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Toro Energy Limited

ACN 117 127 590

2024 Interim Financial Report



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CORPORATE INFORMATION

Directors

Richard Homsany - Executive Chairman

Richard Patricio - Non-Executive

Michel Marier - Non-Executive

Company Secretary

Katherine Garvey

Registered Office

60 Havelock Street

West Perth WA 6005

Telephone: +61 8 9214 2100

Share Registry

Automic Group

Level 2, 267 St Georges Terrace

Perth WA 6000

Auditor

Moore Australia Audit (WA)

Level 15, Exchange Tower

2 The Esplanade

Perth WA 6000

Securities Exchange Listing

Australian Securities Exchange

ASX code: TOE, TOEO

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The directors (**Directors**) of Toro Energy Limited (**Toro** or **the Company**) 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.

Director details

The following persons were Directors of Toro during or since the end of the financial half-year:

Mr Richard Homsany	Executive Chairman
Mr Richard Patricio	Non-Executive
Mr Michel Marier	Non-Executive

Company Secretary

Ms Katherine Garvey

Review of operations and financial results

The Company's net loss after income tax was \$4,279,429 (2023: \$4,762,518). Included in the loss were non-cash impairment expenses of \$Nil (2023 \$1,691,276), as all exploration and evaluation expenditure are being expensed and not capitalised from 1 July 2024. The Company continued to actively pursue the development of its Wiluna Uranium Project, with continued improvements being made to the value of the Wiluna Uranium Project (**Figure 1**) through research, innovation and engineering opportunities, including the re-optimisation of the Lake Maitland mining pit and the re-estimation of the Wiluna Uranium Project uranium (as U_3O_8) and vanadium (as V_2O_5) resources within a lower grade U_3O_8 resource envelope (see details below).

Wiluna Uranium Project

Toro's 100%-owned Wiluna Uranium Project is located near Wiluna on the Goldfields Highway, some 750km NE of Perth in Western Australia. The Wiluna Project consists of the Lake Maitland, Lake Way, and Centipede- Millipede Deposits (see **Figure 1**). Together, these deposits **contain some 87.8 Mt grading 381ppm U_3O_8 for 73.6 Mlbs of contained U_3O_8 at a 100ppm U_3O_8 cut-off** (JORC 2012 – refer to ASX announcements of 15 October 2015, 1 February 2016, 21 October 2019, 30 November 2021 and 24 September 2024). This is in addition to the **vanadium resource of 141.8Mt grading 286ppm V_2O_5 for 89.3Mlbs of contained V_2O_5 at a 100ppm V_2O_5 cut-off (inside the U_3O_8 resource envelope)** as referred to above (JORC2012 – Inferred – refer to the Company's ASX announcements of 21 October 2019 and 24 September 2024).

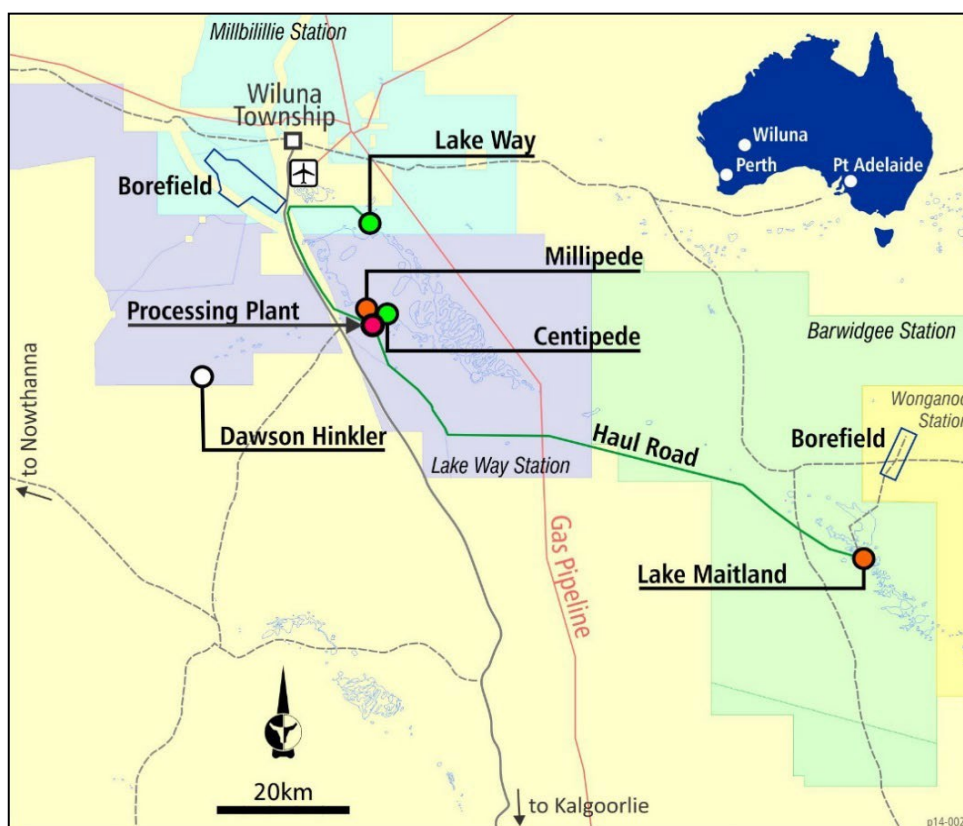


Figure 1: Location of the Wiluna Uranium Project

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Resource Expansion

During the half year, the Company announced that it had completed a re-estimation of the Lake Maitland uranium (as U_3O_8) and vanadium (as V_2O_5) resources within a lower grade U_3O_8 resource envelope (see details below) to allow for the resources of Lake Maitland to be stated at a 100ppm U_3O_8 and V_2O_5 cut-off grade. This has allowed for an expansion of the stated resources of the Lake Maitland Deposit (see below) and because the stated resources are now aligned with those of the other Wiluna deposits, Centipede-Millipede and Lake Way, it has allowed for an expansion of Toro's stated resources for its entire 100% owned Wiluna Uranium Project. The decision to reduce the cut-off grade at Lake Maitland and the other Wiluna deposits is in response to the recent positive uranium market conditions and their effect on the potential economics for Toro's uranium resources.

This was especially the case at Lake Maitland, where recent re-optimisations of the potential mining pit based on the updated market conditions and potential new operating cost structure had placed pit boundaries with U_3O_8 cut-off grades at 109ppm U_3O_8 , far lower than the 200ppm U_3O_8 cut-off grade of the stated resource (refer to ASX announcement of 22 October 2022). However, the reduction in the stated resource cut-off grade also allows for a better comparison of Toro's total resource base to that of its uranium peers, many of whom also report stated resources at a 100ppm U_3O_8 cut-off.

The new Lake Maitland U_3O_8 resource envelope cut-off is 70ppm U_3O_8 , which is now similar to the other Wiluna Uranium Project deposits of Centipede-Millipede, which has a resource envelope cut-off of 70ppm U_3O_8 , and Lake Way, which has a resource envelope cut-off of 80ppm U_3O_8 . The new expanded resources are as follows:

Lake Maitland

URANIUM

Contained U_3O_8 increases by approximately 12% or 3.2Mlbs to **33.3Mt at 403ppm for 29.6Mlbs at a 100ppm U_3O_8 cut-off**. Average grade decreased from the previous 545ppm U_3O_8 .

VANADIUM

Contained V_2O_5 increases by approximately 74% or 13.4Mlbs to **50Mt at 285ppm for 31.4Mlbs at a 100ppm V_2O_5 cut-off**. Average grade decreased from the previous 303ppm V_2O_5 .

Total Wiluna Uranium Project

URANIUM

Contained U_3O_8 increases by approximately 17% or 10.9Mlbs to **87.8Mt at 381ppm for 73.6Mlbs at a 100ppm U_3O_8 cut-off**. Average grade decreased from the previous 548ppm U_3O_8 .

VANADIUM

Contained V_2O_5 increases by approximately 31% or 21Mlbs to **141.8Mt at 286ppm for 89.3Mlbs at a 100ppm V_2O_5 cut-off**. Average grade decreased from the previous 322ppm V_2O_5 .

The new table of resources is presented in **Appendix 4**. Details about the data, estimation methods and parameters used in the re-estimation of the Lake Maitland resource to JORC 2012 compliancy and drill hole details for all drill holes utilised for the new Lake Maitland resource estimate contained in the Company's release of 24 September 2024 together with information required for the purposes of ASX Listing Rule 5.8.

The re-estimated Lake Maitland U_3O_8 resource has been categorised as Indicated according to JORC 2012 criteria, as it was previously (refer to ASX announcement of 1 February 2016), and the V_2O_5 resource has been categorised as Inferred status only (JORC 2012). The difference in status results from the fact that there is a smaller amount of available data for vanadium than there is in respect of uranium. This is due to the ability to use cost effective down-hole gamma probing to obtain uranium concentrations during drilling with limited laboratory assays needed to confirm/calibrate the gamma probe results.

On 21 October 2024, the Company announced that integration of the re-estimated Lake Maitland vanadium resource into the Lake Maitland uranium resource block model had commenced, which is the start of preparations for a new scoping study update for a stand-alone uranium-vanadium mining and processing operation at the Lake Maitland deposit. The new scoping study update will include a re-optimisation of the proposed Lake Maitland mining pit using the new Lake Maitland resource estimation results to assess an increase in mining volume and therefore potential production.

Pilot Plant

As announced by the Company on 24 July 2024, the Company is close to finalising the design phase of a proposed research pilot plant for the Wiluna Uranium Project, with the first draft of the engineer's drawings being completed. These drawings will be refined for a final design, which will in turn be used to construct the pilot plant for operation at a designated site in Perth, Western Australia.

The pilot plant design has assumed an extended mining operation, beyond a Lake Maitland stand-alone, to a larger Wiluna Uranium Project where potential ore from the **Lake Way** and **Centipede-Millipede** deposits are included (see **Figure 1**). So, in addition to potential bulk ore from Lake Maitland, the plant will be testing Toro's new processing technique on potential bulk ore from Centipede-Millipede as well as Lake Way.

To supply the pilot plant with potential ore material Toro has chosen a low impact technique of sampling large diameter sonic drill core instead of trenching or digging into the deposits. This technique will also allow for an overall more representative sample of ore types across all three of the Wiluna Uranium Project deposits, Lake Maitland, Centipede-Millipede and Lake Way.

Additionally, to ensure the pilot plant feed is representative of any proposed mining and processing operation, a detailed reworking of the geometallurgical models for all three deposits has also been initiated. This work will give further confidence that the final drill plan for the proposed sonic core drilling will provide an 'as realistic as possible' test of the newly derived processing circuit on Wiluna Uranium Project potential ore. Whilst the detail of the drill planning is continuing, the work programs for the drilling have been approved by the West Australian Government Department of Energy, Mines, Industry Regulation and Safety (**DEMIRS**) for all three of the Wiluna Uranium Project deposits.

Communication with representatives for the native title groups at Lake Way and Centipede-Millipede, and Lake Maitland, for the planned drilling activities over the respective potential ore bodies, are ongoing.

The Company continues to progress the Wiluna Uranium Project so that it is capable of being financed and brought into production as and when economic conditions justify the development. The Company remains focused on the long-term feasibility of uranium production for its shareholders from the Wiluna Uranium Project, from which it is permitted to mine up to 62 million pounds of measured or indicated uranium resources (JORC 2012). Please see the Competent Person's Statement at the end of this report for information about the reporting of the resource.

Exploration

Dusty Nickel Project

The Company's 100% owned Dusty Nickel Project is located in the Yandal Greenstone Belt, some 50km east of the world class Mt Keith Nickel Deposit (**Figure 2**). No material activities were conducted on the Dusty Nickel Project during the half year the subject of this report.

Corporate

During the half year the subject of this report the Company held its 2024 Annual General Meeting, at which all resolutions put to shareholders were passed by the required majority.

Significant events after the balance date

No matters or circumstances have arisen since the end of the half year which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

Auditor independence

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 is included on page 7 of this financial report and forms part of this Directors' Report.

Signed in accordance with a resolution of the Directors.



Richard Homsany
Executive Chairman
14 March 2025

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**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF TORO ENERGY LIMITED**

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2024, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b) no contraventions of any applicable code of professional conduct in relation to the review.



SHAUN WILLIAMS
PARTNER



MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 14th day of March 2025.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

		CONSOLIDATED	
		31 DECEMBER 2024	31 DECEMBER 2023
		\$	\$
	Note		
Other income	3 (a)	480,401	56,606
Consulting fees		-	150,000
Loss on shares at FVTPL		(130,594)	(372,353)
Impairment of exploration and evaluation assets	7	-	(1,691,276)
Employee benefits expense	3 (b)	(657,025)	(1,347,355)
Depreciation expense		(33,555)	(30,989)
Exploration and evaluation expenses		(2,799,676)	-
Other expenses	3 (b)	(1,138,980)	(1,527,151)
Loss before income tax expense		(4,279,429)	(4,762,518)
Income tax benefit		-	-
Loss for the year		(4,279,429)	(4,762,518)
Other comprehensive loss			
Other comprehensive income for the year (net of tax)		-	-
Total comprehensive loss for the year		(4,279,429)	(4,762,518)
Loss attributable to:			
Owners of the Company		(4,279,429)	(4,762,518)
		(4,279,429)	(4,762,518)
Total comprehensive loss attributable to:			
Owners of the Company		(4,279,429)	(4,762,518)
		(4,279,429)	(4,762,518)
Loss per share		Cents	Cents
From continuing operations:			
Basic and diluted earnings per share	4	(3.56)	(5.17)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

CONSOLIDATED

	Note	31 DECEMBER 2024 \$	30 JUNE 2024 \$
CURRENT ASSETS			
Cash and cash equivalents	5	8,642,937	11,809,406
Trade and other receivables	6	127,276	182,816
Other current assets		91,728	125,919
Financial Assets		529,176	921,420
Total current assets		9,391,117	13,039,561
NON CURRENT ASSETS			
Property, plant and equipment		415,037	440,755
Exploration and evaluation assets	7	18,000,000	18,000,000
Other non-current assets		5,000	5,000
Total non-current assets		18,420,037	18,445,755
Total assets		27,811,154	31,650,316
CURRENT LIABILITIES			
Trade and other payables	9	767,110	897,271
Provisions		198,257	190,879
Total current liabilities		965,367	1,088,150
NON CURRENT LIABILITIES			
Provisions		60	12
Total non current liabilities		60	12
Total liabilities		965,427	1,088,162
Net assets		26,845,727	30,397,154
EQUITY			
Issued capital	10	348,291,714	348,291,714
Reserves		9,683,685	8,955,683
Accumulated losses		(331,129,672)	(326,850,243)
Equity attributable to owners of the Company		26,845,727	30,397,154
Total equity		26,845,727	30,397,154

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

CONSOLIDATED				
	Issued capital	Share reserve	Accumulated losses	Attributable to owners of the parent
Note	\$	\$	\$	\$
Balance at 1 July 2023	332,320,134	6,896,308	(318,776,101)	20,440,341
Loss for the year	-	-	(4,762,518)	(4,762,518)
Total comprehensive loss for the year	-	-	(4,762,518)	(4,762,518)
Performance rights (Directors/employee)	-	1,215,700	-	1,215,700
Performance rights (Consultants)	-	843,675	-	843,675
Expenses paid in shares	235,000	-	-	235,000
Proceeds from issue of shares	4,474,100	-	-	4,474,100
Transaction costs – share issue	(268,424)	-	-	(268,424)
Balance at 31 December 2023	336,760,810	8,955,683	(323,538,619)	22,177,874
Balance at 1 July 2024	348,291,714	8,955,683	(326,850,243)	30,397,154
Loss for the year	-	-	(4,279,429)	(4,279,429)
Total comprehensive loss for the year	-	-	(4,279,429)	(4,279,429)
Performance rights (Directors/employee)	-	502,515	-	502,515
Performance rights (Consultants)	-	225,487	-	225,487
Balance at 31 December 2024	348,291,714	9,683,685	(331,129,672)	26,845,727

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

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CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

		CONSOLIDATED	
		31 DECEMBER 2024	31 DECEMBER 2023
		\$	\$
	Note		
Cash flows from operating activities			
Payments to suppliers and employees		(3,907,561)	(881,842)
Interest received		245,746	32,783
Net cash (used in)/ provided by operating activities		(3,661,815)	(849,059)
Cash flows from investing activities			
Purchase of property, plant and equipment		(7,837)	(13,255)
Proceeds from sale of financial assets		540,573	33,997
Payments for financial assets		(37,390)	-
Payments for exploration & evaluation activities		-	(1,691,276)
Net cash (used in)/ provided by investing activities		495,346	(1,670,534)
Cash flows from financing activities			
Proceeds from issue of shares		-	4,474,100
Transaction costs of issue of shares		-	(268,424)
Net cash (used in)/ provided by financing activities		-	4,205,676
Net increase/(decrease) in cash and cash equivalents		(3,166,469)	1,686,083
Cash at the beginning of the financial year		11,809,406	1,119,352
Cash at the end of the financial year	5	8,642,937	2,805,435

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

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

1 Statement of significant accounting policies

The half year financial report is a general purpose financial report prepared in accordance with the *Corporations Act 2001* (Cth) and AASB 134 Interim Financial Reporting. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. The half year financial report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual financial report as at and for the year ended 30 June 2024.

The interim financial statements were authorised for issue by the Directors on 14 March 2025.

Basis of preparation

The condensed financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars.

Accounting policies adopted in the preparation of the half year financial report are consistent with those adopted and disclosed in the Group's annual financial report for the financial year ended 30 June 2024 except as described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Application of New and Revised Accounting Standards

The Group has considered the implications of new or amended Accounting Standards which have become applicable for the current financial reporting period and has determined that their application to the financial statements is either not relevant or not material.

Going Concern

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

The consolidated financial statements have been prepared on the going concern basis which contemplates the continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business.

The Group incurred a net loss for the half year ended 31 December 2024 of \$4,279,429 (2023: \$4,762,518), has current assets of \$9,391,117 and current liabilities of \$965,367.

The Company has determined that it will be able to settle its other debts as and when they fall due through a combination of research and development grants received from government and prudent cash management. Notwithstanding this, the ability of the Group to continue as a going concern is dependent upon the Group being able to raise additional funds as required from time to time to meet exploration and evaluation programs on its mining interests and for working capital. The Directors believe that the Group will be able to raise additional capital as required based on its track record of doing so in the past, the underlying value attributable to the Group's main undertaking in the Wiluna Uranium Project, the Company's strong shareholder base, the Directors' medium to long term views of the uranium markets and the competitive advantage the Wiluna Uranium Project has amongst development stage properties in Australia.

2 Segment information

The Consolidated Group has adopted AASB 8 Operating Segments with effect from 1 July 2009. AASB 8 which requires operating segments to be identified on the basis of internal reports about components of the Consolidated Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The Consolidated Group operates in one operating segment and one geographical segment, being mineral exploration in Australia. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Consolidated Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

3 Revenue and expenses

		CONSOLIDATED	
		31 DECEMBER 2024	31 DECEMBER 2023
		\$	\$
(a)	Other income		
	Bank interest received or receivable	238,868	36,359
	Gain on disposal of financial assets	241,533	20,247
		480,401	56,606
	Expenses		
	Employee benefits expense		
(b)	Wages, salaries, directors fees and other remuneration expenses	417,095	316,689
	Share based payments expense	502,515	1,215,700
	Transfer to exploration and evaluation tenements	(262,585)	(185,034)
	Total employee benefits expenses	657,025	1,347,355
	Other expenses		
	Conferences	8,009	962
	Promotion and advertising	110,464	101,980
	Subscriptions	1,075	787
	Travelling expenses	12,810	21,313
	Accounting and audit fees	56,770	47,236
	Consulting fees	428,106	917,016
	Legal fees	285,195	23,029
	Rent and utility expenses	46,427	177,690
	Insurance costs	28,159	26,839
	AGM, annual report, ASX and share registry	101,303	151,840
	Other expenses	60,662	58,459
	Total other expenses	1,138,980	1,527,151

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

4 Loss per share

The following reflects the income and share data used in the basic and diluted loss per share computations:

	CONSOLIDATED	
	31 DECEMBER 2024	31 DECEMBER 2023
Net loss attributable to ordinary equity holders of the Company	(\$4,279,429)	(\$4,762,518)
Weighted average number of ordinary shares for basic earnings per share	120,281,848	92,101,434
Loss per share	(3.56c)	(5.17c)

5 Cash and cash equivalents

	CONSOLIDATED	
	31 DECEMBER 2024 \$	30 JUNE 2024 \$
Cash at bank and in hand	642,937	1,609,406
Short term deposits	8,000,000	10,200,000
	8,642,937	11,809,406

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short term deposits are made for varying periods of between one day and six months, depending on the immediate cash requirements of the Company, and earn interest at the respective short term deposit rates.

6 Trade and other receivables

	CONSOLIDATED	
	31 DECEMBER 2024 \$	30 JUNE 2024 \$
Trade receivables	-	82,500
Goods and services tax receivable	127,276	100,316
	127,276	182,816

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

7 Exploration and evaluation assets

	CONSOLIDATED	
	31 DECEMBER 2024 \$	30 JUNE 2024 \$
Balance at beginning of financial year	18,000,000	18,000,000
Impairment of exploration expenditure ⁽ⁱ⁾	-	(3,593,077)
Other expenditure during the year	-	3,593,077
	18,000,000	18,000,000

From 1 July 2024, all exploration and evaluation expenditure was expensed and not capitalised as previous years. Therefore, there was no capitalised exploration and evaluation expenditure impairments during the period.

⁽ⁱ⁾ Impairment as a result of expenditure on exploration tenements or surrendered tenements. Due to the current subdued uranium market, the Company has taken a conservative approach in impairing its exploration and evaluation assets.

8 Share based payments

Toro Energy Limited Securities Incentive Plan

The Company adopted, by shareholder resolution at the Company's 2022 Annual General Meeting, the Toro Energy Limited Securities Incentive Plan (**Plan**). A summary of the rules of the Plan is set out below.

- Employees (whether full time, part time or casual and including executive directors), non executive directors, contractors and such other persons as the Board determines, are eligible to participate in the Plan from time to time.
- The Board may from time to time determine that an eligible participant may participate in the Plan and make an invitation to that eligible participant to apply for securities in the Company on such terms and conditions as the Board decides.
- On receipt of an invitation an eligible participant may apply for the securities the subject of the invitation in whole or in part.
- The Board may determine that convertible securities issued under the Plan are subject to vesting conditions, which will be set out in the invitation and which may be waived by the Board.
- Where a person who holds convertible securities issued under the Plan ceases to be an eligible participant or becomes insolvent, all unvested convertible securities held by that person will automatically be forfeited, unless the Board otherwise determines in its discretion to permit some or all of the convertible securities to vest.
- If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the participant's convertible securities issued under the Plan will be dealt with, including, without limitation, in a manner that allows the participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- All Toro shares issued under the Plan, or issued or transferred to a participant upon the valid exercise of a convertible security issued under the Plan (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A participant may exercise any voting rights attaching to Plan Shares.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

8 Share based payments (continued)

- If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each participant holding convertible securities issued under the Plan will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
- If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of convertible securities issued under the Plan is entitled, upon exercise of the convertible securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the convertible securities are exercised.
- Unless otherwise determined by the Board, a holder of convertible securities issued under the Plan does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
- There are no participation rights or entitlements inherent in the convertible securities issued under the Plan and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the convertible securities issued under the Plan without exercising the convertible securities.

Upon adoption of the Plan the Company ceased to rely on its previous Employee Share Option Plan. Details of securities issued under the new Plan are set out below.

The expense recognised in the Statement of Profit or Loss and Other Comprehensive Income in relation to share based payments is disclosed in Note 3(b).

The following table illustrates the number (No.) and weighted average exercise prices (WAEP) and movements in share options issued during the year.

	31 DECEMBER 2024 No.	31 DECEMBER 2024 WAEP	30 JUNE 2024 No.	30 JUNE 2024 WAEP
Outstanding at the beginning of the year	10,120,000	\$1.22	8,320,000	\$1.50
Granted during the year	-	-	2,000,000	\$0.75
Lapsed / expired during the year	-	-	(200,000)	\$2.00
Outstanding at the end of the year	10,120,000	\$1.22	10,120,000	\$1.22
Exercisable at the end of the year	10,120,000	\$1.22	10,120,000	\$1.22

The weighted average remaining contractual life for the share options outstanding as at 31 December 2024 is 1.38 years (June 2024: 2.38 years).

The exercise price for options outstanding at the end of the period was \$1.22 (June 2024: \$1.22).

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

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

8 Share based payments (continued)

Performance Rights

During the half year 1,450,000 performance rights were issued to the directors of the Company, following shareholder approval obtained at the Company's Annual General Meeting held on 29 November 2024. An additional 1,375,000 performance rights were issued to employees and consultants.

The Performance Rights milestones will be based on adjusted share price milestone (ASPM) of one fully paid share in the capital of the Company. The price milestone target performance hurdle will be the VWAP over 20 consecutive Trading Days on which Shares have actually traded adjusted for:

- Share price appreciation,
- Declared dividend,
- Capital returns,
- Demergers,
- Cash or scrip or in specie distributions,
- Bonus issues,
- Share splits, and
- Share consolidations.

For example, in the event of a declared dividend, the price milestone target will increase by the aggregate of any amount paid and the value of any associated tax credits.

The VWAP over 20 consecutive Trading Days on which Shares have actually traded AP price milestone is noted below:

Share Price at value date	ASPM	% Value Increase	Performance Period
\$0.27	\$0.50	85%	5 years

Australian Accounting Standard 2 Share-based Payment (AASB 2) states in paragraph 19 that vesting conditions, other than market conditions, shall not be taken into account when estimating the fair value of the shares or share options at the measurement date. Instead, vesting conditions shall be taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. On the other hand, paragraph 21 states that market conditions, such as a target share price upon which vesting (or exercisability) is conditioned, shall be taken into account when estimating the fair value of the equity instruments granted.

Therefore, the Board's assessments of the performance hurdle relating to the proposed issue of 2,825,000 performance rights are that they are market vesting conditions and in accordance with AASB 2, have been valued using a barrier up-and-in trinomial pricing model based with a Parisian Barrier adjustment on the Share Price as at the valuation date of 17 October 2024 of \$0.27. See the table below which lists the variables used as the basis for the valuation. There is no exercise price paid for the Performance Rights.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

8 Share based payments (continued)

Performance Rights (continued)

Valuation Summary Table	
Item	
Valuation date	17 October 2024
Underlying Security spot price	\$0.27
Exercise price	Nil
Implied price barrier	\$0.7520
Days to vesting/expiry	1826
Performance period (years)	5.0
Expiry date	17 October 2029
Volatility	Approx. 119%
Risk -free rate	3.83% p.a.
Dividend yield	Nil
Valuation per Right	\$0.2577
No. of Rights	2,825,000
Total Value	\$728,002.50

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

9 Trade and other payables

	CONSOLIDATED	
	31 DECEMBER 2024 \$	30 JUNE 2024 \$
Trade payables (i)	696,666	827,418
Other payables (ii)	70,444	69,853
	767,110	897,271

(i) Trade payables are non interest bearing and are normally settled on 30 day terms.

(ii) Other payables are non interest bearing and are normally settled within 30 - 90 days.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

10 Issued capital

	CONSOLIDATED	
	31 DECEMBER 2024	30 JUNE 2024
	\$	\$
Ordinary Shares	348,291,714	348,291,714

	Number*	\$
Ordinary shares		
Balance at beginning of financial year	120,281,848	348,291,714
Balance at end of period	120,281,848	348,291,714

No new shares were issued during the period.

Fully paid ordinary shares carry one vote per share and carry the right to dividends (in the event such a dividend was declared).

* Under AASB 3 the acquisition of Nova Energy Ltd in 2007 was deemed a 'reverse acquisition' and Toro Energy's legal subsidiary Nova Energy Pty Ltd is considered the parent for accounting consolidation purposes. As shares in Nova Energy are not listed or publicly traded the consolidated view does not detail the volume of shares relative to transactions subsequent to the acquisition. The legal parent entity of Toro Energy Limited has been included to provide details of the volume of shares on issue at 31 December 2024.

11 Events after the balance sheet date

No matters or circumstances have arisen since the end of the half year which significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future years.

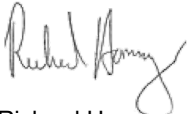
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DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 8 to 20 are in accordance with the *Corporations Act 2001* (Cth), including:
 - a. Giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and the performance for the half year ended on that date; and
 - b. Complying with the Accounting Standard AASB 134: Interim Financial Reporting, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts and when they fall due and payable.

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



Richard Homsany
Executive Chairman

Signed this 14th day of March 2025

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TORO ENERGY LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Toro Energy Limited (the company) and its controlled entities (the consolidated entity or 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, consolidated statement of changes in equity, the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of material accounting policies 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 half-year financial report of the company is not in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its 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 Auditing Standards on Review Engagements 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 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.

Responsibility of the Directors 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 (including Australian Accounting Interpretations) 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 free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF TORO ENERGY LIMITED (CONTINUED)

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the financial report based on our review. ASRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the financial report is not in accordance with the *Corporations Act 2001* including:

- i. giving a true and fair view of the Company's financial position as at 31 December 2024 and its 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*.

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 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.



SHAUN WILLIAMS
PARTNER



MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 14th day of March 2025.

APPENDIX 1

Wiluna Uranium Project Resource Table – JORC 2012

At 100ppm grade cut-offs. The V₂O₅ resource has been estimated within the 70ppm U₃O₈ mineralisation envelope but reported at a 100ppm V₂O₅ cut-off.

A - Wiluna Uranium Project Resources Table (JORC 2012)									
At 100ppm cut-offs inside U ₃ O ₈ resource envelopes for each deposit - Proposed Mine Only									
		Measured		Indicated		Inferred		Total	
		U ₃ O ₈	V ₂ O ₅	U ₃ O ₈	V ₂ O ₅	U ₃ O ₈	V ₂ O ₅	U ₃ O ₈	V ₂ O ₅
Centipede-Millipede	Ore Mt	7.5	-	21.3	-	10.0	73.1	38.7	73.1
	Grade ppm	428.0	-	392.0	-	206.0	281.0	351.0	281.0
	Oxide Mlb	7.1	-	18.4	-	4.5	45.2	30.0	45.2
Lake Maitland	Ore Mt	-	-	33.3	-	-	50.0	33.3	50.0
	Grade ppm	-	-	403.0	-	-	285.0	403.0	285.0
	Oxide Mlb	-	-	29.6	-	-	31.4	29.6	31.4
Lake Way	Ore Mt	-	-	15.8	-	-	18.7	15.8	18.7
	Grade ppm	-	-	406.0	-	-	307.0	406.0	307.0
	Oxide Mlb	-	-	14.1	-	-	12.7	14.1	12.7
Total Wiluna Project	Ore Mt	7.5	-	70.3	-	10.0	141.8	87.8	141.8
	Grade ppm	428.0	-	400.3	-	206.0	285.8	380.6	285.8
	Mlb	7.1	-	62.0	-	4.5	89.3	73.6	89.3
Dawson Hinkler Satellite	Ore Mt	-	-	17.3	-	32.1	ID	49.4	ID
	Grade ppm	-	-	236.0	-	159.0	ID	186.0	ID
	Oxide Mlb	-	-	9.0	-	11.3	ID	20.3	ID

Note: ID = Insufficient data for an estimation currently.

Data in the table has been rounded to 1 decimal place, which is the nearest 100,000t or lbs in the case of ore and contained oxide respectively.

The JORC Table 1 relevant to all of the resource estimations related to the resources stated in the above table can be found in the ASX announcement of 24 September 2024.

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Competent Persons' Statements

Competent Persons' Statement

Wiluna Project Mineral Resources – 2012 JORC Code Compliant Resource Estimates – Centipede, Millipede, Lake Way, Lake Maitland, Dawson Hinkler and Nowthanna Deposits

The information presented here that relates to Mineral Resources of the Centipede, Millipede, Lake Way, Lake Maitland, Dawson Hinkler and Nowthanna deposits is based on information compiled by Dr Greg Shirliff of Toro Energy Limited, Mr Sebastian Kneer formerly of Toro Energy Limited and Mr Daniel Guibal of SRK Consulting (Australasia) Pty Ltd. Mr Guibal takes overall responsibility for the Resource Estimate and Dr Shirliff takes responsibility for the integrity of the data supplied for the estimation. Dr Shirliff is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM), and Mr Guibal is a Fellow of the AusIMM and they have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012)'. The Competent Persons consent to the inclusion in this release of the matters based on the information in the form and context in which it appears.

Competent Person's Statement

Theseus Uranium Project Mineral Resources – 2012 JORC Code Compliant Resource Estimates

The information presented here that relates to Mineral Resources of the Theseus Uranium Project is based on work supervised by Michael Andrew, who is a member of the Australian Institute of Mining and Metallurgy of the Australian Institute of Geoscientists. Mr Andrew is a full time employee of Optiro, and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity he is undertaking to qualify as a Competent Persons as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Andrew consents to the inclusion in this release of the matters based on his information in the form and context in which it appears.

Competent Persons' Statement

Wiluna Project Mineral Resources – 2012 JORC Code Compliant Resource Estimates – V₂O₅ for Centipede-Millipede, Lake Way and Lake Maitland.

The information presented here that relates to V₂O₅ Mineral Resources of the Centipede-Millipede, Lake Way and Lake Maitland deposits is based on information compiled by Dr Greg Shirliff of Toro Energy Limited and Mr Daniel Guibal of Condor Geostats Services Pty Ltd. Mr Guibal takes overall responsibility for the Resource Estimate, and Dr Shirliff takes responsibility for the integrity of the data supplied for the estimation. Dr Shirliff is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and Mr Guibal is a Fellow of the AusIMM and they have sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity they are undertaking to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code 2012)'. The Competent Persons consent to the inclusion in this release of the matters based on the information in the form and context in which it appears.

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