

GREENWING RESOURCES LTD

ABN 31 109 933 995

Half-Year Report
For the period ended
31 December 2024

TABLE OF CONTENTS

FINANCIAL STATEMENTS

DIRECTORS' REPORT	2
AUDITOR'S INDEPENDENCE DECLARATION	6
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	7
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	8
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	9
CONSOLIDATED STATEMENT OF CASH FLOWS	10
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	11
DIRECTORS' DECLARATION	22
INDEPENDENT AUDITOR'S REVIEW REPORT	23

CORPORATE DIRECTORY	25
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DIRECTORS' REPORT

The Directors of Greenwing Resources Ltd (the **Company** or **Greenwing**) present their report together with the financial statements of the consolidated entity, being the Company and its Controlled Entities (the **Group**) for the half-year ended 31 December 2024.

Directors

The following persons were Directors of the Company during or since the end of the financial half-year. Directors were in place for the whole period unless otherwise stated.

Richard Anthon – Non-Executive Chairman
Jeffrey Marvin – Non-Executive Director
Peter Wright – Executive Director
James Brown – Non-Executive Director
Alan Zeng – Non-Executive Director

Company overview

The Company is seeking to become a diversified producer and developer of critical mineral concentrates to capitalise on the compelling market fundamentals for lithium and graphite.

The Group has interests in lithium projects, currently holding an interest in the Millie's Reward spodumene project in Madagascar and has the right to earn up to 100% of the San Jorge Lithium Brine project in Argentina, a greenfields project in the prolific Lithium Triangle which accounts for over half of the world's annual lithium production.

The Group is also a producer of industrial mineral concentrates from its 100% owned Graphmada Large Flake Graphite Mine. The Graphmada Mine Complex, which is located in Madagascar, has 40-year mining permits and 20-year landholder agreements in place. With all associated mining infrastructure and logistics in place, the mine produced and sold a range of graphite concentrates into multiple market segments during the 2020 financial year. Major markets for the Company included Europe under an offtake agreement, India, China and the United States.

Principal activities

The Company is a critical minerals business. It is developing the Graphmada Mining Complex in Eastern Madagascar, and it is exploring for lithium at Millie's Reward, also in Madagascar, and at the San Jorge Lithium Brine Project in Argentina.

The principal activities of the Group during the period focused on the continued exploration and development of both lithium and graphite projects, and care and maintenance activities relating to its graphite mine.

Significant change in state of affairs

Changes to the Company's state of affairs are described in the Review of Operations which follows.

REVIEW OF OPERATIONS

Exploration and development

Lithium

The Company's wholly owned subsidiary, Andes Litio SA, has the option to acquire up to 100% of the San Jorge Lithium Brine Project located in Catamarca, Argentina. The San Jorge Project consists of 15 granted Exploration Licenses (EL's) covering some 36,600 hectares inclusive of the San Francisco Salar.

The Company concluded its initial 6-hole program during the 2024 year and subsequently declared its maiden Mineral Resource Estimate (MRE) at the San Jorge Project on the 27 May 2024¹. Some key points to note regarding the MRE are:

- MRE declared with 1.07Mt of Lithium Carbonate Equivalent (LCE) at a grade of 195 Li mg/L as total resources, with 0.67 Mt LCE as Indicated Resources and 0.4 Mt LCE as Inferred Resources. Resources are contained in 0.65 and 0.38 cubic kilometres of brine respectively, with specific yield porosities of 7.4 and 7.3%.
- Resource remains open laterally and at depth to the west and north, with the recent additional TEM (Transient electromagnetic geophysics) and passive seismic program indicating brine extends to the limits of current exploration.
- 63% of initial MRE classified in the indicated category. Overall resource characterized by strong porosity (specific yield) values, averaging 7.4% in the volcanics and sediments.

In completing its initial 6-hole drilling program between June 2023 and April 2024 and subsequently declaring its maiden MRE from what was a previously unexplored salar by the end of May 2024. The Company sees considerable scope to add to both the grade and size of the resource and during the period completed both Magnetotelluric (MT) and Transient Electromagnetic (TEM) survey to better define the extent of the brine.

The results of the additional programs, as outlined in an ASX announced dated 15 January 2025, confirm the Company's view that the lithium bearing brines present at San Jorge extend extensively to the West and the North of the visible salar, in addition to remaining open at depths below 400m.

The completed surveys confirmed material extensions to the brine body of 4kms to the west of the salar and 5kms to the North of the salar with brine extending to the limit of testing in both directions. These results deliver a substantial increase to the scope of the project.

Evaluation of multiple Direct Lithium Extraction (DLE) technologies has also been ongoing, with initial results of this testing from leading processing providers IBC Advanced Technologies (IBC) and Xtralit DLE (Xtralit) received during the period³.

The IBC test work utilizing the company's proprietary IBC DLP process demonstrated that >99% Li can be selectively recovered using Molecular Recognition Technology (MRT), delivering a concentrated (7200/Mg/L Li) solution which can be made directly into battery grade lithium hydroxide monohydrate (LHM) without an intermediate step.

These results from two leading providers of DLE processing technologies, IBC and Xtralit, in addition to other test work completed, confirm that the San Jorge Brine is highly amenable to DLE processing.

The Company also reviewed the Millie's Reward lithium-in-spodumene project, with the intention to re-commence field activities in the near term.

¹ Reported in accordance with the 2012 Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('the JORC Code 2012') released to the ASX on 27 May 2024 "San Jorge Lithium Brine Project – Maiden Mineral Resource Estimate".

² ASX Announcement dated 27 May 2024 'San Jorge Lithium Project – Maiden Mineral Resource Estimate'. ³

³ ASX Announcement dated 29 October 2024 'San Jorge Lithium Project – Brine Processing Update'.

Graphite

The Company continues to explore and develop Graphmada for large-scale mining and processing operations.

During the 2022 financial year, the Company's ongoing exploration program yielding a material upgrade in JORC Code (2012) Mineral Resource for the Graphmada Mining Complex of 212% to 61.9 million tonnes (Mt) of large flake graphite at 4.5% Total Graphitic Carbon as outlined in the Mineral Resource update released on 12 July 2022⁴.

The Company has continued with an auger drilling program during the period. The aim of this drilling program is to assist in planning for a further diamond drilling program in the future and provide additional information for future mine planning.

The Company is seeking partners to advance the project.

Que River Project - Tasmania

As disclosed in prior periods, the Company has been engaged in discussions regarding the potential sale of this asset, with the project having been subject to an agreement for sale which did not complete. The Company continued with care and maintenance activities during the period and has been engaging with the regulators regarding the status and future of this project.

Corporate

During the period the Company:

- issued 55,400,000 shares at an issue price of \$0.038 raising \$2,105,198 by way of a placement and conditional placement; and
- issued 4,000,000 shares at an issue price of \$0.25 valued at \$1,000,000 as in August 2024 as settlement of deferred consideration relating to the acquisition of Andes Litio SA following achievement of Milestone 1 being the declaration of an Inferred Mineral Resource (in accordance with the 2012 edition of the JORC Code or equivalent) of Lithium (stated as Lithium Carbonate Equivalent tonnes) of 250,000 tonnes at an Li grade of 200mg/l as announced on 27 May 2024.

As part of the strategic funding transaction with NIO Inc. (NIO)⁵ following announcement of the Mineral Resource Estimate in May 2024, the call option which was agreed a part of the strategic investment is now exercisable for a period of 365 days from announcement of the Resource. At NIO's election it may acquire between 20% to 40% of the issued capital of Andes Litio SA, which holds options rights over the San Jorge Lithium Project, and based on certain assumptions and outcomes being achieved.

Result for the period

Consolidated net loss after tax for the Group for the six months to 31 December 2024 was \$743,361 (2023: \$1,328,274 loss).

Dividends

No dividends have been paid during the period and no dividends have been recommended by the Directors (2023: nil).

⁴ ASX Announcement dated 12 July 2022 'Mineral Resource Update: 212% Increase in Graphite Resource at Graphmada Mining Complex'.

⁵ Refer ASX Announcement Strategic Transaction with NIO Inc dated 26 September 2022

Events arising since the end of the reporting period

Since the end of the reporting period, the Company has reached agreement with the vendor of the San Jorge Lithium Brine Project to amend the San Jorge Option Agreement between the vendor and Andes Lito SA to defer the timing for payment of the next instalment from 28 February 2025 to 30 November 2025, but otherwise the agreement remains unchanged.

Auditor's independence declaration

Section 307C of the Corporations Act 2001 requires the Company's auditors, BDO Audit Pty Ltd, to provide the directors with a written Independence Declaration in relation to the review of the half year report for the period ended 31 December 2024. This written Auditor's Independence Declaration and is located on the following page and forms part of this Directors' report.

Signed in accordance with a resolution of directors.



Rick Anthon
Chairman
Brisbane, Queensland
14 March 2025

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AUDITOR'S INDEPENDENCE DECLARATION



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DECLARATION OF INDEPENDENCE BY K L COLYER TO THE DIRECTORS OF GREENWING RESOURCES LTD

As lead auditor for the review of Greenwing Resources Ltd for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Greenwing Resources Ltd and the entities it controlled during the period.



K L Colyer
Director

BDO Audit Pty Ltd

Brisbane, 14 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	Note	6 months to 31 Dec 2024 \$	6 months to 31 Dec 2023 \$
Other income	6	7,356	89,207
Administration expenses	7(a)	(412,156)	(773,807)
Finance costs	7(b)	(59,179)	(516,619)
Foreign currency (loss) / gain		(361)	(488)
Loss on disposal of plant and equipment		-	(142,867)
Share of net loss of investment in joint venture accounted for using the equity method	12	(15,297)	(50,688)
Write back / (unwinding) of provision for rehabilitation		(6,241)	158,206
Loss before income tax from continuing operations		(485,878)	(1,237,056)
Income tax expense		-	-
Loss for the year from continuing operations		(485,878)	(1,237,056)
Loss after tax from discontinued operations	8	(257,483)	(91,218)
Loss for the year		(743,361)	(1,328,274)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translating foreign operations		80,392	(277,113)
Share of other comprehensive income of joint venture accounted for by the equity method		102,464	-
		182,856	(277,113)
Total comprehensive loss for the period, net of tax		(560,505)	(1,605,387)
Total Comprehensive Loss attributed to:			
Continuing operations		(303,022)	(1,514,169)
Discontinued operations		(257,483)	(91,218)
Total comprehensive loss attributed to:			
Equity holders of the parent entity		(560,505)	(1,605,387)
Earnings per share			
Basic and diluted loss per share (cents)	9	(0.33)	(0.78)
Basic and diluted loss per share from continuing operations (cents)	9	(0.21)	(0.75)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

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**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024**

	Note	31 Dec 2024 \$	30 Jun 2024 \$
CURRENT ASSETS			
Cash and cash equivalents		537,936	708,672
Inventories		795,944	785,248
Assets held for sale	8	500,000	500,000
Other assets		18,063	55,240
Trade and other receivables		9,192	60,817
Total Current Assets		1,861,135	2,109,977
NON-CURRENT ASSETS			
Development assets	10	2,234,157	2,234,157
Exploration and evaluation assets	11	6,759,887	6,262,132
Investment in joint venture	12	12,259,767	11,721,937
Plant and equipment	13	2,456,036	2,564,540
Total Non-Current Assets		23,709,847	22,782,766
TOTAL ASSETS		25,570,982	24,892,743
CURRENT LIABILITIES			
Trade and other payables	16	609,913	1,203,958
Borrowings	14	376,442	465,902
Financial derivative liability	15	6,000,000	6,000,000
Liabilities directly associated with assets classified as held for sale	8	500,000	500,000
Total Current Liabilities		7,486,355	8,169,860
NON-CURRENT LIABILITIES			
Provisions		213,063	240,914
Total Non-Current Liabilities		213,063	240,914
TOTAL LIABILITIES		7,699,418	8,410,774
NET ASSETS		17,871,564	16,481,969
EQUITY			
Issued capital	17	120,236,182	118,176,082
Reserves	18	1,188,036	1,115,180
Accumulated losses		(103,552,654)	(102,809,293)
TOTAL EQUITY		17,871,564	16,481,969

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2024**

	Share capital	Share based payments reserve	Convertible notes reserve	Foreign currency translation reserve	Accumulated losses	Total equity
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2024	118,176,082	1,891,507	-	(776,327)	(102,809,293)	16,481,969
Loss for the period	-	-	-	-	(743,361)	(743,361)
Other comprehensive income	-	-	-	182,856	-	182,856
Total comprehensive loss for the year	-	-	-	182,856	(743,361)	(560,505)
Transactions with owners, recorded directly in equity						
Shares issued during the period – Note 17	2,105,198	-	-	-	-	2,105,198
Shares issued on settlement of contingent consideration – note 17	110,000	(110,000)	-	-	-	-
Cost of shares issued	(155,098)	-	-	-	-	(155,098)
Balance at 31 December 2024	120,236,182	1,781,507	-	(593,471)	(103,552,654)	17,871,564

	Share capital	Share based payments reserve	Convertible notes reserve	Foreign currency translation reserve	Accumulated losses	Total equity
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2023	112,030,250	1,495,950	6,141,293	(456,539)	(106,372,211)	12,838,743
Loss for the period	-	-	-	-	(1,328,274)	(1,328,274)
Other comprehensive income	-	-	-	(277,113)	-	(277,113)
Total comprehensive loss for the year	-	-	-	(277,113)	(1,328,274)	(1,605,387)
Transactions with owners, recorded directly in equity						
Shares issued during the period	2,951,322	-	-	-	-	2,951,322
Shares issued relating to convertible notes converted to shares	3,412,462	-	(587,053)	-	-	(2,825,409)
Options issued	-	-	395,557	-	-	395,557
Shares issued for services rendered	375,000	-	-	-	-	375,000
Transfer reserve to accumulated losses	-	-	(5,554,240)	-	5,554,240	-
Cost of shares issued	(207,318)	-	-	-	-	(207,318)
Balance at 31 December 2023	118,186,082	1,495,950	395,557	(733,652)	(102,146,245)	17,198,326

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 31 DECEMBER 2024**

	Note	6 months to 31 Dec 2024 \$	6 months to 31 Dec 2023 \$
Cash flows from operating activities			
Sundry income		57,193	106,109
Payments to suppliers and employees		(780,234)	(1,059,349)
Net cash used in operating activities		(723,041)	(953,240)
Cash flows from investing activities			
Payment for –capitalised exploration costs		(418,214)	(414,929)
Payment for investment in equity accounted joint venture		(526,053)	(2,418,198)
Purchase of property, plant and equipment		(8,770)	(3,522)
Interest received		2,579	63,086
Net cash used in investing activities		(950,458)	(2,773,563)
Cash flows from financing activities			
Proceeds from issue of shares	17	1,798,600	2,261,382
Repayment of loan facility		(145,000)	-
Repayment of convertible notes	14	-	(1,278,546)
Transaction costs on issue of shares and convertible notes		(178,541)	(96,314)
Interest paid		-	(46,619)
Net cash from financing activities		1,475,059	839,903
Net decrease in cash and cash equivalents		(198,440)	(2,886,900)
Cash and cash equivalents at the beginning of the period		708,672	8,050,623
Exchange differences on cash and cash equivalents		27,704	(1,045)
Cash and cash equivalents at the end of the period		537,936	5,162,678

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

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Notes to the consolidated financial statements

1. General information and statement of compliance

The condensed interim consolidated financial statements (the interim financial statements) of the Group are for the six months ended 31 December 2024 and are presented in Australian Dollars (\$AUD), which is the functional currency of the Parent Company. These general purpose interim financial statements have been prepared in accordance with the requirements of the Corporations Act 2001 and AASB 134 Interim Financial Reporting. They do not include all the information required in annual financial statements in accordance with Australian Accounting Standards and should be read in conjunction with the consolidated financial statements of the Group for the year ended 30 June 2024 and any public announcements made by the Group during the half-year in accordance with continuous disclosure requirements arising under the Australian Securities Exchange Listing Rules and Corporations Act 2001.

The interim financial statements have been approved by the Board of Directors on 14 March 2025.

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

2. Estimates

When preparing the interim financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the interim financial statements, including the key sources of estimation uncertainty were the same as those applied in the Group's last annual financial statements for the year ended 30 June 2024.

3. Significant events and transactions

During the period the Company raised \$2,105,198 by way of a share placement.

The economic environments of Madagascar and Argentina have changed during the period, primarily through inflation and currency movements against the Australian dollar.

4. Going concern

The financial report for the half year ended 31 December 2024 has been prepared based on going concern, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

During the period, the Group reported a loss after tax of \$743,361 (2023 loss for the period: \$1,328,274), net cash operating cash outflows of \$723,041 (2023 outflows for the period: \$953,240) and a net current asset deficiency of \$5,625,220 (2024: \$6,059,883). In addition, cash and cash equivalents totalling \$537,936 (2024: \$708,672) includes \$97,425 (2024: \$622,769) which is restricted for expenditure on the San Jorge Lithium Project only. Prima facie these factors create a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The ability of the Group to continue as a going concern is principally dependent upon one or more of the following:

- the ability of the Group to raise sufficient additional capital in the future. Refer to note 17 for capital raises completed during the year;
- its ability to achieve a financial return from its mining and exploration rights;
- reducing its level of expenditure through farm outs or joint ventures;
- included in current liabilities is financial derivative liability of \$6,000,000 which represents NIO's call option over the San Jorge project (refer to note 15). The financial derivative liability will not be required to be settled in cash and excluding this balance, the net current asset surplus position is \$374,780.

- access to a director related loan facility of \$1,000,000 (which has an expiry date of 30 April 2025). Up to 31 December 2024, \$376,442 has been drawn from the facility with an additional \$623,578 available to be drawn. (refer to note 14); and
- disposing of assets.

As a result of the items noted above the directors believe the going concern basis of preparation is appropriate and accordingly have prepared the financial report on this basis. The going concern basis presumes that fund will be available to finance future operations and that the realisation of assets and liabilities will occur in the normal course of business.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial report.

5. Segment reporting

Management currently identifies two service lines as the Group's operating segments. These operating segments are monitored by the Group's chief operating decision maker and strategic decisions are made based on adjusted segment operating results. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under the Accounting Standards are the same as those used in its financial statements, except expenses relating to discontinuing operations are not included in arriving at the operating loss of the operating segments. There have been no other changes from prior periods in the measurement methods used to determine reported segment profit or loss.

The revenues and profit generated by each of the Group's operating segments and segment assets and liabilities are summarised as follows:

Six months to 31 December 2024				
	Advanced materials	Graphite mining	Lithium exploration	Total
Revenue				
From external customers	-	-	-	-
From other segments	-	-	-	-
Segment revenues	-	-	-	-
Segment operating loss	-	(262,002)	(19,344)	(281,346)
Segment assets	-	11,569,930	13,049,799	24,619,729
Other assets not allocated				951,253
Total assets				25,570,982
Six months to 31 December 2023				
	Advanced materials	Graphite mining	Lithium exploration	Total
Revenue				
From external customers		-	-	-
From other segments		-	-	-
Segment revenues		-	-	-
Segment operating profit	(1,236)	114,202	(58,289)	54,677
Segment assets	1,590	14,125,844	7,532,913	21,660,347
Other assets not allocated				2,956,867
Total assets				24,617,214

The Group's operating profit reconciles to the Group's profit before tax as presented in its financial statements as follows:

	6 months to 31 Dec 2024 \$	6 months to 31 Dec 2023 \$
Profit or Loss		
Total reportable segment operating profit	(281,346)	54,677
Finance charges on unlisted options	-	(508,573)
Share of net loss of investment in joint venture	(15,297)	(50,688)
Corporate costs, head office costs, or similar	(189,235)	(732,472)
Discontinued operations, refer Note 8	(257,483)	(91,218)
Group operating loss	(743,361)	(1,328,274)
Group loss before tax	(743,361)	(1,328,274)

6. Other income

	6 months to 31 Dec 2024 \$	6 months to 31 Dec 2023 \$
Interest received	2,579	63,086
Sundry income	4,777	26,121
Total other income	7,356	89,207

Interest received for the period has decreased when compared to the same period last year due to the funds deposited by Nio being used to fund exploration activities on the San Jorge project in Argentina.

7. Loss for the period

	6 months to 31 Dec 2024 \$	6 months to 31 Dec 2023 \$
The loss for the period is stated after taking into account the following:		
7 (a) Administration expenses		
Corporate administration:		
ASIC, ASX and registry fees	62,801	44,143
Contracting & consulting expenses	96,033	216,399
Director fees	105,238	149,596
Employee benefits expense	66,012	117,282
Impairment losses	1,549	10,314
Legal expenses	3,791	1,163
Other administration expenses	68,289	204,398
Travel expenses	8,443	30,512
Total corporate administration expenses	412,156	773,807
7(b) Finance costs		
Convertible notes - finance charges		
- Incentive shares issued	-	70,635
- Incentive options issued	-	395,557
- Fee	-	42,381
Fees on loan facility (1)	15,000	-
Interest expense	44,179	2,204
Interest on convertible notes	-	5,842
Total finance costs	59,179	516,619

(1) Fees on loan facility represents amendment fees to the loan facility provided by Chairman Rick Anthon. Refer to note 14.

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8. Discontinued operations

The Company had signed an agreement to sell its Tasmanian exploration assets which is subject to a number of customary conditions for an agreement of this type. The agreement did not complete, but the asset remains for sale. The disposal group was fully impaired during 2017 and is, therefore, carried at nil value having been recognised as *Capitalised Exploration and Evaluation Assets Held for Sale* in the Statement of Financial Position. During the current and prior periods, care and maintenance expenses relating to the disposal group have been eliminated from profit or loss from the Group's continuing operations and are shown as a single line item on the face of the statement of profit or loss and other comprehensive income (see *loss after tax from discontinued operations*).

Expenses

Loss attributable to discontinued operation:

Que River operating infrastructure – care & maintenance

Total expenses

6 months to 31 Dec 2024	6 months to 31 Dec 2023
\$	\$
257,483	91,218
257,483	91,218

The following assets and liabilities are included in the disposal group and recognised on the statement of financial position.

Non-current assets held for sale - Security deposits and guarantees

Liabilities directly associated with assets classified as held for sale

31 Dec 2024 \$	30 Jun 2024 \$
500,000	500,000
500,000	500,000

9. Earnings per share

Loss for the period

Loss for the period – continuing operations

Weighted average number of ordinary shares used in the calculation of basic earnings per share

Loss per shares (cents)

6 months to 31 Dec 2024	6 months to 31 Dec 2023
\$	\$
(743,361)	(1,328,274)
(588,928)	(1,514,169)
226,578,284	170,548,790
(0.33)	(0.78)

There is no dilutive potential for ordinary shares as the exercise of options to ordinary shares or conversion of convertible notes into ordinary shares would have the effect of decreasing the loss per ordinary share and would therefore be non-dilutive.

10. Development assets

Development assets

Accumulated impairment

Accumulated amortisation

31 Dec 2024 \$	30 Jun 2024 \$
6,895,990	6,895,990
(4,296,000)	(4,296,000)
(365,833)	(365,833)
2,234,157	2,234,157

As the development assets remain in care and maintenance mode, this is an indicator of impairment. As a result, management have performed an impairment assessment and the value in use supports the recoverable amount.

11. Exploration and evaluation assets

Exploration and evaluation expenditure consist of:

Graphmada and Limada exploration

31 Dec 2024 \$	30 Jun 2024 \$
6,759,887	6,262,132
6,759,887	6,262,132

12. Equity accounted investments
Non-current assets

Investment in a joint venture

31 Dec 2024	30 Jun 2024
\$	\$
12,259,767	11,721,937
12,259,767	11,721,937

Movements during the period

Investment in a joint venture – Andes Litio SA

Opening balance
Investment – exploration and evaluation costs
Share of foreign currency translation reserve
Share of losses
Closing balance

6 months to 31 Dec 2024	12 months to 30 Jun 2024
\$	\$
11,721,937	5,286,786
450,663	6,777,352
102,464	(242,311)
(15,297)	(99,890)
12,259,767	11,721,937

Set out below are the joint ventures of the group as at 31 December 2024 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of ordinary shares, which are held by the Group.

Name of entity	Principal place of business / country of incorporation	Nature of relationship	Ownership interest
Andes Litio SA	Argentina	Joint venture ⁽¹⁾	100%

(1) As part of the strategic funding transaction with NIO Inc. through its wholly owned subsidiary Blue Northstar Limited, the Company lost sole control of the relevant activities of Andes Litio SA on signing the subscription agreement in September 2022. The Company has deconsolidated its interest in Andes Litio SA from the date of signing the subscription agreement and recognise its interest in Andes Litio SA as an interest in a jointly controlled entity.

Andes Litio SA

Summarised financial information of the Group's investment in Andes Litio SA:

	31 Dec 2024	30 June 2024
	\$	\$
Current assets		
Cash and cash equivalents	24,733	370,789
Other assets	1,039,691	1,054,562
Non-current assets		
Exploration evaluation assets	10,415,692	10,121,588
Total assets	11,480,116	11,546,939
Current liabilities	1,093,938	1,561,208
Total liabilities	1,093,938	1,561,208
Greenwing's share of net assets (100%)	10,386,178	9,985,731
Premium paid for investment and costs paid directly by the group	1,873,589	1,736,206
Carrying value	12,259,767	11,721,937

	6 months to 31 Dec 2024	6 months to 31 Dec 2023
	\$	\$
Revenue	-	-
Expenses	(15,297)	(50,688)
Loss before tax	(15,297)	(50,688)
Income tax	-	-
Loss after tax	(15,297)	(50,688)
Total comprehensive income	-	-
Greenwing's share of losses (100%)	(15,297)	(50,688)

Andes Lito SA requires a board resolution to distribute its profits. No dividends were paid or declared for the financial period ending 31 December 2024.

Andes Lito SA had no contingent liabilities or capital commitments at 31 December 2024 apart from investment commitments totalling USD \$750,000 within the next twelve months, and investment commitments totalling USD \$2,700,000 between twelve months and five years.

13. Plant and equipment

Details of the Group's property, plant and equipment and their carrying amount are as follows:

	Plant & equipment \$	Motor vehicles \$	Buildings & infrastructure \$	Total \$
Gross carrying amount				
Balance 1 July 2024	3,572,018	35,194	1,137,107	4,744,319
Additions	8,770	-	-	8,770
FX movement	(3,702)	-	-	(3,702)
Balance 31 December 2024	3,577,086	35,194	1,137,107	4,749,387
Depreciation and impairment				
Balance 1 July 2024	(1,656,069)	(21,466)	(502,244)	(2,179,779)
Depreciation	(78,482)	(1,204)	(33,886)	(113,572)
Balance 31 December 2024	(1,734,551)	(22,670)	(536,130)	(2,293,351)
Carrying amount 31 December 2024	1,842,535	12,524	600,977	2,456,036

14. Borrowings

Current liabilities

Debt facility

31 Dec 2024 \$	30 Jun 2024 \$
376,442	465,902
376,442	465,902

Movements during the period

Borrowings – debt facility

Opening balance
Establishment fee
Amendment fees (1)
Drawdowns
Repayments
Interest accrued (2)

Closing balance

6 months to 31 Dec 2024 \$	12 months to 30 Jun 2024 \$
465,902	-
-	20,000
15,000	15,000
-	415,000
(145,000)	-
40,540	15,902
376,442	465,902

To assist with the Company's potential future funding requirements, the Company's Chairman, Rick Anthon agreed to provide an unsecured debt facility of up to \$1 million with a maturity date of 30 April 2025.

- (1) Amendment fees of \$15,000 were incurred in July and December 2024 on the debt facility to extend the maturity date from 30 June 2024 to 31 December 2024, and from 31 December 2024 to 30 April 2025.
- (2) Interest accrued on funds drawn up to 30 June 2024 was 14% p.a. and from 1 July 2024 was 20% p.a.

15. Financial derivative liability

	6 months to 31 Dec 2024 \$	12 months to 30 Jun 2024 \$
Call option – Andes Litio SA – at fair value		
As at 1 July	6,000,000	6,000,000
Re-measurement to fair value through profit or loss	-	-
As at reporting date	6,000,000	6,000,000

As part of the strategic funding transaction with NIO Inc., the Company received \$12 million in subscription proceeds. The Subscription comprises of two components, namely:

- An equity interest in Greenwing; and
- A call option to acquire up to a 40% stake in Andes Litio SA (together with the offtake rights on the equity interest acquired in Andes Litio SA)

The call option issued by the Company to NIO to acquire up to a 40% stake in Andes Litio SA represents a derivative liability to the Company. At inception, the fair value of the derivative liability – call option was assessed to be \$6,000,000 and represented the premium agreed to be paid by NIO for the right to acquire up to a 40% stake in Andes Litio SA (and associated offtake rights). The residual amount to be paid by NIO of \$6,000,000 was recorded as equity in December 2022.

Fair value hierarchy

The following tables detail the consolidated entity's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

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

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
31 December 2024				
Total Assets	-	-	-	-
Liabilities				
Derivative Liability – Call Option	-	-	6,000,000	6,000,000
Total liabilities	-	-	6,000,000	6,000,000

There were no movements between levels during the period.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Derivative liability – call option fair value at reporting date

The cost to NIO to exercise their call option for a 40% stake in Andes Litio SA would be USD \$80 million, valuing 100% of Andes Litio SA and the San Jorge project to be USD \$200 million. The fair value of the call option is calculated using the probability weighted excess value discounted to the valuation date.

The fair value of the call option is reasonably approximated by calculating the probability-weighted potential excess value of Andes Litio SA (and its sole asset the San Jorge Project) above the \$200 million and discounting the value to the valuation dates.

Level 3 – Liabilities

Movements in level 3 Liabilities during the current and previous financial year are set out below:

	6 months to 31 Dec 2024 \$	12 months to 30 Jun 2024 \$
Liabilities		
Balance at beginning of the year	6,000,000	6,000,000
Transfers out from level 3	-	-
(Gain)/loss recognised in profit or loss	-	-
As at reporting date	6,000,000	6,000,000

Unobservable inputs

The level 3 liabilities unobservable inputs are as follows:

Unobservable inputs	Unobservable Inputs		Sensitivity
	31 Dec 2024	30 Jun 2024	
Potential project value outcome at end of the call option term	USD \$200m	USD \$200m	The estimated fair value would increase/(decrease) if project value was higher/(lower)
Estimated probability of project value at end of the call option term	20.0%	20.0%	The estimated fair value would increase/(decrease) if probabilities were higher/(lower) – refer below for sensitivity analysis
Discount rate	10.24%	10.39%	The estimated fair value would increase/(decrease) if discount rate was lower/(higher)
AUD/USD exchange rate	\$0.62170	\$0.6624	The estimated fair value would decrease/(increase) if exchange rate was higher/(lower) – refer below for sensitivity analysis

Sensitivity analysis

Reasonably possible changes in the unobservable inputs included below, holding other assumptions constant, would have affected the fair value of the financial derivative liability at reporting date by the amounts shown in the following table:

	31 Dec 2024 Increase \$	31 Dec 2024 Decrease \$	30 Jun 2024 Increase \$	30 Jun 2024 Decrease \$
Derivative Liability – Call Option				
Potential project value outcome at end of the call option term: changes to step value by +/- 5%	4,000,000	(3,000,000)	4,000,000	(3,000,000)
Changes to probability of tiers 'in-the-money' of project value at end of the call option term: +/-5%	2,000,000	(2,000,000)	2,000,000	(1,000,000)
Discount rate: decrease/increase by 5%	-	-	1,000,000	-
AUD/USD exchange rate: +/-5%	-	1,000,000	-	(1,000,000)

16. Trade and other payables

Current liabilities

Unsecured liabilities:

Trade payables

Other payables

31 Dec 2024	30 Jun 2024
\$	\$
317,032	392,974
292,881	810,984
609,913	1,203,958

Other payables are recognised when the Group has identified a present obligation from the result of past events. These amounts include employee payment obligations, professional fees and statutory obligations.

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value. Trade payables and other payables are non-interest-bearing and are normally settled on 30 to 60-day terms.

The movement in trade and other payables for the period is a combination of the settlement of one-off liabilities along with foreign currency movement in the valuation of foreign payables.

17. Issued capital

Ordinary shares

240,651,482 (30 June 2024: 181,251,482) fully paid ordinary shares

31 Dec 2024	30 Jun 2024
\$	\$
120,236,182	118,176,082

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of fully paid ordinary shares. 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. The Group has no authorised share capital and the shares have no par value.

The movement in ordinary shares during the financial period are as follows:

	31 Dec 2024 Number of shares	31 Dec 2024 \$	30 Jun 2024 Number of shares	30 Jun 2024 \$
Balance at the beginning of the period	181,251,482	118,176,082	149,909,775	112,030,250
Issued during the period				
Share placement ⁽¹⁾	55,400,000	2,105,198	12,000,000	2,700,000
Shares issued as deferred consideration ⁽²⁾	4,000,000	110,000	-	-
Shares issued on conversion of convertible notes	-	-	11,301,635	3,412,462
Shares issued in lieu of convertible note interest	-	-	572,346	130,687
Shares issued for payment of consulting fees	-	-	185,185	50,000
Shares issued to noteholders	-	-	282,541	70,635
Shares issued as collateral for ATM facility	-	-	7,000,000	-
Capital raising costs	-	(155,098)	-	(217,952)
Balance at the end of the period	240,651,482	120,236,182	181,251,482	118,176,082

(1) The share placement comprises 47,331,579 shares issued for \$1,798,600 cash received and 8,068,421 shares issued for \$306,600 in lieu of directors and consulting fees paid in cash.

(2) Issued 4,000,000 shares at an issue price of \$0.25 in August 2024 as settlement of contingent consideration in achievement of Milestone 1 relating to the acquisition of Andes Lito SA. As part of the agreement, shares will be issued to a maximum of \$1,000,000 on Andes Lito SA achieving an Inferred Mineral Resource (in accordance with 2012 JORC Code or equivalent) of Lithium (stated as Lithium Carbonate Equivalent tonnes) of 250,000 tonnes at an Li grade of 200mg/l (Milestones 1). This was achieved during the half-year reporting period. On acquisition date of Andes Lito, it was determined there was only a 10 per cent probability of achieving Milestone 1. Therefore, recorded \$110,000 in equity. This equity adjustment is not re-measured subsequently or any changes in probability of achieving the conditions to the contingent consideration per the requirements of the relevant accounting standards.

18. Reserves

	Foreign currency translation reserve \$	Share based payments reserve \$	Total \$
Balance 1 July 2024	(776,327)	1,891,507	1,115,180
Exchange differences on translating foreign operations	80,392	-	80,392
Share of FX reserve of joint venture	102,464		102,464
Before tax	182,856	-	182,856
Shares issued as deferred consideration (1)	-	(110,000)	(110,000)
Balance 31 December 2024	(593,471)	1,781,507	1,188,036

(1) Refer to disclosure in note 17 on settlement of contingent consideration during the half-year reporting period.

Foreign currency translation reserve

The foreign currency translation reserve is used to recognise exchange differences arising from translation of the financial statements of foreign operations to Australian dollars.

18. Reserves (continued)
Share based payments reserve

The share-based payments reserve records the fair value of equity instruments granted for goods and services received.

31 December 2024

Grant date	Expiry date	Exercise price	Balance at the start of the period	Granted	Exercised	Expired / forfeited / other	Balance at the end of the period
31 July 2021	30 June 2025	\$0.60	2,300,000	-	-	-	2,300,000
14 October 2021	30 June 2025	\$0.60	2,100,000	-	-	-	2,100,000
14 July 2022	31 December 2025	\$0.725	3,650,000	-	-	-	3,650,000
6 October 2022	30 June 2025	\$0.60	600,000	-	-	-	600,000
6 October 2022	31 December 2025	\$0.725	750,000	-	-	-	750,000
24 July 2023	30 June 2025	\$0.60	5,650,818	-	-	-	5,650,818
			15,050,818	-	-	-	15,050,818
Weighted average exercise price			\$0.642	\$0.00	\$0.00	\$0.00	\$0.642
Weighted average remaining contractual life			20 months	-	-	-	8 months

No options were granted, exercised or forfeited / expired during the period.

19. Contingencies
Contingent Liabilities

As part of the agreement relating to the acquisition of Andes Litio SA, shares will be issued to a maximum of \$1,000,000 on Andes Litio SA achieving a measured and Indicated Mineral Resources JORC Report of Lithium (stated as Lithium Carbonate Equivalent tonnes) of 200,000 tonnes at an Li grade of 200mg/l (Milestone 2). This condition to the contingent consideration has not been achieved at the half-year reporting period. Contingent consideration of \$110,000 remains in the share-based payment reserve.

Contingent Assets

No contingent assets exist at reporting date.

20. Related party transactions

During the period, the Group recognised rent payable to Mallee Bull Investments Pty Ltd, a related party of Peter Wright, totalling \$15,000 (31 December 2023: \$15,000) excluding GST.

20. Post-reporting date events

Since the end of the reporting period, the Company has reached agreement with the vendor of the San Jorge Lithium Brine Project to amend the San Jorge Option Agreement between the vendor and Andes Litio SA to defer the timing for payment of the next instalment from 28 February 2025 to 30 November 2025, but otherwise the agreement remains unchanged.

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DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Greenwing Resources Limited, in the Directors' opinion:

The consolidated interim financial statements and notes set out on pages 11 to 21 are in accordance with the Corporations Act 2001, including:

1. Giving a true and fair view of Group's financial position as at 31 December 2024 and of its performance, for the half year period ended on that date;
2. Complying with Accounting Standard AASB 134 Interim Financial Reporting, the Corporations Regulations 2001; and
3. There are reasonable grounds to believe that Greenwing Resources Limited will be able to pay its debts as and when they become due and payable.

The declaration is made in accordance with a resolution of the directors:



Rick Anthon
Chairman

Brisbane, Queensland
14 March 2025

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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Greenwing Resources Ltd

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Greenwing Resources Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, material accounting policy information and other explanatory information, 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 accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- i. Giving a true and fair view of the Group's financial position as at 31 December 2024 and of its financial performance for the half-year ended on that date; and
- ii. 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*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material uncertainty relating to going concern

We draw attention to Note 4 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Responsibility of the directors for the 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 is true and fair and is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the 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*.

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.

BDO Audit Pty Ltd



K L Colyer
Director

Brisbane, 14 March 2025

CORPORATE DIRECTORY

DIRECTORS

Richard Anthon - Non-Executive Chairman
James Brown – Non-Executive Director
Jeffrey Marvin – Non-Executive Director
Peter Wright – Executive Director
Alan Zeng – Non-Executive Director

COMPANY SECRETARY

Angus Craig

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