

TITAN MINERALS LIMITED
(ACN 117 790 897)

Annual Financial Report

for the year ended 31 December 2024

Corporate Directory

Directors

Peter Cook
Matthew Carr
Barry Bourne

Chief Executive Officer

Melanie Leighton

Company Secretary

Zane Lewis

Registered Office

Suite 1, 295 Rokeby Road
Subiaco WA 6008

Telephone: +61 8 6555 2950
Facsimile: +61 8 6166 0261

Share Registry

XCEND
Level 2
477, Pitt Street
Haymarket NSW 2000

ASX Code

TTM

Principal Place of Business

Suite 1, 295 Rokeby Road
Subiaco WA 6008

Auditors

Stantons
Level 2, 40 Kings Park Road
West Perth
Western Australia 6005

Australian Company Number

ACN 117 790 897

Australian Business Number

ABN 97 117 790 897

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Directors' Report

1. Directors' Information

The directors and company secretary of Titan Minerals Limited (the "Company" or "Titan") and its controlled entities (together the "Group" or "Consolidated Entity") during the financial year end until the date of this report were as follows:

2. Directors, CEO and Company Secretary

Peter Cook, Non-Executive Chairman, appointed 31 August 2021

Matthew Carr, Executive Director, appointed 3 February 2017

Barry Bourne, Non-Executive Director, appointed 19 October 2021

Melanie Leighton, Chief Executive Officer, appointed 11 January 2023

Zane Lewis, Company Secretary

3. Directors' Meetings

5 meetings of the directors of the Company have been held during the financial year ended 31 December 2024.

4. Principal Activities

The Company's main undertaking is exploration and development of its gold and copper projects in southern Ecuador.

The Company's main assets are:

1. The Dynasty Gold Project
2. The Linderos Project
3. The Copper Duke Project
4. The Copper Field Project

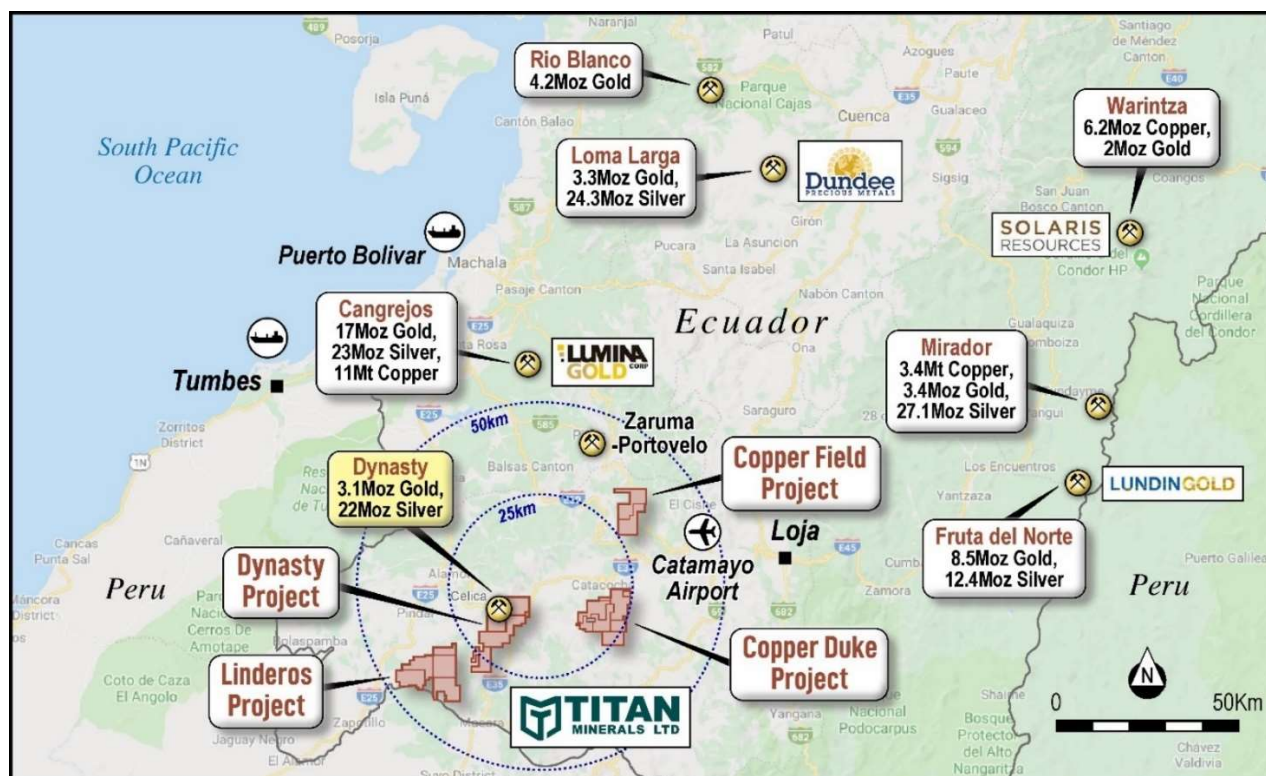


Figure 1. Titan Minerals southern Ecuador Projects, peer deposits and surrounding infrastructure

5. Significant changes in the state of affairs and review of operations

The loss of the Consolidated Entity for the year ended 31 December 2024 amounted to US\$6,292 thousand (31 December 2023: US\$1,441 thousand). This includes profit for discontinuing operations of \$Nil thousand (31 December 2023: US \$148 thousand).

Review of Operations

Key Highlights for 2024

Corporate & Finance

- The Company held a General Meeting on 22 July 2024 where a resolution for a 10 for 1 share consolidation was passed. The consolidation of capital was completed on 25 July 2024.
- An oversubscribed A\$2.85 million Entitlement Offer Shortfall placed to Institutional and Sophisticated Investors, plus A\$0.55 million oversubscribed Additional Placement, together with Entitlement Offer completed in Q4 2023, raised approximately A\$8.17 million.
- A A\$20 million (before costs) Placement was completed in December 2024. The Placement was strongly supported by Tribeca, one of the Company's existing large shareholders, as well as other new sophisticated foreign and domestic investors looking to support the Company's growth aspirations in Ecuador¹.
- The Company received funds of AU\$4.1 million for conversion of 11,709,128 (post-consolidation) TTM \$0.35 Options to New Shares in 2024. A further AUD \$5.69 million was raised after 31 December 2024 from the exercise of 16,272,414 TTM \$0.35 Options.
- The Company received funds of US\$2 million from Hancock Prospecting as payment for their initial 5% interest in the Linderos Copper Project, satisfying the First Earn-in Milestone of the JV & Earn-in Agreement

Linderos Copper Project

- In September, Titan and Hanrine, a wholly owned subsidiary of Hancock Prospecting, executed a formal binding Joint Venture and Earn-in Agreement (JVA) whereby Hanrine can earn up to an 80% interest in the Linderos Copper Project, by either achieving specific exploration milestones and proceeding to a decision to mine or by sole funding up to US\$120 (AU\$180) million²
- The Second Earn-in Milestone of 10,000m of diamond drilling to earn an additional 25% interest, commenced in November, less than 6 weeks after the JVA was executed, with the first drilling campaign expected to be completed in Q2 2025

Dynasty Gold Project

- A 10,000m resource growth drilling campaign commenced in November 2024, targeting lateral and depth resource extensions at Cerro Verde, Iguana and Iguana East, with 20 diamond holes for 4,600m completed and assay results were pending at the end of 2024
- Resource drilling at Cerro Verde was designed to test new depths (below ~300m) of the mineral system, probing the prospective contact zone between the andesite, diorite porphyry, and associated breccia units to define further wide, high-grade mineralisation³

¹ Refer to ASX Release dated 5th December 2024

² Refer to ASX Release dated 18th September 2024

³ Refer to ASX Release dated 23rd December 2024

- High grade drill hits were returned from exploration drilling completed in late 2023 at the newly discovered Julia vein at Papayal. Drilling into the new vein system intersected high grade gold and silver outside resources, with significant intercepts including:
 - 2.0m @ 5.29 g/t Au, 32.4 g/t Ag from 12m &
 - 3.2m @ 2.77 g/t Au, 120 g/t Ag from 28m
 - 5.3m @ 3.53 g/t Au, 72.3 g/t Ag from 86m
 - 2.0m @ 2.98 g/t Au, 84.02 g/t Ag from 75m
- High grade drill hits were returned from drilling completed in late 2023 at Cerro Verde, confirming shallow, extensional zones of gold mineralisation, outside current resources, with significant intercepts including:
 - 3.5m @ 2.31 g/t Au, 4.75 g/t Ag from 94m
 - 7.7m @ 1.44 g/t Au, 7.35 g/t Ag from 6m
 - 2.6m @ 3.15 g/t Au, 3.58 g/t Ag from 52m
- Key land access agreements executed at Dynasty, substantially increasing Titan's exploration footprint, providing access to highly prospective areas which had never been previously explored. Exploration programs including soil geochemistry and mapping were expanded into new areas, proving the fertility of the Dynasty gold system over the entire 9-kilometre epithermal corridor.
- Dynasty mineralisation footprint substantially expanded with rock chip results confirming additional high-grade gold and silver well beyond existing resources including 8.71 g/t Au, 197 g/t Ag located 1.7 kilometres south of resources at Papayal and 8.73 g/t Au and 6.4 g/t Ag located 230m east of resources at Trapichillo
- Trenching over new gold targets returned results⁴ including:
 - 2.1m @ 32.0 g/t Au, 7.4 g/t Ag at Cerro Verde east
 - 4.7m @ 3.55 g/t Au, 23.1 g/t Ag at Cerro Verde
 - 3m @ 21.4 g/t Au at Iguana South;
 - 5m @ 5.0 g/t Au at Tomahawk
- New coherent copper targets highlighted by large-scale soil geochemical anomalies and mapping, with argillic and phyllic alteration and A-type porphyry veining unveiled in mapping at the Gisell and Cola copper targets. Trenching commenced over the new copper targets to establish tenor of copper mineralisation and exposure level of porphyry system.
- Geological modelling and resource estimation workstreams advanced for the Dynasty Mineral Resource estimate (MRE) update, with all data and updated 3D geological interpretation handed over to independent resource geologist, MRE completion expected by end of August 2024.
- Pre-scoping study workstreams commenced to assess Dynasty mining methods and optimisation, and preliminary metallurgical processing options and potential recoveries.

Titan Minerals Limited (ASX: TTM) (Titan or the Company) has been focused on advancing its flagship, development ready, Dynasty Gold Project. The Company successfully reached landmark access agreements which lead to the unlocking of large areas of land at the Dynasty Gold Project, which have never previously been explored or drilled.

⁴ Refer to ASX release dated 15th November 2024 and 24th November 2024

Since gaining access, Titan has conducted large exploration work programs including mapping and surface geochemical sampling over these substantial and highly prospective new areas, with work highlighting multiple epithermal gold and porphyry copper targets.

Along with generative exploration work programs undertaken at Dynasty, the Company also commenced a 10,000m resource drilling program, with the aim of expanding resources at the Cerro Verde and Iguana prospects. Drilling is planned to facilitate a resource update targeted for mid-2025, aiming to grow the 3.1Moz gold and 22Moz silver Mineral Resource.

In September 2024, Titan was very pleased to enter into a Joint Venture & Earn-in Agreement (**JVA**) for the Linderos Copper Project, with Hancock Prospecting subsidiary company, Hanrine. The JVA grants Hanrine the right to earn up to 80% of Titan's Linderos Copper Porphyry Project, by spending up to A\$180 million on exploration and development and by reaching a decision to mine.

Hanrine commenced a 10,000m drilling campaign in October 2024, less than 6 weeks after executing the JVA, reinforcing Hanrine's commitment to advancing the Linderos Copper Project and to expediting the completion of their earn-in milestones. Importantly, Titan is free carried until Hanrine have earned 80%, with Titan's shareholders benefiting from the significant investment in the Linderos Project at no cost.

The JVA provides significant endorsement for Titan's technical capability in demonstrating the potential of Linderos to host a substantial porphyry copper deposit, while also endorsing Ecuador as an emerging mining jurisdiction, relatively immature in an exploration and mining sense, but abundant in geological prospectivity and opportunity to unveil new large-scale copper deposits, likely to feature in future global copper production.

No field exploration was completed at the Copper Duke or Copper Field Projects in 2024, with the Company very much focussed on advancing the Dynasty and Linderos Projects. The Company intends to complete exploration programs across the Copper Duke and Copper Field Projects in 2025, once resource drilling has concluded at Dynasty.

Dynasty Gold Project

A 10,000m resource growth diamond drilling campaign was launched late in 2024, with three rigs in operation and 20 diamond holes for 4,600m completed at year end. The program was designed to target lateral and depth extensions outside resources at Cerro Verde, Iguana and Iguana east.

Until this drill campaign, Iguana East had never been drilled, with trenching and mapping recognising vein hosted mineralisation from surface. Drilling at Iguana East intersected both vein and breccia hosted mineralisation, highlighting the potential to define additional breccia hosted mineralisation in this area.

Resource extensional drilling was also completed at Brecha-Comanche (Cerro Verde prospect) and was designed to test the mineral system at depth, probing the contact between the volcanic andesite sequence, the Kaliman porphyry, diorite intrusive units and associated breccia zone.

Results for the 10,000m resource drilling campaign were pending at year end.

Results from an exploration drilling campaign completed in late 2023 at the Cerro Verde and Papayal prospects were returned in early 2024. Drilling at the newly discovered Julia vein at Papayal intersected high grade mineralisation outside the current resource, with significant intercepts including:

- 2.0m @ 5.29 g/t Au, 32.4 g/t Ag from 12m
- 3.2m @ 2.77 g/t Au, 120 g/t Ag from 12m
- 5.3m @ 3.53 g/t Au, 72.3 g/t Ag from 86m
- 2.0m @ 2.98 g/t Au, 84.0 g/t Ag from 75m

High grade drill hits returned from Cerro Verde confirmed shallow, extensional zones of gold mineralisation, outside current resources, with significant intercepts including:

- 3.5m @ 2.31 g/t Au, 4.75 g/t Ag from 94m
- 7.7m @ 1.44 g/t Au, 7.35 g/t Ag from 6m
- 2.6m @ 3.15 g/t Au, 3.58 g/t Ag from 52m

Titan was successful in securing land access agreements across large, new areas at the Dynasty Project, much of which had never previously been explored. An important 2-kilometre “gap zone” between Iguana east and Trapichillo was unlocked, along with a large area of land to the south of Iguana. The agreements are a result of the Company’s dedicated CSR strategy, which aims to bring mutual benefits, with a view to fostering a long and strong relationship with the communities and landholders at the Dynasty Gold Project.

The Company conducted systematic soil geochemical sampling, with analysis of samples undertaken using the Company’s pXRF, allowing a cost effective and rapid assessment of these large new areas. Reconnaissance exploration along the Dynasty epithermal system has expanded the mineralisation footprint to an area of 9km by 2km, a much larger area than the current resource area of 5.5km x 1km.

Soil geochemical results confirmed the presence of multiple new gold targets as highlighted by strong and coherent arsenic anomalies within the epithermal gold corridor. Large copper porphyry alteration footprints were also revealed from soil sampling with the Gisell and Cola porphyry targets identified.

Iguana east-Trapichillo Gap Zone

Soil geochemistry confirmed the presence of strong arsenic anomalism. Multiple strike extensive soil arsenic anomalies were unveiled, indicating the presence of further vein and shear hosted gold mineralisation with the potential to extend current resources from surface.

Iguana Extensions (south and east)

Several additional soil anomalies were identified to the south of Iguana. Again, these results and new targets were returned from areas never previously explored or drilled, representing further resource growth potential from shallow depths.

Gisell Copper Porphyry Target

Mapping and trenching over the newly discovered Gisell copper target confirmed mineralisation to be related to a porphyry copper system, with mapping unveiling argillic and phyllic alteration, abundant copper oxide mineralisation and A-type porphyry veins.

Cola Copper Porphyry Target

The Cola prospect is characterised by an ~800 metre diameter copper anomaly centred on a granodiorite intrusion that remains open to the southeast and also features a halo of elevated lead and zinc.

Significant rock chip results from new areas included:

- 8.71 g/t Au, 197 g/t Ag, 3.06% Cu, 20% Pb, 12.5% Zn
- 8.73 g/t Au and 6.4g/t Ag
- 6.6 g/t Au, 28.2 g/t Ag
- 5.9 g/t Au, 17.55 g/t Ag
- 5.4 g/t Au, 13.9 g/t Ag

Notably, rock chip sample TM06951 was collected from within the newly identified Gisell copper prospect.

The Company advanced their understanding of new geochemical targets by undertaking further detailed mapping and trenching, with several significant trench results returned.

Cerro Verde Extensions

- 2.1m @ 32.0 g/t Au & 7.4 g/t Ag
- 2.0m @ 7.3 g/t Au & 6.1 g/t Ag
- 6.0m @ 1.8g/t Au, 23.6 g/t Ag

Iguana Extensions

- 3.0m @ 21.4 g/t Au & 14.1 g/t Ag
- 1.8m @ 4.5 g/t Au & 10.6 g/t Ag

Tomahawk

- 5m @ 4.96 g/t Au & 20.6 g/t Ag, including a high-grade zone of 2m @ 11.2 g/t Au, 33.1 g/t Ag
- 2m @ 2.51 g/t Au & 6.0 g/t Au
- 4.7m @ 3.6 g/t Au & 23.1 g/t Ag

Iguana east

- 3.3m @ 1.5 g/t Au & 3.2 g/t Ag
- 2.2m @ 6.2 g/t Au & 3.7 g/t Ag
- 5.1m @ 1.4 g/t Au & 7.4 g/t Ag

Gisell

Trenching at the Gisell target returned anomalous copper, lead and zinc results from surface, including:

- 6m @ 1.02 g/t Au, 26.6 g/t Ag, 0.38% Cu, 0.5% Pb, 0.5 % Zn
- 4.3m @ 0.57 g/t Au, 26.2 g/t Ag, 0.46% Cu, 0.72% Pb, 0.78% Zn
- 2.3m @ 0.45 g/t Au, 9.0 g/t Ag, 0.40% Cu, 1.8% Pb, 1.44% Zn

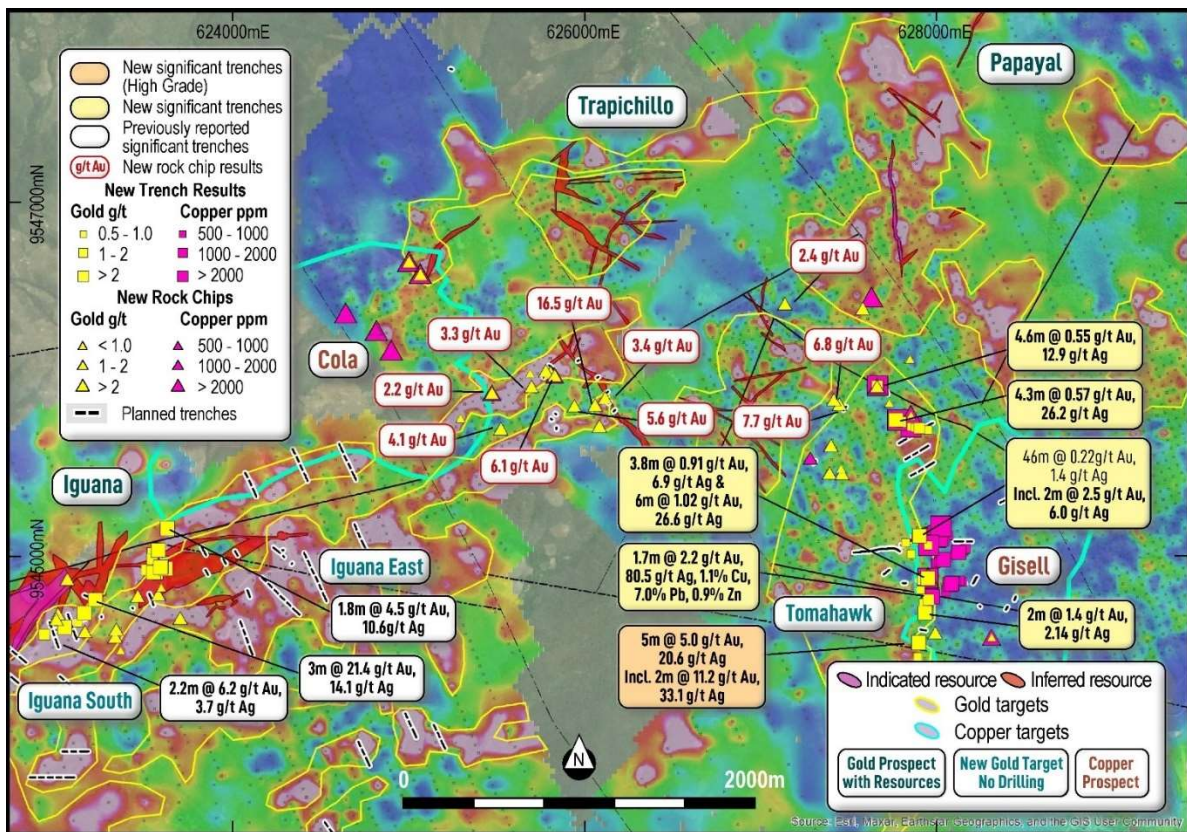


Figure 1. Dynasty Mineral Resources, soil geochemistry (arsenic), exploration and resource extensional targets, significant rock chips (Au), significant trench results (Au and Cu) and planned trenches over exploration targets.

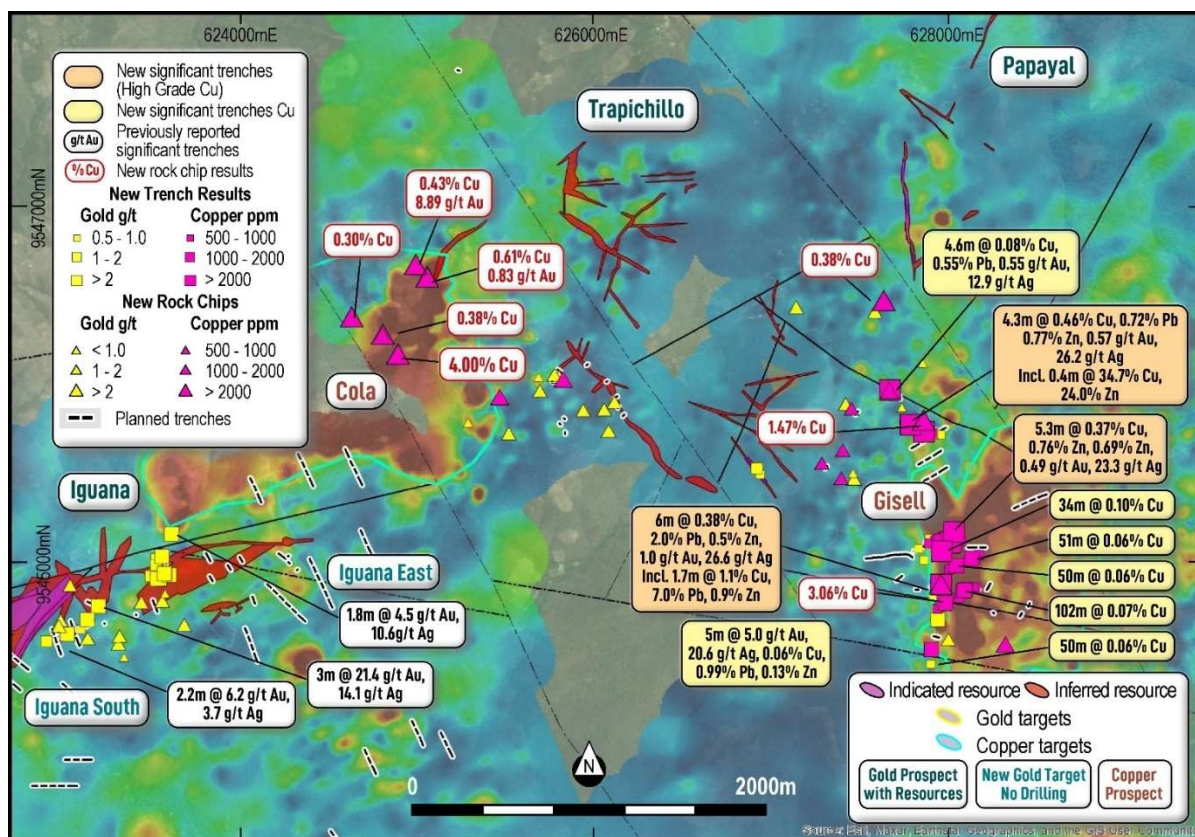


Figure 2. Dynasty Mineral Resources, soil geochemistry (copper), copper targets, significant rock chips (Cu), significant trench results (Cu) and planned trenches over exploration targets.

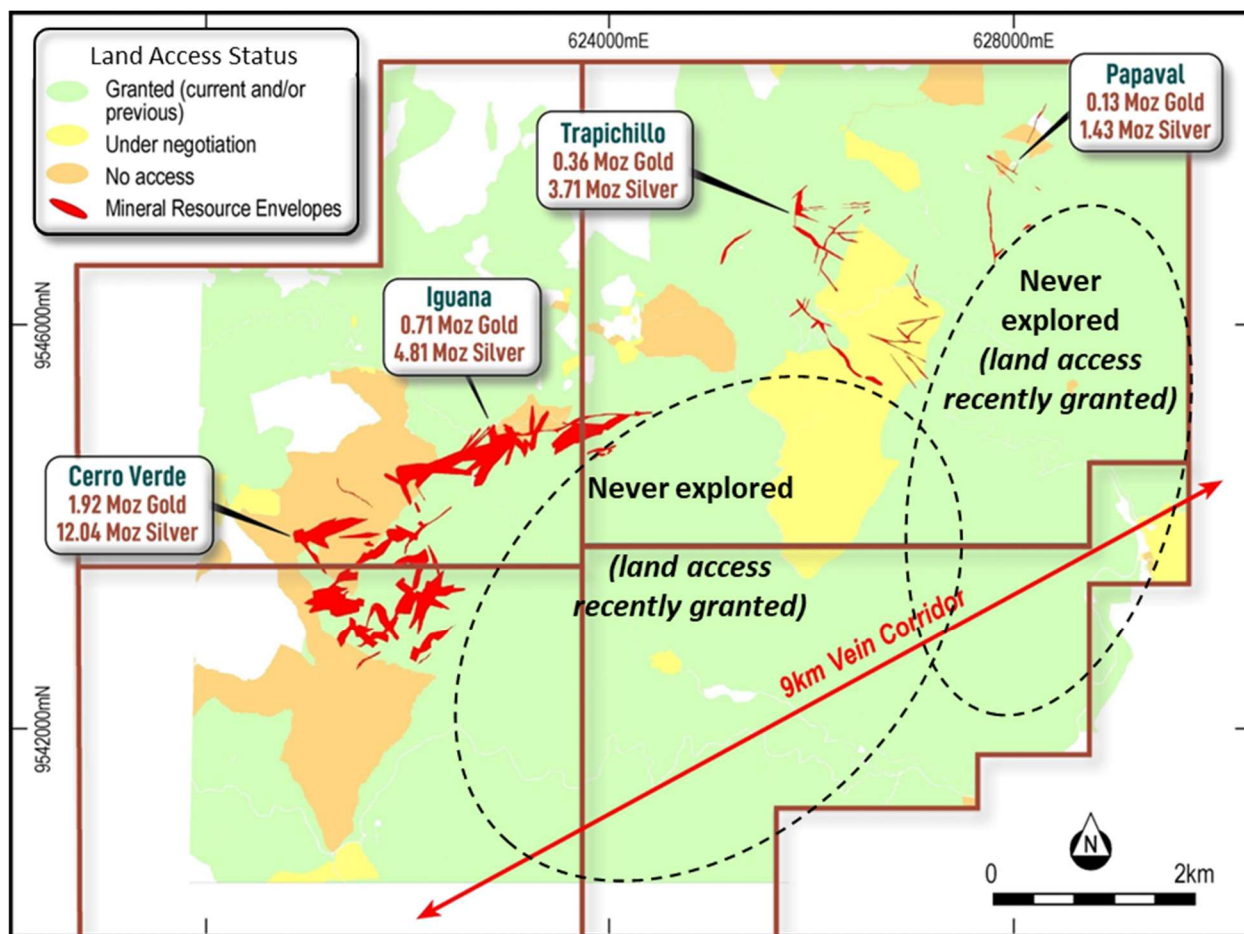


Figure 3. Dynasty land access map displaying areas accessible for exploration (green) in relation to currently defined mineral resources.

Linderos Project Highlights

During the period, Titan and its wholly owned subsidiary, Linderos Mining S.A.S (Linderos), executed a binding joint venture and earn-in agreement (JVA) with Hanrine Ecuadorian Exploration and Mining S.A. (Hanrine), an indirectly wholly owned subsidiary of Hancock Prospecting Pty Ltd (HPPL), for Hanrine to acquire up to an 80% ownership interest in the Linderos Copper Project in Ecuador.

The key terms of the JVA are outlined below:

- **(Earn-in and Consideration)** Hanrine will have the right to acquire up to an 80% interest in the Linderos Copper Project on the following terms:

Milestone no.	Earn-in Milestones	Earn-in Interest	Total Interest Earned	Earn-in Period	Status
1.	Payment of an aggregate of US\$2 million, which comprises: <ul style="list-style-type: none"> the upfront payment of US\$250,000 which was paid following execution of the Term Sheet (refer to the ASX announcement dated 18 April 2024); an additional payment of US\$1.75 million 	5%	5%	Within 30 days of execution of JVA	COMPLETE
2.	Completion of 10km in depth of new drilling at the Linderos Copper Project	25%	30%	Within 3 years of	UNDERWAY

	or spending US\$8 million of expenditure (whichever occurs first)			execution of JVA	Expected completion Q2 2025
3.	Completion of an additional 15km of new drilling at the Linderos Copper Project or spending an additional US\$12 million of expenditure (in addition to any amounts spent to satisfy the previous milestone) (whichever occurs first)	21%	51%	Within 7 years of execution of JVA	PENDING
4.	A decision to mine or total aggregate expenditure of US\$120 million (whichever occurs first)	29%	80%	Within 15 years of execution of JVA	PENDING

- **(Additional Payment)** Hanrine will pay an additional US\$1 million to Titan within 30 days following Hanrine achieving a 51% interest in the Linderos Copper Project, based on the above milestones.
- **(Earn-in Period Extension)** If a delay event occurs (including, amongst others, a force majeure event or a delay in obtaining any authorisation from a government agency to undertake activities at the Linderos Copper Project), the Earn-in Periods will be extended for the duration of that delay event (with such extension not exceeding 24 months).
- **(Decision Not to Proceed)** Hanrine may provide a cessation notice at any time to cease earning into the Linderos Copper Project (**Cessation Notice**). Following the provision of a Cessation Notice, Hanrine is not obliged to pay any further earn-in expenditures and will retain its then existing Earn-in Interest (with such Earn-in Interest to be adjusted/increased based on any additional earn-in expenditure incurred from the date of the previous Earn-in Interest and the date of the Cessation Notice).
- **(Free Carried)** Titan will be free carried during the Earn-in Period until the date Hanrine earns its fourth Earn-in Interest (80%) or provides a Cessation Notice. Following the end of the free carry period, Titan and Hanrine will contribute to the approved work programs and budgets based on their respective percentage interests in the Linderos Copper Project. Titan may elect to contribute its portion of the work programs and budgets or dilute its joint venture interest.
- **(Net Smelter Royalty)** If Titan's interest dilutes to 10% or less, Titan's interest in the joint venture will convert into a 2.7% net smelter royalty (**Titan NSR**). Hanrine will have a right of pre-emption in respect of any sale, transfer or assignment of the whole, or part, of the Titan NSR.
- **(Change of Control)** If, prior to the date Hanrine acquires its third Earn-in Interest:
 - a 15% or more change in the shareholding or control of Linderos or a holding company of Linderos (other than Titan) occurs;
 - a scheme of arrangement in respect to Titan is announced;
 - a takeover bid (whether on market or off market) in respect to Titan is announced; or
 - Titan announces that a person has, via the lodgement of a substantial shareholder notice, acquired or holds a relevant interest of 15% or more of the issued shares of Titan,

Hanrine shall have the right (but not the obligation) to accelerate and acquire up to the third Earn-in Interest (being total interest of 51%) (**Acceleration Option**) by paying to Titan USD\$6,000,000 less any earn-in expenditures incurred by Hanrine from the date Hanrine earned its previous Earn-in Interest to the date of exercise of the Acceleration Option.

- **(First Right of Refusal)** The parties will have a first right of refusal over each other's interest in the Linderos Copper Project. In addition, following Hanrine acquiring the third Earn-in Interest (ie holds a 51% interest), Hanrine will also have a right of first refusal over the proposed sale of 15% or more of Linderos or any holding company of Linderos (other than Titan) and can elect to either acquire those shares in Linderos (or the holding company of Linderos) or the portion of joint venture interest that corresponds to the shareholding proposed to be disposed of.
- **(Management)** Hanrine will have the right to appoint the manager during the Earn-in Period and the management committee will comprise of representatives from Titan and Hanrine.
- **(Other matters)** The JVA also contains standard provisions in respect to the rights and duties of the manager, the function of the management committee, the approval of work programs and budgets and confidentiality, consistent with an agreement of this nature.

For further information on the agreement, please refer to ASX Announcement released 18 September 2024.

In early November 2024, Hanrine commenced a 10,000m diamond drilling campaign. This drill program formed part of the second earn-in milestone under the JVA with Hanrine, a subsidiary of Hancock Prospecting Pty Ltd. Upon completion of the drill program, Hanrine will earn an additional 25% interest in the Linderos Copper Project, increasing its total ownership to 30%.

Drilling operations initially began with one diamond drill rig, with the addition of a second rig in December. Under the terms of the JVA, Hanrine is fully funding and managing all exploration and operational activities at the project.

The drilling campaign was designed to test lateral and depth extensions at the Copper Ridge porphyry prospect. Titan's previous drilling at Copper Ridge had defined copper porphyry mineralisation from shallow depths, over an area of 1km by 800m and 400m depth.

Prior drilling results included results of 308m @ 0.4% copper equivalent (Cu Eq) from 54m, including 76m @ 0.5% Cu Eq from 132m. The potential for higher-grade copper mineralisation at Copper Ridge is encouraging, supported by notable intersections such as 76m @ 0.5% Cu Eq from 132m and 22m @ 0.5% Cu Eq from 524m.

Competent Person's Statements

The information in this report that relates to Exploration Results is based on and fairly represents information compiled by Ms Melanie Leighton, who is an experienced geologist and a Member of The Australian Institute of Geoscientists. Ms Leighton is a full-time employee at Titan Minerals and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the JORC 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources, and Ore Reserves'. Ms Leighton consents to their inclusion in the report of the matters based on this information in the form and context in which it appears.

With respect to estimates of Mineral Resources, announced on 6 July 2023, (MRE Announcement) the Company confirms that it is not aware of any new information or data that materially effects the information in the MRE Announcement and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed.

Forward-looking Statements

This announcement may contain "forward-looking statements" and "forward-looking information", including statements and forecasts. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "is expecting", "budget", "outlook", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Such information is based on assumptions and judgments of Titan's directors and management regarding future events and results.

The purpose of forward-looking information is to provide the audience with information about Titan's expectations and plans. Readers are cautioned that forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Titan and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Forward-looking information and statements are based on the

reasonable assumptions, estimates, analysis and opinions of Titan directors and management made in light of their experience and their perception of trends, current conditions and expected developments, as well as other factors that Titan directors and management believe to be relevant and reasonable in the circumstances at the date such statements are made, but which may prove to be incorrect. Titan believes that the assumptions and expectations reflected in such forward-looking statements and information are reasonable.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Titan does not undertake to update any forward-looking information or statements, except in accordance with applicable securities law.

6. Share Options and Performance Rights

As at the date of this report there are 15,990,938 options, and 1,215,385 performance rights on issue.

7. Indemnification and Insurance of Officers

During or since the end of the financial year the Company has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

The Company has entered into agreements to indemnify all directors and provide access to documents, against any liability arising from a claim brought by a third party against the Company. The agreement provides for the Company to pay all damages and costs which may be awarded against the directors.

The Company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of director of the company, other than conduct involving a wilful breach of duty in relation to the Company. The amount of the premium was US \$20 thousand which was paid during the financial year. No indemnity has been sought for or paid to auditors.

8. Events Subsequent to Reporting Date

Subsequent to 31 December 2024, the Group repaid loans payable amounting to US \$1,303 thousand (refer Note 12).

Subsequent to 31 December 2024, the Group issued 16,272,414 shares from the exercise of options, raising cash of AUD \$5,689,350.

There have not been any other matters or circumstances that have arisen since the end of the financial year, that have significantly affected or may significantly affect, the operations of the Group, the results of the operations, or the state of the affairs of the Group in the future financial years.

9. Dividends

No dividends have been paid or declared since the start of the financial year by the Company.

The directors have recommended that no dividend be paid by the Company in respect of the year ended 31 December 2024.

10. Likely developments

There are no likely developments not already described in the review of operations.

11. Environmental Issues

The Group's operations comply with all relevant environmental laws and regulations and have not been subject to any action by environmental regulators.

12. Proceedings on behalf of Company

No person has applied for leave of any court to bring proceedings on behalf of the ultimate parent company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

13. Information on Directors and Company Secretary

Peter Cook

Director (Non-Executive Chairman)

Qualifications and Experience:

Peter Cook is a geologist (B Sc Applied Geology – Ballarat 1983) and a mineral economist (MSc Min. Econ WASM 1995), MAusIMM with more than 35 years experience in mineral exploration, mine development, mining operations and corporate management or resource entities.

Directorships of other listed companies in the 3 years prior to the end of the Financial Year:	Non-Executive Chairman of Castile Resources Ltd (ASX:CST) Non-Executive Chairman of Santana Minerals Limited (ASX:SMI) Non-Executive Chairman of Westgold Resources Limited (ASX:WGX) – resigned 28 March 2022 Non-Executive Chairman of Breaker Resources NL (ASX:BRB) – resigned 24 May 2022
Interest in shares and options of the Company	2,900,795 Fully Paid Ordinary Shares 123,987 Options
Directors meetings attended (where eligible):	5 of 5 held during the financial year
Appointed:	31 August 2021

Matthew Carr

Director (Executive Director)

Qualifications and Experience:

Mr Carr is a successful and experienced company director having founded Urban Capital Group. Urban Capital Group is a private equity company with a strong focus on property backed investment and security.

Directorships of other listed companies in the 3 years prior to the end of the Financial Year:	N/A
Interest in shares and options of the Company:	4,459,183 Fully Paid Ordinary Shares
Directors meetings attended:	5 of 5 held during the financial year
Appointed:	3 February 2017

Barry Bourne

Director (Non-Executive Director)

Qualifications and Experience:

Mr. Bourne is an innovator, who has designed, proposed and implemented a full range of initiatives via his experience gained whilst working within the mining industry. He was shortlisted for the Australian Innovation Awards in 2012 and was the Advance Global Australian of the Year for Mining and Resources in 2013. He is a Fellow of the Australian Institute of Geoscientists and is on the technical advisory committee for UWA Centre for Exploration Targeting.

Directorships of other listed companies in the 3 years prior to the end of the Financial Year:	N/A
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Interest in shares and options of the Company:	608,333 Fully Paid Ordinary Shares 21,958 Options
Directors meetings attended (where eligible):	5 of 5 held during the financial year
Appointed:	19 October 2021

Melanie Leighton

Chief Executive Officer

Qualifications and Experience:

Mrs Leighton is a geologist with over 20 years' experience in the resource sector, spanning multiple commodities, deposits and jurisdictions. She is a founding director of Leighton Geoservices Pty Ltd, a consulting firm providing corporate and geological services to the mineral resources sector with the mantra of bridging the gap between technical, corporate and investors. Ms Leighton has held senior management and geological roles with Hot Chili Limited, Harmony Gold, Hill 50 Gold and Northwest Resources, gaining practical and management experience within the areas of exploration, mining, resource development, stakeholder engagement and investor relations.

Melanie currently serves as Non-executive director for Great Boulder Resources Ltd (ASX:GBR) and Industrial Minerals Ltd (ASX:IND).

Appointed as Chief Executive Officer on 11 January 2023.

Zane Lewis

Company Secretary

Qualifications and Experience:

Mr Lewis has over 20 of years corporate advisory experience with various ASX and AIM listed companies. Mr Lewis is a fellow of Chartered Secretaries Australia and is a Non-Executive Director and Company Secretary for a number of ASX Listed companies.

Appointed as company secretary on 11 August 2016.

14. Remuneration Report (Audited)

The Directors present the remuneration report for the Company and the Consolidated Entity for the year ended 31 December 2024. This remuneration report forms part of the Directors' Report and has been audited in accordance with section 300A of the Corporations Act 2001 and details the remuneration arrangements for the key management personnel.

Key management personnel are those persons who, directly or indirectly, have authority and responsibility for planning, directing and controlling the major activities of the Company and the Consolidated Entity.

Remuneration is based on fees approved by the Board of Directors.

There is no relationship between the performance or the impact on shareholder wealth of the Company for the current financial year or the previous financial years excluding the remuneration of directors and executives or the issue of options to directors. Remuneration is set at levels to reflect market conditions and encourage the continued services of directors and executives.

The names and positions of key management personnel of the Company and of the Consolidated Entity who have held office during the financial year are:

Peter Cook	Non-Executive Chairman
Matthew Carr	Executive Director
Barry Bourne	Non-Executive Director
Melanie Leighton	Chief Executive Officer

Service Agreements

Remuneration and other terms of employment for the Executive Directors and other officers are formalised in a service agreement. For Non-Executive Directors these terms are set out in a Letter of Appointment. The major provisions of the agreements relating to remuneration per year are set out below.

Name	Consulting fees / salary (all denominated in AUD unless otherwise stated)	Term of Agreement	Notice Period
Peter Cook	\$120,000	No fixed term	N/A
Matthew Carr	\$240,000	No fixed term	6/12 months ⁽¹⁾
Barry Bourne	\$72,000	No fixed term	N/A
Melanie Leighton	\$240,000	No fixed term	3 months

(1) Termination benefits:

Mr Matthew Carr:

The agreement may be terminated at any time by the company by giving a 12 month notice in writing and without the company having to give any reason.

The agreement may be terminated at any time by Mr Carr by giving a six months written notice to the company and without having to give any reason for the termination. In this case, he is also entitled to receive an additional 1 months' salary for each full year of continuous service since the commencement date plus prorata for any part of a year of continuous service provided by him.

Ms Melanie Leighton

In the case of termination without cause by the Company Ms Leighton is entitled to receive 3 months' salary.

Details of Remuneration

Compensation 12 months to 31 December 2024

	Short Term Benefits \$ USD	Super- annuation \$ USD	Share based payments \$ USD	Total \$ USD	Percentage of remuneration that is equity based
Compensation of key management based on fees approved by the Board of directors.					
Peter Cook	79,238	-	17,842	97,080	18%
Matthew Carr	158,477	-	-	158,477	-
Barry Bourne	47,543	-	9,912	57,455	17%
Melanie Leighton	224,509 ¹	19,347	74,545	318,401	23%
TOTAL COMPENSATION – FOR KEY MANAGEMENT PERSONNEL	509,767	19,347	102,299	631,413	16%

¹ This amount includes a \$100,000 AUD bonus approved to be paid Ms Melanie Leighton.

Compensation 12 months to 31 December 2023

	Short Term Benefits \$ USD	Super- annuation \$ USD	Share based payments \$ USD	Total \$ USD	Percentage of remuneration that is equity based
Compensation of key management based on fees approved by the Board of directors.					
Peter Cook	79,729	-	175,528	255,257	69%
Matthew Carr	159,457	-	162,663	322,120	50%
Barry Bourne	47,837	-	97,516	145,353	67%
Melanie Leighton	154,742	17,022	212,071	383,835	55%
Nicholas Rowley (resigned 31 March 2023)	11,959	-	116,188	128,147	91%
Tamara Brown (resigned 31 March 2023)	11,959	-	102,165	114,124	90%
TOTAL COMPENSATION – FOR KEY MANAGEMENT PERSONNEL	465,683	17,022	866,131	1,348,836	64%

Shares and performance rights held by Key Management Personnel

On 22 July 2024 shareholders approved the consolidation of capital on a 10 to 1 of all shares, options and performance rights on issue. The consolidation was completed on 2 August 2024. The figures below have been presented on a post-consolidation basis.

	1 January 2024 or Appointment	Number of Ordinary Shares Issued as Compensation	Net Change Other	31 December 2024
Shareholdings				
Peter Cook	1,735,820	-	917,000	2,652,820
Matthew Carr	3,270,683	-	1,188,500 ¹	4,459,183
Barry Bourne	307,417	-	257,000	564,417
Melanie Leighton	300,000	-	-	300,000
	5,613,920	-	2,362,500	7,976,420

- (1) As per the Company's announcement on 21 March 2025, during the year Mr Matthew Carr was erroneously issued an additional 37,500 shares that were issued in breach of ASX Listing Rule 10.11 ("Additional Shares") and corrective action is required to remedy the breach. As at the date of this report, the Company has liaised with the ASX on remedial action to be taken, and it has been agreed that the Additional Shares will be sold on market over the next three (3) to four (4) weeks and proceeds from the disposal of the Additional Shares will be donated to charity.

	1 January 2024 or Appointment	Number of Performance Rights / Options Issued as Compensation	Net Change Other	31 December 2024
Performance rights / options				
Peter Cook	1,271,962	-	(900,000)	371,962
Matthew Carr	1,400,861	-	(700,000)	700,861
Barry Bourne	315,875	-	(250,000)	65,875
Melanie Leighton	600,000	-	-	600,000
	3,588,698	-	(1,850,000)	1,738,698

*With regard to the above table, securities held by Melanie Leighton are performance rights. All other holdings by other key management personnel are options.

- (1) On the 2nd of August 2024 a consolidation of shares 10:1 occurred. The net change column includes the net movement of shares consolidated into 10:1. The shares acquired between the 1st of January 2024 and the date of the consolidation were also included in the net change.

For further details on Performance rights and options please refer to Note 23 to the financial statements “Share based payments”.

Other Information

Refer to Notes 20 and 21 for further detail regarding transactions with Key Management Personnel during the year.

During the year the Company did not engage remuneration consultants to review its remuneration policies.

End of Remuneration Report (Audited)

15. Business Risks and Uncertainties

The proposed future activities of the Consolidated Entity are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the directors and management of the Company and cannot be mitigated. An investment in the Company is not risk free and should be considered speculative.

This section provides a non-exhaustive list of the risks faced by the Consolidated Entity or by investors in the Company. The risks should be considered in connection with forward looking statements in this Annual Report. Actual events may be materially different to those described and may therefore affect the Consolidated Entity in a different way.

Investors should be aware that the performance of the Consolidated Entity may be affected by these risk factors and the value of its Shares may rise or fall over any given period. None of the directors or any person associated with the Consolidated Entity guarantee the Consolidated Entity’s performance.

Future Capital Needs and Additional Funding

The Company's growth through its proposed and future exploration activities will require additional expenditure. As a mineral exploration company, the Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully explored, evaluated, developed and production commences.

The Company will require further funding in the future to finance ongoing operations and activities. The future capital requirements of the Company (both in respect to timing and quantum) will depend on many factors, including the results of the Company's exploration activities and the future exploration work programs and budgets for each of its projects.

No assurances can be given that the Company will be able to raise additional funding and the Company’s ability to obtain additional funding will depend on investor demand, its performance and reputation, market conditions and other factors. The Company may seek to raise further funds through equity or debt financing or other means. The Company's failure to raise capital, if and when required, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.

Foreign Operations

The Company's operations are located in Ecuador, which is considered to be a developing country and, as such, is subject to emerging legal and political systems compared with the system in place in Australia.

Possible sovereign risks include, without limitation, changes to the terms of mining legislation including renewal and continuity of tenure of permits, transfer of ownership of acquired permits to the Company, changes to royalty arrangements, changes to taxation rates and concessions, restrictions on foreign ownership and foreign exchange, changing political conditions, changing mining and investment policies and changes in the ability to enforce legal rights.

Future operations and profitability in Ecuador may be affected by changing government regulations with respect, but not limited, to restrictions on production, price controls, export controls, currency remittance, income taxes,

foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety and government and local participation. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral tenure and development could result in the loss, reduction or expropriation of entitlements. The occurrence of these and other various factors cannot be accurately predicted and could have an adverse effect on the Company's future operations and profitability.

Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares. No assurance can be given regarding the future stability in these or any other country in which the Company may have an interest.

Results of Studies

The Company intends to continue its drilling programs, and subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies with respect to the Dynasty Project or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

If these studies are completed, they would be prepared within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no assurance that any of the studies will confirm the economic viability of the Dynasty Project or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices.

Drilling Risks

The Company's future drilling operations may be curtailed, delayed or cancelled due to a number of factors including weather conditions, mechanical difficulties, shortage or delays in the delivery of rigs and/or other equipment and compliance with governmental requirements. While drilling may yield some resources there can be no guarantee that the discovery will be sufficiently productive to justify commercial development or cover operating costs.

Government Legislation and Regulation

The Company's activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, health and worker safety, waste disposal, protection of the environment and other matters. The Company requires permits related to exploration, development and mining activities.

Whilst the Company believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its future projects. This could have a material adverse impact on the Company's future and planned operations in respect to its projects.

Obtaining the necessary permits can be a time consuming process and there is a risk that the Company will not be able to obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, could result in fines, penalties or other liabilities.

Dependence on Key Personnel

The success of the Company will to an extent depend on the Directors' and key management personnel's ability to successfully manage the Company's performance and exploit new opportunities. The loss of one or more of

these key contributors could have an adverse impact on the business of the Company. It may be difficult for the Company to continue to attract and retain suitably qualified and experienced people.

Metal Price Volatility

As an exploration, development and toll treatment company, the Company's ability to raise capital may be significantly affected by changes in the market price of gold, silver and other minerals. The Company's possible future revenues may be derived primarily from mining commodities, processing commodities and/or from revenue royalties gained from joint ventures or from mineral projects sold. Consequently, the Company's potential future earnings could be closely related to the price of commodities it commercially exploits. Gold and other mineral prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company including demand, forward selling by producers, production cost levels in major producing regions and macroeconomic factors (e.g., inflation, interest rates, currency exchange rates) and global and regional demand for, and supply of, the relevant commodity.

If the market price of any commodity sold by the Company were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed mining activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.

Shortages and Price Volatility

The Company is dependent on various input commodities (such as diesel fuel, electricity, natural gas, steel and concrete) and equipment (including parts) to conduct its exploration activities. A shortage of such input commodities or equipment or a significant increase in their cost could have a material adverse effect on the Company's ability to carry out its exploration and therefore limit, or increase the cost of, discovery. The Company is also dependent on access to and supply of water and electricity to carry out its exploration, and such access and supply may not be readily available. Market prices of input commodities can be subject to volatile price movements, which can be material, occur over short periods of time and are affected by factors that are beyond the Company's control. An increase in the cost, or decrease in the availability, of input commodities or equipment may affect the timely conduct and cost of the Company's exploration objectives. If the costs of certain input commodities consumed or otherwise used in connection with the Company's exploration were to increase significantly, and remain at such levels for a substantial period, the Company may determine that it is not economically feasible to continue exploration on some or all of its current projects, which could have an adverse impact on the Company's financial performance and Share price.

Foreign Exchange Risk

The Company's operations are located in Ecuador, where the currency is United States dollars. Costs will mainly be incurred by its business in United States dollars and Australian dollars. As most in-country expenditure will be incurred in United States dollars and given that the Company typically raises funds in Australian dollars, the Company is exposed to foreign exchange risk.

The Company intends to convert some or all of the Australian dollar proceeds raised pursuant to the Entitlement Offer into United States dollars. There can be no assurance that fluctuations in foreign exchange rates will not have a material adverse effect upon the Company's financial performance and results of operations.

16. Non-audit Services

The Board of Directors is satisfied that the provision of any non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. All non-audit services are reviewed and approved by the Board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board

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17. Lead Auditor's Independence Declaration

In accordance with the Corporations Act 2001 section 307C the auditors of the Company have provided a signed Auditor's Independence Declaration to the directors in relation to the year ended 31 December 2024. A copy of this declaration appears on page 20.

Signed in accordance with a resolution of the directors.

A handwritten signature in black ink, appearing to read 'M Carr', is positioned above the printed name and title.

Matthew Carr
Executive Director
31st day of March 2025
Perth, Western Australia

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PO Box 1908
West Perth WA 6872
Australia

Level 2, 40 Kings Park Road
West Perth WA 6005
Australia

Tel: +61 8 9481 3188
Fax: +61 8 9321 1204

ABN: 84 144 581 519
www.stantons.com.au

31 March 2025

Board of Directors
Titan Minerals Limited
Suite 1, 295 Rokeby Road,
SUBIACO WA 6008

Dear Directors

RE: TITAN MINERALS LIMITED

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Titan Minerals Limited.

As Audit Director for the audit of the financial statements of Titan Minerals Limited for the year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Samir Tirodkar
Director



Directors' Declaration

The directors declared that:

- 1) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- 2) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001* (Cth), including compliance with Australian Accounting Standards and International Financial Reporting Standards as disclosed in note 2 and giving a true and fair view of the financial position and performance of the Group for the financial year ended on that date;
- 3) the Directors have been given the declarations required by section 295A of the *Corporations Act 2001* (Cth) for the financial year ended 31 December 2024; and
- 4) the information disclosed in the consolidated entity disclosure statement is true and correct.

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

On behalf of the Board of Directors.



Matthew Carr
Executive Director
31st day of March 2025
Perth, Western Australia

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2024

		Consolidated Year ended	
	Note	31-Dec-24 US\$000's	31-Dec-23 US\$000's
CONTINUING OPERATIONS			
Expenses			
General and administration	5(a)	(1,843)	(864)
Salary and wages		(588)	(514)
Professional fees		(783)	(953)
Share based payments	23	(122)	(1,260)
Finance costs		(381)	(315)
Impairment	5(b)	(3,146)	(1,458)
Foreign exchange gain / (loss)		119	(75)
Other income	5(c)	452	3,850
(Loss) before income tax from continuing operations		(6,292)	(1,589)
Income tax expense	6	-	-
(Loss) after income tax from continuing operations		(6,292)	(1,589)
Discontinued operations			
Profit for the year from discontinued operations		-	148
(Loss)/profit for the year		(6,292)	(1,441)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
- Exchange differences on translating foreign operations		(63)	338
Total comprehensive (loss)/profit for the year		(6,355)	(1,103)
EARNINGS PER SHARE (US cents)			
Basic and diluted earnings per share			
From continuing operations	15	(3.39)	(1.09)
Basic and diluted earnings per share			
From discontinued operations	15	-	0.10

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-Dec-24 US\$000's	31-Dec-23 US\$000's
CURRENT ASSETS			
Cash and cash equivalents	18(a)	11,660	1,941
Receivables and prepaid expenses	7	343	3,582
Financial assets	9	-	392
TOTAL CURRENT ASSETS		12,003	5,915
NON-CURRENT ASSETS			
Receivables and prepaid expenses	7	3,133	2,986
Property, plant and equipment	8	290	224
Exploration and evaluation expenditure	10	45,447	42,979
TOTAL NON-CURRENT ASSETS		48,870	46,189
TOTAL ASSETS		60,873	52,104
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	11	1,696	3,222
Loans payable	12	1,303	1,026
TOTAL CURRENT LIABILITIES		2,999	4,248
NON-CURRENT LIABILITIES			
Loans payable	12	-	1,265
Provisions for closure and restoration		494	494
TOTAL NON-CURRENT LIABILITIES		494	1,759
TOTAL LIABILITIES		3,493	6,007
NET ASSETS		57,380	46,097
EQUITY			
Issued capital	13	196,309	177,090
Reserves	14	22,869	24,513
Accumulated losses		(161,798)	(155,506)
TOTAL EQUITY		57,380	46,097

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

Consolidated Statement of Changes in Equity**For the year ended 31 December 2024**

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	Issued Capital US \$000's	Foreign currency translation reserve US \$000's	Share Based Payment Reserve US \$000's	Accumulated losses US \$000's	Total Equity US \$000's
Balance at 1 January 2023	170,463	1,658	21,495	(154,065)	39,551
Net loss for the year	-	-	-	(1,441)	(1,441)
Other comprehensive income	-	338	-	-	338
Total comprehensive loss for the year	-	338	-	(1,441)	(1,103)
<i>Transactions with owners in their capacity as owners</i>					
Issue of shares	6,324	-	-	-	6,324
Conversion of incentive options	303	-	(303)	-	-
Share based payments	-	-	1,359	-	1,359
Reversal of Share based payments	-	-	(34)	-	(34)
As at 31 December 2023	177,090	1,996	22,517	(155,506)	46,097
Balance at 1 January 2024	177,090	1,996	22,517	(155,506)	46,097
Net loss for the year	-	-	-	(6,292)	(6,292)
Other comprehensive income	-	(63)	-	-	(63)
Total comprehensive loss for the year	-	(63)	-	(6,292)	(6,355)
<i>Transactions with owners in their capacity as owners</i>					
Issue of shares	17,297	-	-	-	17,297
Conversion of incentive options	1,922	-	(1,922)	-	-
Share based payments	-	-	341	-	341
As at 31 December 2024	196,309	1,933	20,936	(161,798)	57,380

.....

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

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

		Year ended	
		31-Dec-24 US \$000's	31-Dec-23 US \$000's
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(3,378)	(3,122)
Receipts from customers		181	-
Interest and other costs of finance paid		(697)	-
Interest received		27	-
NET CASH (USED IN) IN OPERATING ACTIVITIES	18(b)	(3,867)	(3,122)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant & equipment		(119)	(63)
Payments of exploration and evaluation costs		(4,674)	(6,024)
Proceeds from the Linderos Copper Project	10	2,000	-
Proceeds from the Zaruma sale (including interest)		-	3,250
NET CASH (USED IN) INVESTING ACTIVITIES		(2,793)	(2,837)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares (net of capital raising costs)		17,877	5,711
Proceeds from borrowings		-	2,784
Repayment of borrowings		(990)	(1,555)
NET CASH PROVIDED BY FINANCING ACTIVITIES		16,887	6,940
Net increase in cash and cash equivalents		10,227	981
Cash and cash equivalents at the beginning of the period		1,941	671
Effects of exchange rate changes on the balance of cash held in foreign currencies		(508)	289
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	18(a)	11,660	1,941

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

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

1. GENERAL INFORMATION

Corporate Information

The consolidated financial statements of Titan Minerals Limited (“Parent Entity” or “Company”) and its controlled entities (collectively as “Consolidated Entity” or “the Group”) for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors. The Parent Entity is a for-profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange.

Further information on the nature of the operations and principal activities of the Group is provided in the directors’ report. Information on the Group’s structure and other related party relationships are provided in Notes 16 and 21.

The Group’s registered office is Suite 1, 295 Rokeby Road, Subiaco, WA 6008 Australia.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (“AASB”) and the Corporations Act 2001. Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. The consolidated financial statements and notes also comply with International Financial Reporting Standards as issued by the International Accounting Standard Board (IASB). Material accounting policies adopted in the preparation of the financial statements are presented below. They have been consistently applied unless otherwise stated.

b) Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for certain financial assets carried at fair value. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in United States Dollars unless otherwise noted.

The comparative figures have been changed where the change improves the understandability of the financial information.

The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

c) Critical accounting judgements and key sources of estimation uncertainty

In the application of accounting standards management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. Refer to Note 3 for a discussion of critical judgements in applying the entity’s accounting policies and key sources of estimation uncertainty.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

d) New and Revised Standards that are effective for these Financial Statements

The Group applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2024 (unless otherwise stated). The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

e) Standards issued but not yet effective and not early adopted by the Group

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for 31 December 2024 reporting periods and have not been early adopted by the group. These standards, amendments or interpretations are not expected to have a material impact on the Group in the current or future reporting periods.

f) Going Concern

The consolidated financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity, realisation of assets and the settlement of liabilities in the normal course of business. The Consolidated Entity incurred a net loss from continuing operations for the 31 December 2024 financial year of \$6,292 thousand (2023: \$1,589 thousand) and had a net operating cash outflows of \$3,867 thousand (2023: \$3,122 thousand) and net investing cash outflows of \$2,793 thousand (2023 \$2,837 thousand outflow). The working capital position of the Consolidated Entity is \$9,004 thousand (2023: \$1,667 thousand).

The directors have prepared a cash flow forecast, which indicates that Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

The Directors are confident that the Group will have sufficient cash to fund its activities within the next 12 months from the date the financial statements are approved and will be able to meet existing commitments as they fall due. The Directors will also continue to carefully manage discretionary expenditure in line with the Group's cashflow.

Material Accounting Policies

The following material policies have been adopted in the preparation of the Financial Report:

g) Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect those returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Notes to the Consolidated Financial Statements

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Profit or loss and each component of other comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary as the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under AASB 139, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

h) Revenue recognition

Revenue is recognised at an amount that reflects the consideration to which the group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

i) Interest revenue

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

j) Cash and cash equivalents

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

k) Trade and other receivables

Trade receivable (without a significant financing component) are initially recognised at their transaction price and all other receivables are initially measured at fair value. Receivables are measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss:

- it is held within a business model with the objective to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the purposes of the assessment whether contractual cash flows are solely payments of principal and interest, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non recourse features).

The Group recognises an allowance for expected credit losses ("ECLs") for all receivables not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate ("EIR").

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and other receivables due in less than 12 months, the Group applies the simplified approach in calculating ECLs, as permitted by AASB 9. Therefore, the Group does not track changes in credit risk, but instead, recognises a loss allowance based on the financial asset's lifetime ECL at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For any other financial assets carried at amortised cost (which are due in more than 12 months), the ECL is based on the 12-month ECL. The 12-month ECL is the proportion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment including forward-looking information.

l) Property, plant and equipment

Notes to the Consolidated Financial Statements

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Property, plant and equipment are stated at cost less depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item. In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.

Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight-line basis so as to write off the net cost of each asset over its expected useful life to its estimated residual value commencing from the date the asset is available for use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period.

Depreciation on assets utilised in exploration, evaluation and mine development during the pre-production phase is included in the carrying value of Deferred Exploration Expenditure and Mine Assets reflected on the balance sheet. On commencement of production, depreciation is expensed to the Income Statement, and recognised on a units of production basis.

The following estimated useful lives / methodologies are used in the calculation of depreciation:

Plant and equipment	3 – 10 years
Computer equipment	3 years
Buildings	20 years

Impairment of assets

At each reporting date, the Consolidated Entity reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing fair value less costs of disposal, the Consolidated entity considers any relevant quoted market prices and/or subsequent arms-length transactions between two willing parties in determining fair value less costs of disposal.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

m) Exploration expenditure

Exploration and evaluation expenditure for each area of interest is carried forward as an asset provided that one of the following conditions is met:

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

- Such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- Exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Exploration and evaluation expenditure, which fails to meet at least one of the conditions outlined above, is written off.

Identifiable exploration assets acquired from another mining company are carried as assets at their cost of acquisition. Exploration assets acquired are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions outlined above are met. Exploration and evaluation expenditure incurred subsequent to acquisition in respect of an exploration asset acquired, is accounted for in accordance with the policy outlined above for exploration incurred by or on behalf of the entity. Exploration and evaluation expenditure assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

The recoverable amount of the exploration and evaluation asset is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years. Where a decision is made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to mine assets.

n) Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except with the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with AASB 5. Under the equity method, an investment in an associate or joint venture is initially recognised in the consolidated statements of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale.

Notes to the Consolidated Financial Statements

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When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interest in the associate or joint venture that are not related to the Group.

o) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with AASB 112 'Income Taxes' and AASB 119 'Employee Benefits' respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with AASB 2 'Share-based Payment' at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 'Non-current Assets Held for Sale and Discontinued Operations' are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139 'Financial Instruments: Recognition and Measurement'; or AASB 137 'Provisions, Contingent Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

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If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

p) Trade and other payables

Trade payables and other accounts payable are recognised when the Consolidated Entity becomes obliged to make future payments resulting from the purchase of goods and services.

q) Provisions

Provisions are recognised when the Consolidated Entity has a present obligation, the future sacrifice of economic benefits is probable, and the amount of the provision can be measured reliably. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

Provision for closure and restoration

A provision for closure and restoration is recognised when there is a present obligation as a result of exploration, development, production, transportation or storage activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount of the provision can be measured reliably.

The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation as at the reporting date. Future restoration costs are reviewed annually and any change in the estimates are reflected in the present value of the restoration provision at reporting date.

The initial estimate of the restoration and rehabilitation provision relating to exploration, development and production facilities is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present value arises from the production of inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision for restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

r) Employee benefits

Provision is made for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Provisions made in respect of employee benefits expected to be settled wholly within twelve months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Provisions made in respect of employee benefits which are not expected to be settled within twelve months are measured as the present value of the estimated future cash outflows to be made in respect of services provided by employees up to the reporting date.

Defined contribution plans

Contributions to defined contribution superannuation plans are expensed when incurred.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

s) Financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost includes trade receivables and loans receivable.

Financial assets at fair value through OCI (debt instruments)

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Notes to the Consolidated Financial Statements

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Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group's financial assets carried at fair value through OCI are listed equity instruments.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI. Dividends on listed equity investments are recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Impairment

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

t) Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and loans and borrowings. The Group has no hedging instruments.

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by AASB 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in AASB 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost (loans and borrowings)

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings. For more information, refer to Note 12.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

u) Issued Capital

Ordinary share capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

v) Foreign currency

Foreign currency transactions

The individual financial statements of each group entity are presented in its functional currency being the currency of the primary economic environment in which the entity operates. For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in United States dollars.

All foreign currency transactions during the financial year are brought to account using the exchange rate in effect at the date of the transaction. Foreign currency monetary items at reporting date are translated at the exchange rate existing at reporting date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Exchange differences are recognised in profit or loss in the year in which they arise except that exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned or likely to occur, which form part of the net investment in a foreign operation, are recognised in the foreign currency translation reserve in the consolidated financial statements and recognised in consolidated profit or loss on disposal of the net investment.

Foreign operations

On consolidation, the assets and liabilities of the Consolidated Entity's overseas operations are translated at exchange rates prevailing at the year end closing rate. Income and expense items are translated at the average exchange rates for the year unless exchange rates fluctuate significantly. Exchange differences arising, if any, are recognised in the foreign currency translation reserve, and recognised in profit or loss on disposal of the foreign operation.

w) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

x) Share-based payments

Equity-settled share-based payments with employees are measured at the fair value of the equity instrument at the grant date. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

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Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods and services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability equal to the portion of the goods or services received is recognised at the current fair value determined at each reporting date.

y) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is included in the accounting for the business combination.

z) Leases

The Group as lessee

At inception of a contract, the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability are recognised by the Group where the Group is a lessee. However, all contracts that are classified as short-term leases (ie a lease with a remaining lease term of 12 months or less) and leases of low-value assets are recognised as an operating expenses on a straight-line basis over the term of the lease.

Initially the lease liability is measured at the present value of the lease payments still to be paid at the commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate.

Lease payments that may be included in the measurement of the lease liability are as follows:

- fixed lease payments less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- lease payments under extension options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, any lease payments made at or before the commencement date and any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the lease term or useful life of the underlying asset, whichever is the shortest.

Where a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

aa) Rounding of Amounts

The Parent Entity has applied the relief available to it under ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191. Accordingly, amounts in the financial statements have been rounded off to the nearest US\$1,000.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are the key estimates that management has made in the process of applying the Group's accounting policies and that have the most significant effects on the amounts recognised in the financial statements.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

(a) *Impairment of property, plant and equipment*

The Group reviews for impairment of property, plant and equipment, in accordance with its accounting policy. The recoverable amount of these assets has been determined based on the higher of the assets' fair value less costs to sell and value in use. These calculations require the use of estimates and judgements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. The Group may engage the assistance of third parties to establish the appropriate valuation techniques and inputs to the valuation model.

(b) *Exploration expenditure*

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage that permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded. Such capitalised expenditure is carried at the end of the reporting period at \$45,447 thousand.

(c) *Impairment of Exploration expenditure*

The future recoverability of deferred exploration and evaluation expenditure is dependent on several factors, including whether the Group decides to exploit the related tenement/lease/concession itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

(d) *Provision for closure and restoration costs*

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of development activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of abandoning sites, removing facilities and restoring the affected areas.

The provision for future restoration costs is the best estimate of the present value (including an appropriate discount rate relevant to the time value of money plus any risk premium associated with the liability) of the expenditure required to settle the restoration obligation at the reporting date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision.

The initial estimate of the restoration and rehabilitation provision is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present obligation arises from the production of inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision for restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

(e) *Share based payments*

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of ordinary shares is determined with reference to the Company's share price on the ASX. The Group measures the fair value of options at the grant date using a Black Scholes formula taking into account the terms and conditions upon which the instruments

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

were granted. Where share based payments include market vesting conditions, the Group uses the Hoadleys ESO Model (a Monte Carlo simulation model).

(f) *Impairment of consideration receivable*

The Group has considered the recoverability of the receivable balances as disclosed in Note 7 and Note 9. The board believes that there are impairment indicators and has fully provided for receivable balances from Arkham Minerals Limited.

4. SEGMENT INFORMATION

Identification of Reportable Segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision-maker) in assessing performance and in determining the allocation of resources.

The Group's principal activities is exploration and development of gold and copper assets in Ecuador. These activities are all located in the same geographical area being Ecuador. Given there is only one segment being in one geographical area, the financial results from this segment are equivalent to the financial statements of the Consolidated Entity as a whole.

5. REVENUE AND EXPENSES

The following is an analysis of the Group's revenue and expenses for the year from continuing operations:

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
(a) General and Administration expenses		
Compliance expenses	169	72
Insurance costs	49	109
Advertising and investor relations	465	139
Travel and accommodation	66	63
Depreciation and amortisation	47	74
Other Administration costs	1,047	407
	1,843	864

(b) Impairment

Impairment expense of totalling relates to the following:

In the 2024 financial year US \$3,146 thousand of impairment has been recognised relating to receivables from Arkham Metals Limited and Pelorus Minerals Pty Ltd. A provision for non-recoverability has been recognised given the long outstanding nature of the amounts. The receivables relate to the remaining consideration on the sale of Zaruma Processing Plant, accrued interest and other financial assets. The Group notes that it retains its security over the Zaruma mine and Portovelo Plant.

In the 2023 financial year impairment expense totalled US \$1,458 thousand which comprises. US \$1,256 thousand relating to default interest on Zaruma consideration and US \$202 thousand relating to capitalised exploration and evaluation expenditure.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

(c) Other income

Reversal of impairment – consideration	-	2,500
Default interest recognised	-	1,256
Other	452	94
	<u>452</u>	<u>3,850</u>

6. INCOME TAX EXPENSE

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
Income tax recognised in profit or loss		
Tax expense comprises:		
Current tax expense	-	-
Deferred tax expense	-	-
Total tax expense	<u>-</u>	<u>-</u>

The prima facie income tax expense on pre-tax accounting loss from continuing operations reconciles to the income tax expense in the consolidated financial statements as follows:

(Loss) from continuing operations	(6,292)	(1,589)
Income tax benefit calculated at 30% (2023: 30%)	<u>1,888</u>	<u>477</u>
Expenses that are (not deductible) / income that is exempt in determining taxable profit	(1,998)	(1,256)
Effect of different tax rates of subsidiaries operating in other jurisdictions		
Tax benefit not recognised as recovery not probable	<u>110</u>	<u>779</u>
	<u>-</u>	<u>-</u>

The tax rate used in the above reconciliation is the tax rate of 30% (2023: 30%) payable by Australian corporate entities on taxable profits under Australian tax law. The corporate tax rate in Ecuador is 25.0%.

Deferred tax balances as at 31 December 2024 were not recognised in the consolidated statement of financial position.

The deferred tax balances relate to the Parent entity and the Australian tax group.

The Australian deferred tax assets not recognised relate to the following accounts:

Temporary differences	435	382
Tax losses – revenue	18,098	17,495
Tax losses – capital	<u>10,201</u>	<u>14,506</u>
	<u>28,734</u>	<u>32,383</u>

The Ecuadorian tax losses have not been disclosed above.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

7. RECEIVABLES AND PREPAID EXPENSES

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
CURRENT		
Other receivables	343	523
Share applications receivable ¹	-	403
Share applications receivable – related party ²	-	156
Consideration receivable ³	-	2,500
	343	3,582
NON CURRENT		
Other receivables ⁴	3,133	2,986
	3,133	2,986

The Group does not hold any trade receivables as at 31 December 2024 (2023: nil). None of the receivables disclosed above are past due or impaired.

- (1) Share applications receivable relate to funds raised under the Entitlement Offer that are receivable as at 31 December 2023. Funds relating to this capital raising were received subsequent to year end.
- (2) As at 31 December 2023, the following amounts relating to the Entitlement Offer were receivable from Directors:
 - a. Peter Cook – US\$50,884
 - b. Matthew Carr – US\$ 95,877
 - c. Barry Bourne - US\$ 9,012
- (3) As described in Note 5(b), during the 2024 financial year the Group has provided for receivables from Arkham Metals Limited and Pelorus Minerals Pty Ltd for non-recoverability.

In the current financial year ended, the \$2.5 million consideration has been written off.

The Company notes that it retains its security over the Zaruma mine and Portovelo Plant.

- (4) Other receivables (non-current) relate to VAT recoverable from foreign taxation authorities. The recoverability of this VAT is based on the commencement of mining operations and as such, have been classified as non-current assets.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

8. PROPERTY, PLANT & EQUIPMENT

Amounts denominated in US \$000's	Consolidated	
	Plant and Equipment US \$000's	Total
Cost:		
Balance as at 31 December 2022	343	343
Additions	62	62
Balance as at 31 December 2023	405	405
Additions	117	117
Balance as at 31 December 2024	522	522
Accumulated Depreciation and Amortisation:		
Balance as at 31 December 2022	(108)	(108)
Depreciation and amortisation	(73)	(73)
Balance as at 31 December 2023	(181)	(181)
Depreciation and amortisation	(51)	(51)
Balance as at 31 December 2024	(232)	(232)
Net Book Value		
As at 31 December 2023	224	224
As at 31 December 2024	290	290

9. FINANCIAL ASSETS

	Consolidated	
	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Loans receivable	-	392
	-	392

As described in Note 5(b), during the 2024 financial year the Group has provided for loan receivables from Arkham Minerals Limited for non-recoverability.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

10. EXPLORATION AND EVALUATION EXPENDITURE EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Capitalised exploration and evaluation expenditure	45,447	42,979
Reconciliation of the carrying amounts of exploration and evaluation assets at the beginning and end of the current financial year:		
Carrying amount at the beginning of the year	42,979	35,477
- additions	4,468	7,703
- sale/transfer ¹	(2,000)	
- impairment	-	(201)
Carrying amount at the end of the year	45,447	42,979

¹Titan Minerals Limited and Hanrine Ecuadorian Exploration and Mining ("Hanrine"), have executed a formal binding joint venture and earn-in agreement in respect to the Linderos Copper Project in Ecuador.

The proposed earn-in and joint venture terms comprise the following key milestones:

- US\$2 million payment to Titan to earn initial 5%. This has been achieved during the financial year ended 31 December 2024.
- 10,000m of drilling, or additional expenditure of US\$8 million, whichever occurs first, to earn an additional 25% (total earn in 30%);
- 15,000m of drilling, or additional expenditure of US\$12 million, whichever occurs first to earn an additional 21% (total earn in 51%). Once Hanrine have earned 51%, they will pay Titan an additional US\$1 million.
- At the Decision to Mine, or at total expenditure of US\$ 120 million, whichever occurs first, Hanrine will earn an additional 29% (total earn in 80%).

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Consolidated	
	31-Dec-24 US \$000's	31-Dec-23 US \$000's
CURRENT		
Trade payable	1,696	3,061
Government payable – IVA, Taxes, Royalty, Concessions	-	161
	1,696	3,222

Certain trade payables in Ecuador are on deferred payment terms with payment plans agreed between the Company's subsidiaries and a number of suppliers. Other than the above, creditors are typically settled within standard credit terms of 45 days.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

12. LOANS PAYABLE

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
CURRENT		
Sophisticated and professional investors loan – August 2021	-	1,026
Sophisticated and professional investor loan – July 2023	1,303	-
	1,303	1,026
NON-CURRENT		
Sophisticated and professional investor loan – July 2023	-	1,265
	-	1,265

Sophisticated and professional investors – August 2021

In August 2021, the Group entered into an unsecured debt facility with a group of sophisticated and professional investors.

The material terms of the debt facility are:

- Amount: AUD \$1,500,000
- Maturity date: 31 December 2024 (extended to 1 July 2024)
- Interest: 15% per annum
- Facility establishment fee: 5%

During the year, these loans were fully repaid.

Sophisticated and professional investor – July 2023

In July 2023, the Group entered into an unsecured debt facility with a group of sophisticated and professional investors.

The material terms of the debt facility are:

- Amount: AUD \$1,850,000
- Maturity date: 31 December 2026
- Interest: 15% per annum

This loan was repaid subsequent to year end.

Finance costs:

Sophisticated and professional investors

As at 31 December 2024 financial year, A\$247 thousand (US\$154 thousand) of interest was accrued and payable in relation to the loans from sophisticated and professional investors.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

13. ISSUED CAPITAL

(a) Issued capital reconciliation

Issued capital	31 December 2024	
	Number	US \$000's
Ordinary shares fully paid	243,202,275	196,309
Movements in shares on issue		
Balance at 31 December 2023	1,691,269,394	177,090
Incentive shares issued 14 February 2024 ¹	1,500,000	17
Shares issued for drilling services 14 February 2024 ²	3,076,924	100
Entitlement offer shares issued 20 March 2024 ³	95,329,127	1,867
Entitlement offer shares issued 2 April 2024 ³	18,171,606	358
Shares issued as settlement of costs issued 13 May 2024 ⁴	8,333,333	165
Director placement issued 28 June 2024 ⁵	10,000,000	331
Options converted (various – pre-consolidation)	11,198,698	261
Share consolidation (10:1) ⁶	(1,654,990,610)	-
Exercise of options (various – post-consolidation)	10,589,258	2,501
Exercise of options 22 August 2024	2,700,000	1,922
Shares issued for capital raising 11 December 2024 ⁷	45,454,545	12,748
Shares issued to suppliers in lieu of cash 11 December 2024 ⁸	570,000	159
Capital raising costs	-	(1,210)
Balance at 31 December 2024	243,202,275	196,309

¹ On 14 February 2024, 1,500,000 incentive shares was issued to exploration manager as per terms of his employment contract.

² On 14 February 2024, 3,076,924 shares issued to Kluane Drilling Ecuador S.A in relation to tranche 1 3,076,924 performance Rights. Also refer note 23.

³ On 20 March 2024, 95,329,127 fully paid ordinary shares issued in relation to Entitlement offer at an offer price of \$0.030 per share. Also in 2 April 2024, 18,171,606 shares were issued in relation to entitlement offer shortfall at an offer price of \$0.030 per share.

⁴ 8,333,333 shares @ \$0.03 per share issued for marketing and distribution services.

⁵ On 28 June 2024, 10,000,000 shares were issued in relation to director placement at an offer price of \$0.050 per share.

⁶ On 2 August 2024, Titan undertook a 10 to 1 consolidation of its shares, option and performance rights on issue.

⁷ On 11 December 2024, the company undertook a placement to raise \$20 million from institutions and sophisticated investors via issue of 45,454,545 shares at an issue price of \$0.44 per share.

⁸ 570,000 shares @ \$0.44 per share issued for marketing and distribution services.

Terms and conditions of contributed equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

(b) Shares under option – unlisted

Recipient	Number of shares under option	Exercise Price AUD \$	Expiry date	Vested
Unlisted options	1,500,002	\$0.45	27 March 2026	100%
Consultants options	500,000	\$0.60	14 August 2026	100%
Attaching options	16,272,661	\$0.35	31 January 2025	100%
Bonus options	7,651,633	\$0.70	31 January 2027	0%

Unquoted share options granted carry no rights to dividends and no voting rights and details of the movement in unissued shares or interests under option as at the date of this report are:

	Number of Options (Unlisted)
Total number of options outstanding as at 1 January 2024	288,724,207
Share options issued ¹	185,242,423
Share options exercised	(11,198,698)
Option consolidation (10:1)	(416,473,606)
Share options issued ²	12,678,597
Share options exercised	(13,268,318)
Share options expired	(19,780,309)
Total number of options outstanding as at 31 December 2024	25,924,296

¹The Company issued:

- 15,000,000 options with an exercise price of \$0.045 expiring 27 March 2026 to the lead manager of the Entitlement Offer Shortfall;
- 113,492,036 attaching options pursuant to the shortfall offer described in the Company's Prospectus dated 29 November 2023, with an exercise price of \$0.035 expiring 31 January 2025; and
- 56,750,387 attaching options pursuant to the shortfall offer described in the Company's Prospectus dated 29 November 2023, with an exercise price of \$0.07 expiring 31 January 2027. As described in the Prospectus, each bonus option will only vest and become exercisable if the Eligible Shareholder exercises two Attaching options on or before the Attaching Option expiry date.

² 12,678,597 replacement attaching options issued for nil consideration at an exercise price of \$0.35 per option to entitlement offer participants who participated in the entitlement offer which was made pursuant to a prospectus dated 29 November 2023 and the attaching option (and accompanying Bonus Options) were issued to shareholders.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

(c) Performance Rights

	Number of Performance Rights (Unlisted)
Total number of performance rights outstanding as at 1 January 2024	6,000,000
Issued	15,384,616
Converted	(3,076,924)
Consolidation (10:1)	(16,476,922)
Total number of performance rights outstanding as at 31 December 2024	1,830,770

During the year 15,384,616 performance rights were issued to a drilling contractor, of which 3,076,924 vested and were converted to ordinary shares. Refer to Note 23 for further information.

14. RESERVES

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
Share based payments reserve	20,936	22,517
Foreign currency translation reserve	1,933	1,996
	22,869	24,513
<i>Movements in Share based payments reserve</i>		
At the beginning of the financial year	22,517	21,495
Share based payments for the year	341	1,359
Share based payments reversals	-	(34)
Exercise of incentive options	(1,922)	(303)
	20,936	22,517

The share based payments reserve is used to accumulate the fair value of share based payments issued, including options and performance rights.

<i>Movements in Foreign currency translation reserve</i>		
At the beginning of the financial year	1,996	1,658
Movement	(63)	338
	1,933	1,996

The foreign currency translation reserve was used to record the exchange differences arising from the translation of functional currencies to the presentation currency.

15. EARNINGS PER SHARE

	Consolidated	
	31-Dec-24	31-Dec-23
	Cents	Cents
Basic and diluted loss per share from continuing operations	(3.39)	(1.09)
	US \$000's	US \$000's
Loss from Continuing Operations Attributable to Equity Holders of Titan Minerals Ltd	(6,292)	(1,589)

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

	No.	No.
Weighted average number of ordinary shares used in the calculation of basic EPS	185,361,028	146,257,566
Potential ordinary shares not considered to be dilutive at year end	-	-
	Cents	Cents
Basic and diluted earnings per share from discontinued operations	-	0.10
	US \$000's	US \$000's
Profit / (Loss) from Discontinued Operations Attributable to Equity Holders of Titan Minerals Ltd	-	148
	No.	No.
Weighted average number of ordinary shares used in the calculation of basic EPS	185,361,028	146,257,566
Potential ordinary shares not considered to be dilutive at year end	-	-

There were no potential ordinary shares considered to be dilutive at year end.

16. SUBSIDIARIES

Name of entity	Country of incorporation	Ownership interest 2024	Ownership interest 2023	Principal Activity
Compañía Minera Austrandina S.A.C	Peru	100%	100%	Administrative holding company
Compañía Minera Santa Raquel S.A.C	Peru	100%	100%	Administrative holding company
Andina Resources Limited	Australia	100%	100%	Administrative holding company
Mantle Mining S.A.C	Peru	100%	100%	Administrative holding company
Porphyry Assets S.A.C	Peru	100%	100%	Administrative holding company
Helles Mining Corp	Panama	100%	100%	Mineral concession holder
Mooro Mining Inc.	Panama	100%	100%	Mineral concession holder
Black Flag Minerals Inc.	Panama	100%	100%	Mineral concession holder
NEK Development Corp.	Panama	100%	100%	Mineral concession holder
Linderos Mining S.A.S	Ecuador	100%	-	Mineral concession holder
Titan Minerals S.A.S.	Ecuador	100%	100%	Operating company for exploration services

17. CONTINGENCIES AND COMMITMENTS

During the previous year, Silverstream SECZ commenced proceedings against Titan Minerals Limited with regard to a royalty agreement relating to exploration concessions in Peru. The proceedings are ongoing. Titan considers the claim to be without merit.

The Group has no other significant commitments or contingent liabilities as at 31 December 2024 (2023: nil).

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TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

18. NOTES TO THE CASH FLOW STATEMENT

(a) Reconciliation of cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand and in banks and investments in money markets instruments. Cash and cash equivalents at the end of the financial year as shown in the cash flow statement is reconciled to the related items in the balance sheet as follows:

	Consolidated	
	31-Dec-24	31-Dec-23
	US \$000's	US \$000's
Cash at bank and deposits at call	11,660	1,941
	11,660	1,941

(b) Reconciliation of loss for the year to net cash flows used in operating activities

Profit / (Loss) for the year	(6,292)	(1,441)
Adjustments for:		
Depreciation and amortisation of non-current assets	-	74
Share based payments	122	1,260
Foreign exchange	(119)	75
Finance costs	-	315
Impairment	3,146	1,458
Other income	(320)	(3,850)
<i>(Increase)/decrease in assets:</i>		
Trade and other receivables, prepaid expenses and long-term assets	(54)	(1,070)
<i>Increase/(decrease) in liabilities:</i>		
Trade and other payables	(350)	57
Net cash used in operating activities	(3,867)	(3,122)

(c) Non-cash financing and investing activities

During the year, a total of US \$424 thousand of trade and other payables was settled in equity.

There were no other non-cash financing activities.

19. EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2024, the Group repaid loans payable amounting to US \$1,303 thousand (refer Note 12).

Subsequent to 31 December 2024, the Group issued 16,272,414 shares from the exercise of options, raising cash of AUD \$5,689,350.

There have not been any other matters or circumstances that have arisen since the end of the financial year, that have significantly affected or may significantly affect, the operations of the Group, the results of the operations, or the state of the affairs of the Group in the future financial years.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

20. KEY MANAGEMENT PERSONNEL

	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Remuneration of key management personnel		
Short term employee benefits	510	466
Post-employment benefits	19	17
Share based payments	102	866
Termination benefits	-	-
	<u>631</u>	<u>1,349</u>

The disclosure above represents the full financial years ending 31 December 2024 and 31 December 2023 for the key management personnel of Titan Minerals Limited.

Refer to the Remuneration Report on pages 13 to 16 of the Directors Report for further details.

21. RELATED PARTY TRANSACTIONS

a) Subsidiaries

The ultimate parent entity of the group is Titan Minerals Limited. Details of the ownership of ordinary shares held in subsidiaries are disclosed in Note 16 to the Consolidated Financial Statements. Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in the Note. Details of transactions between the Group and other related parties, if any, are disclosed below.

Transactions and balances between the Company and its subsidiaries were eliminated in the preparation of consolidated financial statements of the Group.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

b) Parent entity

The ultimate parent entity of the Group is Titan Minerals Limited.

The Statement of Comprehensive Income and Financial position on the parent entity are summarised below:

	Parent	
	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Statement of Financial Position		
Current assets	11,664	5,086
Non-current assets	834	597
Total assets	12,498	5,683
Current liabilities	718	2,467
Non-current liabilities	18,216	19,872
Total liabilities	18,934	22,339
Net (Liabilities)/Assets	(6,436)	(16,656)
Issued capital	207,735	188,516
Reserves	9,295	9,510
Accumulated losses	(223,466)	(214,682)
Shareholder Equity	(6,436)	(16,656)
	Parent	
	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Statement of Comprehensive Income		
Loss after tax	(8,784)	(7,558)
Total comprehensive loss	(8,784)	(7,558)
c) Expenditure commitments by the parent entity:		
Not longer than 1 year	-	-
Longer than 1 year and not longer than 5 years	-	-
	-	-

There are no material guarantees by the Parent Company to its subsidiaries.

There are no subsequent events, contingencies or commitments relevant to the Parent Company other than as disclosed in this financial report.

d) Other transactions

Director Matthew Carr was previously appointed as a director of Arkham Metals Limited (parent of Pelorus Minerals Pty Ltd) as per the terms of the Zaruma transaction (refer Note 7). Mr Carr will remain as a director on Arkham Metals Limited until it has completed its obligations to Titan Minerals Limited. Refer Note 7 and Note 9 for transactions during the year between Titan Minerals Limited and Arkham Metals Limited.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, price and foreign exchange risks and ageing analysis for credit and liquidity risk.

Risk management is carried out by senior management under direction of the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas. The consolidated entity is not materially exposed to changes in interest rates in its activities.

The material financial instruments to which the Group has exposure include:

- (i) Cash and short-term deposits;
- (ii) Trade and other receivables;
- (iii) Financial assets
- (iv) Accounts payable
- (v) Borrowings

The carrying values of these financial instruments approximate their fair values. The carrying values of the Group's financial instruments are as follows:

	31-Dec-24 US \$000's	31-Dec-23 US \$000's
Financial Assets		
Cash and Cash Equivalents	11,660	1,941
Receivables ¹	343	3,582
Financial assets	-	392
Total Financial Assets	12,003	5,915
Financial Liabilities		
Trade and other payables	1,696	3,222
Borrowings	1,303	2,291
Total Financial Liabilities	2,999	5,513
Net headroom	9,004	402

(1) Excludes VAT receivable of \$3,133 thousand (2023: \$2,986 thousand).

The table reflects the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity as well as management's expectations of settlement period for all other financial instruments.

	31-Dec-24 US \$000's	31-Dec-23 US \$000's
<i>Receivables maturing as follows:</i>		
Less than 6 months	343	3,582
6 months to 1 year	-	-
Later than 1 year but not longer than 5 years	-	-
Over 5 years	-	-
	343	3,582
<i>Trade and other payables maturing as follows:</i>		
Less than 6 months	1,696	3,222
6 months to 1 year	-	-
Later than 1 year but not longer than 5 years	-	-
Over 5 years	-	-
	1,696	3,222

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

	31-Dec-24 US \$000's	31-Dec-23 US \$000's
<i>Borrowings maturing as follows:</i>		
Less than 6 months	1,303	1,026
6 months to 1 year	-	-
Later than 1 year but not longer than 5 years	-	1,265
Over 5 years	-	-
	<u>1,303</u>	<u>2,291</u>

(a) Market Risk

Foreign Exchange Risk

The Group operates internationally and is exposed to foreign exchange risk arising primarily from its parent company operating in Australian dollars and raising equity on the ASX in Australian dollars while its principal operations are all denominated in US dollars.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency of US dollars.

The carrying amounts of the Group's foreign currency denominated assets and monetary liabilities at the end of the reporting year are as follows:

	Assets		Liabilities	
	31-Dec-24 US\$ 000's	31-Dec-23 US\$ 000's	31-Dec-24 US\$ 000's	31-Dec-23 US\$ 000's
Australian dollars (AUD)	11,660	5,086	(2,942)	(3,330)
Canadian dollars (CAD)	-	-	-	(387)

Interest Rate Risk

All the consolidated entity's financial instruments that are exposed to interest rate risk are either non-interest bearing, bear interest at commercial interest rates or at fixed rates. The weighted average interest rate on cash and short-term deposits at 31 December 2024 was 1.3% (31 December 2023: 1.3%). All trade and other receivables, other financial assets and trade payables are non-interest bearing.

Interest bearing liabilities include short term loans. The interest rate on short term loans payable is currently 15.0% (2023: 15%), refer Note 12. All loans were repaid during and subsequent to year end.

(b) Credit Risk

Financial instruments, which potentially subject the consolidated entity to credit risk, consist primarily of cash and short-term deposits. Credit risk on cash, short term deposits and trade receivables is largely minimised by dealing with companies with acceptable credit ratings.

The consolidated entity has no reason to believe credit losses will arise from any of the above financial instruments. However, the maximum amount of loss, which may possibly be realised, is the carrying amount of the financial instrument.

Cash in Australia is held with National Australia Bank Limited which is an appropriate financial institution with an external credit rating of A+. Cash in Ecuador is held with Banco Pichincha Quito Ecuador which is an appropriate financial institution with an external credit rating of B-.

Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

(c) Liquidity Risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. Management monitors the rolling forecasts of the Group's cash and fair value assets based on expected cash flows. This is generally carried out at a local level in the operating companies of the Group in accordance with the practise and limits set by the Group.

(d) Capital Risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that the Group can continue to maintain a suitable capital structure and fulfil the objectives of the Group.

23. SHARE-BASED PAYMENTS

Share based payment securities	31 December 2024
	Number
Options	25,924,296
Performance Rights	1,830,770
	27,755,066
Movements in options	
Total number of options outstanding as at 1 January 2024	288,724,207
Share options issued	185,242,423
Share options exercised	(11,198,698)
Option consolidation (10:1)	(416,473,606)
Share options issued	12,678,597
Share options exercised	(13,268,318)
Share options expired	(19,780,309)
Total number of options outstanding as at 31 December 2024	25,924,296
Movements in performance rights	
Balance at the beginning of the year	6,000,000
Issued during the year	15,384,616
Exercised during the year	(3,076,924)
Performance Right Consolidation (10:1)	(16,476,922)
Balance at the end of the year	1,830,770

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

Options

During the year, 15,000,000 options with an exercise price of \$0.045 (pre-consolidation) expiring on 27 March 2026 were issued to CPS Capital Pty Ltd, who acted as lead manager of the Entitlement Offer Shortfall and additional placement. The options were recognised as capital raising costs totalling US \$104 thousand.

The options issued were valued using the below inputs:

Option category	Lead Manager
Valuation model	Black-Scholes
Grant date	11 March 2024
Expiry date	27 March 2026
Exercise price	\$0.045
Share price at grant date	\$0.029
Estimated volatility	87.1%
Risk-free interest rate	3.65%
Fair value (AUD):	\$0.0106

Performance Rights

Also during the period, the Company engaged Kluane Drilling Ecuador S.A (“Kluane” or “KDE”) to provide drilling services at the Dynasty Gold Project. As part of the arrangement with Kluane, the Company issued 15,384,616 (pre-consolidation) performance rights totalling approximately US \$500,000 for drilling services. The Performance Rights vest and convert into fully paid ordinary shares in the Company (Shares) at the agreed value of 5 cents per Share as follows:

- Tranche 1 – 3,076,924 Performance Rights will vest upon the completion of drilling of 2,000m in depth by KDE to the satisfaction of the Company; and
- Tranches 2 to 5 – 3,076,923 Performance Rights (in each Tranche) will vest upon the completion of drilling of an additional 2,000m in depth by KDE to the satisfaction of the Company.

During the year, Tranche 1 vested and was converted into Shares.

As the performance rights are based on non-market vesting milestones, the valuation of the performance rights are based on the underlying share price at the grant date. The performance rights are recognised across the vesting period.

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Notes to the Consolidated Financial Statements

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

Expenses Arising from Share-based Payment Transactions

Total expenses arising from share-based payment transactions recognised during the year were as follows:

	31-Dec-24	31-Dec-23
	\$000's USD	\$000's USD
Options / Performance rights	122	1,269
Shares (Capitalised exploration costs)	119	25
Cancellation of Incentive options	-	(34)
Total share-based payments expense	241	1,260
Share based payments recognised as capital raising costs	104	70
Impact of foreign exchange translation	(4)	(5)
Total share based payments impact on the share based payment reserve	341	1,325

24. REMUNERATION OF AUDITORS

	31-Dec-24	31-Dec-23
	\$000's USD	\$000's USD
<i>Auditor of the consolidated entity</i>		
Audit and review of the annual and half year financial report	74	113
<i>Other auditors</i>		
Audit or review of the financial report	78	56

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Consolidated Entity Disclosure Statement

TITAN MINERALS LIMITED – YEAR ENDED 31 DECEMBER 2024

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Name of entity	Type of entity	Trustee, partner or JV participant	Country of Incorporation	Ownership interest	Australian resident or foreign resident (for tax purpose)	Foreign tax jurisdiction of foreign residents
Andina Resources Limited	Company	N/A	Australia	100%	Australian	N/A
Compañía Minera Austrandina S.A.C	Company	N/A	Peru	100%	Foreign	Peru
Compañía Minera Santa Raquel S.A.C	Company	N/A	Peru	100%	Foreign	Peru
Mantle Mining S.A.C	Company	N/A	Peru	100%	Foreign	Peru
Porphyry Assets S.A.C	Company	N/A	Peru	100%	Foreign	Peru
Titan Minerals S.A.S.	Company	N/A	Ecuador	100%	Foreign	Ecuador
Helles Mining Corp	Company	N/A	Panama	100%	Foreign	Ecuador
Black Flag Minerals Inc.	Company	N/A	Panama	100%	Foreign	Ecuador
NEK Development Corp.	Company	N/A	Panama	100%	Foreign	Ecuador
Mooro Mining Inc.	Company	Yes = JV participant of the Linderos Copper Project Joint Venture	Panama	100%	Foreign	Panama
Linderos Mining S.A.S	Company	Yes = JV participant of the Linderos Copper Project Joint Venture	Ecuador	100%	Foreign	Ecuador

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
TITAN MINERALS LIMITED****Report on the Audit of the Financial Report****Opinion**

We have audited the financial report of Titan Minerals Limited ("the Company"), and its subsidiaries ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance 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 year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Emphasis of Matter – Receivables and Prepaid Expenses

We draw attention to Note 7 of the financial report, which describes the nature of the receivables. Non-current receivables of US\$3.13 million relate to VAT recoverable from foreign taxation authorities. The VAT receivable is recoverable based on the commencement of mining operations and as such, at the reporting date has been classified as non-current.

Our opinion is not modified in respect of this matter.

Key Audit Matters

In addition to the matter described in the Emphasis of Matter paragraph above, we have determined the matters described below to be Key Audit Matter to be communicated in our report.

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

Key Audit Matters	How the matter was addressed in the audit
<p>Carrying Value of Exploration and Evaluation Assets</p> <p>At 31 December 2024, the Group has capitalised exploration and evaluation expenditure totalling US\$45.44 million (refer to Note 10).</p> <p>The carrying value of Capitalised Exploration and Evaluation expenditure is a key audit matter due to:</p> <ul style="list-style-type: none"> • The significance of the total balance (74.65% of total assets); • The necessity to assess management's application of the requirements of the accounting standard <i>Exploration for and Evaluation of Mineral Resources</i> ("AASB 6"), in light of any indicators of impairment that may be present; • The assessment of significant judgements made by management in relation to the Capitalised Exploration and Evaluation Expenditure. 	<p>Inter alia, our audit procedures included the following:</p> <ol style="list-style-type: none"> Assessing the Group's right to tenure over exploration areas of interest by corroborating the ownership of the relevant licences for mineral resources to government registries; Reviewing the directors' assessment of the carrying value of the exploration and evaluation expenditure, ensuring the veracity of the data presented and that management has considered the effect of potential impairment indicators, commodity prices and the stage of the Group's projects against AASB 6; Testing additions to capitalised exploration and evaluation expenditure by evaluating a sample of recorded expenditure for consistency to the underlying records, the capitalisation requirements of the Group's accounting policy and requirements of AASB 6; Evaluation of Group documents for consistency with the intentions for the continuing of exploration and evaluation activities in certain areas of interest and corroborated with enquiries of management. Inter alia, the documents we evaluated included: <ul style="list-style-type: none"> ▪ Minutes of meetings of the board and management; ▪ Announcements made by the Company to the Australian Securities Exchange; and ▪ Cash flow forecasts. Assessed the financial statements to ensure appropriate disclosures are made in line with the requirements of AASB 6.

Key Audit Matter
How the matter was addressed in the audit
***Earn in and Joint Venture Agreement
Linderos Copper Project***

As disclosed in Note 10 of the financial report, the Company entered into an agreement with Hanrine Ecuadorian Exploration and Mining S.A. ("Hanrine") with respect to the Linderos Copper Project located in Ecuador ("Project"). Under the terms of the agreement, Hanrine can earn up to an 80% interest in the project by either achieving specific exploration milestones and proceeding to a decision to mine.

This is a key audit matter as this arrangement required management to use significant judgements to determine accounting treatment for this arrangement in accordance with the relevant applicable accounting standards.

Inter alia, our audit procedures included the following:

- i. Reviewing documents supporting the transaction such as:
 - Board of Directors' minutes of meetings and Announcements made by the Group to the ASX; and Signed agreements with Hanrine
- ii. Reviewing management's assessment of the *Earn in and Joint Venture Agreement* with Hanrine and assessing whether the proposed accounting for the arrangement is in compliance with the applicable accounting standards *AASB 11 Joint Arrangements* and *AASB-6 Exploration for and Evaluation of Mineral Resources*.
- iii. Assessing the adequacy of disclosure made by the Group in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance opinion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 (other than the consolidated entity disclosure statement); and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of



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

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in Internal control that we identify during our audit.

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare

circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

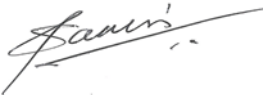
We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2024.

In our opinion, the Remuneration Report of Titan Minerals Limited for the year ended 31 December 2024 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Stantons International Audit and Consulting Pty Ltd


Samir Tirodkar
Director
West Perth, Western Australia
31 March 2025