



TG Metals Limited

A.C.N. 644 621 830

ANNUAL REPORT

For the Year ended 30 June 2022

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Corporate Directory

Directors

Richard Bevan (*Non-Executive Chair*)

Brett Smith (*Non-Executive Director*)

Di (Gloria) Zhang (*Non-Executive Director*)

Company Secretary

Nicki Farley

Principal Place of Business

Level 24, 44 St Georges Terrace

PERTH WA 6000

Registered Office

Level 24, 44 St Georges Terrace

PERTH WA 6000

Ph: +61 8 6211 5099

Auditors

BDO Audit (WA) Pty Ltd

Level 9

Mia Yellagonga Tower 2

5 Spring Street

PERTH WA 6000

Stock Exchange Listing

Australian Securities Exchange

Home Exchange: Perth

ASX Code: TG6

Share Registry

Automic Registry Services

Level 5, 191 St Georges Terrace

PERTH WA 6000

Corporate Governance Statement

<https://tgmetals.com.au/about-us/corporate-governance/>

Chairperson's Letter

Dear Shareholders,

It gives me great pleasure on behalf of the Board of Directors to present the 2022 Annual Report of TG Metals Limited ("**Company**").

We successfully listed on the Australian Stock Exchange on 24th May this year and I would like to thank all our shareholders, old and new, for their support of the Company.

The Company's flagship project is the 100% owned Lake Johnston Project in Western Australia. It is located within a highly prospective area of greenstone belt with a history of past nickel production and is prospective for both nickel and lithium. Both of these metals are expected to play a key role in the global transition to cleaner energy production.

Our management team led by CEO David Selfe, have spent considerable time over the past few months gaining the requisite regulatory and community approvals to ensure that 2023 is a busy year on-ground at the Project. They have also done considerable work consolidating the data from historical exploration work, which will greatly assist the Company in generating, assessing and prioritising our exploration targets. High quality exploration is key to our strategy and success of this will ultimately drive shareholder value.

It is an exciting time to be a shareholder in the Company. We have near term discovery opportunities in multiple commodities, all of which are forecast to have high demand for the foreseeable future.

We welcome all our stakeholders on the journey!



Richard Bevan

Directors' Report

Your directors present their report together with the financial statements on TG Metals Limited ('TG Metals Limited' or 'the Company') for the year ended 30 June 2022. The Company was incorporated on 16 October 2020.

Following the Company's successful Initial Public Offering ('IPO'), the Company was admitted to quotation on the Australian Securities Exchange ('ASX') on 24 May 2022.

Directors

The names of the directors in office during the financial year and up to the date of this report, unless otherwise stated, are:

Dean Calder (resigned 23 December 2021)
 Jaxon Crabb (resigned 23 December 2021)
 Stewart McDonald (resigned 23 December 2021)
 Richard Bevan (appointed 23 December 2021)
 Brett Smith (appointed 23 December 2021)
 Di (Gloria) Zhang (appointed 23 December 2021)

Information on Directors

Dean Calder (BBus, CA, ACIS), Non-Executive Chair (resigned 23 December 2021)

Mr Calder is a qualified Chartered Accountant who has over 30 years' experience. Mr Calder completed a Bachelor of Business degree in 1988 with a double major in Accounting and Business Law. He qualified as a Chartered Accountant in 1992 and after spending 8 years working for international accounting firms, he commenced public practice as a partner in a West Perth accounting firm in 1997. Mr Calder is also a Chartered Secretary and has sat on various ASX listed company boards over the last 20 years.

Directorships held in other ASX-listed companies in the last 3 years:

- None

Jaxon Crabb, Non-Executive Director (resigned 23 December 2021)

Mr Crabb has more than 20 years' experience with investor engagement, marketing and public relations across a wide range of ASX listed companies. He is currently the Business Development Manager at Vertical Events - a Perth based company who is the premier mining, resources and technology conference organizing company in Australia.

Directorships held in other ASX-listed companies in the last 3 years:

- None

Stewart McDonald, Non-Executive Director (resigned 23 December 2021)

Mr McDonald is the owner of Vertical Events and RIU. Since its establishment in 1998, Vertical Events and RIU have become the premier conference organisers for the resource sector in Australia. Mr McDonald has also been involved in several public company floats and roles over the years as CFO and company secretary. He is a seasoned resource professional.

Directorships held in other ASX-listed companies in the last 3 years:

- None

Richard Bevan, Non-Executive Chair (appointed 23 December 2021)

Mr Bevan has been involved in business areas as diverse as healthcare, construction and engineering, resources and information services. He has extensive senior management experience having been the Managing Director, CEO and Chairman of several listed and unlisted companies, including most recently being the founding Managing Director of Cassini Resources Limited.

In October 2020, Cassini Resources was acquired by OZ Minerals Limited (ASX: OZL) via a Scheme of Arrangement. Mr Bevan continues his involvement with OZ Minerals as the WA Advisor to the West Musgrave Project.

Directors' Report (continued)

Information on Directors (continued)

Mr Bevan is also a Non-Executive Chairperson of Killi Resources Limited and Narryer Metals Limited.

Directorships held in other ASX-listed companies in the last 3 years:

- Cassini Resources Limited, appointed 10 March 2011, resigned 5 October 2020
- Empired Limited, appointed 1 February 2008, resigned 16 November 2021
- Cannon Resources Limited, appointed 21 February 2021
- Killi Resources Limited, appointed 18 August 2021
- Narryer Metals Limited, appointed 1 July 2021

Brett Smith, Non-Executive Director (appointed 23 December 2021)

Mr Smith has more than 35 years' experience as a geologist across a wide range of commodities and global jurisdictions. He has over 20 years' experience in investor engagement, corporate management and board responsibilities with private and ASX-listed companies.

Mr Smith is currently the Managing Director of Corazon Mining Limited (ASX: CZN) - a Perth based company focused on nickel sulphide exploration and resource development in Canada and Australia.

Directorships held in other ASX-listed companies in the last 3 years:

- Corazon Mining Limited, appointed 1 July 2010
- Aruma Resources Limited, appointed 1 August 2022

Di (Gloria) Zhang (BCom Marketing & Management, MBA, MAICD), Non-Executive Director (appointed 23 December 2021)

Ms Zhang has more than 28 years' experience in international business, banking, project management and marketing.

She works as an international business advisor for several major ASX-listed companies, including Arafura Resources Ltd (ASX: ARU), Core Lithium (ASX: CXO), and other companies from Australian critical minerals sector. Ms Zhang is instrumental in capital raising, offtake negotiation, joint venture management and Asian shareholder relations and once held a senior management role in a Chinese mining company's Australian operation. She is a Graduate Member of the Australian Institute of Company Directors and is currently the Chair of the Australian Association of International Business and Managing Director of Intlang Corporate Consulting.

Directorships held in other ASX-listed companies in the last 3 years:

- None

Company Secretary

Nicki Farley (BA, LLB) (appointed 2 March 2022)

On 2 March 2022, Ms Farley was appointed as Company Secretary replacing Mr Calder.

Ms Farley has over 15 years' experience working within the legal and corporate advisory sector providing advice in relation to capital raisings, corporate and securities laws, mergers and acquisitions and corporate compliance. Ms Farley has held a number of secretarial roles for ASX listed companies.

Principal Activities

The Company was incorporated as a proprietary company on 16 October 2020, for the purpose of exploring for, discovering and then proceeding to develop mineral deposits.

Operating Results

The loss for the year ended 30 June 2022 after providing for income tax amounted to \$2,026,597 (2021: \$41,974).

Directors' Report (continued)

Review of operations

TG Metals successfully listed on the ASX on 26 May 2022. The Initial Public Offering (IPO) raised \$6 million. The Company is now well funded to execute its planned exploration programs at the Lake Johnston project and looks forward to the results from these activities.

Lake Johnston Project

During the period, the Company initiated its multi-faceted exploration program with an initial focus on both sulphide and oxide nickel, lithium in pegmatites and gold.

The Company engaged Southern Geoscience consultants to review historical geophysical surveys over the Lake Johnston project area. This review is designed to assess the effectiveness of previous nickel sulphide exploration by past explorers, identify new targets and make recommendations for future work. This follows the review of existing geophysical data completed for the IPO process on the Lake Tay prospect area, the southern most tenement holdings. The Lake Tay geophysics review identified that past electromagnetic (EM) surveys, which are effective in detecting massive sulphide deposits, were unable to penetrate below 150 metres below surface which is shallower than the target type deposit, Emily Ann, which commences at +200m below surface. Modern high-powered geophysics has been recommended in the Lake Tay prospect area to penetrate deeper than previous explorers were able and discern sulphide mineralization from other conductive sources.

During the period, the Company also completed planning of a soil sampling program targeting lithium and base metals along the previously underexplored granite-mafic western contact at the Bremer Range prospect (Figure 1). All Points Sampling was engaged to carry out the fieldwork. The aim is to detect any Lithium-Caesium-Tantalum (LCT) pegmatites that may be present.

Directors' Report (continued)

Review of operations (continued)

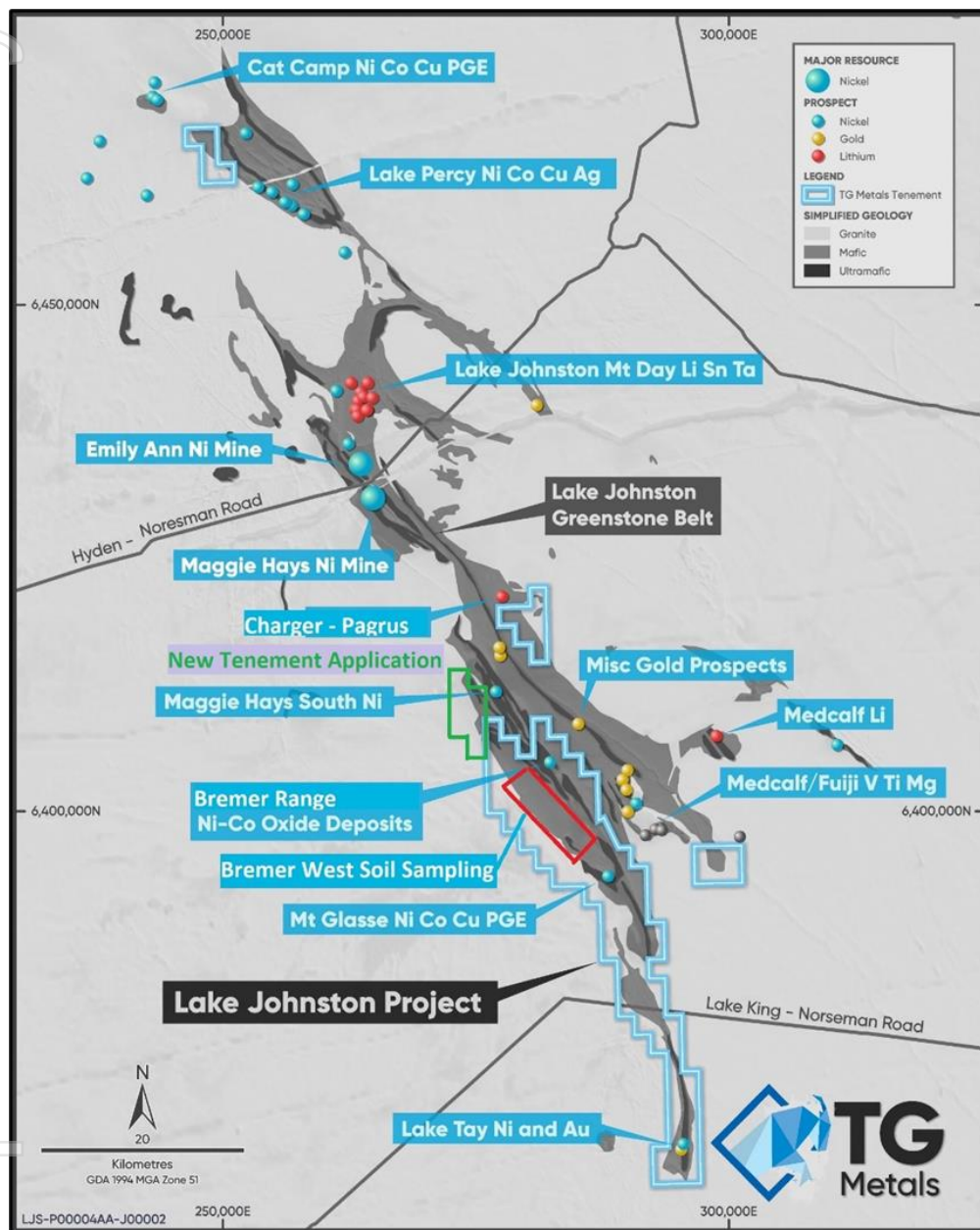


Figure 1 – Lake Johnston Project Showing Bremer West Soil Sampling Area

In addition to the soil sampling program at Bremer Range, exploration work on the nickel laterite prospect also progressed during the period, with the Company currently seeking Program of Works (POW) and Heritage clearances for the Company's maiden drilling program. The proposed drilling will test additional areas prospective for high-grade nickel (defined by past drilling) as a lead into potential resource definition activities and acquiring metallurgical test samples.

Directors' Report (continued)

Significant Changes in the State of Affairs

On 23 December 2021, the Board of Directors unanimously resolved to appoint Richard Bevan, Brett Smith, and Di (Gloria) Zhang as directors of the Company. Resignation as directors were received from Dean Calder, Jaxon Crabb and Stewart McDonald.

On 14 January 2022, there was a consolidation of share capital on a 3 for 4 basis, the Company changed its name from Tethered Goat Pty Ltd to TG Metals Limited and the status of the Company was converted from Proprietary to Public.

On 2 March 2022, further to a second round of capital raising, the Company issued 4,166,664 ordinary shares at an issue price of \$0.12 per share to raise \$500,000.

On 19 May 2022, pursuant to the Company's Prospectus dated 4 April 2022, the Company successfully raised \$6,000,000, before costs, through the issue of 30,000,000 ordinary shares at an issue price of \$0.20 per share.

On 24 May 2022, the Company was admitted to the Official List of the ASX.

Events Subsequent to Reporting Date

No matters or circumstances has arisen since 30 June 2022 that has affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Rounding of Amounts

The Company 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 \$1.

Likely Developments and Expected Results of Operation

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

Dividends Paid or Recommended

No dividends were paid during the financial year (2021: nil) and no recommendation is made as to payments of future dividends.

Meetings of Directors

During the financial year, three meetings of Directors were held. Attendances by each director were as follows:

	Number eligible to attend	Number attended
Dean Calder	-	-
Jaxon Crabb	-	-
Stuart McDonald	-	-
Richard Bevan	3	3
Brett Smith	3	3
Gloria Zhang	3	3

Directors' Security Interests

As at the date of this report, the interests of the Directors in the securities of the Company were:

Director	Ordinary Shares	Unlisted Options	Performance Rights
Richard Bevan	791,667	600,000	1,400,000
Brett Smith	2,300,000	1,388,706	880,000
Gloria Zhang	468,750	775,645	880,000

Directors' Report (continued)

Share Options

As at the date of this report, the unissued ordinary shares of the Company under option are as follows:

Options	Grant Date	Expiry Date	Exercise Price	Number under Option	Balance vested at 30 June 2022
Founder Options	10 March 2022	24 May 2025	\$0.20	5,218,606	5,218,606
Seed Options	10 March 2022	24 May 2025	\$0.25	3,042,181	3,042,181
Management Options	15 March 2022	24 May 2027	\$0.30	1,800,000	1,800,000
Management Options	30 March 2022	24 May 2027	\$0.30	1,200,000	1,200,000
Lead Manager Options	19 May 2022	30 June 2024	\$0.30	3,225,000	3,225,000
				14,485,787	14,485,787

All options on issue are unlisted.

Remuneration Report (Audited)

This report outlines the remuneration arrangements in place for the key management personnel of TG Metals Limited (the "Company") for the financial year ended 30 June 2022. The information provided in this remuneration report has been audited as required by Section 308(3C) of the *Corporations Act 2001*.

The remuneration report details the remuneration arrangements for key management personnel ("KMP") who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly.

The board policy is to remunerate Non-Executive Directors at a level which provides the Company with the ability to attract and retain directors with the experience and qualification appropriate to the development strategy of the Company. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. The current maximum amount of remuneration that may be paid to all Non-Executive Directors has been set at \$500,000 per annum as per the Company's Constitution. The remuneration of Directors is reviewed annually by the Company.

Non-Executive Director fees are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company.

During the financial year, the Company did not employ the use of remuneration consultants.

Directors' Report (continued)

Remuneration Report (continued)

Key Management Personnel

The key management personnel of the Company are considered to be the Directors and Mr David Selfe, who was appointed as Chief Executive Officer on 30 March 2022. There are no other individuals who have the authority and responsibility for planning, directing and controlling the activities of the Company.

The following table discloses the contractual arrangements with the Company's key management personnel that were in place as at 30 June 2022.

Component	Non-Executive Chair – Mr Richard Bevan
Fixed remuneration	\$60,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p>Options</p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p>Performance Rights</p> <p>1,400,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <ul style="list-style-type: none"> (i) 466,667 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights); (ii) 466,667 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and (iii) 466,666 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).
Component	Non-Executive Director – Mr Brett Smith
Fixed remuneration	\$45,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p>Options</p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p>Performance Rights</p> <p>880,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <ul style="list-style-type: none"> (i) 293,334 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights); (ii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and (iii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).

Directors' Report (continued)

Remuneration Report (continued)

Component	Non-Executive Director – Ms Gloria Zhang
Fixed remuneration	\$45,000 per annum plus statutory superannuation and excluding any GST.
Long term incentives	<p>Options</p> <p>600,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p>Performance Rights</p> <p>880,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <ul style="list-style-type: none"> (i) 293,334 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights); (ii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and (iii) 293,333 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).

Component	Chief Executive Officer – Mr David Selfe
Fixed remuneration	\$220,000 per annum plus statutory superannuation.
Long term incentives	<p>Options</p> <p>1,200,000 options to acquire shares on a 1 for 1 basis, each with an exercise price of \$0.30 and expiring 24 May 2027.</p> <p>Performance Rights</p> <p>1,950,000 rights to acquire shares on a 1 for 1 basis, vesting on the date of achievement of certain performance milestones and expiring 24 May 2027, comprising:</p> <ul style="list-style-type: none"> (i) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.40 (Class A Performance Rights); (ii) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.60 (Class B Performance Rights); and (iii) 650,000 performance rights automatically vesting on the Company achieving a 20-day volume weighted average price (VWAP) of at least \$0.70 (Class C Performance Rights).
Other entitlements	Annual leave, personal/carer's leave, long service and parental leave.
Termination notice by the individual/company	6 months.

Directors' Report (continued)

Remuneration Report (continued)

Relationship between the Remuneration Policy and Company Performance

Aside from the matters described above, no other Director held or holds any contract for performance-based remuneration with the Company.

Remuneration Expense for the Year Ended 30 June 2022

The following amounts were paid as compensation for services as key management personnel of the Company during the year:

2022	Short-term employee benefits			Post-employment benefits	Share-based payments		Performance based remuneration %
	Salary & Fees \$	Bonus \$	Other \$		Equity-settled Options and Rights \$	Total \$	
Directors							
Dean Calder ¹	-	-	-	-	-	-	-
Jaxon Crabb ¹	-	-	-	-	-	-	-
Stewart McDonald ¹	-	-	-	-	-	-	-
Richard Bevan ²	5,968	-	-	500	98,503	104,971	13.03%
Brett Smith ²	4,476	-	-	448	194,346	199,270	4.31%
Gloria Zhang ²	4,476	-	-	448	114,432	119,356	7.20%
Senior Management							
David Selfe	21,882	-	-	2,188	186,351	210,421	7.85%
Total	36,802	-	-	3,584	593,632	634,018	7.52%

¹ Represents remuneration from 1 July 2021 to date of resignation, being 23 December 2021.

² Represents remuneration from date of appointment, being 23 December 2021, to 30 June 2022.

Remuneration Expense for the Year Ended 30 June 2021

No remuneration was paid to key management personnel during the year ended 30 June 2021.

Options and Rights Issued

Founder Options

In or about November 2020, the Company raised \$60,000 from the issue of 14,887,500 ordinary shares (post-consolidation) at \$0.004 per share, as well as 5,218,606 options (post-consolidation), to the Company's initial investors ('Founder Raising').

The total fair value of the options granted to key management personnel who participated in the Founder Raising was \$100,923 which was recognised as a share based payment as at 30 June 2022.

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

Weighted average exercise price	\$0.20
Weighted average life of the options	3.21 years
Weighted average underlying share price	\$0.20
Expected share price volatility	100%
Risk-free interest rate	1.74%
Grant date	10 March 2022
Expiry date	24 May 2025
Value per option	\$0.12796

Directors' Report (continued)**Remuneration Report (continued)**

The following table summarises the equity-settled share options issued to key management personnel and other investors:

	Mr Smith	Other Investors	Total
Number Issued ¹	788,706	4,429,900	5,218,606
Grant Date	10 March 2022	10 March 2022	
Value per Option	\$0.12796	\$0.12796	
Total Value per Option	\$100,923	\$566,853	\$667,776

¹ All options issued have fully vested and are escrowed for a period of 24 months from the date of quotation.

Seed Options

In or about January 2021, the Company raised \$427,000 from the issue of 8,118,750 ordinary shares (post-consolidation) at \$0.053 per share, as well as 3,042,181 options (post-consolidation), to investors ('First Seed Raising').

The total fair value of the options granted to key management personnel who participated in the First Seed Raising was \$21,009 which was recognised as a share based payment for the year ended 30 June 2022.

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

Weighted average exercise price	\$0.25
Weighted average life of the options	3.21 years
Weighted average underlying share price	\$0.20
Expected share price volatility	100%
Risk-free interest rate	1.74%
Grant date	10 March 2022
Expiry date	24 May 2025
Value per option	\$0.11961

The following table summarises the equity-settled share options issued to key management personnel and other investors:

	Ms Zhang	Other Investors	Total
Number Issued	175,645 ¹	2,866,536 ²	3,042,181
Grant Date	10 March 2022	10 March 2022	
Value per Option	\$0.11961	\$0.11961	
Total Value per Option	\$21,009	\$342,867	\$363,876

¹ Options have fully vested and are escrowed for a period of 24 months from the date of quotation.

² All options issued have fully vested however the following escrow restrictions apply:

- 751,762 options are escrowed for a period of 24 months from the date of quotation; and
- 2,114,774 options are escrowed for a period of 12 months to 30 March 2023.

Management Options

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 3,000,000 unlisted options to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The total fair value of the options granted to key management personnel was \$424,308 which was recognised as a share based payment as at 30 June 2022.

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

Directors' Report (continued)**Remuneration Report (continued)**

	Directors	CEO
Weighted average exercise price	\$0.30	\$0.30
Weighted average life of the options	5.19 years	5.15 years
Weighted average underlying share price	\$0.20	\$0.20
Expected share price volatility	100%	100%
Risk-free interest rate	2.18%	2.61%
Grant date	15 March 2022	30 March 2022
Expiry date	24 May 2027	24 May 2027
Value per option	\$0.14137	\$0.14153

The following table summarises the equity-settled share options issued to key management personnel:

	Mr Bevan	Mr Smith	Ms Zhang	Mr Selfe	Total
Number Issued ¹	600,000	600,000	600,000	1,200,000	3,000,000
Grant Date	15 March 2022	15 March 2022	15 March 2022	30 March 2022	
Value per Option	\$0.14137	\$0.14137	\$0.14137	\$0.14153	
Total Value per Option	\$84,825	\$84,825	\$84,825	\$169,833	\$424,308

¹ All options issued have fully vested and are escrowed for a period of 24 months from the date of quotation.

Performance Rights

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 5,110,000 performance rights to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The performance rights were granted at nil consideration, do not have an exercise price and expire on 24 May 2027.

Each performance right will vest and convert to one fully paid ordinary share subject to the satisfaction of the following vesting conditions:

Tranche	Vesting Conditions
Class A	The Class A Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.40 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class B	The Class B Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.60 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class C	The Class C Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.70 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.

The fair value of the performance rights granted is estimated as at the date of grant using a barrier up-and-in trinomial option pricing model taking into account the terms and conditions upon which the performance rights were granted.

The total fair value of the performance rights granted to key management personnel was \$882,456. Based on the vesting conditions of the rights, \$47,392 has been recognised as a share based payment as at 30 June 2022.

Directors' Report (continued)**Remuneration Report (continued)****Directors**

	Class A	Class B	Class C	Total
	Performance Rights	Performance Rights	Performance Rights	
Number Issued	1,053,335	1,053,333	1,053,332	3,160,000
Grant Date	15 March 2022	15 March 2022	15 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,891	1,891	1,891	
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$191,496	\$179,593	\$174,537	\$545,626
Amount Expensed in Current Year	\$10,837	\$10,162	\$9,875	\$30,874
Amount to be Expensed in Future Years	\$180,659	\$169,431	\$164,662	\$514,752
Mr Bevan				
Number Issued	466,667	466,667	466,666	1,400,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$84,840	\$79,567	\$77,327	\$241,734
Amount Expensed in Current Year	\$4,801	\$4,502	\$4,375	\$13,678
Amount to be Expensed in Future Years	\$80,039	\$75,065	\$72,952	\$228,056
Mr Smith				
Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed in Current Year	\$3,018	\$2,830	\$2,750	\$8,598
Amount to be Expensed in Future Years	\$50,310	\$47,183	\$45,855	\$143,348
Ms Zhang				
Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed in Current Year	\$3,018	\$2,830	\$2,750	\$8,598
Amount to be Expensed in Future Years	\$50,310	\$47,183	\$45,855	\$143,348

Chief Executive Officer (Mr Selfe)

	Class A	Class B	Class C	Total
	Performance Rights	Performance Rights	Performance Rights	
Number Issued	650,000	650,000	650,000	1,950,000
Grant Date	30 March 2022	30 March 2022	30 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,876	1,876	1,876	
Value per Right	\$0.1818	\$0.1706	\$0.1658	
Total Value of Rights	\$118,170	\$110,890	\$107,770	\$336,830
Amount Expensed in Current Year	\$5,795	\$5,438	\$5,285	\$16,518
Amount to be Expensed in Future Years	\$112,375	\$105,452	\$102,485	\$320,312

Directors' Report (continued)

Remuneration Report (continued)

Key Management Personnel Shareholdings

Shares

The number of ordinary shares in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

Ordinary Shares 2022	Balance at 1 July 2021 or on date of appointment	Acquired during the year	Net other changes during the year	Balance at 30 June 2022 or on date of resignation
Directors				
Dean Calder (resigned 23/12/21)	468,750	-	-	468,750
Jaxon Crabb (resigned 23/12/21)	1,249,500	-	-	1,249,500
Stewart McDonald (resigned 23/12/21)	5,718,750	-	-	5,718,750
Richard Bevan (appointed 23/12/21)	416,667	375,000	-	791,667
Brett Smith (appointed 23/12/21)	2,250,000	50,000	-	2,300,000
Gloria Zhang (appointed 23/12/21)	468,750	-	-	468,750
Senior Management				
David Selfe	-	183,333	-	183,333
	10,572,417	608,333	-	11,180,750

Options

The number of unlisted options in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

Unlisted Options 2022	Balance at 1 July 2021 or on date of appointment	Allotted during the year	Balance at 30 June 2022 or on date of resignation	Balance vested at 30 June 2022
Directors				
Dean Calder (resigned 23/12/21)	-	-	-	-
Jaxon Crabb (resigned 23/12/21)	-	-	-	-
Stewart McDonald (resigned 23/12/21)	-	-	-	-
Richard Bevan (appointed 23/12/21)	-	600,000	600,000	600,000
Brett Smith (appointed 23/12/21)	-	1,388,706	1,388,706	1,388,706
Gloria Zhang (appointed 23/12/21)	-	775,645	775,645	775,645
Senior Management				
David Selfe	-	1,200,000	1,200,000	1,200,000
	-	3,964,351	3,964,351	3,964,351

Directors' Report (continued)

Remuneration Report (continued)

Performance Rights

The number of performance rights in TG Metals Limited held by each key management personnel of the Company during the financial year is as follows:

Performance Rights 2022	Balance at 1 July 2021 or on date of appointment	Allotted during the year	Balance at 30 June 2022 or on date of resignation	Balance vested at 30 June 2022
Directors				
Dean Calder (resigned 23/12/21)	-	-	-	-
Jaxon Crabb (resigned 23/12/21)	-	-	-	-
Stewart McDonald (resigned 23/12/21)	-	-	-	-
Richard Bevan (appointed 23/12/21)	-	1,400,000	1,400,000	-
Brett Smith (appointed 23/12/21)	-	880,000	880,000	-
Gloria Zhang (appointed 23/12/21)	-	880,000	880,000	-
Senior Management				
David Selfe	-	1,950,000	1,950,000	-
	-	5,110,000	5,110,000	-

Other Transactions with Key Management Personnel

Transactions with key management personnel related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

	2022 \$	2021 \$
(i) Payments to Calder Roth & Co, a firm of which Dean Calder is associated with, for accounting, taxation, company secretarial and general administrative services provided prior to resignation as Director and Company Secretary.	35,660	23,758
(ii) Payments to David Selfe Enterprises Pty Ltd, a company of which David Selfe is a Director, for consultancy services provided.	37,859	-
(iii) During the year ended 30 June 2022, prior to his resignation as a Non-Executive Director on 23 December 2021, Stewart McDonald participated in the Founder Raising and First Seed Raising to acquire 5,240,000 Founder shares and 468,750 Seed shares respectively. The total consideration paid for the shares was \$33,000 and \$25,000 respectively.		
In March 2022, the Company subsequently granted Mr McDonald 1,840,314 Founder options (post-consolidation) and 175,645 Seed options (post-consolidation) as part of his participation in the Founder Raising and First Seed Raising. The fair value of the options granted was \$235,488 and \$21,009 respectively and was calculated using the Black-Scholes option valuation model taking into account the terms and conditions of the options (refer to Notes 10(a) and 10(b)).		
Although the options were granted to Mr McDonald subsequent to his resignation as a Director, he is considered a related party as he is the spouse of Ms Zhang.		
(iv) During the year ended 30 June 2022, the Company issued 150,000 shares to Mining 2000 Pty Ltd at \$0.20 per share in reimbursement of \$30,000 in option fees, being \$10,000 paid to Black Resources Pty Ltd and \$20,000 paid to Matlock Geological Services Pty Ltd, which was paid on behalf of the Company.		

Mining 2000 Pty Ltd is an entity that is controlled by Stewart McDonald who is considered a related party as he is the spouse of Ms Zhang.

Directors' Report (continued)**Other Transactions with Key Management Personnel (continued)**

	2022 \$	2021 \$
<u>Amounts outstanding at reporting date</u>		
Aggregates amount payable to key management personnel and their related entities at reporting date:		
(i) Director remuneration	9,551	-
(ii) Other transactions	-	2,970
	<u>9,551</u>	<u>2,970</u>

End of Remuneration Report (Audited)**Environmental Regulations**

The Company's operations are not currently subject to any other significant environmental regulations in the jurisdictions it operates in, namely Australia.

Indemnity and insurance of officers

The Company has indemnified the Directors and Executives of the Company for costs incurred, in their capacity as a Director or Executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract of insurance to insure the Directors and officers of the Company against certain liabilities specified in the contract. The contract prohibits disclosure of the nature of the liabilities insured and the amount of the premium.

Non-Audit Services

The Company may decide to employ the auditors on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company are important.

The Directors are satisfied that the provision of non-audit services, during the year, by the auditor or a related practice of the auditor is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

Non-audit services provided by the Company's auditors and related entities for the year ended 30 June 2022 is detailed in Note 13 of this report.

Proceedings on behalf of the Company

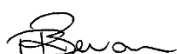
No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the period.

Auditor's Independence Declaration

The auditor's independence declaration under section 307C of the *Corporations Act 2001* for the period ended 30 June 2022 has been received and can be found on page 20.

This Report of the Directors complies with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* and is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001*.


RICHARD BEVAN

Director

Dated this 30th day of September 2022

DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF TG METALS LIMITED

As lead auditor of TG Metals Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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

A handwritten signature in black ink, appearing to read 'P. Murdoch', with a long horizontal stroke extending to the right.

Phillip Murdoch

Director

BDO Audit (WA) Pty Ltd

Perth

30 September 2022

Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2022

	Note	30 June 2022 \$	16 October 2020 - 30 June 2021 \$
Continuing operations			
Revenue		-	-
Tenement expenses		-	(566)
Consulting and professional fees	2	(232,052)	(38,964)
Employee and contractor expenses		(159,992)	-
Other expenses		(131,201)	(2,444)
Share based payments	10	(1,503,352)	-
Loss before tax		(2,026,597)	(41,974)
Income tax expense	4	-	-
Loss after income tax		(2,026,597)	(41,974)
Other comprehensive income, net of income tax			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that may be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(2,026,597)	(41,974)
Earnings per share for loss attributable to the ordinary equity holders of the Company:			
		Cents	Cents
Basic and diluted earnings per share	11	(7.25)	(0.28)

The Statement of Profit or Loss and Other Comprehensive Income is to be read in conjunction with the accompanying notes.

Statement of Financial Position

As at 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
Current Assets			
Cash and Cash Equivalents	5(a)	5,707,866	184,726
Trade and Other Receivables		28,739	1,129
Total Current Assets		5,736,605	185,855
Non-Current Assets			
Exploration and Evaluation Expenditure	6	467,596	270,480
Total Non-Current Assets		467,596	270,480
Total Assets		6,204,201	456,335
Current Liabilities			
Trade Payables and Other Payables	7	96,363	15,968
Provisions		1,716	-
Total Current Liabilities		98,079	15,968
Total Liabilities		98,079	15,968
Net Assets		6,106,122	440,367
Equity			
Issued Capital	8(a)	6,380,823	482,341
Reserves	9(b)	1,793,870	-
Accumulated Losses	9(a)	(2,068,571)	(41,974)
Total Equity		6,106,122	440,367

The Statement of Financial Position is to be read in conjunction with the accompanying notes.

Statement of Changes in Equity

For the year ended 30 June 2022

	Note	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
Balance as at 16 October 2020		1	-	-	1
Loss for the period		-	-	(41,974)	(41,974)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss for the period		-	-	(41,974)	(41,974)
<i>Transactions with owners, directly in equity</i>					
Share application funds received	8(a)	487,000	-	-	487,000
Share issue costs	8(a)	(4,660)	-	-	(4,660)
Balance at 30 June 2021		482,341	-	(41,974)	440,367
Balance as at 1 July 2021		482,341	-	(41,974)	440,367
Loss for the period		-	-	(2,026,597)	(2,026,597)
Other comprehensive income for the period		-	-	-	-
Total comprehensive loss for the period		-	-	(2,026,597)	(2,026,597)
<i>Transactions with owners, directly in equity</i>					
Shares issued	8(a)	6,530,000	-	-	6,530,000
Share issue costs	8(a)	(631,518)	-	-	(631,518)
Share based payments	10	-	1,793,870	-	1,793,870
Balance at 30 June 2022		6,380,823	1,793,870	(2,068,571)	6,106,122

The Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

Statement of Cash Flows

For the year ended 30 June 2022

	Note	30 June 2022 \$	16 October 2020 - 30 June 2021 \$
Cash flows from operating activities			
Payments to suppliers and employees		(468,744)	(27,135)
Net cash used in operating activities	5(b)	(468,744)	(27,135)
Cash flows from investing activities			
Payments for acquisition of tenements		(75,000)	(270,480)
Payments for exploration and evaluation		(92,116)	-
Net cash used in investing activities		(167,116)	(270,480)
Cash flows from financing activities			
Proceeds from issue of shares		6,500,000	487,001
Share issue transaction costs		(341,000)	(4,660)
Net cash provided from financing activities		6,159,000	482,341
Net increase in cash held		5,523,140	184,726
Cash and cash equivalents at the beginning of the period		184,726	-
Cash and cash equivalents at the end of the period	5(a)	5,707,866	184,726

The Statement of Cash Flows is to be read in conjunction with the accompanying notes.

Notes to the Financial Statements

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies

(a) Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and Interpretations and complies with other requirements of the law.

The accounting policies detailed below have been consistently applied to all of the years presented unless otherwise stated.

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

The Company 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 \$1.

(b) Statement of compliance

The financial report was authorised for issue on 30 September 2022.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (IFRS). Compliance with AIFRS ensures that the financial report comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(c) Going concern

This report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

For the year ended 30 June 2022 the Company recorded a loss of \$2,026,597 (2021: \$41,974) and had net cash outflows from operating and investing activities of \$635,860 (2021: \$297,615). At 30 June 2022, the Company had a working capital surplus of \$5,638,526 (2021: \$169,887).

(d) Changes in accounting policies and disclosures

The Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for future reporting periods. It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on the Company and therefore, no change will be necessary to Company accounting policies.

(e) Exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)

(f) Income Tax

The income tax expense or benefit for the year is the tax payable on the current year's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior years are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except when:

- the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized, except when:

- the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be recognised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be recognised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is recognised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)**(g) Other taxes**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Government. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the Government is included as part of receivables or payables in the statement of financial position. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which is receivable from or payable to the Government, are disclosed as operating cash flows.

(h) Impairment of non-financial assets other than goodwill

The Company assesses at each balance date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

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. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each balance date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(i) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)

(j) Financial Instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Financial instruments (except for trade receivables) are measured initially at fair value adjusted by transactions costs, except for those carried "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss. Where available, quoted prices in an active market are used to determine the fair value. In other circumstances, valuation techniques are adopted. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments, are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income ('FVOCI'); and
- fair value through profit or loss ('FVPL').

Classifications are determined by both:

- the contractual cash flow characteristics of the financial assets; and
- the entities business model for managing the financial asset.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial liabilities

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.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortized cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, gains and losses arising on changes in fair value that are recognised in profit or loss.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)

(j) Financial Instruments (continued)

Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(k) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

When the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting year.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

(l) Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

(m) Current and Non-Current Classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification. An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

(n) Share-based payment transactions

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted when the fair value of goods and/or services cannot be determined. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs.

The cost of the equity settled transactions is recognised, together with a corresponding increase in equity, over the year in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date'). The cumulative expense recognised for equity settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting year has expired and (ii) the number of awards that, in the opinion of the Directors of the Company, will ultimately vest. This opinion is formed based on the best available information at balance date.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)**(n) Share-based payment transactions (continued)**

No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of comprehensive income charge or credit for a year represents the movement in cumulative expense recognised at the beginning and end of the year. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition. Where the terms of an equity settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the value of the transaction as a result of the modification, as measured at the date of the modification.

Where an equity settled award is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the award is recognised immediately. However if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted.

(o) Earnings per share*Basic earnings per share*

Basic earnings per share is calculated as a net profit attributable to members, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share

Diluted earnings per share is calculated as net profit attributable to members, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

(p) Operating Segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

(q) Critical accounting estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial period are discussed below.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 1. Summary of Significant Accounting Policies (continued)**(q) Critical accounting estimates and judgements (continued)***Exploration and evaluation expenditure*

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward in respect of an area that has not at balance date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in or relating to, the area of interest are continuing.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with executives by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 4. Income Tax Expense (continued)

	30 June 2022	16 October 2020 - 30 June 2021
	\$	\$
(b) Unrecognised deferred tax balances:		
The following deferred tax assets have not been brought to account:		
Unrecognised deferred tax asset – tax losses	119,319	10,913
Unrecognised deferred tax asset – other temporary differences	12,252	-
Net deferred tax assets not brought to account	131,571	10,913

The taxation benefits of tax losses and timing not brought to account will only be obtained if:

- (a) assessable income is derived of a nature and of amount sufficient to enable the benefit from the deductions to be realised;
- (b) conditions for deductibility imposed by the law are complied with; and
- (c) no changes in tax legislation adversely affect the realisation of the benefit from the deductions.

Note 5. Cash and Cash Equivalents*(a) Reconciliation of cash*

For the purposes of the Statement of Cash Flows, cash includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the statement of financial position, as follows:

	30 June 2022	30 June 2021
	\$	\$
Cash at Bank and in Hand	5,707,866	184,726

(b) Reconciliation of operating loss after income tax to net cash flow from operations

Loss for the year	(2,026,597)	(41,974)
Share based payments	1,503,352	-

Changes in assets and liabilities

Trade and other receivables	(27,610)	(1,129)
Trade and other payables	80,395	15,968
Provisions	1,716	-

Net cash used in operating activities

(468,744)	(27,135)
------------------	-----------------

(c) Non-cash financing and investing activities

Issue of shares to satisfy trade and other payables	30,000	-
	30,000	-

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

	30 June 2022 \$	30 June 2021 \$
Note 6. Exploration and Evaluation Expenditure		
Exploration and evaluation	467,596	270,480

Reconciliations

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

Balance at 1 July	270,480	-
Additions during the year	75,000 ¹	241,240
Expenditure during the year	122,116	29,240
Balance at 30 June	467,596	270,480

¹ Pursuant to the exercise of the Option Purchase Agreement with Matlock Geological Services Pty Ltd (Matlock Services), the Company cash settled the contingent consideration of \$75,000 payable to Matlock Services upon the Company's official quotation on the ASX.

The recoverability of the carrying amounts of exploration and evaluation assets is dependent on the successful development and commercial exploitation or sale of the respective area of interest.

As at the date of this report, Management has not identified any geological indicators of impairment.

	30 June 2022 \$	30 June 2021 \$
Note 7. Trade and Other Payables		
Trade payables	3,968	3,968
Other payables	14,645	-
Accruals	77,750	12,000
	96,363	15,968

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 8. Issued Capital*(a) Issued capital*

	2022 Shares	2021 Shares	2022 \$	2021 \$
Fully paid ordinary shares	57,322,914	30,675,001	6,380,823	482,341
	57,322,914	30,675,001	6,380,823	482,341

Year ended 30 June 2022	Issue Price	Fully Paid Ordinary Shares	\$
Balance as at 1 July 2021		30,675,001	482,341
Consolidation of shares on 3:4 basis		(7,668,751)	-
Issue of shares pursuant to Second Seed raising	\$0.12	4,166,664	500,000
Issue of shares to settle trade payables	\$0.20	150,000	30,000
Issue of shares pursuant to IPO	\$0.20	30,000,000	6,000,000
Share issue costs		-	(631,518)
Balance as at 30 June 2022		57,322,914	6,380,823

Period ended 30 June 2021	Issue Price	Fully Paid Ordinary Shares	\$
Balance as at 16 October 2020		1	1
Issue of shares pursuant to Founder Raising (pre-consolidation)	\$0.003	19,850,000	60,000
Issue of shares pursuant to First Seed Raising (pre-consolidation)	\$0.039	10,825,000	427,000
Share issue costs		-	(4,660)
Balance as at 30 June 2021		30,675,001	482,341

(b) Options

The following unlisted options were on issue during the year ended 30 June 2022:

Exercise price Expiry date	30c 30 June 2024	20c 24 May 2025	25c 24 May 2025	30c 24 May 2027
Opening balance	-	-	-	-
Issued during the year	3,225,000	5,218,606	3,042,181	3,000,000
Closing balance	3,225,000	5,218,606	3,042,181	3,000,000

There were no options exercised during the year ended 30 June 2022.

There were unlisted options on issue during the year ended 30 June 2021.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 9. Reserves and Accumulated Losses*(a) Accumulated Losses*

Accumulated losses at the beginning of the year

Net loss for the year

Accumulated Losses at the end of the year**30 June 2022****\$****30 June 2021****\$**

(41,974)

(2,026,597)

(2,068,571)

-

(41,974)

(41,974)*(b) Reserves*

Share based payments reserve

1,793,870

1,793,870

-

-

Options**\$****Rights****\$****Total****\$**

Balance at 16 October 2020

Balance at 30 June 2021

Issue of options

Issue of performance rights

Balance at 30 June 2022

-

-

1,746,478

-

1,746,478

-

-

-

47,392

47,392

-

-

1,746,478

47,392

1,793,870*Share based payments reserve*

The share based payments reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration and other parties as part of their compensation for services.

Note 10. Share Based Payments**Year ended 30 June 2022**

During the year ended 30 June 2022, the following transactions were recognised as share based payments by the Company:

	Value
	\$
Founder options (Note 10(a))	667,776
Seed options (Note 10(b))	363,876
Management options (Note 10(c))	424,308
Performance rights (Note 10(e))	47,392
Amount expensed to profit or loss	1,503,352
Lead manager options (Note 10(d)) charged to equity	290,518
Total share based payments	1,793,870

(a) Founder Options

In or about November 2020, the Company raised \$60,000 from the issue of 14,887,500 ordinary shares (post-consolidation) at \$0.004 per share, as well as 5,218,606 options (post-consolidation), to the Company's initial investors ('Founder Raising').

The total fair value of the options granted to key management personnel who participated in the Founder Raising was \$100,923 which was recognised as a share based payment as at 30 June 2022.

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

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 10 Share Based Payments (continued)*(a) Founder Options (continued)*

Weighted average exercise price	\$0.20
Weighted average life of the options	3.21 years
Weighted average underlying share price	\$0.20
Expected share price volatility	100%
Risk-free interest rate	1.74%
Grant date	10 March 2022
Expiry date	24 May 2025
Value per option	\$0.12796

The following table summarises the equity-settled share options issued to key management personnel and other investors:

	Mr Smith	Other Investors	Total
Number Issued ¹	788,706	4,429,900	5,218,606
Grant Date	10 March 2022	10 March 2022	
Value per Option	\$0.12796	\$0.12796	
Total Value per Option	\$100,923	\$566,853	\$667,776

¹ All options issued have fully vested and are escrowed for a period of 24 months from the date of quotation.

(b) Seed Options

In or about January 2021, the Company raised \$427,000 from the issue of 8,118,750 ordinary shares (post-consolidation) at \$0.053 per share, as well as 3,042,181 options (post-consolidation), to investors ('First Seed Raising').

The total fair value of the options granted to key management personnel who participated in the First Seed Raising was \$21,009 which was recognised as a share based payment as at 30 June 2022.

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

Weighted average exercise price	\$0.25
Weighted average life of the options	3.21 years
Weighted average underlying share price	\$0.20
Expected share price volatility	100%
Risk-free interest rate	1.74%
Grant date	10 March 2022
Expiry date	24 May 2025
Value per option	\$0.11961

The following table summarises the equity-settled share options issued to key management personnel and other investors:

	Ms Zhang	Other Investors	Total
Number Issued	175,645 ¹	2,866,536 ²	3,042,181
Grant Date	10 March 2022	10 March 2022	
Value per Option	\$0.11961	\$0.11961	
Total Value per Option	\$21,009	\$342,867	\$363,876

¹ Options have fully vested and are escrowed for a period of 24 months from the date of quotation.

² All options issued have fully vested however the following escrow restrictions apply:

- 751,762 options are escrowed for a period of 24 months from the date of quotation; and
- 2,114,774 options are escrowed for a period of 12 months to 30 March 2023.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 10 Share Based Payments (continued)*(c) Management Options*

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 3,000,000 unlisted options to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The total fair value of the options granted to key management personnel was \$424,308 which was recognised as a share based payment as at 30 June 2022.

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

	Directors	CEO
Weighted average exercise price	\$0.30	\$0.30
Weighted average life of the options	5.19 years	5.15 years
Weighted average underlying share price	\$0.20	\$0.20
Expected share price volatility	100%	100%
Risk-free interest rate	2.18%	2.61%
Grant date	15 March 2022	30 March 2022
Expiry date	24 May 2027	24 May 2027
Value per option	\$0.14137	\$0.14153

The following table summarises the equity-settled share options issued to key management personnel:

	Mr Bevan	Mr Smith	Ms Zhang	Mr Selfe	Total
Number Issued ¹	600,000	600,000	600,000	1,200,000	3,000,000
Grant Date	15 March 2022	15 March 2022	15 March 2022	30 March 2022	
Value per Option	\$0.14137	\$0.14137	\$0.14137	\$0.14153	
Total Value per Option	\$84,825	\$84,825	\$84,825	\$169,833	\$424,308

¹ All options issued have fully vested and are escrowed for a period of 24 months from the date of quotation.

(d) Lead Manager Options

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 3,225,000 unlisted options to the lead manager under the Prospectus as partial consideration for services. For the year ended 30 June 2022, \$290,518 was charged to share issue costs.

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

Weighted average exercise price	\$0.30
Weighted average life of the options	2.12 years
Weighted average underlying share price	\$0.20
Expected share price volatility	100%
Risk-free interest rate	2.57%
Grant date	19 May 2022
Expiry date	30 June 2024
Value per option	\$0.09008

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 10 Share Based Payments (continued)*(e) Performance Rights*

Pursuant to the Company's Prospectus dated 4 April 2022 and its successful Initial Public Offering, the Company issued 5,110,000 performance rights to key management personnel, being the Directors and Mr David Selfe, in May 2022.

The performance rights were granted at nil consideration, do not have an exercise price and expire on 24 May 2027.

Each performance right will vest and convert to one fully paid ordinary share subject to the satisfaction of the following vesting conditions:

Tranche	Vesting Conditions
Class A	The Class A Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.40 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class B	The Class B Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.60 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.
Class C	The Class C Performance Rights will vest subject to the Company's shares as traded on the ASX achieving a VWAP of at least \$0.70 over a period of 20 consecutive trading days within 5 years from the date of the Company's listing on the ASX.

The fair value of the performance rights granted is estimated as at the date of grant using a barrier up-and-in trinomial option pricing model taking into account the terms and conditions upon which the performance rights were granted.

The total fair value of the performance rights granted to key management personnel was \$882,456. Based on the vesting conditions of the rights, \$47,392 has been recognised as a share based payment as at 30 June 2022.

Directors

	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Total
Number Issued	1,053,335	1,053,333	1,053,332	3,160,000
Grant Date	15 March 2022	15 March 2022	15 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,891	1,891	1,891	
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$191,496	\$179,593	\$174,537	\$545,626
Amount Expensed in Current Year	\$10,837	\$10,162	\$9,875	\$30,874
Amount to be Expensed in Future Years	\$180,659	\$169,431	\$164,662	\$514,752
	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Total
Mr Bevan				
Number Issued	466,667	466,667	466,666	1,400,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$84,840	\$79,567	\$77,327	\$241,734
Amount Expensed in Current Year	\$4,801	\$4,502	\$4,375	\$13,678
Amount to be Expensed in Future Years	\$80,039	\$75,065	\$72,952	\$228,056

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 10 Share Based Payments (continued)

(e) Performance Rights (continued)

	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Total
Mr Smith				
Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed in Current Year	\$3,018	\$2,830	\$2,750	\$8,598
Amount to be Expensed in Future Years	\$50,310	\$47,183	\$45,855	\$143,348
Ms Zhang				
Number Issued	293,334	293,333	293,333	880,000
Value per Right	\$0.1818	\$0.1705	\$0.1657	
Total Value of Rights	\$53,328	\$50,013	\$48,605	\$151,946
Amount Expensed in Current Year	\$3,018	\$2,830	\$2,750	\$8,598
Amount to be Expensed in Future Years	\$50,310	\$47,183	\$45,855	\$143,348

Chief Executive Officer (Mr Selfe)

	Class A Performance Rights	Class B Performance Rights	Class C Performance Rights	Total
Number Issued	650,000	650,000	650,000	1,950,000
Grant Date	30 March 2022	30 March 2022	30 March 2022	
Vesting Date	18 May 2027	18 May 2027	18 May 2027	
Vesting Period (days)	1,876	1,876	1,876	
Value per Right	\$0.1818	\$0.1706	\$0.1658	
Total Value of Rights	\$118,170	\$110,890	\$107,770	\$336,830
Amount Expensed in Current Year	\$5,795	\$5,438	\$5,285	\$16,518
Amount to be Expensed in Future Years	\$112,375	\$105,452	\$102,485	\$320,312

Year ended 30 June 2021

There were no share based payments made during the year.

Note 11. Earnings per Share

	2022 Cents per Share	2021 Cents per Share
Basic earnings per share	(7.25)	(0.28)
Diluted earnings per share	(7.25)	(0.28)

The loss for the year and the weighted average number of ordinary shares used in the calculation of basic loss per share are as follows:

	2022 \$	2021 \$
Loss for the year after income tax	(2,026,597)	(41,975)
	2022 No.	2021 No.
Weighted average number of ordinary shares for the purposes of basic earnings per share	27,959,993	15,054,603

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 12. Key Management Personnel Disclosures and Related Party Transactions**Directors**

The following persons were directors of TG Metals Limited during the financial year:

Dean Calder
Jaxon Crabb
Stewart McDonald
Richard Bevan
Brett Smith
Di (Gloria) Zhang

Other key management personnel

Other persons who had authority and responsibility for planning, directing and controlling the major activities of the Company, directly or indirectly, during the financial year, was the Chief Executive Officer, David Selfe.

Remuneration

Refer to the audited Remuneration Report in the Directors' Report regarding remuneration paid or payable to key management personnel during the year ended 30 June 2022.

	30 June 2022	16 October 2020 - 30 June 2021
	\$	\$
Short term employee benefits	36,802	-
Post-employment benefits	3,584	-
Share based payments	593,632	-
	634,018	-

Transactions with related parties

Transactions with key management personnel related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

	30 June 2022	16 October 2020 - 30 June 2021
	\$	\$
(i) Payments to Calder Roth & Co, a firm of which Dean Calder is associated with, for accounting, taxation, company secretarial and general administrative services provided prior to resignation as Director and Company Secretary.	35,660	23,758
(ii) Payments to David Selfe Enterprises Pty Ltd, a company of which David Selfe is a Director, for consultancy services provided.	37,859	-
(iii) During the year ended 30 June 2022, prior to his resignation as a Non-Executive Director on 23 December 2021, Stewart McDonald participated in the Founder Raising and First Seed Raising to acquire 5,240,000 Founder shares and 468,750 Seed shares respectively. The total consideration paid for the shares was \$33,000 and \$25,000 respectively.		

In March 2022, the Company subsequently granted Mr McDonald 1,840,314 Founder options (post-consolidation) and 175,645 Seed options (post-consolidation) as part of his participation in the Founder Raising and First Seed Raising. The fair value of the options granted was \$235,488 and \$21,009 respectively and was calculated using the Black-Scholes option valuation model taking into account the terms and conditions of the options (refer to Notes 10(a) and 10(b)).

Although the options were granted to Mr McDonald subsequent to his resignation as a Director, he is considered a related party as he is the spouse of Ms Zhang.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 12. Key Management Personnel Disclosures and Related Party Transactions (continued)

- (iv) During the year ended 30 June 2022, the Company issued 150,000 shares to Mining 2000 Pty Ltd at \$0.20 per share in reimbursement of \$30,000 in option fees, being \$10,000 paid to Black Resources Pty Ltd and \$20,000 paid to Matlock Geological Services Pty Ltd, which was paid on behalf of the Company.

Mining 2000 Pty Ltd is an entity that is controlled by Stewart McDonald who is considered a related party as he is the spouse of Ms Zhang.

Amounts outstanding at reporting date

Aggregates amount payable to key management personnel and their related entities at reporting date:

- (i) Director remuneration
(ii) Other transactions

	30 June 2022 \$	30 June 2021 \$
(i) Director remuneration	9,551	-
(ii) Other transactions	-	2,970
	9,551	2,970

Loans to key management personnel

No loans existed during the year and as at reporting date between the Company and with key management personnel.

Loans from key management personnel

No funds were advanced to the Company by the Directors or their related parties during the year ended 30 June 2022.

Note 13. Remuneration of AuditorsAudit services - BDO Audit (WA) Pty Ltd

Audit or review of the financial statements

Other services - BDO Audit (WA) Pty Ltd and its related entities

Independent Limited Assurance Report

	30 June 2022 \$	16 October 2020 - 30 June 2021 \$
Audit or review of the financial statements	51,153	12,000
Independent Limited Assurance Report	15,000	-
	66,153	12,000

The auditor of TG Metals Limited is BDO Audit (WA) Pty Ltd.

Note 14. Commitments for ExpenditureExploration and evaluation assets

In order to maintain current rights of tenure to exploration tenements, the Company and economic entity is required to outlay rentals and to meet the minimum expenditure requirements.

Committed at the reporting date but not recognised as liabilities, payable:

- Within one year
One to five years

	30 June 2022 \$	30 June 2021 \$
Within one year	161,841	-
One to five years	421,686	-
	583,527	-

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 15. Contingent Assets and Liabilities

Pursuant to the exercise of the Option Purchase Agreement with Matlock Geological Services Pty Ltd (Matlock Services), the Company settled the contingent consideration of \$75,000 payable to Matlock Services upon the Company's official quotation on the ASX.

There were no other changes to contingent assets or contingent liabilities during the year ended 30 June 2022.

Note 16. Events Subsequent to Reporting Date

No matters or circumstances has arisen since 30 June 2022 that has affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 17. Financial Risk Management

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Company's risk management policies and objectives are therefore designed to minimise the potential impacts of these risks on the Company where such impacts may be material. The Board receives monthly financial reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

Financial risk management and policies

The Company's exploration activities are being funded by equity and are not exposed to significant financial risks. There are no speculative or financial derivative instruments.

The Company holds the following financial instruments, all of which are measured at amortised cost:

	30 June 2022 \$	30 June 2021 \$
Financial assets		
Cash and cash equivalents	5,707,866	184,726
Trade and other receivables	28,739	1,129
	5,736,605	185,855
Financial liabilities		
Trade and other payables	96,363	15,968
	96,363	15,968

The Company's principal financial instruments comprise of cash.

The main purpose of these financial instruments is to fund the Company's operations.

The main risks arising from the Company are credit risk, capital risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are recognised below.

(a) Credit risk

Cash at bank is held with internationally regulated banks. As at 30 June 2022, all cash and cash equivalents were held with AA rated banks.

No provisions have been made against trade and other receivables as the full balance is expected to be recovered.

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 17 Financial Risk Management (continued)**(b) Capital risk**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

During the year ended 30 June 2022, the Company's strategy was to keep borrowings to a minimum. The Company's equity management is determined by funds required to undertake exploration activities and meet its corporate and other costs

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash balances and access to equity funding.

The Company's exposure to the risk of changes in market interest rates relate primarily to cash assets and floating interest rates

The Directors monitor the cash-burn rate of the Company on an on-going basis against budget and the maturity profiles of financial assets and liabilities to manage its liquidity risk.

As at reporting date, the Company had sufficient cash reserves to meet its requirements. The Company has no access to credit standby facilities or arrangements for further funding or borrowings in place.

The financial liabilities the Company had at reporting date were trade payables incurred in the normal course of the business. These were non-interest bearing and were due within the normal 30-60 days terms of creditor payments.

The following table sets out the carrying amount, by maturity, of the financial instruments including exposure to interest rate risk:

As at 30 June 2022	<1 year	1 – 5 years	Over 5 years	Total	Weighted average effective interest rate %
Financial Assets:					
Cash and cash equivalents	5,707,866	-	-	5,707,866	0.00
Trade and other receivables	28,739	-	-	28,739	-
	5,736,605	-	-	5,736,605	
Financial Liabilities:					
Trade and other payables	96,363	-	-	96,363	
	96,363	-	-	96,363	

Notes to the Financial Statements (continued)

For the year ended 30 June 2022

Note 17 Financial Risk Management (continued)**(c) Liquidity risk (continued)**

As at 30 June 2021	<1 year	1 – 5 years	Over 5 years	Total	Weighted average effective interest rate %
Financial Assets:					
Cash and cash equivalents	184,726	-	-	184,726	0.00
Trade and other receivables	1,129	-	-	1,129	
	185,855	-	-	185,855	
Financial Liabilities:					
Trade and other payables	15,968	-	-	15,968	
	15,968	-	-	15,968	

(d) Fair value estimation

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The carrying value less any impairment provision for trade receivables and payables are assumed to approximate their fair values due to their short term nature.

The Company's principal financial instruments consist of cash and deposits with banks, accounts receivable and trade payables. The main purpose of these non-derivative financial instruments is to finance the entity's operations.

Directors' Declaration

The Directors of the Company declare that:

- a. the financial statements and notes, as set out on pages 21 to 45, are in accordance with the *Corporations Act 2001* and other mandatory professional reporting requirements;
- b. give a true and fair view of the financial position as at 30 June 2022 and of its performance for the year ended on that date; and
- c. in the Directors' opinion, the financial statements and notes are prepared in accordance with International Financial Reporting Standards and Interpretations as adopted by the International Accounting Standards Board.

In the Directors' opinion:

- i. at the date of the declaration there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- ii. the Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by Section 295A of the Corporations Act for the financial year ending 30 June 2022.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:



RICHARD BEVAN

Director

Dated this 30th day of September 2022

INDEPENDENT AUDITOR'S REPORT

To the members of TG Metals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of TG Metals Limited (the Company), which comprises the statement of financial position as at 30 June 2022, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies, and the directors' declaration.

In our opinion the accompanying financial report of TG Metals Limited, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Company's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; 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 *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 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 auditor's report.

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

Key audit matters

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.

Accounting for Share Based Payments

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 10 to the Financial Report, during the financial year ended 30 June 2022, the Company agreed to issue options and performance rights to key management personnel and consultants, which have been accounted for as share-based payments as disclosed in Note 10 of the Financial Report.</p> <p>Refer to Note 10 of the Financial Report for a description of the accounting policy and significant estimates and judgements applied to these arrangements.</p> <p>Share-based payments are a complex accounting area and due to the complex and judgemental estimates used in determining the fair value of the share-based payments, we consider the accounting for share-based payments to be a key audit matter.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none">• Reviewing the relevant agreements to obtain an understanding of the contractual nature and terms and conditions of the share-based payment arrangements;• Holding discussions with management to understand the share-based payment transactions in place;• Reviewing management's determination of the fair value of the share-based payments granted, considering the appropriateness of the valuation methodology used;• Testing key fair value inputs, using internal specialists where required;• Assessing the allocation of the share-based payment expense over the relevant vesting period; and• Assessing the adequacy of the related disclosures in Note 10 to the Financial Report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Company's annual report for the year ended 30 June 2022, 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 we do not express any form of assurance conclusion 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 the 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 financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company's ability 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 Company 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf

This description forms part of our auditor's report.



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 19 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of TG Metals Limited, for the year ended 30 June 2022, 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.

BDO Audit (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'P. Murdoch', is written over a horizontal line. Above the signature, the letters 'BDO' are handwritten in a small, simple font.

Phillip Murdoch

Director

Perth

30 September 2022

ASX Additional Information

Pursuant to the Listing Rules of the Australian Securities Exchange, the shareholder information set out below was applicable as at 30 August 2022.

A. Distribution of Equity Securities

Analysis of numbers of shareholders by size of holding:

Distribution	Number of Shares	%	Number of Shareholders
1 to 1,000	2,408	0.00%	8
1,001 to 5,000	85,837	0.15%	23
5,001 to 10,000	586,653	1.02%	64
10,001 to 100,000	13,919,243	24.28%	291
100,001 and Over	42,728,773	74.54%	108
	57,322,914	100.00%	494

There were 19 shareholders holding less than a marketable parcel of ordinary shares.

B. Substantial Shareholders

TG Metals Limited has received the following substantial shareholder notifications. As at 30 August 2022, no other substantial shareholder notice have been received.

Shareholder Name	Shares held at date of Notice	Percentage held at date of Notice (%)	Date of Notice
Stewart McDonald	5,868,750	10.24%	27 May 2022
Phillip G Crabb	4,366,666	7.62%	26 May 2022

C. Twenty Largest Shareholders

The names of the twenty largest holders of quoted shares are listed below:

	Shareholder	Number Shares	%
1	Ioma Pty Ltd <Gemini A/C>	3,975,000	6.93%
2	Pubmate Australia Pty Ltd	3,000,000	5.23%
3	Shanghai Holdings Pty Ltd	2,250,000	3.93%
3	Awonga Point Investment Pty Ltd <Wenlock River A/C>	2,250,000	3.93%
4	Westessa Holdings Pty Ltd	1,831,500	3.20%
5	Mrs Judith Suzanne Piggin & Mr Damien Jaye Piggin <Piggin Family S/F A/C>	1,480,000	2.58%
6	Cranport Pty Ltd <No 5 - A/C>	1,415,927	2.47%
7	Chin Nominees Pty Ltd <Chin Nominees No2 S/F A/C>	1,262,500	2.20%
8	Gemini Holdings Pty Ltd <Demarte Family A/C>	1,250,250	2.18%
9	Mr Jaxon Trent Crabb	1,224,510	2.14%
10	LDU Pty Ltd <Vesty Super Fund A/C>	1,000,000	1.74%
11	Kobala Investments Pty Ltd <Fernando Edward Family A/C>	800,000	1.40%
12	Cicchino Pty Ltd <Cicchino Share A/C>	654,584	1.14%
13	Mr Richard Bevan & Mrs Sara Bevan <The Slush Fund S/Plan A/C>	625,000	1.09%
14	Mr Raymond Gardener & Miss Hineaka Black <Tumeke Super Fund A/C>	593,750	1.04%
15	Mr Bruce Crabb	580,000	1.01%
16	Mr Terry James Gardiner	550,000	0.96%
17	Peterlyn Pty Ltd <RPC Salmon Super Fund A/C>	500,000	0.87%
17	Mr Siat Yoon Chin	500,000	0.87%
18	Gloria Zhang	468,750	0.82%
18	Skyclean Management Pty Ltd	468,750	0.82%
18	Salamar Pty Ltd	468,750	0.82%
19	Wahoo Capital Pty Ltd	466,667	0.81%
20	Mr Darren Sanders	460,000	0.80%
	TOTAL	28,075,938	48.98%

ASX Additional Information

D. Listed Options

As at the date of this report there were nil listed options on issue in the Company.

E. Voting Rights

In accordance with the Company's Constitution, voting rights in respect of ordinary shares are on a show of hands whereby each member present in person or by proxy shall have one vote and upon a poll, each share will have one vote.

F. Unquoted Securities

Founders Options - \$0.20; 24 May 2025

Number of Founders Options	5,218,606
Number of Holders	7
Holders with more than 20%	Ioma Pty Ltd <Gemini A/C> - 25.19%

Seed Options - \$0.25; 24 May 2025

Number of Seed Options	3,042,181
Number of Holders	19

Lead Manager Options - \$0.30; 30 June 2024

Number of Lead Manager Options	3,225,000
Number of Holders	21
Holders with more than 20%	Barclay Wells Ltd <Nominee 2 A/C> - 24.81%

Management Options - \$0.30; 24 May 2027

Number of Management Options	3,000,000
Number of Holders	4

Performance Rights – expiring 19 May 2027

Number of Class A Performance Rights	1,703,335
Number of Class B Performance Rights	1,703,333
Number of Class C Performance Rights	1,703,332
Number of Holders in each Class	4

G. On Market Buy-Back

There is no current on market buy-back for any of the Company's securities.

ASX Additional Information**H. Restricted Securities**

Security	Number	Restriction Period
Ordinary Shares	17,021,373	Escrowed until 26 May 2024 (24 months from the date of quotation)
Ordinary Shares	1,204,166	Escrowed until 2 March 2023 (12 months from date of issue)
Founder Options (\$0.20; 24 May 2025)	5,218,606	Escrowed until 26 May 2024 (24 months from the date of quotation)
Seed Options (\$0.25; 24 May 2025)	927,407	Escrowed until 26 May 2024 (24 months from the date of quotation)
Seed Options (\$0.25; 24 May 2025)	2,114,774	Escrowed until 30 March 2023 (12 months from date of issue)
Lead Manager Options (\$0.30; 30 June 2024)	3,225,000	Escrowed until 26 May 2024 (24 months from the date of quotation)
Management Options (\$0.30; 24 May 2027)	3,000,000	Escrowed until 26 May 2024 (24 months from the date of quotation)
Performance Rights (Expiring 19 May 2027)	5,110,000	Escrowed until 26 May 2024 (24 months from the date of quotation)

I. Information pursuant to Listing Rule 4.10.19

Between the date of the Company's admission to the official list of the ASX on 24 May 2022 and the end of the reporting period on 30 June 2022, the Company used its cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.