



**ASX HALF-YEAR INFORMATION  
30 JUNE 2025**

Lodged with the ASX under Listing Rule 4.2A

**Tolu Minerals Limited**

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This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 31 December 2024 and any public announcements made by Tolu Minerals Limited during the interim reporting period in accordance with continuous disclosure requirements.

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# APPENDIX 4D

## HALF-YEAR REPORT TO THE AUSTRALIAN STOCK EXCHANGE

Name of Entity	Tolu Minerals Limited
ARBN	657 300 359
Half-Year Ended	30 June 2025
Previous corresponding reporting period	30 June 2024

### RESULTS FOR ANNOUNCEMENT TO THE MARKET

	\$'000	Percentage increase / (decrease) over previous corresponding period
Revenue from ordinary activities	-	-
Profit / (loss) from ordinary activities after tax attributable to members	\$(6,727)	(102%) increase to loss
Net Profit / (loss) for the period attributable to members	\$(6,727)	(102%) increase to loss

Dividends	Amount per security	Franked amount per security
Final dividend	Nil	Not applicable
Interim dividend	Nil	Not applicable
Record date for determining entitlements to the dividends (if any)		Not applicable
Brief explanation of any of the figures reported above necessary to enable the figures to be understood:		
Refer to the Directors' Report on page 7.		

### Dividends

Date the dividend is payable	Not applicable
Record date to determine entitlement to the dividend	-
Amount per security	-
Total dividend	-
Amount per security of foreign sourced dividend or distribution	-
Details of any dividend reinvestment plans in operation	-
The last date for receipt of an election notice for participation in any dividend reinvestment plans.	-

### NTA Backing

Net tangible asset backing per ordinary security	30 June 2025	31 December 2024
	18.87 cents	20.86 cents

# APPENDIX 4D HALF-YEAR REPORT TO THE AUSTRALIAN STOCK EXCHANGE

## AUDIT / REVIEW STATUS

This report is based on accounts to which one of the following applies: (Tick one)			
The accounts have been audited	<input type="checkbox"/>	The accounts have been subject to review	<input checked="" type="checkbox"/>
If the accounts are subject to audit dispute or qualification, a description of the dispute or qualification:			
Not Applicable			

## ATTACHMENTS FORMING PART OF APPENDIX 4D

Attachment No.	Details
1	Financial Statements
Signed by (Managing Director & CEO)	
Print Name:	John Macpherson
Date:	12 September 2025

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# **TOLU MINERALS LIMITED AND CONTROLLED ENTITIES**

ARBN 657 300 359

## **FINANCIAL REPORT FOR THE HALF-YEAR ENDED 30 JUNE 2025**

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# Directors' Report

FOR THE HALF-YEAR ENDED 30 JUNE 2025

Your Directors submit their report for Tolu Minerals Limited "the Company" and controlled entities "the Group" for the half-year ended 30 June 2025.

The financial statements are presented in Australian dollars which is the Company's presentation currency.

## DIRECTORS

The names of the Directors of the Company in office during the half-year and until the date of this report are:

- John (Iain) Macpherson
- John Anderson
- Howard Lole
- Larry Andagali

The directors have been in office since the start of the half-year to the date of this report unless otherwise stated.

## PRINCIPAL ACTIVITY

The principal activity of the Company during the half-year was refurbishment of the Tolukuma Gold Mine, construction and refurbishment of key infrastructure and near mine & regional exploration. No significant change in the nature of these activities occurred during the half-year.

## REVIEW OF OPERATIONS AND RESULTS

For the half-year ended 30 June 2025, Tolu Minerals Limited reported a loss after tax of \$6,727,410 compared to a \$3,292,702 loss in the previous corresponding period.

In October 2022 Tolu successfully completed the 100% acquisition of the Tolukuma Gold Mine ("TGM") in Papua New Guinea ("PNG") along with its associated assets and mine infrastructure. In parallel with the acquisition process, Tolu also secured a number of additional, strategically important Exploration Licenses ("EL"s) across the Tolukuma structural corridor giving Tolu a substantial and highly prospective land package to complement the mine and existing infrastructure, collectively referred to as the "Tolukuma Project". The Tolukuma Project currently includes one mining lease (ML 104) and seven exploration licenses surrounding TGM, providing a dominant landholding of 775 km<sup>2</sup> across the highly productive Tolukuma epithermal structure.

Tolu also holds the Mt Penck tenement, EL 2662, over some 102km<sup>2</sup> of copper/gold targets within the very mineralised Kulu Simi trend on the island of New Britain to the East of the PNG mainland (see Figure 1 and Table 1). Tolu also has an exploration license application ELA 2866 Namo (201.8km<sup>2</sup>) immediately adjacent and to the South and West of Mt. Penck in West New Britain.

Based on the results of the Airborne MT, Tolu also submitted exploration license applications across the Tolukuma Structure. They are: ELA 2859, Mt, Tafa (92.1km<sup>2</sup>); ELA 2860, Karau (67.9km<sup>2</sup>); ELA 2862, Mt. Tafa West (81.8km<sup>2</sup>); and ELA 2890 Mt. Kebea (228.5km<sup>2</sup>).

Tolu also identified and secured the potentially large prospective porphyry target at Ipi River, EL2780 (395.6 km<sup>2</sup>) Northwest of the Tolukuma structure.

# Directors' Report

FOR THE HALF-YEAR ENDED 30 JUNE 2025

The Company's operational strategy remains focused on four key work streams comprising:

- Fundamentally reducing the TGM's historic cost structure through a work program consisting of the development of the access road, refurbishing the hydro power station and initial dewatering by means of syphoning, pumping and provision of drain holes;
- Initiate early gold production at TGM through the construction of a gravity only pilot plant that in addition to testing gravity recovery, will target revenue generation pending the recommissioning of the existing gravity / leaching plant and will support mine development for initial production;
- Undertake a substantial exploration programme including development and drilling on-mine at TGM to improve the current MRE, near mine exploration, regional exploration on the broader Tolukuma low sulphidation epithermal structure and seek to explore on new exploration targets at TGM, the Ipi River tenement and Mt Penck defined by the recent Airborne MT acquisition; and
- Prepare TGM for an ultimate return to name plate capacity production following the refurbishment of the existing gold plant.

In line with the strategy, on 7 May 2025, the Company completed a further equity raising of A\$27.25 million (before costs).

The Company continues to evaluate and assess all practical, logical and accretive ways to accelerate key projects including:-

- Exploration of ML 104, near mine and regional areas including Mt Penck and Ipi river;
- Production scale up;
- Hydro power reinstatement;
- Transport, post the completion of the mine access road and significant investment in service and access roads;
- Exploration drives, to be further enhanced by dewatering drainage portals; and
- Tailings management assisted by geotube socks now installed as well as the longer term Tailings Management Facility that is currently being evaluated and designed by tailings engineers.

## CASH POSITION

At 30 June 2025, the Group had cash reserves of \$21,563,275 and net current assets of \$19,458,792.

## DIVIDENDS

Subsequent to 31 December 2024 the Directors have not recommended the payment of an interim dividend.

## SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the Company's state of affairs that occurred during the financial half-year, other than those referred to elsewhere in this report.

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## Directors' Report

FOR THE HALF-YEAR ENDED 30 JUNE 2025

### AFTER BALANCE DATE EVENTS

Other than as noted elsewhere in this report, there has been no other significant events post balance date.

### END OF DIRECTORS' REPORT

Signed in accordance with a resolution of the Directors this 12th day of September 2025.



.....  
John Macpherson – Managing Director & CEO

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 30 JUNE 2025

	Note	Consolidated Group	
		Jun-25 \$	Jun-24 \$
<b>REVENUE AND OTHER INCOME</b>			
Other income	3	-	376,745
Interest income		81,531	12,077
<b>TOTAL REVENUE AND OTHER INCOME</b>		<b>81,531</b>	<b>388,822</b>
<b>OTHER EXPENSES</b>			
Depreciation and amortisation expense	4	(137,188)	(109,722)
Employee benefits expense		(4,742,103)	(2,130,042)
Finance costs	4	(218,020)	(204,502)
Foreign currency gain (loss)		(66,968)	(65,693)
Legal and professional fees		(151,465)	(224,646)
Travel expenses		(561,106)	(444,619)
Fair value loss on financial liabilities through the profit or loss		(34,800)	(30,847)
Other expenses		(897,291)	(471,453)
<b>PROFIT (LOSS) BEFORE INCOME TAX EXPENSE</b>		<b>(6,727,410)</b>	<b>(3,292,702)</b>
Income tax (expense) / benefit	5	-	-
<b>PROFIT (LOSS) FOR THE YEAR</b>		<b>(6,727,410)</b>	<b>(3,292,702)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<i>Items that may be reclassified to profit or loss in subsequent years (net of tax):</i>			
Translation of foreign operations		(2,056,116)	(147,488)
<b>TOTAL OTHER COMPREHENSIVE INCOME /(LOSS)</b>		<b>(2,056,116)</b>	<b>(147,488)</b>
<b>TOTAL COMPREHENSIVE INCOME /(LOSS)</b>		<b>(2,056,116)</b>	<b>(147,488)</b>

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

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# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE HALF-YEAR ENDED 30 JUNE 2025

	Note	Consolidated Group	
		Jun-25 \$	Dec-24 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	21,563,275	16,738,502
Receivables		2,762,077	2,220,020
Prepayments		346,258	494,361
<b>TOTAL CURRENT ASSETS</b>		<b>24,671,610</b>	<b>19,452,883</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	7	791,663	393,290
Intangible assets	7	25,366	17,926
Lease assets	10	171,293	262,382
Mine tenements, information and other assets	8	49,134,122	34,338,893
Security deposits		130,037	66,647
<b>TOTAL NON-CURRENT ASSETS</b>		<b>50,252,481</b>	<b>35,079,138</b>
<b>TOTAL ASSETS</b>		<b>74,924,091</b>	<b>54,532,021</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Payables	11	4,937,677	4,015,844
Lease liabilities - current	10	134,760	156,640
Provisions		140,381	35,878
<b>TOTAL CURRENT LIABILITIES</b>		<b>5,212,818</b>	<b>4,208,362</b>
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities - non-current	10	54,526	122,029
Borrowings - non-current	12	4,654,431	4,816,815
Contingent consideration liability	9	709,189	674,390
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>5,418,146</b>	<b>5,613,234</b>
<b>TOTAL LIABILITIES</b>		<b>10,630,964</b>	<b>9,821,596</b>
<b>NET ASSETS</b>		<b>64,293,127</b>	<b>44,710,425</b>
<b>EQUITY</b>			
Issued capital	13	86,392,271	60,509,187
Reserves	14	825,191	398,163
Accumulated losses		(22,924,335)	(16,196,925)
<b>TOTAL EQUITY</b>		<b>64,293,127</b>	<b>44,710,425</b>

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

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 30 JUNE 2025

	Consolidated Group			Total
	Share Capital	Accumulated Losses	Reserves	
	Note 13		Note 14	
\$	\$	\$	\$	
<b>BALANCE AT 1 JANUARY 2024</b>	<b>26,739,403</b>	<b>(8,580,442)</b>	<b>(940,152)</b>	<b>17,218,809</b>
Comprehensive income				
Profit for the period	-	(7,616,483)	-	(7,616,483)
Other comprehensive loss for the period	-	-	554,865	554,865
Total comprehensive income / (loss) for the period	-	(7,616,483)	554,865	(7,061,618)
<i>Transactions with owners, in their capacity as owners, and other transfers</i>				
Shares issued during the period	35,947,148	-	-	35,947,148
Transaction costs	(2,177,364)	-	-	(2,177,364)
Share-based payments	-	-	783,450	783,450
Total transactions with owners and other transfers	33,769,784	-	783,450	34,553,234
<b>BALANCE AT 31 DECEMBER 2024</b>	<b>60,509,187</b>	<b>(16,196,925)</b>	<b>398,163</b>	<b>44,710,425</b>
Comprehensive income				
Profit for the period	-	(6,727,410)	-	(6,727,410)
Other comprehensive loss for the period	-	-	(2,056,116)	(2,056,116)
Total comprehensive gain/ (loss) for the period	-	(6,727,410)	(2,056,116)	(8,783,526)
<i>Transactions with owners, in their capacity as owners, and other transfers</i>				
Shares issued during the period	27,250,000	-	-	27,250,000
Transaction costs	(1,366,916)	-	-	(1,366,916)
Share-based payments	-	-	2,483,144	2,483,144
Total transactions with owners and other transfers	25,883,084	-	2,483,144	28,366,228
<b>BALANCE AT 30 JUNE 2025</b>	<b>86,392,271</b>	<b>(22,924,335)</b>	<b>825,191</b>	<b>64,293,127</b>

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

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# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

	Note	Consolidated Group	
		Jun-25 \$	Jun-24 \$
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Payments to suppliers and employees		(4,219,213)	(1,628,845)
Interest received		80,578	11,661
Finance costs		(15,388)	(5,546)
<b>Net cash used in operating activities</b>		<b>(4,154,023)</b>	<b>(1,622,730)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payment for property, plant and equipment		(484,794)	(337,021)
Purchase of intangible assets		-	(26,934)
Payments for exploration & evaluation		(16,246,255)	(7,202,259)
Payment for business / subsidiary, net of cash acquired		-	-
Payments for other non-current assets		(64,199)	(48,386)
<b>Net cash provided investing activities</b>		<b>(16,795,248)</b>	<b>(7,614,600)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from issue of shares		27,250,000	8,818,689
Proceeds from borrowings		-	-
Principal repayments - lease liabilities	10	(68,807)	(68,943)
Transaction costs on shares		(1,366,917)	(510,644)
<b>Net cash provided by financing activities</b>		<b>25,814,276</b>	<b>8,239,102</b>
Net increase / (decrease) in cash held		4,865,005	(998,228)
Effect of exchange rates on cash holdings in foreign currencies		(40,229)	1
Cash and cash equivalents at beginning of financial year		16,738,499	12,617,050
<b>Cash and cash equivalents at end of financial year</b>		<b>21,563,275</b>	<b>11,618,823</b>

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

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Reporting Entity

These financial statements for the interim half-year reporting period ended 30 June 2025 and have been prepared in accordance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

Tolu Minerals Limited (Parent) a company limited by shares incorporated in Papua New Guinea whose shares are publicly traded on the Australian Stock Exchange (ASX Code: TOK).

The consolidated interim financial report of the Group as at and for the six months ended 30 June 2024 comprises the Parent Company and its subsidiaries (together referred to as 'the Group').

Tolu Minerals Limited is a for-profit entity for the purpose of preparing the financial statements.

These 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 31 December 2024.

### (b) New or Amended Accounting Standards and Interpretations adopted

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

The Company has adopted all the new or amended Accounting Standards and Interpretations issued by the International Accounting Standards Board ('IASB') 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.

### (c) Foreign Currency Transactions and Balances

#### *Functional and presentation currency*

The financial statements are presented in Australian dollars which is the company's presentation currency. The Company's functional currency is Papua New Guinea Kina.

#### *Transactions and Balances*

Transactions undertaken in foreign currencies are recognised in the Company's functional currency, using the spot rate at the date of the transaction. Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are restated to the spot rate at the reporting date. Except for certain foreign currency hedges, all exchange gains or losses are recognised in profit or loss for the period in which they arise.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

### (d) Going Concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group incurred a loss of \$6,727,410 for half-year ended 30 June 2025 (Jun 2024: \$3,292,702).

Following the successful raising of approximately A\$17.3 million as part of its listing on the ASX in November 2023, the Company completed further raises with share placements on 29 April 2024 totalling A\$8.8 million, 31 October 2024 totalling A\$26.7 million and 7 May 2025 totalling \$27.3 million.

The share funds have been raised in order to meet:

- the Company's expenditure commitments and operating costs in relation to exploration costs on the Tolukuma Project and the Mt Penck Project;
- refurbishment and construction of the Tolukuma Gold Mine Infrastructure, including the tailings management facility and mining equipment; and
- corporate overhead and administrative costs.

On this basis no adjustments have been made to the financial report relating to the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might be necessary should the company not continue as a going concern. Accordingly, the financial report has been prepared on a going concern basis.

### (e) Basis of Consolidation and Equity Accounting

The consolidated financial statements comprise the financial statements of the Group as at, and for the period ended. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the ability to direct the activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- The rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

### (f) Basis of Consolidation and Equity Accounting Continued

The Group re-assesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

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

### (g) Estimates

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

In preparing the consolidated interim financial report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial report as at and for the year end 31 December 2024.

### (h) Comparative Figures

Where necessary, comparative figures have been adjusted to conform to changes in presentation for the current financial year where required by accounting standards or because of changes in accounting policy.

### (i) Rounding of Amounts

Amounts in the financial statements have been rounded off in accordance with the instrument to the nearest the nearest dollar.

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# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 2 OPERATING SEGMENTS

The Company's operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')), in assessing performance and in determining the allocation of resources.

The Directors are of the opinion that there is one reportable segment as the CODM reviews results, assesses performance and allocates resources at a company level.

## NOTE 3 OTHER INCOME

	Consolidated Group	
	Jun-25 \$	Jun-24 \$
Refund of legal fees (i)	-	368,878
Other	-	7,867
Total other income	-	376,745

(i) Represents the write back of legal fees

## NOTE 4 OPERATING PROFIT

	Note	Consolidated Group	
		Jun-25 \$	Jun-24 \$
<i>Losses before income tax has been determined after:</i>			
<i>Finance costs</i>			
- Lease Liabilities - finance charges	10	11,423	3,622
- Convertible notes	12	206,597	194,050
- Other		-	6,830
Total finance costs		218,020	204,502
<i>Depreciation and amortisation expense</i>			
- Computers	7	19,978	5,276
- Office equipment	7	3,319	1,577
- Motor vehicles	7	26,261	3,056
- Mining Equipment	7	4,074	19,429
- Software & other intangible assets	7	7,917	3,591
- Lease assets	10	75,639	76,793
Total depreciation and amortisation expense		137,188	109,722

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 5 INCOME TAX

	Consolidated Group	
	Jun-25	Jun-24
	\$	\$
INCOME TAX RECONCILIATION		
The prima facie tax payable on profit/ (loss) before income	(2,018,223)	(987,811)
<i>Add tax effect of:</i>		
Deferred tax assets not recognised	2,018,223	987,811
Income tax expense attributable to profit / (loss)	-	-

## NOTE 6 CASH AND CASH EQUIVALENTS

	Consolidated Group	
	Jun-25	Jun-24
	\$	\$
INCOME TAX RECONCILIATION		
The prima facie tax payable on profit/ (loss) before income	(2,018,223)	(987,811)
<i>Add tax effect of:</i>		
Deferred tax assets not recognised	2,018,223	987,811
Income tax expense attributable to profit / (loss)	-	-

## NOTE 7 PROPERTY PLANT AND EQUIPMENT & INTANGIBLES

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
PROPERTY PLANT AND EQUIPMENT		
Computer equipment at cost	154,237	97,556
Accumulated depreciation	(35,838)	(19,320)
	118,399	78,236
Office equipment at cost	46,432	23,657
Accumulated depreciation	(8,645)	(5,565)
	37,787	18,092
Motor vehicles at cost	300,909	268,776
Accumulated depreciation	(71,273)	(48,316)
	229,636	220,460
Mining equipment at cost	78,219	84,455
Accumulated depreciation	(11,235)	(7,953)
	66,984	76,502
Work in progress (WIP)	338,857	-
Total property plant and equipment	791,663	393,290

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 7 PROPERTY PLANT AND EQUIPMENT & INTANGIBLES CONTINUED

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
INTANGIBLE ASSETS		
Software & other intangible assets	42,291	26,934
Accumulated depreciation	(16,925)	(9,008)
	25,366	17,926
Total Intangible Assets	25,366	17,926

### Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year

	WIP	Computer equipment	Office equipment	Motor vehicles	Mining equipment	Total property plant & equipment	Software & other intangible assets	Total Intangible assets
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Balance at 31 Dec 2023</b>	-	6,183	5,394	59,090	2,157	72,824	-	-
Additions	-	87,529	16,087	202,721	78,649	384,986	26,934	26,934
Depreciation expense	-	(17,035)	(3,695)	(45,637)	(6,837)	(73,204)	-	-
Amortisation expense	-	-	-	-	-	-	(9,008)	(9,008)
Exchange rate differences	-	1,559	306	4,286	2,533	8,684	-	-
<b>Balance at 31 Dec 2024</b>	-	78,236	18,092	220,460	76,502	393,290	17,926	17,926
Additions	338,857	63,063	23,771	45,481	-	471,172	15,357	15,357
Depreciation expense	-	(19,978)	(3,319)	(26,261)	(4,074)	(53,632)	-	-
Amortisation expense	-	-	-	-	-	-	(7,917)	(7,917)
Exchange rate differences	-	(2,922)	(757)	(10,044)	(5,444)	(19,167)	-	-
<b>Balance at 30 Jun 2025</b>	338,857	118,399	37,787	229,636	66,984	791,663	25,366	25,366

## NOTE 8 MINE TENEMENTS, INFORMATION AND OTHER ASSETS

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
Mine tenements, information and other assets at cost	49,134,122	34,338,893
<i>Reconciliation of mine tenements, information and other assets at cost:</i>		
Opening carrying amount	34,338,893	10,602,074
Subsequent expenditure	16,487,624	23,385,278
Net foreign exchange movement	(1,692,395)	351,541
Closing carrying amount	49,134,122	34,338,893

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phase is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 8 FRONTIER SHARE SALE AGREEMENT & CONTINGENT CONSIDERATION

On 6 December 2022 the Group entered into an agreement Lanthanein Resources Limited (Lanthanein) to acquire 100% of the issued share capital of Frontier Copper PNG Ltd (Frontier).

Pursuant to the agreement, the purchase consideration was as follows:

	\$
Cash paid	500,000
3,000,000 shares issued (refer note 12)	1,500,000
Contingent consideration	611,137
<i>Total Purchase consideration</i>	<i>2,611,137</i>

### Contingent Consideration

If within 5 years of completion under the Frontier Share Sale Agreement, the Group identifies an aggregate minimum of 500,000 ounces of gold of not less than a JORC (2012) indicated category on the Frontier Tenements (Milestone), the Group must make a further payment to Lanthanein of A\$1,000,000, payable at the election of the Group as follows:

- (a) by way of cash;
- (b) if the Group has completed an IPO on the ASX, by the issue of shares at an issue price equal to the VWAP of the Shares over the last 30 days in which trading occurred in the Group's shares prior to the announcement of the satisfaction of the Milestone; or
- (c) a combination of (a) and (b).

At the time of the sale, the fair value of the contingent consideration was valued at A\$611,137 and was recognised as a financial liability in the statement of financial position, discounted at 10.35% p.a.

At 30 June 2025, the fair value was determined to be A\$709,189 as detailed below.

*Fair value of financial liability*

	Consolidated Group	
	Jun-25	Dec-24
Opening balance	\$ 674,390	\$ 611,137
Movement in fair value	34,799	63,253
Closing balance	<u>709,189</u>	<u>674,390</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 10 LEASE ASSETS AND LEASE LIABILITIES

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
<b>(a) Lease assets</b>		
<i>Premises</i>		
Under lease	369,677	399,148
Accum amortisation	(198,384)	(136,766)
Total carrying value of lease assets	171,293	262,382
<i>Reconciliation of the carrying amount of lease assets at the beginning and end of the financial year:</i>		
Opening carrying amount	262,382	19,229
Additions	-	433,955
Revaluation of existing lease	-	(37,423)
Depreciation expense	(75,639)	(150,821)
Disposals	-	(5,324)
Net forex movement	(15,450)	2,766
Closing carrying amount	171,293	262,382
<b>(b) Lease Liabilities</b>		
CURRENT		
<i>Premises</i>		
Lease liabilities	134,760	156,640
NON CURRENT		
<i>Premises</i>		
Lease liabilities	54,526	122,029
Total carrying amount of lease liabilities	189,286	278,669
<i>Reconciliation of the carrying amount of lease liabilities at the beginning and end of the financial year:</i>		
Opening carrying amount	278,669	21,151
Additions	-	433,955
Revaluation of existing lease	-	(37,423)
Lease repayments	(79,616)	(166,609)
Interest	11,423	29,064
Disposals	-	(6,388)
Net forex movement	(21,190)	4,919
Closing carrying amount	189,286	278,669

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 11 TRADE AND OTHER PAYABLES

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
CURRENT		
<i>Unsecured Liabilities</i>		
Trade creditors	3,405,989	2,813,565
Other payables	990,922	1,066,805
Employee related payables	540,766	135,474
	<u>4,937,677</u>	<u>4,015,844</u>

## NOTE 12 BORROWINGS

	Consolidated Group	
	Jun-25	Dec-24
	\$	\$
(a) Convertible notes		
NON CURRENT		
<i>Unsecured liabilities</i>		
Convertible notes	<u>4,654,431</u>	<u>4,816,815</u>
<i>Reconciliation of non-current borrowings at the beginning and end of the financial year:</i>		
Opening balance	4,816,815	4,347,386
Accrued interest	202,631	356,947
Changes in foreign currency translation	(365,015)	112,482
Closing balance	<u>4,654,431</u>	<u>4,816,815</u>

On 24 August 2022, the Company entered into a Convertible Note Deed with Petroleum Resources Kutubu Limited (PRK), a subsidiary of Mineral Development Resource Company for an amount of 10,000,000 Papua New Guinea Kina. The Company has granted a registered first ranking security interest over ML 104 and all the assets situated upon ML 104 pursuant to a general security deed. The notes issued to PRK have a 5-year maturity date expiring on 24 August 2027 and will bear interest at the rate of 8.5% p.a.

Following the ASX listing, the Noteholder is entitled to convert the notes into shares at a conversion price being the 15-day VWAP for trading of the Company's shares on ASX immediately prior to the issue of the conversion notice. PRK may exercise their right to convert the notes at any time, and the Company must redeem the notes at face value on the maturity date.

In addition, the Company has an early redemption right exercisable at any time over the 5-year period at 103% of the face value of the notes. Interest shall be capitalised annually in arrears and repaid on the earlier of the conversion date, the maturity date or the early redemption date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 13 SHARE CAPITAL

	Consolidated Group	
	Jun-25 \$	Dec-24 \$
200,971,224 fully paid ordinary shares; (Dec 2024: 166,908,724 fully paid ordinary shares)	90,370,802	63,120,802
Cost of capital raising	(3,978,531)	(2,611,615)
	<u>86,392,271</u>	<u>60,509,187</u>

### Ordinary Shares

	No. Shares	\$
<b>31 December 2024 share capital</b>	114,963,447	26,739,403
Share issue - 29 April 2024	16,727,175	8,363,588
Share issue - 20 June 2024	846,153	423,078
Share issue - 24 June 2024	80,000	-
Share issue - 27 June 2024	910,204	455,101
Share issue - 31 October 2024	33,381,745	26,705,396
Transaction costs relating to capital raising	-	(2,177,379)
<b>31 December 2024 share capital</b>	166,908,724	60,509,187
Share issue - 7 May 2025	34,062,500	27,250,000
Share issue - 3 June 2025	30,000	-
Transaction costs relating to capital raising	-	(1,366,916)
<b>30 June 2025 share capital</b>	<u>201,001,224</u>	<u>86,392,271</u>

- On 29 April 2024 – 16,727,175 shares were issued for consideration of A\$0.50 per share as part of a share placement.
- On 20 June 2024 – 846,153 shares were issued for consideration of A\$0.50 per share as part of a convertible note debt conversion.
- On 24 June 2024 – 80,000 sign-on entitlement shares were issued at no cost to employees under the employee shares and awards plan
- On 27 June 2024 – 910,204 shares were issued for consideration of A\$0.50 per share as part of a share placement.
- On 31 October 2024 – 33,381,745 shares were issued for consideration of A\$0.80 per share as part of a share placement.
- On 7 May 2025 – 34,062,500 shares were issued for consideration of A\$0.80 per share as part of a share placement.
- On 3 June 2025 – 30,000 sign-on entitlement shares were issued at no cost to employees under the employee shares and awards plan

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

## NOTE 13 SHARE CAPITAL CONTINUED

### Rights of each type of share

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

### Capital management

When managing capital, management's objective is to ensure the Company continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. This is achieved through the monitoring of historical and forecast performance and cash flows.

## NOTE 14 RESERVES

### (a) Movements in reserves were as follows:

	Other Reserves \$	Share based payments \$	Foreign currency translation \$	Total \$
Balance 1 January 2024	184,887	-	(1,125,039)	(940,152)
Share-based payment expense	-	783,450	-	783,450
Foreign currency translation	-	-	554,865	554,865
Balance at 31 December 2024	184,887	783,450	(570,174)	398,163
Foreign currency translation	-	-	(2,056,116)	(2,056,116)
Share-based payment expense	-	2,483,144	-	2,483,144
Balance at 30 June 2025	184,887	3,266,594	(2,626,290)	825,191

### (b) Nature and purpose of reserves

- The other reserve is used to record the initial recognition and measurement of the converting loans (which are interest free) under the effective interest rate method for loan holders who are shareholders.
- The share-based payments reserve is used to record the value of the share-based payments provided to employees including KMP, as part of their remuneration.
- The foreign currency translation reserve is used to record the exchange differences arising on translation of a foreign entity.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 30 JUNE 2025

### NOTE 15 RELATED PARTY TRANSACTIONS

(a) Transactions with key management personnel of the entity or its parent and their personally related entities:

	Consolidated Group	
	Jun-25	Jun-24
	\$	\$
Payments to related entities of L Andagali and H Lole	515,361	-
Payments to related entities of B Moller (*)	-	328,000
	<u>515,361</u>	<u>328,000</u>

*\*Resigned June 2024*

- Payment were made to TWL Fuels being a related entity of Directors, Mr L Andagali and Mr H Lole for fuel and logistic services.
- During the comparative year payments were made to a related entity of Mr B Moller. The payments represent legal fees.
- At 30 June 2025 there were no payments outstanding to related parties.
- All transactions were made at arm's length.

### NOTE 16 SUBSEQUENT EVENTS

From reporting date to the date in which this financial statement is authorised for issue, management is not aware of any significant event other thanas noted elsewhere in this report.

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## DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Tolu Minerals Limited, I state that:

In the opinion of the Directors:

1. The financial statements and notes, as set out on pages 10– 25 are in accordance with the PNG Companies Act 1997 including:
  - i. complying with Accounting Standards, the Companies Act 1997 and other mandatory professional reporting requirements; and
  - ii. give a true and fair view of the Company's and Group's financial position as at 30 June 2025 and performance, as represented by the results of its operations and its cash flows, for the half-year ended on that date.
2. 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.

On behalf of the Board



John Macpherson  
Managing Director & CEO

12 September 2025

## **Independent auditor's review report to the members of Tolu Minerals Limited**

### **Report on the half-year financial report**

#### **Conclusion**

We have reviewed the half-year financial report of Tolu Minerals Limited (the Company) and the entities it controlled during the half-year (together the Group), which comprises the consolidated balance sheet as at 30 June 2025, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, significant accounting policies and explanatory notes and the directors' declaration.

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

1. giving a true and fair view of the Group's financial position as at 30 June 2025 and of its performance for the half-year ended on that date
2. complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

#### **Basis for conclusion**

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity (ASRE 2410). Our responsibilities are further described in the Auditor's responsibilities for the review of the half-year financial report section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

#### **Responsibilities of the directors for the half-year financial report**

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

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

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including giving a true independent auditor's report to the members of Tolu Minerals Limited 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.

### **Kowas Chartered Accountants**

A handwritten signature in blue ink, appearing to read "Fred Kowas", is written over a faint blue line.

Fred Kowas

**Partner**

**Port Moresby**

12<sup>th</sup> September 2025