	(25,019)	(32,560)
ASX/ASIC fees	(19,553)	(19,647)
Share registry fees	(12,912)	(15,891)
Legal fees	(16,609)	(6,526)
	(74,093)	(74,624)
(d) Other administration expenses		
Administration & bookkeeping fees	(79,930)	(55,735)
Investor relations & marketing	(31,594)	(6,814)
Payroll tax	-	(73,793) ²
Office expenses	(66,657)	(60,542)
Other expenses	(10,007)	(9,724)
	(188,188)	(206,608)
² Payroll tax expense in relation to the performance rights issued in 2023 financial year. Refer to Note 4.		

4. SHARE BASED PAYMENTS

The value brought to account as a share-based payment expense in the half year ended 31 December 2024 was \$150,391 (31 December 2023: \$47,265).

Loan Plan Shares

There have been no movements and change to Loan Plan Shares accounted for as an in-substance option award since 30 June 2024.

On 14 August 2019 the Company issued 10,000,000 Loan Plan Shares to the Chief Geologist at the market price of 3.2 cents per share. The shares have been funded by a limited recourse loan from the Company with a zero-interest rate and the loan is repayable at the end of the term being 14 August 2026 or from the proceeds of any shares sold. In the event that any shares sold are less than 3.2 cents the Company will only recoup the value of the shares sold at the respective price in repayment of the loan, or part thereof. The fair value of the equity instrument granted was estimated as at the date of grant using the Black

Notes to the Half Year Consolidated Financial Statements

4. SHARE BASED PAYMENTS continued

Loan Plan Shares continued

and Scholes model taking into account the terms and conditions upon which the shares were granted.

The Loan Plan Shares have been fully expensed in the financial year ended 30 June 2023 and no expense recognised during the half year ended 31 December 2024. The weighted average remaining contractual life for the Loan Plan Shares loan term outstanding as at 31 December 2024 is 1.62 years.

Performance Rights

During the half year ended 31 December 2024, no performance rights were issued, vested or were exercised during the period. The weighted average remaining contractual life of the performance rights outstanding at the end of the financial half year is 1.83 years.

Movement in performance rights on issue

At 31 December 2024, a summary of the Company Performance Rights on issue are as follows:

	Grant date	Expiry date	Balance at the start of the period	Granted during the period	Exercised during the period	Expired during the period	Balance at the end of the period	Vested
KRRPR1	06 Oct 23	08 Oct 26	50,000,000	-	-	-	50,000,000	-
KRRPR2 ¹	16 Nov 23	19 Nov 26	75,000,000	-	-	-	75,000,000	-
			125,000,000	-	-	-	125,000,000	-

¹ Performance Rights issued to Directors as approved at the Annual General Meeting held on 16 November 2023.

Each Performance Right will vest as an entitlement to one fully paid ordinary share upon achievement of certain performance milestones. If the performance milestones are not met, the performance rights will lapse, and the eligible participant will no entitlement to any shares. Performance Rights are not listed and carry no dividend or voting rights. Each fully paid ordinary share issued on exercise of the Performance Rights will rank pari passu in all respects with existing fully paid ordinary shares.

The valuation model inputs used to determine the fair value at the grant date, were as follows:

	Senior Management	Directors
Grant Date	6 October 2023	16 November 2023
Performance Rights Issued	50,000,000	75,000,000
Expected Volatility	100%	100%
Risk free interest rate	4%	4.17%
Dividend yield (%)	-	-
Share price at grant date	\$0.010	\$0.016
Expected life (years)	3	3
Fair value at grant date	\$0.0056	\$0.0082

5. SEGMENT INFORMATION

The Chief Operating Decision Makers are the Board of Directors and management of the Group. The Consolidated Entity operates in one geographical area being Australia and in the exploration and mineral industry for the period to 31 December 2024. There is only one operating segment identified being exploration and mineral activities in Australia based on internal reports reviewed by the Chief Operating Decision Makers in assessing performance and allocation of resources. The accounting policies applied for internal reporting purposes are consistent with those applied in the preparation of the financial statements.

Notes to the Half Year Consolidated Financial Statements

	Consolidated	
	31 December 2024	30 June 2024
	\$	\$
6. CONTRIBUTED EQUITY AND RESERVES		
a) Issue and Paid Up		
Issued and Fully Paid	49,180,808	49,180,808
Total	<u>49,180,808</u>	<u>49,180,808</u>

	31 December 2024		30 June 2024	
	Number of Shares	Amount Paid \$	Number of Shares	Amount Paid \$
Movement in ordinary shares on issue				
Balance at the beginning of the period	1,528,220,751	49,180,808	1,553,524,947	49,408,241
Issued during the period	-	-	-	-
Cancellation of shares - on-market buy-back	-	-	(25,304,196)	(227,433)
Cost of issue	-	-	-	-
Balance at the end of the period	<u>1,528,220,751¹</u>	<u>49,180,808</u>	<u>1,528,220,751¹</u>	<u>49,180,808</u>

¹ Number of shares is inclusive of the 10,000,000 Loan Plan Shares accounted for as in-substance options. Refer to Note 4.

Ordinary shares

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on 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 one vote. As per the *Corporations Act 2001* the Company does not have authorised capital and ordinary shares do not have a par value.

Share buy-back

On 5 July 2024 the Company announced it has extended the time period to complete its existing on-market share buy-back by 12 months, until 24 July 2025. The number of shares purchased, the purchase price, and timing of the buy-back will be subject to the Company's prevailing market conditions, share price and other considerations including unforeseen circumstances. The Company reserves the right to vary the terms, suspend or terminate the buy-back at any time, subject to and in accordance with applicable legal requirements. No shares have been bought back during the half year ended 31 December 2024 and up to the date of this report.

b) Reserves

	Half year ended 31 Dec 2024	Full year ended 30 June 2024
	\$	\$
Movement in reserves		
Balance at the beginning of the period	2,159,612	1,963,588
Loan Plan Shares	-	-
Performance rights to senior management	47,050	68,530
Performance rights to Directors	103,341	127,494
Balance at the end of the period	<u>2,310,003</u>	<u>2,159,612</u>

Refer to Note 4 for performance rights issued to Directors and senior management. This reserve is used to record the value of equity benefits provided to directors, employees and external service providers as part of their fees and remuneration.

Notes to the Half Year Consolidated Financial Statements

7. COMMITMENTS & CONTINGENCIES

Consolidated	
31 December 2024	30 June 2024
\$	\$

(a) Exploration Expenditure Commitment

In order to maintain the Group's interest in mining tenements, the Group is committed to meet the minimum expenditure conditions under which the tenements were granted.

Within 1 year	852,500	715,757
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	Consolidated	
	For the half year ended 31 Dec 2024	For the full year ended 30 June 2024
	\$	\$
8. CAPITALISED EXPLORATION EXPENDITURE		
Costs carried forward in respect of:		
Explorations and Evaluations Phase – At Cost		
Balance at the beginning of the period	9,684,876	7,638,295
Expenditure incurred	1,755,878	2,142,446
Research & Development Incentive	-	(78,600)
Fuel tax credits	(19,254)	(17,265)
Total Exploration Expenditure	11,421,500	9,684,876

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases are dependent on the successful development and commercial exploitation or sale of the respective areas. As at 31 December 2024 there are no indicators of impairment under AASB 6 related to Capitalised Exploration Expenditure.

Consolidated	
31 December 2024	30 June 2024
Carrying Value / Fair Value	Carrying Value / Fair Value
\$	\$

9. FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Trade and other receivables	94,658	4,074,072
Trade and other payables	109,600	422,432

All trade and other payables are non-interest bearing and are normally settled on 30-day terms. All amounts are short-term. The carrying values of trade payables and other payables are considered to be reasonable approximation of fair value.

Notes to the Half Year Consolidated Financial Statements

	Consolidated	
	For the half year ended 31 Dec 2024 \$	For the full year ended 30 June 2024 \$
10. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT & LOSS		
Listed ordinary shares - designated at fair value through profit or loss	10,000,000	10,000,000
Listed ordinary options - designated at fair value through profit or loss	68,000	88,000
	<u>10,068,000</u>	<u>10,088,000</u>
<i>Reconciliation</i>		
Opening fair value	10,088,000	7,400,000
Additions	-	2,400,000
Net (loss) / gain on fair value remeasurement	(20,000)	288,000
Closing fair value	<u>10,068,000</u>	<u>10,088,000</u>

The Company holds 100 million ordinary shares in Tivan Ltd (ASX: TVN), which it received in prior period as consideration for the sale of shares held in Speewah Mining Pty Ltd, which held 100% interest in the Speewah Project in Western Australia. The fair value measurement is based on Level 1: Quoted prices (unadjusted) in an active market for identical assets or liabilities that the entity can access at the measurement date being 31 December 2024.

The Company holds 4 million listed options in Tivan Ltd, the options have an exercise price of \$0.30 and an expiry date of 30 June 2026. King River received the options pursuant to a bonus options issue by Tivan Ltd to its shareholders. The options had a market price of \$0.017 each as at 31 December 2024.

	Consolidated	
	For the half year ended 31 Dec 2024 \$	For the half year ended 31 Dec 2023 \$
11. PROFIT/(LOSS) PER SHARE		
(Loss) / Profit used in calculation of basic and diluted earnings per share	(467,221)	(1,723,423)
	<u>Number</u>	<u>Number</u>
Weighted average number of ordinary shares for the purposes of basic earnings per share	1,528,220,751	1,553,524,947
Weighted average number of ordinary shares adjusted for effect of dilution	<u>1,528,220,751</u>	<u>1,553,752,947</u>

As at 31 December 2024 the Company has 10,000,000 Loan Plan Shares accounted for as in-substance options (December 2023: 10,000,000), and 125,000,000 performance rights (December 2023: 125,000,000) on issue. These performance rights are not considered to be dilutive as the issue of the shares are contingent on certain vesting conditions. There have been no other transactions involving ordinary shares or potential ordinary shares subsequent to the balance date that would significantly change the number of ordinary shares or potential ordinary shares outstanding for the reporting period.

12. EVENTS AFTER THE BALANCE SHEET DATE

In accordance with the restructured payment terms pertaining to the sale of the Speewah Project, should the value of the 100 million Tivan shares held by King River be less than \$10 million on 17 February 2025 (based on Tivan's preceding 30-day volume weighted average price ("VWAP") leading up to 17 February 2025), Tivan will issue additional shares to King River on 17 February 2025. These additional Tivan shares will be issued at the VWAP, ensuring that the combined value of the 100 million existing shares and the newly issued Tivan shares total a value of \$10 million (KRR ASX 12 February 2024).

As at 17 February 2025, Tivan's 30-day VWAP exceeded \$0.10, therefore no further shares were issued to King River under the restructure share mechanism.

Notes to the Half Year Consolidated Financial Statements

12. EVENTS AFTER THE BALANCE SHEET DATE *continued*

With all payments received and obligations completed under the binding term sheet and payment restructure, King River and Tivan have executed a Deed of Release under which King River has released the security it held over the Speewah Project via the shares in Speewah Mining Pty Ltd. King River has also provided written confirmation to Tivan that it has lodged the required statement to end the registration of the security as at 17 February 2025 on the Personal Property Securities Register per the Personal Property Securities Act 2009 (Cth).

This completes all contractual arrangements with Tivan for the Speewah Project sale.

In the opinion of the Directors, there were no other material matter or circumstances that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations, or state of affairs of the Company in future financial periods.

13. RELATED PARTY TRANSACTIONS

Australian Heritage Group Pty Ltd ("AHG"), a company of which Mr Anthony Barton, a Director and Mr Greg MacMillan, a Director and the Company Secretary, have entered into an occupancy and administration agreement with King River Resources in respect of providing occupancy and administration services commencing March 2009. The total value of the occupancy and administration services provided by AHG during the period was \$2,700 (December 2023: \$2,700). As at 31 December 2024, there is \$450 (December 2023: \$55,450) outstanding to pay AHG for office representation. All services provided by companies associated with Directors were provided on commercial terms.

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Independent auditor's review report to the members of King River Resources Limited

Conclusion

We have reviewed the accompanying condensed half-year financial report of King River Resources Limited (the Company) and its subsidiaries (collectively the Group), which comprises the interim consolidated statement of financial position as at 31 December 2024, the interim consolidated comprehensive income, interim consolidated statement of changes in equity and interim consolidated statement of cash flows for the half-year ended on that date, explanatory notes and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Group does not comply with the *Corporations Act 2001*, including:

- a. Giving a true and fair view of the consolidated financial position of the Group as at 31 December 2024 and of its consolidated financial performance for the half-year ended on that date; and
- b. Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity* (ASRE 2410). Our responsibilities are further described in the *Auditor's responsibilities for the review of the half-year financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Directors' responsibilities for the half-year financial report

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

Auditor's responsibilities for the review of the half-year financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.



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A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

A handwritten signature in black ink that reads "Ernst & Young".

Ernst & Young

A handwritten signature in black ink, appearing to be "Timothy Dachs".

Timothy Dachs
Partner
Perth

28 February 2025

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