

Everlast Minerals Ltd

ABN 19 620 278 800

Interim report - 31 December 2024

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**Everlast Minerals Ltd
Corporate directory
31 December 2024**

Directors	Paul Qian – Executive Chairperson Gregory Starr – Non-Executive Director George Edwards – Non-Executive Director
Company secretary	Andrew Palfreyman
Registered office	Level 5, 137-139 Bathurst Street Sydney NSW 2000
Principal place of business	320, 20 Dale Street Brookvale NSW 2100
Auditor	RSM Australia Partners Level 13, 60 Castlereagh Street Sydney NSW 2000

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Everlast Minerals Ltd
Directors' report
31 December 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Everlast Minerals Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the period ended 31 December 2024.

Directors

The following persons were directors of Everlast Minerals Ltd during the whole of the financial period and up to the date of this report, unless otherwise stated:

Paul Qian	Executive Chairperson
Bruce Fulton	Non-Executive Director (appointed 14 August 2024, resigned 31 March 2025)
George Edwards	Non-Executive Director (appointed 14 August 2024)
Gregory Starr	Non-Executive Director (appointed 7 March 2025)

Principal activities

During the financial period the principal continuing activities of the consolidated entity consisted of exploration for alluvial heavy mineral sands in Bangladesh.

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$1,471,513 (31 December 2023: \$846,374).

The consolidated entity is an early-stage mineral exploration entity. Following its listing on the Australian Stock Exchange (ASX), the consolidated entity intends to initiate mining activities and trial production across its various Projects. In line with previous financial years, the consolidated entity has incurred losses for the current financial period, largely driven by expenses related to preparations for the ASX listing.

Significant changes in the state of affairs

The consolidated entity made large advancements towards the success of its Initial Public Offering and subsequent listing on the ASX. It is envisaged that this listing will occur in the second quarter of the 2025 calendar year.

There were no other significant changes in the state of affairs of the consolidated entity during the financial period.

Matters subsequent to the end of the financial period

In November 2024, the Board agreed to issue options to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis. On 21 April 2025 a resolution was passed to issue up to 19,812,676 in relation to these options. The options will be issued upon successful quotation of the Shares on the ASX. The options are subject to the following terms:

- 4 options for every 1 share held;
- exercise price of 20 cents;
- vesting upon the Company's share price reaching \$1.00, based on a VWAP calculation;
- expiry date of 4 years from the date of vesting; and
- to the extent not already satisfied at the date on which the Shares were originally issued, subject to the holder having paid \$3,000 per share prior to the exercise of any option.

On 16 May 2025 an Agreement has been entered between the Company and its Lead Manager, that a minimum of 3 million and maximum of 5 million options will be issued to the Lead Manager upon the successful IPO. The options have an exercise price of \$0.30c per share and an expiry date of three years from the date the options are issued.

On 24 December 2024 the company entered agreement with 10 investors to raise \$2,000,000 via the issuance of convertible notes. These notes would convert into Shares at the time of the issue and quotation of the Shares on the ASX. This agreement provided that the maximum amount of funds to be raised pursuant to the Offer was \$2,000,000. On 24 January 2025, the company varied the agreement with the investors so that the maximum amount of funds to be raised was equal to the amount actually received, being \$2,252,000. The funds in relation to these convertible notes was only received subsequent to year and consequently, have not been accounted for as at 31 December 2024.

The convertible notes will convert into shares strictly at the time of, or immediately prior to, issue and quotation of the shares pursuant to the ASX listing and will not be redeemable other than in accordance with the terms and conditions set out in the Binding Terms Sheet. The conversion price is 50% of the price per share under the offer in connection with the IPO.

Everlast Minerals Ltd
Directors' report
31 December 2024


No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Paul Qian
Executive Chairperson

3 June 2025

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Everlast Minerals Ltd for the half 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 review; and
- (ii) any applicable code of professional conduct in relation to the review.

RSM

RSM AUSTRALIA PARTNERS



Gary Sherwood
Partner

Sydney, NSW
Dated: 3 June 2025

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Everlast Minerals Ltd
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General information

The financial statements cover Everlast Minerals Ltd as a consolidated entity consisting of Everlast Minerals Ltd and the entities it controlled at the end of, or during, the period ended 31 December 2024. The financial statements are presented in Australian dollars, which is Everlast Minerals Ltd's functional and presentation currency.

Everlast Minerals Ltd is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

320, 20 Dale Street
Brookvale NSW 2100

The financial statements were authorised for issue, in accordance with a resolution of directors, on 2 June 2025.

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Everlast Minerals Ltd
Consolidated statement of profit or loss and other comprehensive income
For the period ended 31 December 2024

		Consolidated	
	Note	31 Dec 2024	31 Dec 2023
		\$	\$
Revenue			
Interest and other income		15,494	3,131
Expenses			
Licence fee		(172,365)	(192,542)
Employee benefits expense	3	(219,808)	(191,663)
Professional fee expense		(761,405)	(175,053)
Project expenses	4	(78,970)	(132,332)
Depreciation expense		(111,918)	(56,462)
Travel expense		(44,681)	(48,527)
Occupancy expense		(9,080)	(13,924)
Other expenses		(80,394)	(39,002)
Finance costs		(8,034)	-
Loss before income tax expense		(1,471,161)	(846,374)
Income tax expense		(352)	-
Loss after income tax expense for the period		(1,471,513)	(846,374)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		107,481	7,254
Other comprehensive income for the period, net of tax		107,481	7,254
Total comprehensive loss for the period		(1,364,032)	(839,120)
		Cents	Cents
Basic earnings per share	13	(1.84)	(1.30)
Diluted earnings per share	13	(1.84)	(1.30)

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

Everlast Minerals Ltd
Consolidated statement of financial position
As at 31 December 2024

		Consolidated	
	Note	31 Dec 2024	30 Jun 2024
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	5	38,918	1,308,885
Other assets	7	152,896	161,153
Total current assets		<u>191,814</u>	<u>1,470,038</u>
Non-current assets			
Investment	6	559,691	529,588
Property, plant and equipment	8	1,735,727	1,726,733
Right-of-use assets		77,863	31,486
Intangible assets		1,769	1,769
Other assets	7	475,922	546,052
Total non-current assets		<u>2,850,972</u>	<u>2,835,628</u>
Total assets		<u>3,042,786</u>	<u>4,305,666</u>
Liabilities			
Current liabilities			
Trade and other payables		15,446	6,073
Borrowings		44,668	-
Lease liabilities		70,242	23,131
Total current liabilities		<u>130,356</u>	<u>29,204</u>
Total liabilities		<u>130,356</u>	<u>29,204</u>
Net assets		<u>2,912,430</u>	<u>4,276,462</u>
Equity			
Issued capital	9	107,117,060	107,117,060
Reserves	10	(32,850)	(140,331)
Accumulated losses		(104,171,780)	(102,700,267)
Total equity		<u>2,912,430</u>	<u>4,276,462</u>

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

Everlast Minerals Ltd
Consolidated statement of changes in equity
For the period ended 31 December 2024

Consolidated	Issued capital \$	Other equity \$	Foreign currency translation reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2023	83,625,672	139,464	(72,544)	(78,585,653)	5,106,939
Loss after income tax expense for the period	-	-	-	(846,374)	(846,374)
Other comprehensive income for the period, net of tax	-	-	7,254	-	7,254
Total comprehensive income for the period	-	-	7,254	(846,374)	(839,120)
Balance at 31 December 2023	<u>83,625,672</u>	<u>139,464</u>	<u>(65,290)</u>	<u>(79,432,027)</u>	<u>4,267,819</u>

Consolidated	Issued capital \$	Other equity \$	Foreign currency translation reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2024	107,117,060	381,541	(521,872)	(102,700,267)	4,276,462
Loss after income tax expense for the period	-	-	-	(1,471,513)	(1,471,513)
Other comprehensive income for the period, net of tax	-	-	107,481	-	107,481
Total comprehensive income for the period	-	-	107,481	(1,471,513)	(1,364,032)
Balance at 31 December 2024	<u>107,117,060</u>	<u>381,541</u>	<u>(414,391)</u>	<u>(104,171,780)</u>	<u>2,912,430</u>

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

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Everlast Minerals Ltd
Consolidated statement of cash flows
For the period ended 31 December 2024

	Note	Consolidated	
		31 Dec 2024	31 Dec 2023
		\$	\$
Operating activities			
Receipts from customers (inclusive of GST)		11,490	-
Payments to suppliers (inclusive of GST)		(1,278,943)	(723,627)
Interest received		4,004	3,131
		<u>(1,263,449)</u>	<u>(720,496)</u>
Interest and other finance costs paid		(8,034)	-
Income taxes paid		(352)	-
		<u>(1,271,835)</u>	<u>(720,496)</u>
Investing activities			
Payments for property, plant and equipment	8	(24,677)	(553,905)
Payments for intangible assets		-	(10,899)
		<u>(24,677)</u>	<u>(564,804)</u>
Financing activities			
Proceeds from borrowings		44,668	-
Repayment of lease liabilities		(12,933)	-
		<u>31,735</u>	<u>-</u>
Net decrease in cash and cash equivalents		(1,264,777)	(1,285,300)
Cash and cash equivalents at the beginning of the financial period		1,308,885	3,806,566
Effects of exchange rate changes on cash and cash equivalents		(5,190)	-
		<u>38,918</u>	<u>2,521,266</u>

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

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Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 1. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

Going concern

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

As disclosed in the financial statements, the consolidated entity incurred a loss of \$1,471,513 and had net cash outflows from operating activities of \$1,271,835 for the half-year ending 31 December 2024. As at that date the consolidated entity had net current assets of \$61,458 and net assets of \$2,912,430.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that there are reasonable grounds to believe that the consolidated entity will be able to continue as a going concern, after consideration of the following factors:

- The Group has cash balance of approximately \$770,000 as of May 2025;
- The Company is in the advanced stages of completing an Initial Public Offering (IPO) transaction to offer a minimum of 20,000,000 Public Offer Shares and up to 30,000,000 Public Offer Shares at an issue price of \$0.20 each to raise a minimum of \$4,000,000 (before costs) ("Minimum Subscription") and up to \$6,000,000 (before costs) ("Maximum Subscription") ("Public Offer"). An application for In-Principle Advice has been submitted to the ASX. The Directors are confident that the minimum subscriptions will be achieved through the support of existing shareholders; and
- The directors believe that the available cash balance along with additional funding from eminent IPO will be adequate to fund operations for the 12 months following the date of the financial report.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Note 2. Operating segments

Identification of reportable operating segments

The consolidated entity operates in the minerals exploration sector. The principal activity of the Company is exploration for mineral sands in Bangladesh. The consolidated entity classifies these activities under a single operating segment, the Bangladeshi exploration projects. Regarding this exploration operating segment, the Chief Operating Decision Maker (determined to be the Board of Directors) receives information on the exploration expenditure incurred and makes decisions based on this data. There is no aggregation of operating segments.

Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 2. Operating segments (continued)

Geographical information

The consolidated entity operates in two geographical segments, Australia (where the head office is located) and Bangladesh (where the mining sites are being explored). The non-current asset breakdown between these geographical segments are detailed below:

	Geographical non-current assets	
	31 Dec 2024	30 Jun 2024
	\$	\$
Australia	108,499	663,077
Bangladesh	2,742,473	2,172,551
	<u>2,850,972</u>	<u>2,835,628</u>

The geographical non-current assets above are exclusive of, where applicable, financial instruments, deferred tax assets, post-employment benefits assets and rights under insurance contracts.

Note 3. Employee benefits expense

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Salaries and wages	102,280	127,538
Superannuation	10,738	4,125
Other employee benefit	106,790	60,000
	<u>219,808</u>	<u>191,663</u>

Accounting policy for defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Note 4. Project expenses

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Licensing and exploration cost	68,376	109,460
Labour cost	10,594	22,872
	<u>78,970</u>	<u>132,332</u>

Note 5. Cash and cash equivalents

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current assets</i>		
Cash at bank	<u>38,918</u>	<u>1,308,885</u>

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Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 6. Investment

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Non-current assets</i>		
Investment in FDR	<u>559,691</u>	<u>529,588</u>

The above investment represents a fixed deposit receipt (FDR) of USD\$352,000 with maturity date of 13 June 2025. The interest rate of the term deposit is 6.65% per annum. The deposit was made to Shahjalal Islami Bank for the Bank to issue a bank guarantee for an amount of ₳37,576,000 in Bangladeshi Taka in favour of the Bureau of Mineral Development Bangladesh. The bank guarantee will expire on 21 June 2034. The term deposit will be required to roll forward to next term on an annual basis towards the end of the bank guarantee expiry date.

Note 7. Other assets

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current assets</i>		
Prepayments (i)	<u>152,896</u>	<u>161,153</u>
<i>Non-current assets</i>		
Prepayments (i)	<u>475,922</u>	<u>546,052</u>

(i) The prepayment relates to a license fee paid in advance to Everlast Technology Pty Limited for the continued use and operational maintenance of the mining software the company uses. The agreement was entered into on 1 October 2022 and is for a period of seven years. Everlast Technology is a related party by virtue of common shareholders and directors.

Note 8. Property, plant and equipment

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Non-current assets</i>		
Land - at cost	<u>96,529</u>	<u>91,524</u>
Mining and other exploration equipment - at cost	1,292,287	1,208,394
Less: Accumulated depreciation	<u>(353,774)</u>	<u>(262,431)</u>
	<u>938,513</u>	<u>945,963</u>
Mining infrastructure - at cost	569,885	534,155
Less: Accumulated depreciation	<u>(46,877)</u>	<u>(31,732)</u>
	<u>523,008</u>	<u>502,423</u>
Office equipment - at cost	42,628	39,661
Less: Accumulated depreciation	<u>(13,239)</u>	<u>(11,121)</u>
	<u>29,389</u>	<u>28,540</u>
Motor vehicles - at cost	187,605	183,878
Less: Accumulated depreciation	<u>(39,317)</u>	<u>(25,595)</u>
	<u>148,288</u>	<u>158,283</u>
	<u>1,735,727</u>	<u>1,726,733</u>

Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 8. Property, plant and equipment (continued)

Reconciliations

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

Consolidated	Land	Mining and other exploration equipment	Mining infrastructure	Office equipment	Motor vehicles	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2024	91,524	945,963	502,423	28,540	158,283	1,726,733
Additions	-	17,318	6,339	839	-	24,496
FX Translation	5,005	48,042	26,928	2,481	1,303	83,759
Depreciation expense	-	(72,810)	(12,682)	(2,471)	(11,298)	(99,261)
Balance at 31 December 2024	<u>96,529</u>	<u>938,513</u>	<u>523,008</u>	<u>29,389</u>	<u>148,288</u>	<u>1,735,727</u>

Note 9. Issued capital

	Consolidated			
	31 Dec 2024 Shares	30 Jun 2024 Shares	31 Dec 2024 \$	30 Jun 2024 \$
Ordinary shares - fully paid	<u>79,970,004</u>	<u>79,970,004</u>	<u>107,117,060</u>	<u>107,117,060</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Note 10. Reserves

	Consolidated	
	31 Dec 2024 \$	30 Jun 2024 \$
Other equity	381,541	381,541
Foreign currency translation reserves	<u>(414,391)</u>	<u>(521,872)</u>
	<u>(32,850)</u>	<u>(140,331)</u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Other equity

This balance represents a shareholders loan that was forgiven in the 2023 financial year. The loan forgiveness has been treated as a transaction in the shareholders capacity as an owner rather than a lender and consequently the loan forgiveness has been taken to other equity.

Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 10. Reserves (continued)

Movements in reserves

Movements in each class of reserve during the current financial period are set out below:

Consolidated	Other equity \$	Foreign currency translation reserve \$	Total \$
Balance at 1 July 2024	381,541	(521,872)	(140,331)
Foreign currency translation	-	107,481	107,481
Balance at 31 December 2024	<u>381,541</u>	<u>(414,391)</u>	<u>(32,850)</u>

Note 11. Contingencies and Commitments

On 20 June 2024 the Bureau of Mineral Development (BMD) under the Energy and Mineral Resources Division of the Ministry of Power, Energy and Mineral Resources, Bangladesh signed Mining Lease Agreements for 3 mining blocks with Everlast Minerals Limited (“EML”), the wholly owned subsidiary of the consolidated entity incorporated in Bangladesh. The signing of the Mining Lease Agreement has resulted in guarantees of BDT 37.58 million (approximately AUD\$ 481,000) and a security deposit of USD\$352,000 being required to be provided by EML to the Bureau of Mineral Development. In addition, EML will be required to pay a royalty to the Bangladesh Government of 15 percent of pit mouth value and annual license fees of BDT 1.12 million (approximately AUD\$ 15,000).

The Company has committed to issuing 2,700,000 performance rights to key management personnel upon completion of the Initial Public Offering and admission to the ASX. The fair value of these performance rights can not be reliably measured as of the date of this report. The detailed terms of the performance rights are reflected below:

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Note 11. Contingencies and Commitments (continued)

Class	Total	Allocation of Total	Vesting conditions	Exercise Price	Expiry Date
Class A	700,000	- 500,000 to Executive Chairperson - 200,000 to Subsidiary China Region Representative	The Company announcing to ASX that it has signed a legally binding offtake agreement with a bona fide offtake partner for a minimum of 50% of THM (at a minimum cut-off grade of 1.00%) derived from the Gaibandha Mineral Sands Project (for the avoidance of doubt, the 50% threshold does not include THM required for internal requirements pursuant to the Mine and Minerals Rule 2012 of Bangladesh and any other applicable law of the Republic of Bangladesh).	\$0.00	30/11/2026
Class B	400,000	- 200,000 to Executive Chairperson - 100,000 to each of the Non-Executive Directors	The Company's Share price achieving a volume weighted average market price of \$1.50 over 30 consecutive trading days on which the Company's Shares have traded.	\$0.00	30/11/2026
Class C	300,000	- 100,000 to Executive Chairperson - 100,000 to Subsidiary Managing Director - 100,000 to Subsidiary General Manager	The Subsidiary being granted the exploration licence for the Kurigram Mineral Sands Project.	\$0.00	30/11/2026
Class D	1,000,000	- 400,000 to Executive Chairperson - 200,000 to Subsidiary Managing Director - 200,000 to Subsidiary General Manager - 200,000 to Subsidiary China Region Representative	The Company announcing the completion of a minimum drilling campaign of 200 holes with a 1.5m interval at a depth of 10m at its Kurigram Mineral Sands Project.	\$0.00	30/11/2027
Class E	300,000	- 100,000 to Executive Chairperson - 50,000 to Subsidiary Managing Director - 50,000 to Subsidiary General Manager - 50,000 to each of the Non-Executive Directors	The Company announcing to ASX a JORC compliant Mineral Resource (as defined in the JORC Code) comprising of an indicated and inferred resource of at least 300mt contained THM (at a minimum grade of 1.00%) with respect to its Kurigram Mineral Sands Project.	\$0.00	30/11/2028

In November 2024, the Board agreed to issue options to the holders of fully paid ordinary shares in the company after July 2020 on a pro-rata basis. On 21 April 2025 a resolution was passed to issue up to 19,812,676 in relation to these options. The options will be issued upon successful quotation of the Shares on the ASX. The options are subject to the following terms:

- 4 options for every 1 share held;
- exercise price of 20 cents;
- vesting upon the Company's share price reaching \$1.00, based on a VWAP calculation;
- expiry date of 4 years from the date of vesting; and
- to the extent not already satisfied at the date on which the Shares were originally issued, subject to the holder having paid \$3,000 per share prior to the exercise of any option.

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Everlast Minerals Ltd
Notes to the consolidated financial statements
31 December 2024

Note 11. Contingencies and Commitments (continued)

On 16 May 2025 an Agreement has been entered between the Company and its Lead Manager, that a minimum of 3 million and maximum of 5 million options will be issued to the Lead Manager upon the successful IPO. The options have an exercise price of \$0.30c per share and an expiry date of three years from the date the options are issued.

Note 12. Events after the reporting period

On 24 December 2024 the company entered agreement with 10 investors to raise \$2,000,000 via the issuance of convertible notes. These notes would convert into Shares at the time of the issue and quotation of the Shares on the ASX. This agreement provided that the maximum amount of funds to be raised pursuant to the Offer was \$2,000,000. On 24 January 2025, the company varied the agreement with the investors so that the maximum amount of funds to be raised was equal to the amount actually received, being \$2,252,000. The funds in relation to these convertible notes was only received subsequent to year and consequently, have not been accounted for as at 31 December 2024.

The convertible notes will convert into shares strictly at the time of, or immediately prior to, issue and quotation of the shares pursuant to the ASX listing and will not be redeemable other than in accordance with the terms and conditions set out in the Binding Terms Sheet. The conversion price is 50% of the price per share under the offer in connection with the IPO.

No other matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 13. Earnings per share

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Loss after income tax	<u>(1,471,513)</u>	<u>(846,374)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>79,970,004</u>	<u>64,992,204</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>79,970,004</u>	<u>64,992,204</u>
	Cents	Cents
Basic earnings per share	(1.84)	(1.30)
Diluted earnings per share	(1.84)	(1.30)


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**Everlast Minerals Ltd
Directors' declaration
31 December 2024**

In the directors' opinion:

- the attached financial statements and notes comply with the Accounting Standards and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial period ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the directors



Paul Qian
Executive Chairperson

3 June 2025

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INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Everlast Minerals Ltd and its controlled subsidiaries

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Everlast Minerals Ltd which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of material accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

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

Basis for Conclusion

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

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

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Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Group incurred a net loss of \$1,471,513 and had net cash outflows from operating activities of \$1,271,835 for the half-year ended 31 December 2024. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

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Gary Sherwood
Partner

RSM Australia Partners

Sydney, NSW
Dated: 3 June 2025