

For personal use only

**ASIAN BATTERY METALS PLC
(FORMERLY DORIEMUS PLC)**

INTERIM FINANCIAL REPORT

30 JUNE 2024

Company Registered Number 03877125 (England and Wales)

ARBN 619 213 437

ASIAN BATTERY METALS PLC

COMPANY INFORMATION

DIRECTORS: Gan-Ochir Zunduisuren – Managing Director
David Paull – Non-Executive Chairman
Neil Young – Non-Executive Director
Kirsten Livermore – Non-Executive Director

COMPANY SECRETARY: Phil Rundell

AUSTRALIAN REGISTERED OFFICE Level 3
88 William Street
Perth, WA
6000, Australia

UK REGISTERED AND PRINCIPAL OFFICE: c/o Hill Dickinson LLP
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

REGISTERED NUMBER: 03877125 (England & Wales)

AUDITORS: Johnsons Financial Management Limited
Ground Floor
1-2 Craven Road
London
W5 2UA

SOLICITORS: Hill Dickinson LLP
The Broadgate Tower
20 Primrose Street
London
EC2A 2EW

SHARE REGISTRY: Computershare Investor Services Pty Limited
11/172 St Georges Terrace
Perth WA
6000 Australia

ASIAN BATTERY METALS PLC

CONTENTS

Directors' Report	4
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	8
Condensed Consolidated Statement of Financial Position	9
Condensed Consolidated Statement of Changes in Equity	10
Condensed Consolidated Statement of Cash Flows	11
Condensed Notes to the Consolidated Financial Statements	12
Independent Review Report to the members of Asian Battery Metals Plc	18

For personal use only

ASIAN BATTERY METALS PLC

DIRECTORS' REPORT

Asian Battery Metals Plc (“**ABM**” or the “**Company**”, formerly known as Doriemus PLC), a Company focused on mineral exploration and evaluation, today announces its interim results for the 6-month period ended 30 June 2024.

Directors

The names of Directors of the Company in office at any time during or since the end of the period are:

Gan-Ochir Zunduisuren (appointed 18 June 2024)
David Paull (appointed 18 June 2024)
Neil Young (appointed 18 June 2024)
Kirsten Livermore (appointed 18 June 2024)
Keith Coughlan (resigned 18 June 2024)
Gregory Lee (resigned 24 April 2024)
Mark Freeman (resigned 18 June 2024)

Directors have been in office of the Company since the start of the financial period to the date of this report unless otherwise stated.

Results for period

The consolidated loss for the half year ended 30 June 2024 amounted to approximately \$5,344,000 (2023: \$163,000).

Review of operations

During the period, activities were limited pending completion of the binding heads of agreement (HOA) between Asian Battery Metals Plc (formerly Doriemus PLC) (AZ9) and Asian Battery Minerals Limited for AZ9 to acquire 100% of the issued capital of Asian Battery Minerals Limited in exchange for securities in AZ9 and funding for the Projects below.

The principal activity of the Group is mineral exploration and evaluation of the following projects (together, the “Projects”), based in Mongolia:

- (a) the Blue Cap/Khukh Tag Graphite Project (100% owned by subsidiary, Innova Minerals LLC), a graphite project (comprising one tenement - mineral exploration tenement XV-019603) located in the Khukh Tag, Undurshil sub province, Dundgovi province (Graphite Project);
- (b) the White Grass/Tsagaan Ders Li Project (100% owned by Innova Minerals LLC), which comprised two tenements prospective for lithium (mineral exploration tenements XV – 021740 and XV-019341) located in the Tsagaan Ders, Khuld sub province, Dundgovi province (Lithium Project); and
- (c) the Yambat Oval Ni-Cu Project (100% owned by subsidiary Ragnarok Investment LLC) comprising one tenement (tenement XV- 020515) prospective for nickel-copper sulphide mineralisation and is located in the Yambat, Yusunbulag and Taishir sub provinces, Gobi-Altai Province (Nickel Project).

Following completion of the transaction on 18 June 2024, further detail in relation to which is set out below, and quotation re-instatement of the AZ9 securities on 26 June 2024, the Company commenced phase 1 of a drilling program at the Oval Cu-Ni Prospect. The objective of the drilling is to:

- confirm continuation at depth and along the strike direction of mineralisation that was discovered during a scout drilling program in 2023; and
- identify additional drill targets for the phase 2 program.

The results of the drilling program will be announced as they come to hand.

ASIAN BATTERY METALS PLC

DIRECTORS' REPORT (continued)

The two Tsagaan Ders lithium exploration licences held by Innova Mineral LLC (XV-021740 and XV-019341) are due for renewal before 23 November 2024. Pursuant to the Mongolian Minerals Law, a holder of an exploration licence has the right to apply up to three times for three-year extensions of the term of an exploration licence subject to compliance with the terms and conditions of the Minerals Law.

The Company confirms that to the best of its knowledge and belief Innova Mineral LLC is compliant with the terms and conditions of the Minerals Law and satisfies the requirements for extension renewal. Extension applications for a further three-year term will be submitted at least one month before expiry. Renewal is expected given the holder has fulfilled its obligations, making the process straightforward.

Corporate activity

On 29 April 2024, the Company lodged a Prospectus with ASIC for the proposed acquisition of Asian Battery Minerals Limited (ACN 656 811 442) (ABM), which through a wholly owned subsidiary, Innova Mineral LLC, is the 100% legal and beneficial owner of mining Licences, located in Mongolia.

The acquisition of 100% was effected through:

- the issue of 364,500,000 Consideration CDIs to Asian Battery Minerals Limited shareholders.
- The issue of 364,500,000 free-attaching Vendor Options to Asian Battery Minerals Limited shareholders in the following three tranches:
 - 182,250,000 exercisable at \$0.100 each;
 - 91,125,000 exercisable at \$0.125 each; and
 - 91,125,000 exercisable at \$0.150 each.
- The issue of 120,000,000 CHES Depository Instruments (CDIs) at an offer price of \$0.05 each to raise \$6.0 million before costs.
- The issue of 18,000,000 performance rights to Asian Battery Minerals Limited personnel in three classes evenly apportioned among the following vesting conditions:
 - Class A: Asian Battery Metals Plc announcing to the ASX the determination of an inferred resources (as defined by the JORC code of 2012) of greater than 100,000t of contained nickel equivalent with a cut-off grade of 0.2% according to a specified formula, provided this event occurs within 3 years of the date of issue of the Class A Performance Rights;
 - Class B: Asian Battery Metals Plc announcing to the ASX the receipt of a positive definitive feasibility study in relation to the Licenses with a net present value of not less than \$100M and an internal rate of return of not less than 25%, provided this event occurs within 3-years from the date of issue of the Class B Performance Rights; and
 - Class C: The volume weighted average price ('VWAP') over a period of 30 consecutive trading days with Asian Battery Metals Plc CDIs are recorded on the ASX being at least \$0.125, provided this event occurs within 3-years from the date of issue of the Class C Performance Rights; and
- The issue of 11,564,533 options to the lead manager with an exercise price of \$0.10 each with an expiry date of four years from issuance.

The acquisition was completed on 18 June 2024 and resulted in a change of the Company's nature and scale under the ASX Listing Rules. The Company changed its name to Asian Battery Metals Plc and was reinstated to quotation on the ASX on 26 June 2024 following its re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

On 24 April 2024 Gregory Lee resigned as a director of the Company. On 18 June 2024, Keith Coughlan and Mark Freeman resigned as directors of the Company. Gan-Ochir Zunduisuren, David Paull, Neil Young and Kirsten Livermore were appointed as directors on 18 June 2024.

On 18 June 2024, Shannon Robinson resigned as Company Secretary and Phil Rundell was appointed on the same date.

DIRECTORS' REPORT (continued)

The Board continues to remain open to consideration of other opportunities that may arise to create shareholder value.

The Directors would like to take this opportunity to thank our shareholders, staff, and consultants for their continued support.

Position and principal risks

The Company's business strategy is subject to numerous risks, some outside the Board's and management's control. These risks can be specific to the Company, generic to the extraction industry and generic to the stock market as a whole. The key risks, expressed in summary form, affecting the Group and its future performance include but are not limited to:

- capital requirement and ability to attract future funding to finance the acquisition and exploitation of mineral assets;
- change in commodity prices and market conditions;
- geological and technical risk posed to exploration and commercial exploitation success;
- environmental and occupational health and safety risks;
- government policy changes; and
- retention of key staff.

This is not an exhaustive list of risks faced by the Group. There are other risks generic to the stock market and the world economy as a whole and other risks generic to the extraction industry, all of which can impact on the Company. The management of risks is integrated into the development of the Company's strategic and business plans and is reviewed and monitored regularly by the Board. Further details on how the Company monitors, manages, and mitigates these risks are included as part of the Corporate Governance Statement in the Annual Report to Shareholders released on 22 March 2024.

Statement of Directors' responsibilities

The Directors are responsible for preparing the interim financial report in accordance with applicable law and regulations.

Company Law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the interim financial report in accordance with International Financial Reporting Standards (IFRSs) as adopted by the United Kingdom. Under Company Law the Directors must not approve the interim financial report unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing the financial report, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs as adopted by the United Kingdom have been followed, subject to any material departures disclosed and explained in the financial report;
- prepare the financial report on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial report complies with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

Responsibility statement

We confirm that to the best of our knowledge:

- the interim financial report, prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom, give a true and fair view of the assets, liabilities, financial positions and profit or loss of the Group and the undertakings included in the consolidation taken as a whole;
- the review and operations and strategic report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and

DIRECTORS' REPORT (continued)

- the directors report and interim financial report, taken as a whole, are fair, balanced, and understandable and provide the information necessary for shareholders to assess the Group's position and performance, business model and strategy.

This responsibility statement and the Directors' Report was approved by the Board of Directors on 12 September 2024 and is signed on its behalf by:



David Paul
Non-Executive Chairman
12 September 2024

ASIAN BATTERY METALS PLC

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the six months ended 30 June 2024

	Note	Six months ended 30 June 2024 (reviewed) AUD\$'000	Six months ended 30 June 2023 (reviewed) AUD\$'000
Interest on loan to a related parent		-	36
Exploration and evaluation expenses		(1)	-
Gross (loss) / profit		(1)	36
Administrative expenses		(521)	(102)
Legal fees		(119)	(11)
Directors' fees		(74)	(81)
Salaries and benefits		(8)	-
Provision for expected credit losses		-	(98)
Other expenses		-	-
Loss from operations		(723)	(256)
Realised gain on financial investments		4	62
Interest expense		(1)	-
Foreign exchange gain		-	31
Unrealised gain on trade and other receivables		-	-
Share based payments	6	(826)	-
Share based payment for listing	4	(3,798)	-
Loss before income tax		(5,344)	(163)
Income tax expense		-	-
Loss attributable to the owners of the parent and total comprehensive loss for the period		(5,344)	(163)
Other comprehensive income			
Foreign currency translation		-	-
Other comprehensive income for the period net of taxation		-	-
Total comprehensive loss for the period attributable to equity holders of the parent		(5,344)	(163)
Loss per share			
Basic and diluted loss per share (AUD cents)	2	(3.53)	(0.14)

The above Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

ASIAN BATTERY METALS PLC

Condensed Consolidated Statement of Financial Position
As at 30 June 2024

	Note	As at 30 June 2024 (reviewed) AUD\$'000	As at 31 December 2023 (audited) AUD\$'000
ASSETS			
Non-current assets			
Property, plant and equipment		48	-
Right of use assets		11	-
Exploration and evaluation assets		3,484	-
Total non-current assets		3,543	-
Current assets			
Trade and other receivables		249	18
Cash and cash equivalents		6,808	2,223
Total current assets		7,057	2,241
TOTAL ASSETS		10,600	2,241
LIABILITIES			
Current liabilities			
Trade and other payables		898	153
Lease liabilities		2	-
Total current liabilities		900	153
TOTAL LIABILITIES		900	153
NET ASSETS		9,700	2,088
Equity attributable to equity holders of the parent			
Share capital	5	15,041	876
Share premium reserve		-	16,590
Share based payment reserve	6	1,173	1,168
Foreign exchange reserve		(30)	318
Accumulated losses		(6,484)	(16,864)
TOTAL EQUITY		9,700	2,088

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

ASIAN BATTERY METALS PLC

Condensed Consolidated Statement of Changes in Equity
For the six months ended 30 June 2024

	Share capital AUD\$'000	Share premium AUD\$'000	Share based payment reserve AUD\$'000	Foreign Exchange Reserve AUD\$'000	Accumulated losses AUD\$'000	Total AUD\$'000
At 1 January 2023	876	16,590	1,168	318	(16,331)	2,621
Loss for the year	-	-	-	-	(533)	(533)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	(533)	(533)
At 31 December 2023	876	16,590	1,168	318	(16,864)	2,088
At 1 January 2023	876	16,590	1,168	318	(16,331)	2,621
Loss for the period	-	-	-	-	(163)	(163)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	(163)	(163)
At 30 June 2023	876	16,590	1,168	318	(16,494)	2,428
At 1 January 2024	876	16,590	1,168	318	(16,864)	2,088
Loss for the period	-	-	-	-	(5,344)	(5,344)
Other comprehensive expense	-	-	-	-	-	-
Elimination of Doriemus PLC accumulated losses at 18 June 2024	-	-	-	-	17,574	17,574
Recognition of Asian Battery Minerals Limited accumulated losses at 18 June 2024	-	-	-	-	(1,850)	(1,850)
Elimination of Doriemus PLC share capital at 18 June 2024	(876)	(16,590)	-	-	-	(17,466)
Recognition of Asian Battery Minerals Limited share capital at 18 June 2024	4,750	-	-	-	-	4,750
Consideration for the acquisition of Asian Battery Minerals Limited	5,175	-	-	-	-	5,175
Equity issued under Public Offer	6,000	-	-	-	-	6,000
Costs of raising capital	(884)	-	-	-	-	(884)
Elimination of Doriemus PLC share based payment reserve at 18 June 2024	-	-	(1,168)	-	-	(1,168)
Fair value of options issued under prospectus	-	-	1,173	-	-	1,173
Recognition of Asian Battery Minerals Limited foreign exchange reserve at 18 June 2024	-	-	-	(30)	-	(30)
Elimination of Doriemus PLC foreign exchange reserve at 18 June 2024	-	-	-	(318)	-	(318)
At 30 June 2024	15,041	-	1,173	(30)	(6,484)	9,700

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

ASIAN BATTERY METALS PLC

Condensed Consolidated Statement of Cash Flows
For the six months ended 30 June 2024

	Six months ended 30 June 2024 (reviewed) AUD\$'000	Six months ended 30 June 2023 (reviewed) AUD\$'000
Cash flows from operating activities		
Payments for exploration and evaluation	(2)	-
Payments for staff costs	(155)	(62)
Payments for administration and corporate costs	(620)	(89)
Interest and other costs of finance paid	(17)	-
Net cash outflow from operating activities	(794)	(151)
Cash flows from investing activities		
Payment to acquire property, plant and equipment	(9)	-
Payments for exploration activities	(74)	-
Payments to acquire investments	(68)	-
Net cash outflow from investing activities	(151)	-
Cash flows from financing activities		
Proceeds from issue of equity securities	5,823	-
Repayment of borrowings	(300)	-
Net cash inflow from financing activities	5,523	-
Net increase/(decrease) in cash and cash equivalents	4,578	(151)
Cash and cash equivalents at beginning of period	2,223	2,670
Effects of exchange rate changes on cash and cash equivalents	7	31
Cash and cash equivalents at end of period	6,808	2,550
Cash and cash equivalents comprise:		
Cash available on demand	6,808	2,550

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

**Condensed Notes to the Condensed Consolidated Financial Statements
For the six months ended 30 June 2024**

1. Basis of preparation

Statement of compliance

The Directors acknowledge their responsibility for the half-yearly report and confirm that, to the best of their knowledge, the interim financial report for the six months ended 30 June 2024 has been prepared in accordance with UK adopted International Financial Reporting Standards, including IAS 34 "Interim Financial Reporting", and complies with the listing requirements for companies trading securities on the ASX. This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the annual report for the year ended 31 December 2023 and any public announcements made by Asian Battery Metals Plc (formerly Doriemus PLC) during the interim reporting period.

Basis of preparation

The condensed consolidated financial statements have been prepared on the historical cost basis, except where applicable for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted. The accounting policies and methods of computation adopted in the preparation of the interim financial report are consistent with those adopted and disclosed in the Group's annual financial report for the financial year ended 31 December 2023. The Directors have considered the implications of new and amended Accounting Standards which have become applicable in the period to 30 June 2024 and did not consider them to significantly affect the current or future periods. These accounting policies are consistent with Australian Accounting Standards and with UK adopted International Financial Reporting Standards.

Asian Battery Metals Plc (formerly Doriemus PLC) is listed on the Australian Securities Exchange. The Company completed the 100% legal acquisition of Asian Battery Minerals Limited on 18 June 2024.

Although Doriemus PLC, at the date of the acquisition, did not meet the definition of a business the Group applied, by analogy, the guidance in IFRS 3 on reverse acquisitions, resulting in Asian Battery Minerals Limited (the legal acquiree) being identified as the accounting acquirer and Doriemus PLC (the legal acquirer) being identified as the accounting acquiree. The Group consequently recognised a share-based payment of \$3.798m (refer to note 4) in its statement of comprehensive income, effectively representing the cost of the listing of Asian Battery Metals Plc.

The impact of the reverse acquisition on each of the primary statements is as follows:

The 30 June 2024 statement of financial position represents Asian Battery Metals Plc (formerly Doriemus PLC) and Asian Battery Minerals Limited. The comparative financial information for 30 June 2023 is that of Asian Battery Metals Plc (formerly Doriemus PLC).

The 30 June 2024 statement of profit or loss and other comprehensive income comprises the results of Asian Battery Metals Plc (formerly Doriemus PLC) from 1 January 2024 to 17 June 2024 and then the consolidated results of Asian Battery Metals Plc (formerly Doriemus PLC) and Asian Battery Minerals Limited from 18 June 2024 to 30 June 2024. The comparative financial information for 30 June 2023 is that of Asian Battery Metals Plc (formerly Doriemus PLC).

The 30 June 2024 statement of changes in equity comprises Asian Battery Metals Plc (formerly Doriemus PLC) equity balances on 1 January 2024, its loss for the period and transactions with equity holders to 17 June 2024. It then incorporates the consolidated equity balances, losses and transactions with equity holders for the period 18 June 2024 to 30 June 2024 of Asian Battery Metals Plc (formerly Doriemus PLC) and Asian Battery Minerals Limited. The comparative financial information for 30 June 2023 is that of Asian Battery Metals Plc (formerly Doriemus PLC).

The 30 June 2024 statement of cash flows comprises the cash transactions of Asian Battery Metals Plc (formerly Doriemus PLC) from 1 January 2024 to 17 June 2024 and then the consolidated cash transactions of Asian Battery Metals Plc (formerly Doriemus PLC) and Asian Battery Minerals Limited from 18 June 2024 to 30 June 2024. The comparative financial information for 30 June 2023 is that of Asian Battery Metals Plc (formerly Doriemus PLC).

This report was authorised on 12 September 2024.

Financial position

The 30 June 2024 half-yearly interim financial report has been prepared on a going concern basis that contemplates the continuity of normal business activities and the realisation of assets and extinguishment of liabilities in the ordinary course of business. For the six months ended 30 June 2024 the Group recorded a net loss of \$5,344,000 (30 June 2023: loss of \$163,000) and as at 30 June 2024 had a positive working capital of \$6,157,000 (31 December 2023: \$2,088,000). The Group also recorded a net cash outflow from operating activities for the six months ended 30 June 2024 of \$794,000 (Half Year 30 June 2023: net cash outflow of \$151,000).

The Directors have prepared cash flow forecasts for the period ending 30 September 2025 which take into account the current cost and operational structure of the Group. The cost structure of the Group comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Group to operate within its available funding. The Group has minimal contractual expenditure commitments, and the Board considers the present funds sufficient to maintain the working capital of the Group for a period of at least 12 months from the date of signing of this report.

2. Loss per share

The loss per share is calculated by dividing the consolidated loss attributable to the equity holders of the Group by the weighted average number of ordinary shares in issue during the period.

	6 months ended 30 June 2024	6 months ended 30 June 2023
Basic and diluted loss per share (AUD cents)	(3.53)	(0.14)
Loss attributable to equity shareholders (AUD)	(5,344,000)	(163,000)
Weighted average number of shares basic	151,360,535	120,356,105
Weighted average number of shares diluted	151,360,535	120,356,105

3. Operating segments

The accounting policies used by the Group in reporting segments are in accordance with the measurement principles of IFRS as adopted by the UK.

The Group has identified its operating segments based on the internal reports that are provided to the Board of Directors, according to IFRS 8 Operating Segments.

Management has identified one operating segment subsequent to the reverse acquisition based on the location of its primary projects, that being Mongolia.

4. Share based payment for listing

Under the terms of the acquisition of Asian Battery Minerals Limited, Asian Battery Metals Plc (formerly Doriemus PLC) acquired 100% of the issued capital in Asian Battery Minerals Limited by issuing 364,500,000 Consideration Shares and 364,500,000 Vendor Options to Asian Battery Minerals Limited shareholders, giving Asian Battery Minerals Limited a controlling interest in the combined entity following the transaction. Asian Battery Minerals Limited has thus been deemed the acquirer for accounting purposes as its shareholders now own approximately 61.99% of the consolidated entity. The acquisition of Asian Battery Metals Plc (formerly Doriemus PLC) by Asian Battery Minerals Limited is not deemed to be a business combination, as Asian Battery Metals Plc (formerly Doriemus PLC) was not considered to be a business at the date of the transaction under IFRS 3 'Business Combinations'.

Although Asian Battery Metals Plc (formerly Doriemus PLC) did not meet the definition of a business at the date of the acquisition the Group applied, by analogy, the guidance in IFRS 3 on reverse acquisitions, resulting in Asian Battery Minerals Limited (the legal acquiree) being identified as the accounting acquirer and Asian Battery Metals Plc (formerly Doriemus PLC, the legal acquirer) being identified as the accounting acquiree.

As such the consolidation of these two companies is on the basis of the continuation of Asian Battery Minerals Limited whereby Asian Battery Minerals Limited is deemed to be the accounting parent. Therefore, the most appropriate treatment for the transaction is to account for it under IFRS 2 Share Based Payments, whereby Asian Battery Minerals Limited is deemed to have issued shares to Asian Battery Metals Plc (formerly Doriemus PLC) shareholders in exchange for the net assets held by Asian Battery Metals Plc (formerly Doriemus PLC).

The Group consequently recognised a share-based payment of \$3.798m in its statement of comprehensive income, effectively representing a listing fee expense. The cost is calculated as the difference between the fair value of the shares deemed to have been issued by Asian Battery Minerals Limited (the non-listed entity) and the fair value of the accounting acquiree's (Asian Battery Metals Plc, formerly Doriemus PLC) identifiable net assets.

The steps for calculating the acquisition accounting items reflect the following rationale:

Asian Battery Minerals Limited is deemed to make a share-based payment to acquire the existing shareholders' interest in the net assets of Asian Battery Metals Plc (formerly Doriemus PLC) following the Acquisition.

Under the analogy of IFRS 3 'Business Combinations', the transaction between Asian Battery Metals Plc (formerly Doriemus PLC) and Asian Battery Minerals Limited is treated as a reverse acquisition. Consequently, the acquisition date fair value of the consideration transferred is based on the notional number of equity interests that the legal subsidiary (Asian Battery Minerals Limited) would have had to issue to give the owners of the legal parent (Asian Battery Metals Plc, formerly Doriemus PLC) the same percentage equity interest in the combined entity that results from the reverse acquisition.

IFRS 3 states that the consideration transferred in a business combination shall be measured at the fair value. IFRS 3 states that the fair value transferred should be based on the most reliable measure. The fair value of the shares of consideration transferred were valued by reference to the quoted price of the shares of Asian Battery Metals Plc (formerly Doriemus PLC).

The fair value of the consideration is deemed to be \$5.175 million, which is calculated based on the capital raising price under the Public Offer of \$0.05 per CDI adjusted for the implied exchange ratio between the number of Asian Battery Minerals Limited shares outstanding prior to the Proposed Transaction and the number of Asian Battery Metals Plc (formerly Doriemus PLC) shares outstanding following Settlement. This results in an exchange ratio of 4.03.

The pre-acquisition equity balances of Asian Battery Metals Plc (formerly Doriemus PLC) are eliminated against this increase in Share Capital upon consolidation and the balance is deemed to be the amount paid for the ASX listing status of DOR, being \$3.798 million and is treated as a share-based payment.

Calculation of Listing expense on reverse acquisition

	\$'000
Deemed fair value of consideration shares on acquisition	5,175
Less: Asian Battery Metals Plc (formerly Doriemus PLC) net assets acquired	
Cash and cash equivalents	1,419
Other assets	100
Trade and other receivables	39
Trade and other payables	(181)
Net assets at date of acquisition	<u>1,377</u>
Listing expense recognized on reverse acquisition	<u>3,798</u>

364,500,000 free-attaching Vendor Options were also issued to Asian Battery Minerals Limited shareholders in the following three tranches:

- 182,250,000 exercisable at \$0.100 each;
- 91,125,000 exercisable at \$0.125 each; and
- 91,125,000 exercisable at \$0.150 each.

5. Share capital

	Ordinary Shares Number	Nominal Value AUD'000	Share Premium AUD'000	Total Value AUD'000
Fully paid ordinary shares				
At 30 June 2023	120,356,105	876	16,590	17,466
At 31 December 2023	120,356,105	876	16,590	17,466
At 30 June 2024	588,006,250	15,041	-	15,041
Movement in the period				
At 31 December 2003	120,356,105	876	16,590	17,466
Share consolidation on 43 for 50 basis	(16,849,855)	-	-	-
Elimination of Doriemus PLC on acquisition	-	(876)	(16,590)	(17,466)
Shares issued on public offer	120,000,000	6,000	-	6,000
Asian Battery Minerals Limited issued capital	-	4,750	-	4,750
Consideration for acquisition	364,500,000	5,175	-	5,175
Cost of raising capital	-	(884)	-	(884)
At 30 June 2024	588,006,250	15,041	-	15,041

There are a total of 409,645,722 options and 18,000,000 performance rights on issue at 30 June 2024 (2023: 39,047,957). The movement in the period reflects the following:

	Number
At 30 June 2023	39,047,957
Consolidation at 43 for 50 ratio	(5,466,768)
Vendor Options issued under prospectus	364,500,000
Lead Manager Options issued under prospectus	11,564,533
Performance Rights issued under prospectus	18,000,000
At 30 June 2024	427,645,722

Shareholder approval was obtained at the General Meeting held on 25 March 2024 for the consolidation of the Company's issued capital on a 50:43 basis, every 50 shares being consolidated into 43 shares.

6. Share based payment reserve

	Number	AUD'000
At 30 June 2023	10,000,000	1,168
At 30 June 2024	38,164,533	1,173

The share based payments reserve relates to share options and performance rights granted by the Company to its employees, consultants and Directors under the option terms and conditions issued by the Company. The share based payment reserve comprised the following balances at 30 June 2024 and 2023:

	2024	2023
Share option reserve	346,936	1,168,000
Performance rights reserve	825,769	-
	1,172,705	1,168,000

The movement in the share based payment reserve in the period is summarised below:

	Number	AUD'000
At 30 June 2023	10,000,000	1,168
Consolidation at 43 for 50 ratio	(1,400,000)	-
Elimination of Doriemus PLC reserve on acquisition	-	(1,168)
Lead Manager Options issued under prospectus	11,564,533	347
Performance Rights issued under prospectus	18,000,000	826
At 30 June 2024	38,164,533	1,173

The following share-based payment arrangements were issued as part of the acquisition of Asian Battery Minerals Limited:

Options were issued to the Lead Manager which are valued on the following basis. The fair value was measured at the grant date and the options vested immediately.

- Number of options	11,564,533
- Valuation date	18 June 2024
- Share price at grant date	\$0.050
- Exercise price	\$0.100
- Expiry date	18 June 2028
- Historical volatility (%)	100
- Risk-free interest rate (%)	3.89
- Expected dividend yield (%)	0

The options were valued at \$0.03 per option, resulting in a total valuation of \$346,936. The cost of the options was recognised as a cost of raising capital.

The Performance Rights, with vesting conditions as outlined in the Directors' Report, were valued by reference to the Company's best available estimate of the number of Performance Rights it expects to vest. The Company will revise the estimate, if necessary, if subsequent information indicates that the number of Performance Rights expected to vest differs from the estimate. The Rights were valued on the following

	Class A	Class B	Class C
- Number of rights	5,999,999	5,999,999	6,000,002
- Valuation date	18 June 2024	18 June 2024	18 June 2024
- Share price at grant date	\$0.050	\$0.050	\$0.050
- Exercise price	Nil	Nil	Nil
- Start of performance period	18 June 2024	18 June 2024	10 June 2024
- End of performance period	18 June 2027	18 June 2027	10 June 2027
- Expiry date	18 June 2027	18 June 2027	10 June 2027
- Historical volatility (%)	100	100	100
- Risk-free interest rate (%)	3.84	3.84	3.84
- Expected dividend yield (%)	Nil	Nil	Nil
- Valuation per right	\$0.05	\$0.05	\$0.038
- Valuation of Class	\$300,000	\$300,000	\$225,769

The total cost of the rights - \$825,769 - was recognised in the Statement of Profit or Loss and Other Consolidated Income with a corresponding increase in equity.

7. Events after the end of the reporting period

There are no events after the end of the reporting period to report.

8. Availability of the Interim Report

Copies of the report will be available from the Company's registered office and also from the Company's website www.asianbatterymetals.com.

For personal use only

Independent review report to Asian Battery Metals Plc

Conclusion

We have been engaged by the Company to review the Condensed consolidated financial statements in the interim financial report for the six months ended 30 June 2024 which comprises Condensed consolidated statement of profit or loss and other comprehensive income, Condensed statement of financial position, Condensed consolidated statement of changes in equity, Condensed consolidated statement of cash flows and the Condensed notes to the condensed consolidated financial statements. We have read the other information contained in the interim financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the Condensed consolidated financial statements.

Based on our review, nothing has come to our attention that causes us to believe that the Condensed consolidated financial statements in the interim financial report for the six months ended 30 June 2024 is not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34 and the Disclosure Guidance and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Basis for conclusion

We conducted our review in accordance with International Standard on Review Engagements (UK) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" (ISRE) issued by the Financial Reporting Council. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

As disclosed in note 1, the annual financial statements of the group are prepared in accordance with UK adopted international accounting standards. The Condensed set of consolidated financial statements included in this half-yearly financial report has been prepared in accordance with UK adopted International Accounting Standard 34, "Interim Financial Reporting".

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis of conclusion section of this report, nothing has come to our attention to suggest that management have inappropriately adopted the going concern basis of accounting or that management have identified material uncertainties relating to going concern that are not appropriately disclosed.

This conclusion is based on the review procedures performed in accordance with ISRE, however future events or conditions may cause the entity to cease to continue as a going concern.

Responsibilities of directors

Management is responsible for the preparation and fair presentation of this interim financial report in accordance with International Accounting Standard 34, "Interim Financial Reporting".

In preparing the interim 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 have no realistic alternative but to do so.

Auditor’s responsibilities for the review of the financial information

We are responsible for expressing to the Company a conclusion on the Condensed set of consolidated financial statements in the interim financial report. Our conclusion, including our “Conclusions relating to going concern”, are based on procedures that are less extensive than audit procedures, as described in the “Basis for conclusion” paragraph of this report.

Use of this report

This report is made solely to the company in accordance with International Standard on Review Engagements (UK) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Financial Reporting Council. Our work has been undertaken so that we might state to the company those matters we are required to state to it in an independent review report and for no other purposes. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our review work, for this report, or for the conclusions we have formed.



Edmund Cartwright FCCA FMAAT
for and on behalf of Johnsons Chartered Accountants
Statutory Auditor
1-2 Craven Road
Ealing
London
W5 2UA

Date:12th September 2024.....