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MTM
CRITICAL METALS

2024

**ANNUAL
REPORT**

ASX: MTM



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Directors and Company Secretary

John Hannaford - Non-Executive Chairman
Lachlan Reynolds - Managing Director (resigned 15/04/2024)
David Izzard - Non-Executive Director
Anthony Hadley - Non-Executive Director
Paul Niardone - Non-Executive Director (appointed 15/04/2024)

Simon Adams - Company Secretary

Registered and Principal Office

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Securities Exchange Listing

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ASX Code

MTM - Fully paid ordinary shares

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MTM Critical Metals Limited

Operations Report

MTM Critical Metals Limited (“MTM” or the “Company”) is actively exploring for minerals at project areas located in the Abitibi region of Québec, Canada and in Eastern Goldfields region of Western Australia.

The Company has also acquired the global licence to a critical metal processing and recycling technology known as Flash Joule Heating, which has been developed by researchers at Rice University in the USA.

The Company has no reported mineral resources or ore reserves.

FLASH JOULE HEATING

In December 2023, MTM entered into a binding agreement to acquire 100% of Flash Metals Pty Ltd (Flash). Through this acquisition, which was completed in March 2024, the Company also acquired an option to licence a processing and recycling technology for REE and other critical minerals known as Flash Joule Heating (FJH), developed by researchers at Rice University located in Houston, USA.

FJH is an advanced processing and recycling technology developed to extract critical metals including REE, titanium, nickel, cobalt and lithium from waste material including lithium-ion batteries (LIB), eWaste, coal fly ash (CFA) produced by coal-fired power stations and bauxite residue (red mud) derived from alumina refining.

FJH is a technique that utilises an intense short burst electrical current to generate high levels of heat within a sample medium. The technology can be adapted to extract different types of metals by adjusting the heating parameters, making it a versatile tool for various metal recovery processes.

Flash Joule Licencing with Rice University

Flash has executed a licence agreement with Rice University (Rice) to secure the exclusive global rights to FJH technology for the processing and metal recovery from a broad range of materials.

The license agreement gives MTM the right to the proprietary technology under the associated patents for recovery of rare earth elements (REE) and other critical metals and metallic compounds from industrial waste (including coal fly ash and bauxite residue), ores, electronic waste (eWaste) and end-of-life batteries. Rice will receive consideration comprising of fees, royalties (based on revenue generated directly from the license) and milestone development payments, as well as an equity payment in the form of unlisted options.

The licensed technology has the potential to disrupt traditional treatment processes for a range of materials which could significantly enhance recovery rates and the economics of metal extraction.

Flash Joule Heating Prototype

In early 2023 construction of the FJH prototype was completed and the Company subsequently commenced testing for the recovery of critical metals such as REE, lithium and cobalt from a range of waste material. The FJH prototype unit was designed and fabricated by KnightHawk Engineering (KnightHawk) in Houston, Texas and verified in consultation with Rice.

The prototype unit has been used to determine a range of parameters and metrics for comprehensive commercial tests on a range of samples including coal fly ash, bauxite residue (red mud), eWaste and LIB. Results from the ongoing testing of the FJH technology will assist MTM and KnightHawk to design a pilot scale plant and ultimately a commercial scale unit.

The company is confident that the progression of the FJH technology will complement MTM’s advancement of a portfolio of rare earth and critical mineral exploration assets across Australia and Canada.

MTM enters a Memorandum of Understanding with Murdoch University

MTM has entered a Memorandum of Understanding (MOU) with Murdoch University (Murdoch) to investigate research collaboration opportunities for metal extraction using FJH technology.

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Based in Perth, Western Australia, Murdoch University is renowned for its metallurgy and mining programs, particularly on sustainable mining practices. MTM and Murdoch will examine ways to use FJH technology to develop new research in mineral extraction and processing to enhance the recovery of metals and minerals and the production of high-purity metals and metal compounds.

MTM also intends to leverage the expertise at Murdoch and Rice to research and commercialise FJH technology. MTM and Murdoch will aim to establish research programs and infrastructure at Murdoch for testing mineral waste streams and developing new mineral processing solutions for primary ores. They will also seek joint funding, including grants from Australian, US and industry sources. The collaboration will facilitate engagement with industry participants for specific projects and focus on developing infrastructure at Murdoch for research purposes.

The Murdoch MOU sets out the framework for collaboration; however, it is not a definitive agreement with commercial terms and timelines.

The collaboration builds on MTM's recently executed license agreement with Rice University for exclusive global rights to FJH technology. This agreement granted MTM the rights to the proprietary technology under associated patents for the recovery of REE and other critical metals and metallic compounds from industrial waste and ores, providing a foundation for the Company to scale FJH commercialisation.

FJH Testing of Spodumene Concentrate for Recovery of Lithium

Initial FJH tests on spodumene concentrate demonstrated a 92% reduction (range between 70%-92%) in time taken to transform spodumene from an Alpha (α) to Beta (β) form compared to a conventional calcination processing in a rotary kiln. The conversion rates were lower than the typical rates expected in a conventional kiln process but these early tests were unoptimized.

Spodumene, the world's largest source of lithium, is highly refractory in its natural α -monoclinic form, resisting acid leaching. The conventional method to make it leachable involves calcination at over 1000°C for up to three hours in a rotary kiln, converting it to the more acid-soluble β -tetragonal form. This industry-standard process, developed over 70 years ago, consumes large amounts of fossil fuels and results in significant CO₂ emissions, as current kiln technology relies on natural gas or diesel and is thermally inefficient.

Preliminary results indicate that FJH can transform α -spodumene to β -spodumene after only a short (minutes timeframe), controlled application of energy ('flashing') mimicking what takes 2-3 hours at high temperatures (~1,100°C) in a conventional calcination kiln. Ongoing tests are being carried out to explore what the downstream leaching characteristics of flashed spodumene are compared to the conventional "calcination-sulfation roasting" method that is used currently.

FJH technology offers a disruptive means of improving the process by which lithium is currently refined and the initial unoptimised tests are very encouraging. Applying energy directly to the material with FJH is conceptually more thermodynamically efficient than conventional kiln calcination, which requires continuous heating not only the spodumene concentrate but also the kiln infrastructure and surrounding air. The prolonged heating process of rotary kilns further increases heat dissipation and thermal losses.

MTM, in conjunction with KnightHawk, will continue to test spodumene samples, using the data to help refine and improve the technology. MTM has also engaged with a commercial metallurgical laboratory Nagrom, to assess and quantify the effects of the FJH treatment on the downstream leaching of the concentrate, with the objective of showing that FJH offers a benefit over the conventional calcination and acid baking process used for lithium extraction.

FJH testing on Rare Earth Elements in Coal Fly Ash

Approximately 60 kilograms of coal fly ash (CFA) sourced from North Dakota, USA, was utilised as a basis for the current round of FJH testing. The CFA samples were tested under a standard leach process using raw CFA feedstock as well as CFA that had been treated with the FJH technology, to determine an approximate metal recovery using conventional acid leach methods.

Preliminary results showed that the CFA treated with FJH resulted in a 50% recovery increase in REE, and importantly, a 72% increase for neodymium when compared to control samples. Several other important critical metals also showed enhanced leach recoveries, including cobalt (+73%), lithium (+50%), nickel (+99%), rubidium (+113%), scandium (+103%) and titanium (+514%).

Importantly, the CFA material treated with FJH technology shows significant promise for delivering higher recoveries in the leaching process when compared to recovery processes on the same material which has not undergone FJH

processing. The ability of FJH to reduce the acid requirements in the leaching process offers both potential cost savings and for the generation of less waste. Future testing will be able to quantify both the energy and reagent savings in the leaching process.

Dual Commercialisation Strategy

MTM's commercialisation strategy for FJH is robust and two-fold:

- 1) **Metals Recovery from Waste Streams:** Targeting valuable metals that are contained within waste feedstock sources such as CFA, bauxite residue, battery waste and e-waste. FJH technology can be used for the recovery of critical and precious metals from waste product sources that are otherwise considered to have little or no value or potentially pose an environmental problem eg: Red Mud and Coal Fly Ash.

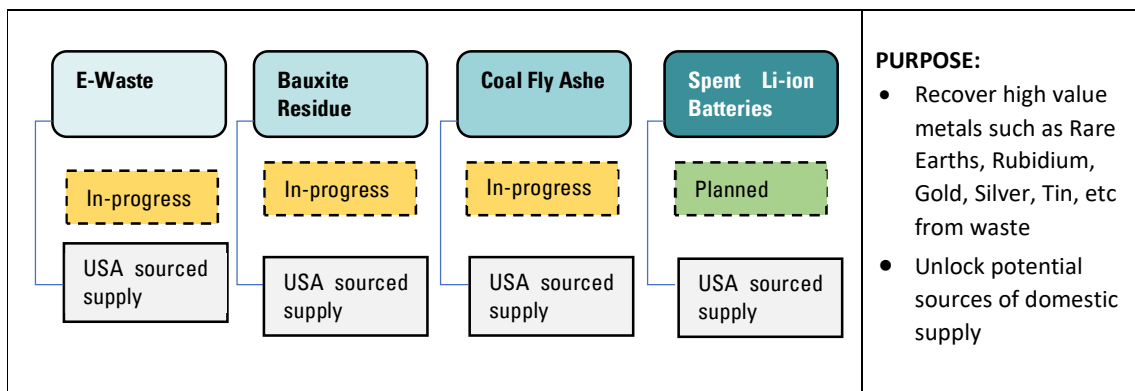


Figure 1: FJH metal recovery testing completed, in progress or planned from waste sources.

- 2) **Enhancing Mineral Processing:** Revolutionising the efficiency and effectiveness of mineral processing, such as for lithium and REE extraction, with the potential to make improvements in the consumption of energy, water, and reagents.

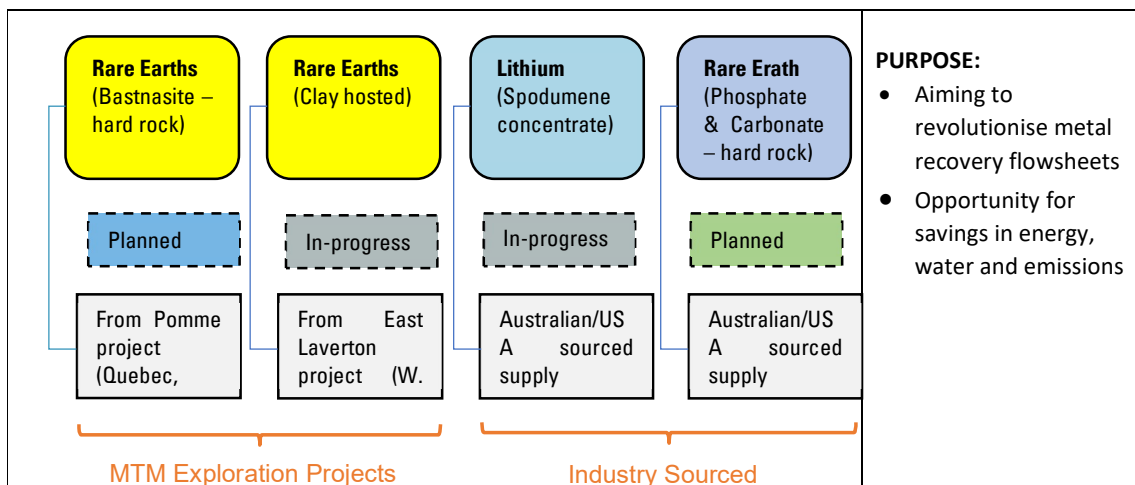


Figure 2: FJH metal recovery testing completed, in progress or planned from mineral processing.

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QUÉBEC, CANADA

Pomme Project

MTM has entered into a binding option agreement to acquire a 100% interest in the **Pomme REE-Nb Project** located in Québec, Canada from TSX.V listed Geomega Resources Inc. (Geomega). Pomme is a known carbonatite intrusion with exceptional results from limited historical drilling, showing enrichment in rare earth elements (REE) and niobium (Nb) and is considered to be an extremely prospective exploration target. Pomme is located adjacent to the world-class Montviel REE-Nb deposit (owned by Geomega Resources Inc), that has a defined total indicated and inferred resource of 266 Mt @ 1.45% TREO & 0.14% Nb₂O₅.

Under the terms of the option, the Company is required to satisfy aggregate consideration of AUD \$1,050,000 (combination of cash and shares) in order to complete the acquisition of the Project. AUD \$750,000 of this consideration has now been paid. The Company also has an AUD \$2,000,000 exploration expenditure commitment on the Pomme Project over the next 3 years.

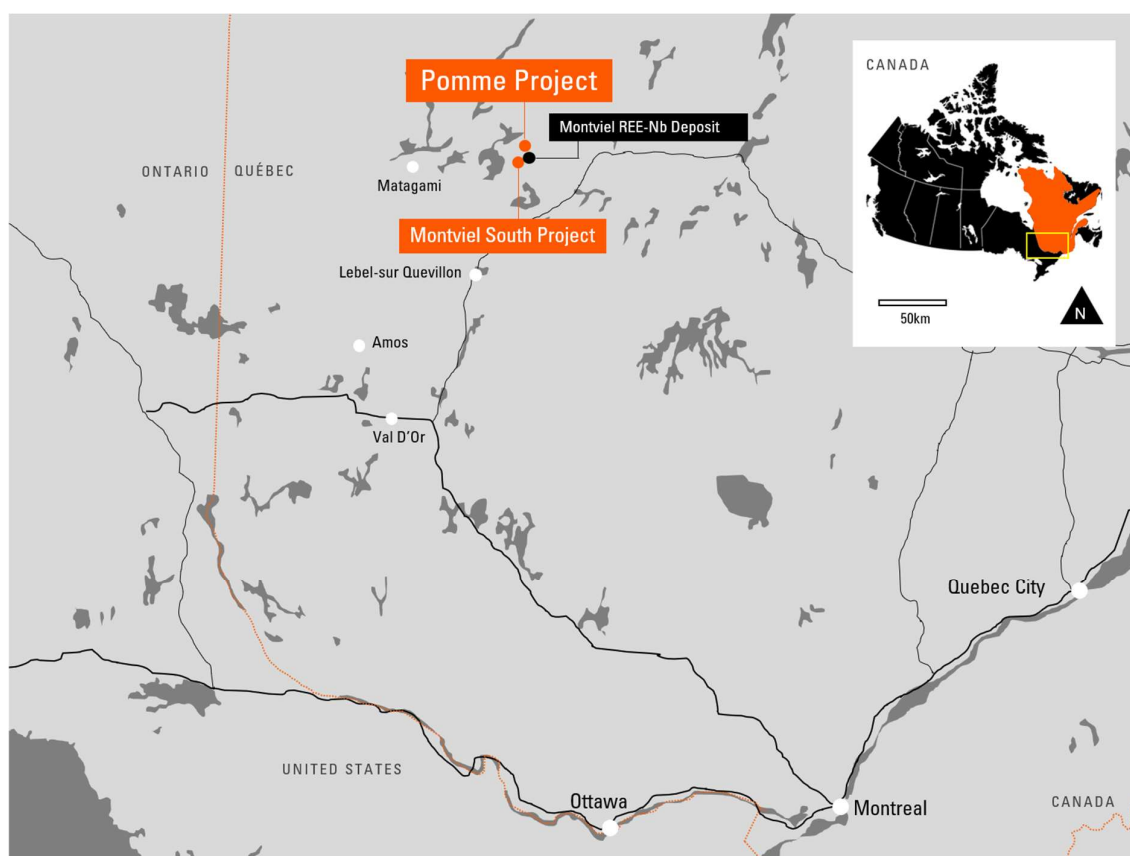


Figure 3: Location of the MTM exploration projects in Québec, Canada.

The Pomme project is located in the Abitibi region of the Province of Québec, 500km northwest of Montreal, Canada. The project comprises 50 mineral claims, covering approximately 2,400ha area within the Eeyou Istchee James Bay Territory. The claims are located approximately 100km north of the town of Lebel-sur-Quévillon (pop. 2,800) and 45km west of the Cree First Nation of Waswanipi (pop. 1,800) in the urbanised southerly part of northern Québec (Figure 3).

Pomme Diamond Drilling Program

A program of 13 deep diamond drill holes for 5,718 metres of drilling was completed at Pomme to evaluate the overall geology of the carbonatite complex and define the grade and continuity of the REE-Nb mineralisation that it contains (Figure 5 and 6). Visual REE mineralisation was identified in all drill holes, indicating a very large mineralised system within the Pomme carbonatite complex, over a >2km² area.

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Assay results for the drill holes indicated significant total rare earth oxide (TREO) and niobium mineralisation occurs within the carbonatite complex. Broad zones of consistently mineralised rocks extend over intersections greater than 500m downhole. Importantly, these zones contain intervals of higher-grade mineralisation. Assays confirm that a significant proportion of the TREO grade is high value magnet REE mineralisation - neodymium (Nd) and praseodymium (Pr).



Figure 4: Diamond drill rig operational on hole POM-23-013 at the Pomme project, August 2023.

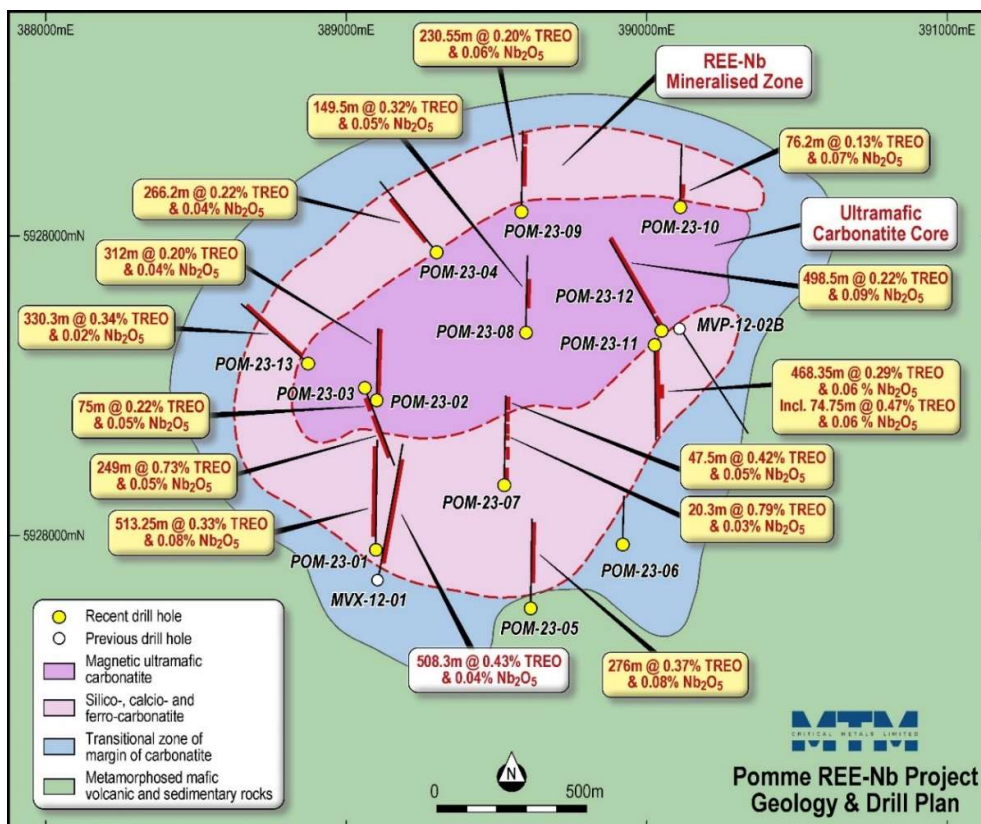


Figure 5: Diamond drilling status at the Pomme project showing historical and current diamond drill hole collar locations, and summarised mineralised intersections.

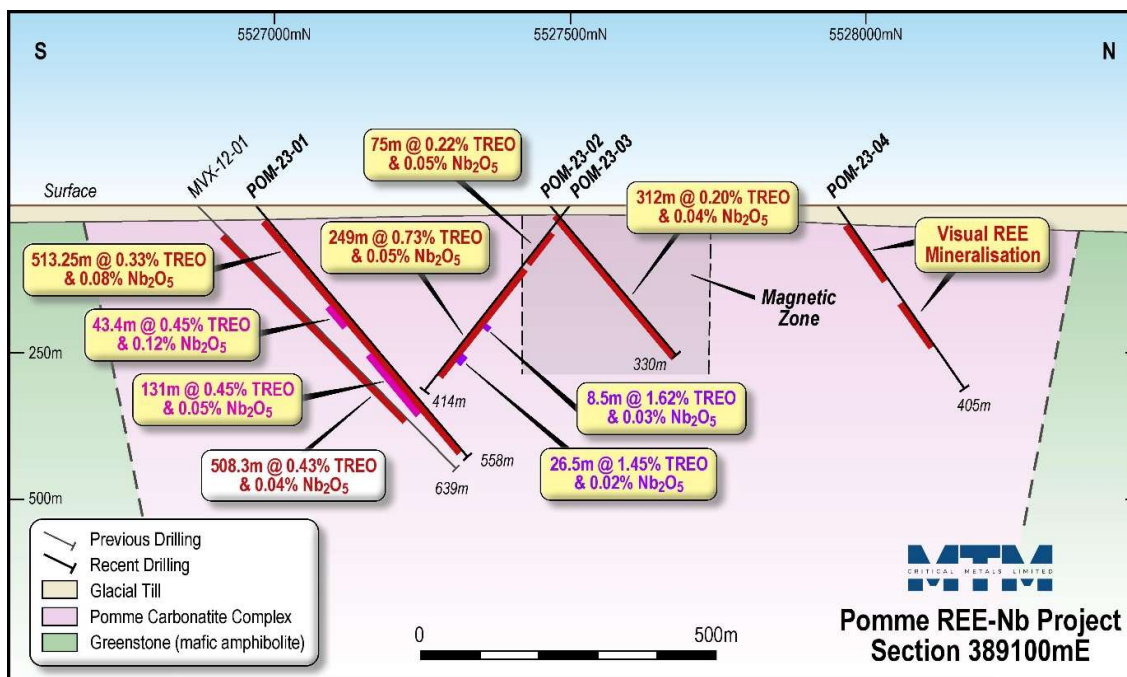


Figure 6: Schematic cross section of the diamond drilling at the Pomme project showing historical and current diamond drill hole collar locations, and summarised mineralised intersections.

Montviel South Project

In August 2023, the Company bolstered its portfolio of highly prospective REE-Nb targets in Québec, entering into a second binding option agreement with Geomega to acquire a 100% interest in the **Montviel South REE-Nb Project**. The new project comprises 20 claims covering approximately 11km² and is located 10km south of MTM's Pomme Project (Figure 3).

Under the terms of the agreement, the Company is required to satisfy aggregate consideration of AUD \$300,000 (combination of cash and shares) in order to complete the acquisition of the Project. AUD \$50,000 of this consideration has been paid. The Company also has a CAD \$750,000 exploration expenditure commitment on the Pomme Project over the next 3 years.

A program of mapping and geochemical sampling was completed during the reporting period. Results of the surface geochemical sampling were encouraging and significant anomalies were defined by the total rare earth element (TREE) values. The Company is now assessing the ongoing program to generate drilling targets.

WESTERN AUSTRALIA

West Arunta Project

The **West Arunta Project** was obtained by the Company in early 2024 through the acquisition of Flash Metals Pty Ltd. The project comprises three granted exploration licences covering around 140km² that are prospective for niobium (Nb) and rare earth elements (REE). The tenements are located in the remote West Arunta region in far north-west of Western Australia (Figure 7) and are located immediately adjacent to tenements held by WA1 Resources Limited and Encounter Resources Limited where niobium-REE mineralised carbonatites have recently been discovered.

During the reporting period, the Company has completed desktop exploration activities for the West Arunta region. The tenements lie with an Aboriginal Reserve and the Native Title and Heritage approvals for these areas follow a very prescribed process. Negotiation with Native Title holders for access to the tenements has commenced, with meetings held with representatives and draft agreements provided by the parties. All on-ground exploration activities (including airborne surveys) and access to the tenements are prohibited unless heritage agreements are completed and statutory approvals are granted.

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The Company has reprocessed available geophysical survey data and is assessing options for collection of new magnetic and gravity geophysical data that will be utilised to generate drilling targets. Like recent discoveries, the exploration program will focus on concealed coincident gravity and magnetic targets within prospective basement rocks that could represent mineralised carbonatite intrusions. Ultimately these targets will be tested with drilling.

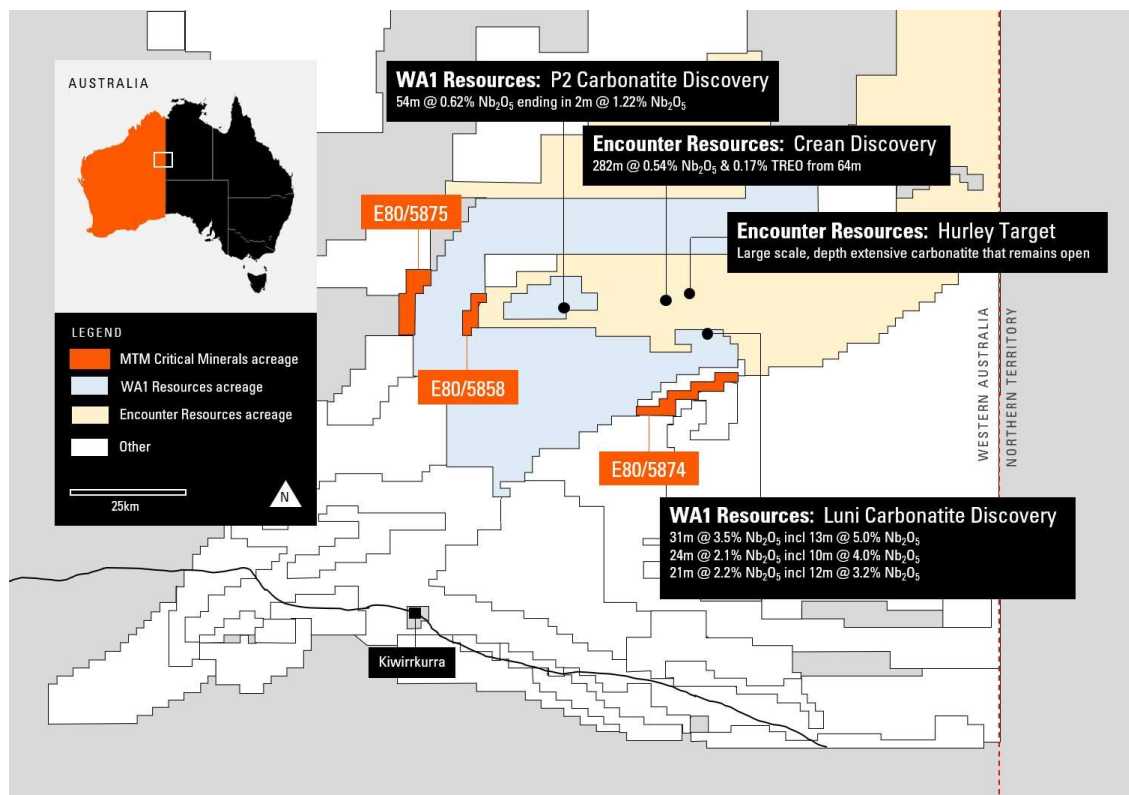


Figure 7: Location of the West Arunta Project and tenement status.

Mt Monger Project

The **Mt Monger Project** is centred approximately 45km east-northeast of Kambalda and 70km to the southeast of Kalgoorlie-Boulder (Figure 8). The project comprises seven granted Exploration Licences and two granted Prospecting Licences, covering an area of approximately 82km².

The Mt Monger Project is positioned in a prospective location in terms of regional geological and mineralisation setting, located within the southern part of the Kurnalpi Terrane, in the Eastern Goldfields Superterrane; straddling the boundary between the Bulong Anticline and the Mount Belches Formation.

The Mt Monger region has proven potential for hosting gold, with gold mining commencing in the area during the late 1890s and continuing to the present day. The Mt Monger Gold Project is within close proximity to Gold Fields Limited's (JSE: GFI) St Ives gold camp which contains the Invincible Gold Mine located in Lake Lefroy and immediately south of Silver Lake Resources Ltd's (ASX: SLR) Daisy Milano gold operation and their currently operating 1.2Mtpa Randalls gold processing facility. Lefroy Exploration Limited (ASX: LEX) has experienced recent success at their Burns Prospect, located a few kilometres to the southwest of the Mt Monger Gold Project.

Exploration to date by the Company has outlined a number of advanced gold prospects; including the Duchess of York, Kiaki Soaks, Red Dale North, north Gladiator, and the Peters Dam prospects. Elsewhere, historical drilling outside the more advanced prospect areas has been mainly limited to shallow Rotary Air Blast (RAB) and aircore drilling (<60m depth) in the immediate vicinity of and along strike from known mineralised structures, with only intermittent relatively deep reverse circulation (RC) percussion drilling completed to assess the depth potential to the shallow supergene gold mineralisation.

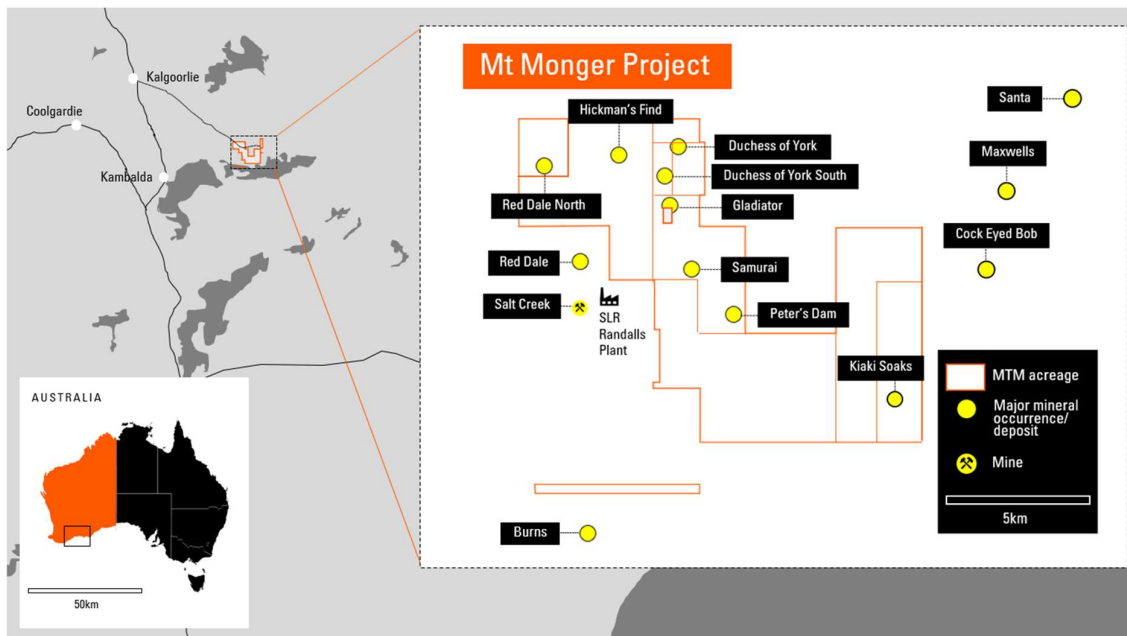


Figure 8: Tenement status map of the Mt Monger Project showing historical prospect areas and nearby gold mining operations and processing plant.

Further drilling is required to evaluate the extent and continuity of the structures that host the mineralisation. No field work was undertaken during the reporting period and the Company is considering strategic options for the tenement package.

East Laverton Project

The **East Laverton Project** is centred 40km east of the town of Laverton and is comprised of nine granted Exploration Licences (Figure 9). The project licences cover an area of approximately 1,900km² and are considered prospective for gold, rare earth elements (REE), nickel, base metals and lithium.

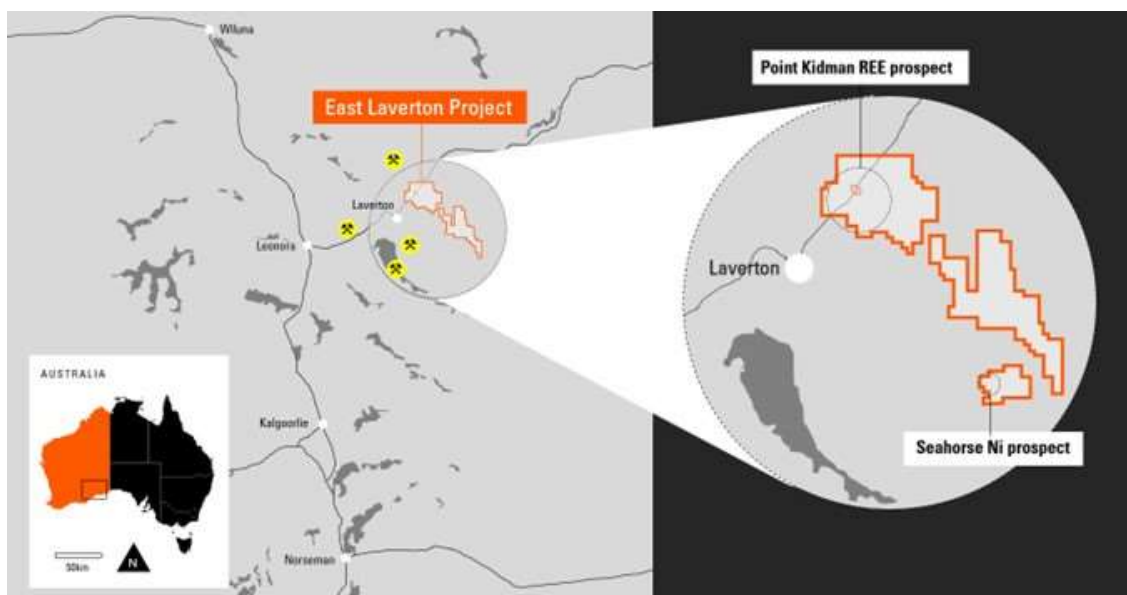


Figure 9: Tenement status map of the East Laverton Gold Project showing prospect areas and nearby mining operations.

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The East Laverton Project is located within the poorly understood Burtville Terrane on the eastern edge of the Eastern Goldfields Superterrane. The project area contains limited outcrop, with the bedrock geology predominantly concealed by transported cover. Due to the area's extensive sedimentary cover, there has been little geological work in the area either by exploration companies or government geological surveys, hampering the geological understanding of the area.

Point Kidman Prospect REE Mineralisation

Previous drilling by the Company has shown that the Pt Kidman area has a significant development of clay-hosted rare earth element (REE) mineralisation, which extends over an area of more than 20km by 10km, indicating that Pt Kidman area represents a potentially district-scale REE project. The drilling programs only tested a small part of this prospective terrane but has locally shown significant continuity and grade within the mineralised zone within the weathering profile over Archaean granitoid rocks. During the reporting period further geochemical soil sampling programs were completed as part of a first-pass evaluation to define potential exploration targets and these surveys extended the known area of REE anomalism.

Metallurgical Test Work

The Company also completed preliminary metallurgical test work to characterise the REE's identified within clays at its Pt Kidman prospect. The test work showed that there are significant opportunities to potentially optimise the future processing of the clay-hosted mineralisation. Basic metallurgical tests including analysis of different size fractions and leach tests were completed to evaluate recovery of REEs from widespread clay-hosted mineralisation identified by previous aircore drilling.

A substantial uplift in head grade and rejection of low-grade material was achieved by simple particle size separation. Analysis of the different fraction sizes show that removal of coarse size particles substantial increases in TREE grades, with the average grade generally increasing in progressively finer particle sizes.

Metallurgical test work results have shown that the majority of mineralisation is not associated with ionic clays. The REE's are instead likely contained within ultrafine REE particles, oxidised rare earth carbonate or rare earth oxide minerals. Recovery of these REE's can be achieved via acid leaching, requiring higher acid concentrations. These results are comparable with the majority of known REE clays projects in Western Australia.

Seahorse Prospect Nickel Laterite Deposit

Aircore drilling completed during the previous reporting period at the Seahorse prospect in the southern part of the East Laverton Project area confirmed the discovery of nickel laterite mineralisation. Preliminary evaluation of the nickel-cobalt mineralisation was completed to assess the continuity of the mineralisation and review the potential to define a resource. Further drilling was planned for the area, however the program was not undertaken due to a significant downturn in commodity prices.

Mukinbudin Project

The **Mukinbudin Project** was obtained by the Company during the reporting period through the acquisition of Flash Metals Pty Ltd. The project comprises two granted exploration licences (E70/6048 and E70/6359) covering approximately 74km² located approximately 250km northeast of Perth in the South West Mineral Field of Western Australia (Figure 10). The areas are easily accessible by sealed road from Perth and then via local roads and farming tracks.

REE mineralisation has been locally reported by other explorers in the region and the Company has completed a compilation of historical data over the tenement areas and commenced planning of an exploration program for niobium, REE and for lithium, which may be associated with the known pegmatites in the district.

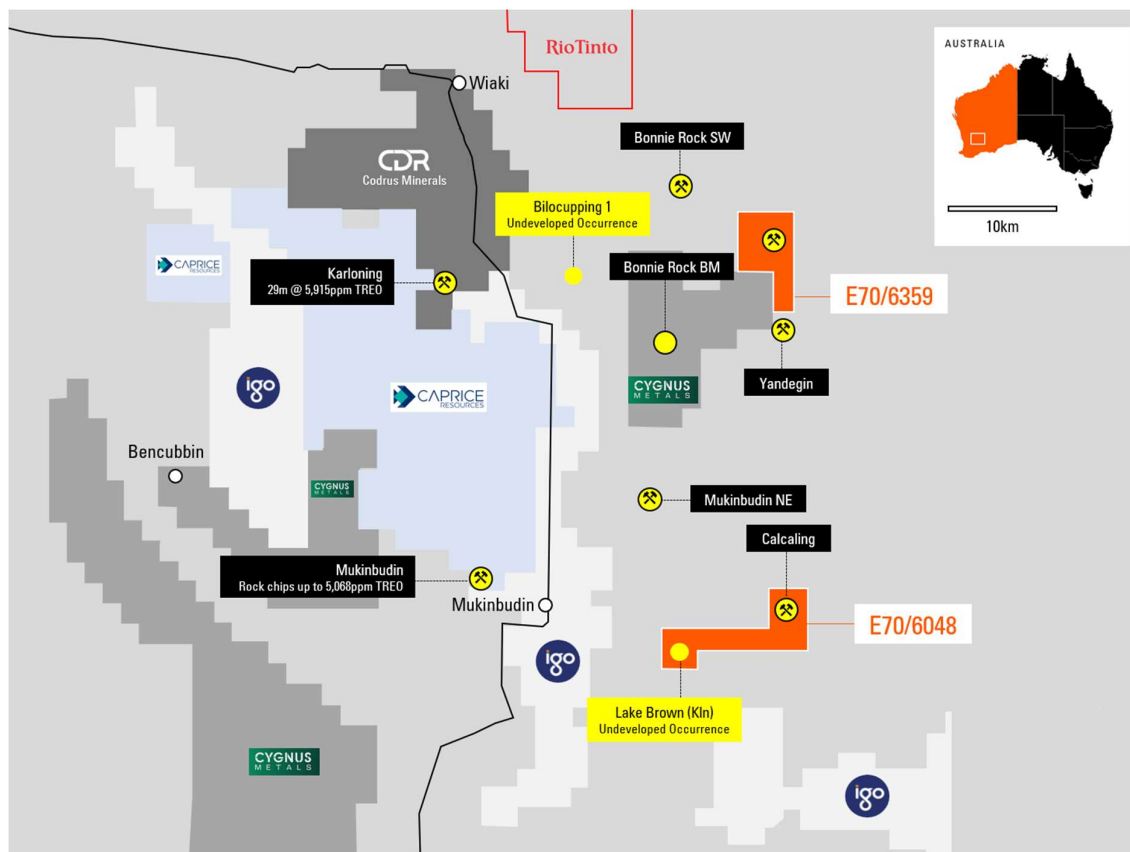


Figure 10: The Mukinbudin Nb-REE Project location.

Ravensthorpe Project

The **Ravensthorpe Project** comprises a group of exploration licences located on the southern coast of Western Australia, between the regional towns of Esperance, Ravensthorpe and Jerramungup. The area is within Albany-Fraser Orogen and is prospective for a suite of battery metals, including lithium, graphite, nickel-copper-PGE, REE and gold mineralisation.

No fieldwork was completed at the Ravensthorpe project during the reporting period. The Company completed a strategic review of the project and has undertaken a process to divest its exploration licences in the project areas in order to focus on higher priority exploration project held by the Company.

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TENEMENT SCHEDULE

Western Australia

Project	Location	Tenement	Status	Equity at 01 Jul 2023	Equity at 30 Jun 2024	Changes During Period
Mt Monger	Kalgoorlie-Boulder	E 25/525	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	E 25/531	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	E 25/532	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	E 25/536	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	E25/562	Live	80%	80%	
Mt Monger	Kalgoorlie-Boulder	E 25/565	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	E25/597	Dead	-	-	Withdrawn
Mt Monger	Kalgoorlie-Boulder	E 25/603	Live	0%	100%	Granted
Mt Monger	Kalgoorlie-Boulder	P 25/2489	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	P 25/2490	Live	100%	100%	
Mt Monger	Kalgoorlie-Boulder	P 25/2568	Dead	80%	-	Surrendered
East Laverton	Laverton	E 38/3302	Live	100%	100%	
East Laverton	Laverton	E 38/3462 ¹	Live	0%	51%	
East Laverton	Laverton	E 38/3466 ¹	Live	0%	51%	
East Laverton	Laverton	E 38/3499 ¹	Live	0%	51%	
East Laverton	Laverton	E 38/3506	Live	100%	100%	
East Laverton	Laverton	E 38/3507	Live	100%	100%	Granted
East Laverton	Laverton	E 38/3509	Live	100%	-	Surrendered
East Laverton	Laverton	E 38/3510	Live	100%	100%	
East Laverton	Laverton	E 38/3511	Live	100%	100%	
East Laverton	Laverton	E 38/3519	Dead	100%	-	Surrendered
East Laverton	Laverton	E 38/3765	Live		100%	
East Laverton	Laverton	E 39/2218	Dead	100%	-	Surrendered
East Laverton	Laverton	E 39/2219	Dead	100%	-	Surrendered
West Arunta	East Pilbara	E 80/5858	Live	-	100%	Acquired
West Arunta	East Pilbara	E 80/5874	Live	-	100%	Acquired
West Arunta	East Pilbara	E 80/5875	Live	-	100%	Acquired
Mukinbudin	Mukinbudin	E 70/6048	Live	-	100%	Acquired
Mukinbudin	Mukinbudin	E 70/6359	Live	-	100%	Acquired
Ravensthorpe	Esperance	E 63/2146	Dead	100%	-	Surrendered
Ravensthorpe	Jerramungup	E 70/5942	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/618	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/692	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/696	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/700	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/701	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/703	Dead	100%	-	Surrendered
Ravensthorpe	Ravensthorpe	E 74/723	Dead	100%	-	Surrendered
Ravensthorpe	Ravensthorpe	E 74/725	Dead	-	-	Withdrawn
Ravensthorpe	Ravensthorpe	E 74/726	Dead	100%	-	Surrendered
Ravensthorpe	Esperance	E 74/727	Dead	100%	-	Surrendered

¹ Tevel Pty Ltd (Tevel) is the registered holder of E38/3462, E38/3466 and E38/3499; MTM has entered into an earn-in and joint venture agreement with Tevel to acquire up to a 75% interest in the tenements.

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Review of Operations
30 June 2024

Québec, Canada

Project	Location	Title #	Status	Equity at 01 Jul 2023	Equity at 30 Jun 2024	Changes During Period
Pomme	Québec	CDC121	Live	-	-	
Pomme	Québec	CDC122	Live	-	-	
Pomme	Québec	CDC1005980	Live	-	-	
Pomme	Québec	CDC1005982	Live	-	-	
Pomme	Québec	CDC1005983	Live	-	-	
Pomme	Québec	CDC2234423	Live	-	-	
Pomme	Québec	CDC2234424	Live	-	-	
Pomme	Québec	CDC2234425	Live	-	-	
Pomme	Québec	CDC2234426	Live	-	-	
Pomme	Québec	CDC2234427	Live	-	-	
Pomme	Québec	CDC2234428	Live	-	-	
Pomme	Québec	CDC2234429	Live	-	-	
Pomme	Québec	CDC2234430	Live	-	-	
Pomme	Québec	CDC2234431	Live	-	-	
Pomme	Québec	CDC2234432	Live	-	-	
Pomme	Québec	CDC2234433	Live	-	-	
Pomme	Québec	CDC2240300	Live	-	-	
Pomme	Québec	CDC2240301	Live	-	-	
Pomme	Québec	CDC2240302	Live	-	-	
Pomme	Québec	CDC2240303	Live	-	-	
Pomme	Québec	CDC2240304	Live	-	-	
Pomme	Québec	CDC2240305	Live	-	-	
Pomme	Québec	CDC2240306	Live	-	-	
Pomme	Québec	CDC2240307	Live	-	-	
Pomme	Québec	CDC2240309	Live	-	-	
Pomme	Québec	CDC2240310	Live	-	-	
Pomme	Québec	CDC2240311	Live	-	-	
Pomme	Québec	CDC2240312	Live	-	-	
Pomme	Québec	CDC2240313	Live	-	-	
Pomme	Québec	CDC2458316	Live	-	-	
Pomme	Québec	CDC2458327	Live	-	-	
Pomme	Québec	CDC2458328	Live	-	-	
Pomme	Québec	CDC2458329	Live	-	-	
Pomme	Québec	CDC2458330	Live	-	-	
Pomme	Québec	CDC2458331	Live	-	-	
Pomme	Québec	CDC2458332	Live	-	-	
Pomme	Québec	CDC2458333	Live	-	-	
Pomme	Québec	CDC2458334	Live	-	-	
Pomme	Québec	CDC2458345	Live	-	-	
Pomme	Québec	CDC2458346	Live	-	-	
Pomme	Québec	CDC2458349	Live	-	-	
Pomme	Québec	CDC2522460	Live	-	-	
Pomme	Québec	CDC2598360	Live	-	-	
Pomme	Québec	CDC2754413	Live	100%	100%	Acquired
Pomme	Québec	CDC2754414	Live	100%	100%	Acquired
Pomme	Québec	CDC2757444	Live	100%	100%	Acquired
Pomme	Québec	CDC2757445	Live	100%	100%	Acquired

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Project	Location	Title #	Status	Equity at 01 Jul 2023	Equity at 30 Jun 2024	Changes During Period
Pomme	Québec	CDC2757446	Live	100%	100%	Acquired
Pomme	Québec	CDC2784081	Live	100%	100%	Acquired
Pomme	Québec	CDC2784082	Live	100%	100%	Acquired

Project	Location	Title #	Status	Equity at 01 Jul 2023	Equity at 30 Jun 2024	Changes During Period
Montviel South	Québec	CDC112	Live	-	-	
Montviel South	Québec	CDC94141	Live	-	-	
Montviel South	Québec	CDC1105928	Live	-	-	
Montviel South	Québec	CDC2458312	Live	-	-	
Montviel South	Québec	CDC2458313	Live	-	-	
Montviel South	Québec	CDC2458317	Live	-	-	
Montviel South	Québec	CDC2458318	Live	-	-	
Montviel South	Québec	CDC2458319	Live	-	-	
Montviel South	Québec	CDC2458320	Live	-	-	
Montviel South	Québec	CDC2458321	Live	-	-	
Montviel South	Québec	CDC2783265	Live	-	-	
Montviel South	Québec	CDC2783266	Live	-	-	
Montviel South	Québec	CDC2783267	Live	-	-	
Montviel South	Québec	CDC2783268	Live	-	-	
Montviel South	Québec	CDC2783269	Live	-	-	
Montviel South	Québec	CDC2783270	Live	-	-	
Montviel South	Québec	CDC2783271	Live	-	-	
Montviel South	Québec	CDC2783272	Live	-	-	
Montviel South	Québec	CDC2783273	Live	-	-	
Montviel South	Québec	CDC2783274	Live	-	-	

Ressources Géoméga inc. (Geomega) is the registered holder of most Pomme and Montviel South claims in Québec, in addition to some held by the Company. MTM has entered into option and earn-in agreements with Geomega to acquire up to a 100% interest in these claims.

Competent Person's Statement

The information in this annual report that relates to Exploration Results is based on and fairly represents information compiled by Mr Lachlan Reynolds. Mr Reynolds was the Chief Operating Officer of MTM Critical Metals Limited and is a member of both the Australasian Institute of Mining and Metallurgy and the Australasian Institute of Geoscientists. Mr Reynolds has sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Reynolds consents to the inclusion in this annual report of the matters based on information in the form and context in which they appear.

Previous Disclosure

The information in this report is based on the following ASX announcements, all of which are available from the MTM Critical Metals Ltd website (www.mtmongerresources.com.au) and the ASX website (www.asx.com.au).

Date	Description
4 July 2023	Pomme Ree Drilling Update
6 July 2023	REE Soil Sampling at East Laverton to Extend Mineralised Area

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Review of Operations

30 June 2024

Date	Description
14 July 2023	Pomme REE-Nb Drilling to Recommence
20 July 2023	Appointment of New Director with REE Experience
28 July 2023	Drilling extends REE-Nb Mineralised Zones
31 July 2023	Quarterly Activities/Appendix 5B Cash Flow Report
4 September 2023	Widespread mineralisation at Pomme REE-Nb Project
28 September 2023	Strong first assay results from Pomme drilling
29 September 2023	Annual Report to shareholders
3 October 2023	MTM expands REE acreage in Canada
9 October 2023	MTM intercepts further TREOs at Pomme
11 October 2023	East Laverton soil survey returns REE and nickel anomalies
24 October 2023	New Zones of REE and Niobium at Pomme
31 October 2023	Quarterly Activities Report/Appendix 5B Cash Flow Report
15 November 2023	New zones of REE and Niobium at Pomme
21 November 2023	MTM secures \$1m in funding
1 December 2023	Encouraging beneficiation results for REE clays E Laverton
19 December 2023	MTM to acquire West Arunta Niobium-REE Project
3 January 2024	REE-Niobium mineralization at Pomme carbonatite complex
19 February 2024	West Arunta Exploration Update
13 March 2024	Flash Joule Heating technology option exercised
07 April 2024	REE-Nb Geochem Anomalies at Montviel South
06 May 2024	Flash Joule Heating Prototype Tests Increase REE recovery
31 May 2024	Flash Joule Heating License Agreement Completed
05 June 2024	MTM Collaboration with Murdoch University on FJH Technology
24 June 2024	Positive Advances with Metal Recovery Test Work

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Prospectus or original ASX announcements and that all material assumptions and technical parameters underpinning the Prospectus and relevant ASX announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are represented have not been materially modified from the original ASX announcements.

Cautionary Statement Regarding Values & Forward-Looking Information

The figures, valuations, forecasts, estimates, opinions and projections contained herein involve elements of subjective judgment and analysis and assumption. MTM Critical Metals does not accept any liability in relation to any such matters, or to inform the Recipient of any matter arising or coming to the company's notice after the date of this document which may affect any matter referred to herein. Any opinions expressed in this material are subject to change without notice, including as a result of using different assumptions and criteria. This document may contain forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "expect", and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking information is subject to business, legal and economic risks and uncertainties and other factors that could cause actual results to differ materially from those contained in forward-looking statements. Such factors include, among other things, risks relating to property interests, the global economic climate, commodity prices, sovereign and legal risks, and environmental risks. Forward-looking statements are based upon estimates and opinions at the date the statements are made. MTM Critical Metals undertakes no obligation to update these forward-looking statements for events or circumstances that occur subsequent to such dates or to update or keep current any of the information contained herein. The Recipient should not place undue reliance upon forward-looking statements. Any estimates or projections as to events that may occur in the future (including projections of revenue, expense, net income and performance) are based upon the best judgment of MTM Critical Metals from information available as of the date of this document. There is no guarantee that any of these estimates or projections will be achieved. Actual results will vary from the projections and such variations may be material. Nothing contained herein is, or shall be relied upon as, a promise or representation as to the past or future. MTM Critical Metals, its affiliates, directors, employees and/or agents expressly disclaim any and all liability relating or resulting from the use of all or any part of this document or any of the information contained herein.

Qualifications, Experience and Special Responsibilities of Directors

John Hannaford – Non-Executive Chairman

Appointed 13 November 2020

Mr Hannaford is an experienced company director and executive with extensive experience as a director of ASX listed companies, including Chairman. A qualified Chartered Accountant and Fellow of the Securities Institute of Australia, he has founded and listed several companies on the ASX. He has also advised numerous companies through the ASX listing process in his corporate advisory career. He has established an extensive corporate network and gained a highly distinguished reputation over the last twenty years of corporate life in Australia.

Other current directorships

Forrestania Resources Ltd
Voltaic Strategic Resources Ltd (Formerly Eon NRG Ltd)

Special responsibilities

Chairman
Chairman

Former directorships in the last three years

Kula Gold Ltd (Resigned 18 October 2023)

Interests in shares and options

7,063,269 Shares
11,151,659 options

Lachlan Reynolds - Managing Director

Appointed 13 November 2020, Resigned 15 April 2024

Mr Reynolds is a professional geologist with over 30 years experience in mineral exploration, project development and mining, in both Australia and internationally. He has broad resource industry expertise, across a range of commodities including copper, gold, nickel and uranium. Over the past decade Lachlan has served as a senior executive and manager for a number of ASX-listed companies and has managed the advancement of a diverse suite of mineral projects.

Mr Reynolds commenced his career at WMC Resources Ltd working on gold and nickel opportunities in Western Australia, later being involved in the Tampakan copper project in the Philippines and multi-commodity Olympic Dam mine in South Australia. After 12 years with WMC, Mr Reynolds accepted a position with OceanaGold Ltd in New Zealand where he was involved with teams that successfully defined additional gold resources and brought a number of open pit and underground mining developments into production. Lachlan has subsequently held Managing Director positions for Energy Ventures Ltd where he oversaw development of the Aurora uranium deposit in the USA and Golden Mile Resources Limited (ASX: G88), a junior exploration company that holds gold projects in the Eastern Goldfields of Western Australia. He has recently consulted to Caravel Minerals Ltd (ASX: CVV) as General Manager Exploration, supervising geological activities at their Caravel Copper Project and an active exploration program in the southwest of Western Australia.

Mr Reynolds holds a BSc (Honours) in Geology from the University of Melbourne.

Mr Reynolds resigned as Managing Director on 15 April 2024, stepping into the role of Chief Executive Officer. He resigned as CEO on 2 July 2024, remaining with the company in the subsequent months to ensure an orderly transition to assist in moving to a new executive team.

Other current directorships

Voltaic Strategic Resources Ltd (Formerly Eon NRG Ltd)

Special responsibilities

Former directorships in the last three years

Interests in shares and options

1,251,430 Shares
5,225,762 Options

David Izzard – Non-Executive Director

Appointed 13 November 2020

Mr Izzard is an experienced finance executive and director with over 15 years' experience in the mining industry. He has a strong knowledge of mining operations, financing and project management. Over the last four years he has been involved in identifying economical mining projects and executive teams to execute and operate projects.

Mr Izzard is a qualified accountant and has an MBA and a Master of Mineral Economics from Curtin University.

Other current directorships

Forrestania Resources Ltd
Voltaic Strategic Resources Ltd (Formerly EON NRG Ltd)

Special responsibilities

Risk & Audit Committee Member

Former directorships in the last three years

Interests in shares and options

9,326,787 shares
9,372,202 options

Directors' Report

30 June 2024

Anthony Hadley – Non-Executive Director

Appointed 20 July 2023

Mr Hadley is a metallurgist, a rare earth element (REE) technical expert and a senior manager with more than 30 years' experience in the mining industry in operations, technical development of complex metallurgical flowsheets, project design and management, engineering and process plant commissioning.

Mr Hadley holds a BSc in Extractive Metallurgy and Chemistry from Murdoch University.

Other current directorships

Special responsibilities

Former directorships in the last three years

Interests in shares and options

125,000 shares
2,062,500 options

Paul Niardone – Non-Executive Director

Appointed 15 April 2024

Mr Niardone is a highly qualified company director with more than 30 years' experience in managerial and executive roles for ASX-listed companies, private entities and not-for-profit organisations. His equity capital markets expertise includes more than 50 IPOs and capital raisings totalling more than \$360m.

Working across a broad range of industries, Paul specialises in building and executing growth initiatives and utilising his wide network of contacts while working with government. This has allowed him to establish and expand several prominent Australian businesses, including the Agency Group Ltd (ASX:AU1) where he has been an Executive Director since 2013. Prior to this, Paul was Founder and Executive Director of Professional Public Relations, the largest PR and communications firm in Western Australia.

Other current directorships

Special responsibilities

Former directorships in the last three years

Interests in shares and options

nil

Simon Adams – Company Secretary

Appointed 13 November 2020

Mr Adams has over 25 years of experience with listed (ASX and NASDAQ) and private companies in Australia where he has filled various executive roles as Company secretary, CFO and Managing Director across a range of sectors including mining, aquaculture, finance and in the upstream energy industry. He has experience in the areas of corporate and financial management, corporate compliance and business development. Simon is a member of the Governance Institute of Australia.

Mr Adams is the company secretary of ASX-listed Voltaic Strategic Resources Ltd (Formerly Eon NRG Ltd).

Principal Activities

The Company was established in November 2020 and the principal activities of the group during the financial year were the exploration of mineral tenements in Western Australia ("WA") and development of mineral processing technology.

Dividends

No dividends have been declared, provided for or paid in respect of the period ended 30 June 2024.

Corporate and Financial Position

The Group's net loss from operations for the period was \$3,922,977 (2023: \$1,749,281).

At 30 June 2024, the Group had net current assets of \$2,451,524 (2023: \$2,358,907).

This report is prepared on the going concern basis which assumes the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business (refer Note 1.6).

The Directors have reviewed the business outlook and the assets and liabilities of the Group and are of the opinion that the going concern basis of accounting is appropriate as they believe the Group will continue to be successful in securing additional funds through equity issues as and when the need to raise funds arises.

Business Strategies and Prospects

The group currently has the following business strategies and prospects over the medium to long term:

- (i) Seek to maximise the value of the group through successful exploration activities;
- (ii) Selectively expand the Group's portfolio of exploration assets; and
- (iii) Examine other new business development opportunities in the mining and resources sector.

Business risks

Exploration and operating

Mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of the Projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Exploration in terrains with existing mineralisation endowments and known occurrences may slightly mitigate this risk.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects (Projects) and obtaining all required approvals for its activities. In the event that exploration programs are unsuccessful this could lead to a diminution in the value of its Projects, a reduction in the cash reserves of the Company and possible relinquishment of part or all of its Projects.

Market conditions

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) availability of skilled staff and expertise
- (c) introduction of tax reform or other new legislation;
- (d) interest rates and inflation rates;
- (e) changes in investor sentiment toward particular market sectors;
- (f) the demand for, and supply of, capital; and
- (g) terrorism or other hostilities.

The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Matters subsequent to the end of the financial year

On 2 July 2024, Lachlan Reynolds resigned as CEO, remaining with the company in the subsequent months to ensure an orderly transition to assist in moving to a new executive team.

On 31 July 2024, the Company elected to withdraw from the option agreement for the Montviel South claims in Québec, Canada. To continue with the option to acquire 100% interest in the claims held by Geomega Resources Inc, MTM was required to pay an additional \$125,000 cash consideration and issue \$125,000 shares consideration in various stages at agreement anniversary dates, as well as meeting expenditure commitments.

On 7 August 2024, the company issued 15,000,000 unlisted options (exercise price \$0.20, expiry date 7 August 2029) to Rice University. These formed a part of the consideration for the License Agreement between Flash Metals USA Inc. and Rice University. The unlisted options were approved in a Board resolution dated 25 May 2024, but were not issued until 7 August 2024.

On 7 August 2024, the company paid US\$250,000 to Rice University to fund continued research and development in the James M. Tour research group. This payment formed a part of the consideration for the License Agreement between Flash Meals USA Inc. and Rice University.

On 9 August 2024, the Company appointed Michael Walshe as its CEO. Mr Walshe has over 15 years of international experience in engineering, operations, technology commercialisation, and project development roles across the minerals, chemicals, and renewable energy sectors with substantial expertise in the design and scale-up of heat transfer equipment.

Directors' Report 30 June 2024

On 13 August 2024, the Company announced that it had secured an additional technology to its global license agreement with Rice University, now including FJH in a chlorinated or carbon-chlorinated atmosphere. As consideration for this addition, MTM will issue 625,000 ordinary shares and 250,000 unquoted options (exercise price: \$0.20, expiry date 7 August 2029).

Environmental and Social Regulation and Performance

The Group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve.

Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities. There have been no significant known breaches by the group during the financial period.

The Company is developing a framework of stewardship of our environment and are focussed on providing social benefits and mutually rewarding outcomes for the communities in which it operates.

Likely Developments and Expected Results

It is the Board's current intention that the Group will seek to progress exploration on existing projects. The Group will also continue to examine new opportunities in the mineral exploration and resources sector where appropriate.

These activities are inherently risky and there can be no certainty that the Group will be able to successfully achieve the objectives.

Greenhouse Gas and Energy Data Reporting Requirements

The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. The Directors have assessed that there are no current reporting requirements, but that the Company may be required to do so in the future.

Meetings of Directors

The following table sets out the number of meetings of the Company's directors held during the period ended 30 June 2024, and the number of meetings attended by each director.

	Board Meetings Number Eligible to attend	Board Meetings Number attended
John Hannaford	5	5
Lachlan Reynolds	4	4
David Izzard	5	5
Anthony Hadley	5	5
Paul Niardone	2	1

No Audit and Risk Committee meetings were convened during the period.

Insurance of Officers and Auditors

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

The Company has paid premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director of the Company, other than conduct involving a wilful breach of duty in relation to the Company. The amount of the premium is \$47,780 exclusive of GST (for the three years to 31 January 2025).

Share Options on Issue at the Date of this Report

Unissued shares

At the date of this report, the unissued ordinary shares of MTM Critical Metals Limited under option are as follows:

Unquoted (exercise price \$0.30 and expiry date 16 December 2024)	8,000,000
Unquoted (exercise price \$0.35 and expiry date 9 November 2024)	750,000
Unquoted (exercise price \$0.40 and expiry date 9 May 2025)	750,000
Unquoted (exercise price \$0.25 and expiry date 25 March 2027)	21,000,000
Total existing Options	30,500,000

Directors' Report

30 June 2024

Performance rights	300,000
	<hr/> 300,000

Option holders do not have any right, by virtue of the option, to participate in any share issue of the Company or any related body corporate.

Shares issued as a result of the exercise of options

During the financial year, employees and executives did not exercise any options to acquire ordinary shares. 600,000 performance rights vested during the financial year and were issued as ordinary shares.

Non-Audit Services

There was no non-audit services provided during the period by the auditor, Hall Chadwick WA Audit Pty Ltd.

Auditor's Independence Declaration

The auditor's independence declaration is on page 29 of the Annual Report.

Remuneration Report

(Audited)

This Remuneration Report outlines the director and executive remuneration arrangements of the Company in accordance with the requirements of the *Corporations Act 2001* and its Regulations. For the purposes of this report Key Management Personnel (KMP) of the Group are defined as those persons having the authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Group. Based on this definition the KMP of MTM Critical Metals Limited are the directors of the Company. A review of executives remuneration was undertaken in the period.

Details of Key Management Personnel

Directors

John Hannaford	Non-Executive Chairman
Lachlan Reynolds	Chief Executive Officer
David Izzard	Non-Executive Director
Anthony Hadley	Non-Executive Director
Paul Niardone	Non-Executive Director

Lachlan Reynolds was Managing Director until 15 April 2024, at which point he stepped down from the board of directors and assumed the role of Chief Executive Officer.

Paul Niardone joined the board of directors as Non-Executive Director on 15 April 2024.

Remuneration Philosophy

The performance of the Company depends upon the quality of its Directors and Executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre executives; and
- Link executive rewards to shareholder value.

Due to the early stage of development which the Company is in, shareholder wealth is directly affected by the Company share price, as the Company is not in a position to pay dividends. By remunerating Directors and Executives in part by share based payments, the Company aims to align the interests of Directors and Executives with Shareholder wealth, thus providing individual incentive to perform and thereby improving overall Company performance and associated value.

As the Company has been incorporated since 13 November 2020 and remains in the development stage of an inherently risky industry, the remuneration policy does not currently take into account current or prior year earnings. Other than share based payments made to the directors from time to time, there is no specific link to the Company's performance and directors' remuneration.

Remuneration structure

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate and distinct.

Non-executive director remuneration

Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain directors to the highest calibre, whilst incurring a cost which is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate directors' fees payable to non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the directors as agreed. Aggregate maximum directors' fees payable of \$300,000 per year has been set by the Board and will be ratified by shareholders at the first AGM.

The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. Cash fees for non-executive directors are not linked to the performance of the Company or shareholder wealth.

All remuneration paid to Non-Executive Directors is valued at cost to the Company and expensed.

The remuneration of Non-Executive Directors for the years ended 30 June 2024 is detailed below, within this section.

Executive remuneration

Objective

The Company aims to reward executives (both directors and company executives) with a level and mix of remuneration commensurate with their position and responsibilities within the Company and so as to:

- Reward executives for Company performance;
- Align the interest of executives with those of shareholders; and
- Ensure total remuneration is competitive by market standards.

Structure

The remuneration policy for executives is to provide a fixed remuneration component and a specific equity related component. The board believes that this remuneration policy is appropriate given the stage of development of the Company and the activities which it undertakes and is appropriate in aligning director objectives with shareholder and business objectives.

The remuneration policy going forward in regard to setting the terms and conditions for the executive directors has been developed by the board taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

Fixed Remuneration

Objective

The level of fixed remuneration is set so as to provide a base level of remuneration.

Fixed remuneration is to be reviewed annually and the process consists of a review of company and individual performance, relevant comparative remuneration in the market and internal policies and practices.

Structure

Executives are given the opportunity to receive their fixed remuneration in a variety of forms including cash and fringe benefits. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

The remuneration policy going forward in regard to setting the terms and conditions for the executive directors has been developed by the board taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The remuneration of executives for the period ended 30 June 2024 is detailed below, within this section.

Variable Remuneration

Objective

The objective of variable remuneration provided is to reward executives in a manner which aligns this element of remuneration with the creation of shareholder wealth.

Structure

Variable remuneration may be delivered in the form of options, shares or cash bonus. No cash bonuses were granted or paid during the period ended 30 June 2024.

Executives receive a superannuation guarantee contribution required by the government, which is currently 11.5% and do not receive any other retirement benefit. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

Options Granted

All Directors were awarded options during the period. All options were granted over unissued fully paid ordinary shares in the Company. The number of options granted was determined having regard to the factors described above. Options vest based on the provision of service over the vesting period whereby the director becomes beneficially entitled to the option on vesting date. Options are exercisable by the holder as from the vesting date. There has not been any alteration to the terms or conditions of the grant since the grant date. There are no amounts paid or payable by the recipient in relation to the granting of such options other than.

Date of issue	14 March 2024	14 March 2024
	Director Options	Director Appointment Options
Category of options		
Number of options	10,000,000	1,000,000
Dividend yield (%)	-	-
Expected volatility (%)	129.5%	129.5%
Risk free interest rate (%)	3.74%	3.74%
Expected life of the option (years)	3.00	3.00
Option exercise price (\$)	0.25	0.25
Share price at grant date (\$)	0.076	0.076
Expected Vesting Date	-	-
Fair value per option (\$)	0.0440	0.0440
Total value at grant date (\$)	439,610	43,961
Awarded to		
John Hannaford	5,000,000	-
Lachlan Reynolds	2,000,000	-
David Izzard	2,000,000	-
Antony Hadley	1,000,000	1,000,000

No compensation options were exercised during the period.

Employment Contracts

Executive Directors

The employment conditions of the Managing Director, Mr Lachlan Reynolds, are formalised in a contract of employment which was signed with effect from 15 July 2021 following listing of the Company's shares on ASX. The total remuneration package of the Managing Director as at 30 June 2024 is \$242,000 plus statutory superannuation with an additional allocation of performance related options as detailed below. Notice of three months is required for either party to terminate the contract.

The employment conditions of the Non-Executive Chairman, Mr John Hannaford, and the Non-Executive Director, David Izzard, were formalised in a contract of employment that were effective from 15 July 2021 after the Company's listing on ASX. The total remuneration packages of Mr Hannaford and Mr Izzard from 15 July 2021 are \$50,000 per annum and \$36,000 per annum respectively plus statutory superannuation.

The employment conditions of the Non-Executive Director, Anthony Hadley, were formalised in a contract of employment effective from 14 July 2023. The total remuneration packages of Mr Hadley from 14 July 2023 is \$36,000 per annum plus statutory superannuation.

The employment conditions of the Non-Executive Director, Paul Niardone, were formalised in a contract of employment effective from 15 April 2024. The total remuneration packages of Mr Niardone from 15 April 2024 is \$36,000 per annum plus statutory superannuation.

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Directors' Report
30 June 2024

Key Management Personnel Remuneration

Key Management Personnel remuneration - 2024	Short term employee benefits		Post-employment benefits	Share based payments	% Performance-based	Total
	Cash salary/ consultancy	Other benefits	Superannuation	Options & Performance Rights		
Non-Executive Directors						
John Hannaford	103,175	3,080	5,500	219,805	66%	331,560
David Izzard	36,000	3,080	3,960	87,922	67%	130,962
Anthony Hadley	41,108	2,906	3,752	87,922	65%	135,688
Paul Niardone	8,354	701	919	-	0%	9,974
Executive Directors						
Lachlan Reynolds	242,000	3,080	26,620	113,890	30%	385,590
Total	430,637	12,847	40,751	509,539	51%	993,774

Key Management Personnel remuneration - 2023	Short term employee benefits		Post-employment benefits	Share based payments	% Performance-based	Total
	Cash salary/ consultancy		Superannuation	Options		
Non-Executive Directors						
John Hannaford		50,000	5,250	-	-	55,250
David Izzard		36,000	3,780	-	-	39,780
Anthony Hadley		-	-	-	-	-
Executive Directors						
Lachlan Reynolds		242,000	25,410	54,535	-	321,945
Total		328,000	34,440	54,535	-	416,975

Additional Disclosures Relating to Key Management Personnel

Shareholding

The number of shares in the company held during the financial year by KMP of the consolidated entity, including their personally related parties, is set out below:

	Balance at 30/06/2023	Purchases	Vendor Consideration	Balance at 30/06/2024	Balance at Reporting Date
Non-Executive Directors					
John Hannaford	4,750,769	2,312,500	-	7,063,269	7,063,269
David Izzard	7,014,287	2,312,500	-	9,326,787	9,326,787
Anthony Hadley	-	125,000	-	125,000	125,000
Paul Niardone	-	-	-	-	-
Executive Directors					
Lachlan Reynolds	701,430	550,000	-	1,251,430	1,251,430
Total	12,466,486	5,300,000	-	17,766,486	17,766,486

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Directors' Report 30 June 2024

Option holding

The number of options over ordinary shares in the company held during the financial year by KMP of the consolidated entity, including related parties, is set out below:

	Balance at 30/06/2023	Purchased	Issued as remuneration	Expired	Balance at 30/06/2024	Vested and exercisable
Non-Executive Directors						
John Hannaford	4,995,409	1,156,250	5,000,000	-	11,151,659	11,151,659
David Izzard	6,215,952	1,156,250	2,000,000	-	9,372,202	9,372,202
Anthony Hadley	-	62,500	2,000,000	-	2,062,500	2,062,500
Paul Niardone	-	-	-	-	-	-
Executive Directors						
Lachlan Reynolds	3,600,762	125,000	2,000,000	(500,000)	5,225,762	5,225,762
Total	14,812,123	2,500,000	11,000,000	(500,000)	27,812,123	27,812,123

Performance Rights

The number of performance rights over ordinary shares in the company held during the financial year by KMP of the consolidated entity, including related parties, is set out below:

	Balance at 30/06/2023	Issued as remuneration	Vested in Period	Balance at 30/06/2023	Vested and exercisable
Lachlan Reynolds	600,000	-	(300,000)	300,000	-

Use of Remuneration Consultants

The company did not use the services of any remuneration consultants during the year.

Transactions with key management personnel

During the period ended 30 June 2024, commercial storage facilities were provided by Fordrock Property Trust, a trust that is controlled by David Izzard and John Hannaford. An amount of \$14,587 was invoiced by Fordrock Property Trust, for provision of these services for the period up to 30 June 2024. \$881 remained unpaid at 30 June 2024.

During the period ended 30 June 2024, services related to capital raisings were provided by Rockford Corporate Pty Ltd, a company that is controlled by David Izzard and John Hannaford. An amount of \$66,000 was invoiced by Rockford Corporate Pty Ltd, for provision of these services for the period up to 30 June 2024. No amount remained unpaid at 30 June 2024.

During the period ended 30 June 2024, office accommodation and finance & administration services were provided by Rockford Partners Pty Ltd, a company that is controlled by David Izzard and John Hannaford. An amount of \$144,118 was invoiced by Rockford Partners Pty Ltd, for provision of these services for the period up to 30 June 2024. \$6,800 remained unpaid at 30 June 2024.

During the period ended 30 June 2024, consulting services were provided by Riverview Corporation Pty Ltd, a company that is controlled by John Hannaford. An amount of \$58,493 was invoiced by Riverview Corporation Pty Ltd, for provision of these services for the period up to 30 June 2024. No amount remained unpaid at 30 June 2024.

During the period ended 30 June 2024, consulting services were provided by Anthony Hadley, outside of his responsibilities as Non-Executive Director. An amount of \$7,700 was invoiced by Mr Hadley, for provision of these services for the period up to 30 June 2024. No amount remained unpaid at 30 June 2024.

No loans to or from key management personnel were provided during the period or up to the date of signing this report.

END OF AUDITED REMUNERATION REPORT

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Directors' Report
30 June 2024

Signed in accordance with a resolution of the directors.



John Hannaford
Non-Executive Chairman

30 September 2024

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To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of MTM Critical Metals Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully

Hall Chadwick
HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis
MARK DELAURENTIS CA
Director

Dated this 30th day of September 2024
Perth, Western Australia

**Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 30 June 2024**

	Note	2024 \$	2023 \$
Income			
Other Income	3.1	23,280	16,223
			16,223
Expenses			
Administration services	3.1	1,353,777	796,788
Exploration Expenditure not capitalised	3.1	972,765	326,962
Interest expense	3.1	1,103	3,073
Employee expenses	3.1	676,595	531,302
Share based payments expense	7.7	942,017	107,379
Loss before income tax expense		3,922,977	1,749,281
Income tax expense	3.3	-	-
Loss for the year		3,922,977	1,749,281
Other comprehensive loss for the year			
Exchange differences on translation of foreign operations		150,358	-
Total comprehensive loss attributable to Equity Holders of MTM Critical Metals Limited		4,073,335	1,749,281
Loss for the year attributable to:			
Owners of the Company		3,912,962	1,749,281
Non-controlling interests		10,015	-
		3,922,977	1,749,281
Total Comprehensive Loss for the year attributable to:			
Owners of the Company		4,063,320	1,749,281
Non-controlling interests		10,015	-
		4,073,335	1,749,281
Loss per Share for Loss attributable to the Ordinary Equity Holders of the Company			
		Cents	Cents
Basic and diluted loss per share (cents per share) for continuing operations attributable to the shareholders of the Company	3.4	2.60	2.68
Basic and diluted loss per share (cents per share) attributable to the shareholders of the Company	3.4	2.60	2.68

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

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Consolidated Statement of Financial Position
As at 30 June 2024

	Note	2024 \$	2023 \$
Assets			
Current assets			
Cash and cash equivalents	4.1	2,493,068	2,563,066
Trade and other receivables	4.3	246,125	36,432
Prepayments		110,981	157,953
Total current assets		2,850,174	2,757,451
Non-current assets			
Exploration and evaluation expenditure	2.1	8,178,590	6,126,419
Intangible assets	2.4	7,654,302	-
Property, plant and equipment	2.2	25,529	24,847
Right of use of assets		4,285	12,703
Total non-current assets		15,862,706	6,163,969
Total assets		18,712,880	8,921,420
Liabilities			
Current liabilities			
Trade & other payables	4.4	393,737	387,441
Loans	7.3	75	-
Lease liabilities		4,838	11,103
Total current liabilities		398,650	398,544
Non-current liabilities			
Lease liabilities		-	2,630
Total non-current liabilities		-	2,630
Total liabilities		398,650	401,174
Net assets		18,314,230	8,520,246
Equity			
Share capital	5.1	24,266,429	11,656,127
Reserves		1,917,371	741,000
Accumulated loss		(7,741,862)	(3,909,546)
Currency Translation Reserve		(150,358)	-
Total equity attributable to shareholders of the Company		18,291,580	8,487,581
Non-Controlling interest		22,650	32,665
		18,314,230	8,520,246

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

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Consolidated Statement of Changes in Equity For the Period Ended 30 June 2024

2024		Contributed equity	Accumulated losses	Share-Based Payments Reserve	Currency Translation Reserve	Non-controlling Interest	Total equity
	Note	\$	\$	\$	\$	\$	\$
At 1 July 2023		11,656,127	(3,909,546)	741,000	-	32,665	8,520,246
Loss for the year		-	(3,912,962)	-	-	(10,015)	(3,922,977)
Other Comprehensive Income		-	-	-	(150,358)	-	(150,358)
Total comprehensive loss for the year		-	(3,912,962)	-	(150,358)	(10,015)	(4,073,335)
Transactions with owners in their capacity as owners and other transfers:							
Issue of new shares net of cost	5.2.1	12,610,302	-	-	-	-	12,610,302
Share-based payments	7.7	-	-	1,257,017	-	-	1,257,017
Lapsed SBP Options		-	80,646	(80,646)	-	-	-
		12,610,302	80,646	1,176,371	-	-	13,867,319
At 30 June 2024		24,266,429	(7,741,862)	1,917,371	(150,358)	22,650	18,314,230
At 1 July 2022		6,617,555	(2,160,265)	542,471	-	32,665	5,032,426
Loss for the year		-	(1,749,281)	-	-	-	(1,749,281)
Other Comprehensive Income		-	-	-	-	-	-
Total comprehensive loss for the year		-	(1,749,281)	-	-	-	(1,749,281)
Transactions with owners in their capacity as owners and other transfers:							
Issue of new shares net of cost	5.1	5,038,572	-	-	-	-	5,038,572
Share-based payments	7.7	-	-	198,529	-	-	198,529
		5,038,572	-	198,529	-	-	5,237,101
At 30 June 2023		11,656,127	(3,909,546)	741,000	-	32,665	8,520,246

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

Consolidated Statement of Cash Flows
For the Period Ended 30 June 2024

		2024	2023
	Note	\$	\$
Cash flows from operating activities			
Interest		23,280	18,113
Payments to suppliers and employees		(2,054,538)	(1,293,261)
Net cash (outflow) from operating activities	4.2	(2,031,258)	(1,275,148)
Cash flows from investing activities			
(Payments)/proceeds for property, plant and equipment		(12,217)	5,632
Payments for exploration and evaluation activities		(2,478,153)	(2,122,647)
Payments for development of IP		(691,845)	-
Payments relating to investments in subsidiaries		(466,000)	-
Net cash (outflow) from investing activities		(3,648,215)	(2,117,015)
Cash flows from financing activities			
Proceeds from issue of shares	5.2	5,000,000	4,951,419
Share issue costs	5.2	(380,600)	(382,846)
Repayment in lease principal		(10,000)	(10,000)
Repayment in lease interest		-	(2,052)
Proceeds/Repayments - Loans		75	-
Proceeds from issue of convertible notes		1,000,000	-
Net cash inflow from financing activities		5,609,475	4,556,521
Cash and cash equivalents at the beginning of the period		2,563,066	1,398,708
Net increase/ (decrease) in cash and cash equivalents		(69,998)	1,164,358
Cash and cash equivalents at the end of the year	4.1	2,493,068	2,563,066

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

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

1. Basis of preparation

The annual report of MTM Critical Metals Limited for the period ended 30 June 2024 was authorised for issue in accordance with a resolution of the directors on 30 September 2024.

1.1. Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.

MTM Critical Metals Limited is a for-profit entity for the purpose of preparing the financial statements.

1.2. Basis of Measurement

The financial report has been prepared on a historical cost basis.

1.3. Functional and Presentation Currency

The financial report is presented in Australian dollars.

1.4. Compliance with IFRS

These financial statements comply with Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

1.5. Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of MTM Critical Metals Limited ('company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the period then ended. MTM Critical Metals Limited and its subsidiaries together are referred to in this financial report as the group or the consolidated entity.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

A list of controlled entities is contained in note 6.1.1 to the financial statements.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

1.6. Going Concern

This report is prepared on the going concern basis which assumes 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 2024, the Company incurred a loss from operations of \$3,922,977 (2023: loss of \$1,749,281) and recorded cash outflows from operating activities of \$2,031,258 (2023: cash outflows of \$1,275,148). As at 30 June 2024, the Company had net working capital surplus of \$2,451,524 (2023: surplus of \$2,358,907) with cash of \$2,493,068 available (2023: \$2,563,066).

1.6. Going Concern (Cont)

The Company's ability to continue as a going concern is dependent upon it maintaining sufficient funds for its operations and commitments. The Board believes that it has sufficient funding in place to meet its operating objectives. The Directors consider the basis of going concern to be appropriate for the following reasons:

- the cash balance of the Company relative to its fixed and discretionary expenditure commitments;
- given the Company's market capitalisation and the underlying prospects for the Company to raise further funds from the capital markets; and
- the fact that future exploration and evaluation expenditure is generally discretionary in nature (i.e. at the discretion of the Directors having regard to an assessment of the Company's eligible expenditure to date and the timing and quantum of its remaining earn-in expenditure requirements). Subject to meeting certain minimum expenditure commitments, further exploration activities may be slowed or suspended as part of the management of the Company's working capital.

The Directors are confident that the Company can continue as a going concern and as such are of the opinion that the financial report has been appropriately prepared on a going concern basis. However, should the Company be unable to raise further required financing from its major lender or other sources, there is material uncertainty which may cast doubt as to whether or not the Company will be able to continue as a going concern and whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

1.7. Material Accounting Judgements, Estimates and Assumptions

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 and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the results of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details of the nature of these assumptions and conditions may be found in the relevant notes to the financial statements.

Material accounting judgements

The determination of mineral resources impacts the accounting for asset carrying values. MTM Critical Metals Limited estimates its mineral resources in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 (the 'JORC' Code). The information on mineral resources was prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the mineral resources determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources, and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Material accounting estimates and assumptions

Exploration and evaluation expenditure

Exploration and evaluation expenditure is assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability or facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Exploration and evaluation expenditure is assessed for indicators of impairment in accordance with AASB 6 Exploration for and Evaluation of Mineral Resources when any of the following facts and circumstances exist:

- The term of exploration licence in the specific area of interest has expired during the reporting period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration and/ or evaluation of mineral resources in the specific area are not budgeted nor planned;

Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

1.7. Material Accounting Judgements, Estimates and Assumptions (Cont)

Exploration and evaluation expenditure (Cont)

- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the decision was made to discontinue such activities in the specified area; or
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where a potential impairment is indicated, an assessment is performed for each cash generating unit that is no larger than the area of interest. The Group performs impairment testing in accordance with accounting policy note 2.3.

Judgement is applied when considering whether fact and circumstances as per above indicate that the exploration and evaluation asset should be tested for impairment and no impairment indicators were noted during the period.

Share based payments

The consolidated entity measures the cost of equity-settled transactions with employees (including directors) 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.

Foreign currency translation

These consolidated financial statements are presented in Australian dollars, which is the Group's functional currency.

The assets and liabilities of foreign operations are translated into Australian dollars at the exchange rate at the reporting date. The income and expenses of foreign operations are translated into Australian dollars using exchange rates prevailing at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve, except to the extent that the translation difference is allocated to non-controlling interest.

2. Capital Expenditure

2.1. Exploration & Evaluation Expenditure

Exploration and evaluation costs are expensed as incurred as an operating cost of the Group. Costs related to the acquisition of properties that contain mineral resources are capitalised and allocated separately to specific areas of interest. These costs are capitalised until the viability of the area of interest is determined.

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively the sale, of the respective areas of interest.

	2024	2023
	\$	\$
Exploration and evaluation	8,178,590	6,126,419
Opening Balance	6,126,419	3,851,645
Movement:		
Expenditure incurred	2,229,048	1,652,109
Acquisition of tenements	795,888	590,000
Impairment of capitalised expenditure	(972,765)	
Outside Equity interest	-	32,665
Closing balance	8,178,590	6,126,419

During the current year, lode claims were acquired in the highly prospective REE rich area of Quebec, Canada.

2.2. Property Plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Depreciation is calculated on either the straight-line basis or diminishing value basis over their useful lives to the Group commencing from the time the asset is held ready for use. The depreciation rates used are as follows:

Plant and equipment	30%
Exploration equipment	25%
Vehicles	30%
Leasehold improvements	25%
Computer equipment and software	40%- 100%
Buildings	2.5%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of profit or loss and other comprehensive income.

	2024	2023
Computer Equipment - Cost	18,117	18,117
Accumulated depreciation	(17,914)	(12,120)
Net carrying amount	203	5,997
	2024	2023
Office Equipment - Cost	2,014	1,415
Accumulated depreciation	(1,266)	(607)
Net carrying amount	748	809
	2024	2023
Plant & Equipment - Cost	35,119	23,430
Accumulated depreciation	(10,541)	(5,389)
Net carrying amount	24,578	18,041
Total Property, Plant & Equipment	25,529	24,847

2.3. Right of Use of Assets

	2024	2023
Right of Use of Assets	25,332	25,332
Accumulated depreciation	(21,047)	(12,628)
Net carrying amount	4,285	12,704

Adoption of AASB 16: Leases
The key features are as follows:

Lessee Accounting

- Lessees are required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value
- A lessee measures right-of-use assets similarly to other non-financial assets and lease liabilities similarly to other financial liabilities
- Assets and liabilities arising from a lease are initially measured on a present value basis
- AASB 16 contains disclosure requirements for lessees

Lessor accounting

- AASB 16 substantially carries forward the lessor accounting requirements in AASB 117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently
- AASB 16 also has required enhanced disclosures

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

MTM Critical Metals Limited does not have any material leases aside from the lease of its business premises in Perth, Western Australia.

2.4. Intangible Asset

	IP
Carrying amount at 1 July 2023	-
Asset acquisition	6,780,976
Additions	873,326
Disposals	-
Amortisation expense	-
Carrying amount at 30 June 2024	<u>7,654,302</u>

There has been no amortisation made against intangible assets in the financial year.

2.5. Impairment of assets

MTM Critical Metals Limited conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

2.6. Asset Acquisition – Flash Metals

During the period MTM acquired 100% of Flash Metals Pty Ltd, the beneficial owner of 3 granted exploration licences in Western Australia's West Arunta region. The deal also included the acquisition of the Mukinbudin Niobium-REE Project, comprising of 2 granted exploration licenses located 250km northeast of Perth in the South West Mineral Field of Western Australia.

The Company also acquired and exercised an option to license the patented Flash Joule Heating technology. This joint research and development agreement with Rice University includes a detailed business plan for the commercialisation of the technology which includes timeline to productisation and plans for investment and fundraising.

Consideration for the acquisition of tenement and technology assets held by Flash Metals Pty Ltd were as follows:

- a) 100m fully paid ordinary shares in MTM (Consideration Shares) to be issued to the Majority Vendors and Minority Vendors (collectively the Vendors)
- b) 50m quoted options with an exercise price of \$0.25 and expiring 26 November 2024 (ASX:MTMO) to be issued to the Vendors (Quoted Consideration Options)
- c) 37.5m performance rights (Consideration Performance Rights) to be issued to Santon Capital Pty Ltd (or its nominees), of which:
 - a. 12.5m will vest and convert to Shares following the receipt of drilling results of >10m at >1,000ppm total rare earth oxide (TREO) and/or >0.5% Nb₂O₅ on the WA REE Tenements (Milestone 1),
 - b. 12.5m will vest and convert to Shares upon delineation of a JORC compliant inferred resource of >10MT at >1,000ppm TREO and/or >0.5% Nb₂O₅ on the WA REE Tenements (Milestone 2), and
 - c. 12.5m will vest and convert to Shares upon delineation of a JORC inferred resource of >20MT at >1,000 ppm TREO and/or >0.5% Nb₂O₅ on the WA REE Tenements (Milestone 3)

Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

- d) 15 unquoted options to acquire Shares with an exercise price of \$0.25 and an expiry date of 30 December 2026 (Unquoted Consideration Options) to be issued to Sandton Capital Pty Ltd (or its nominees), of which:
- 5m vest upon achieving Milestone 1;
 - 5m vest upon achieving Milestone 2; and
 - 5m vest upon achieving Milestone 3

Total consideration for the purchase was as follows:

	\$
Consideration shares (100,000,000 shares at \$0.064/share) ¹	6,400,000
Quoted consideration options (50,000,000 listed options at \$0.006/option) ²	300,000
Consideration performance rights ³	-
Unquoted consideration options ⁴	-
	6,700,000

¹\$0.064 share price taken at close 27 March 2024

²\$0.006 share price taken at close 27 March 2024

³37.5m performance rights valued at \$0.064 per share as per market close price on 27 March 2024, totalling \$2.4m. Probability of vesting conditions being met assessed as 0% by the Board, so carry no value for consideration calculations.

⁴15m performance options valued at \$502,573 using the Black-Scholes model (details below). Probability of vesting conditions being met assessed as 0% by the Board, so carry no value for consideration calculations.

Date of issue	
Number of options	15,000,000
Dividend yield (%)	-
Expected volatility (%)	129.6%
Risk free interest rate (%)	3.63%
Expected life of the option (months)	34
Option exercise price (\$)	\$0.25
Share price at grant date (\$)	\$0.064
Vested	Performance based
Fair value per option (\$)	0.0335
Total value at grant date (\$)	502,573

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

The assets and liabilities of Flash Metals Pty Ltd (and its subsidiary FJ Processing Pty Ltd) on acquisition date are detailed below:

	Note	27 March 2024
		\$
Assets		
Current assets		
Cash and cash equivalents	4.1	5,706
Trade and other receivables		6,984
Total current assets		12,690
Non-current assets		
Exploration Assets	2.1	391,486
Total non-current assets		391,486
Total assets		404,176
Liabilities		
Current liabilities		
Trade & other payables	4.4	19,152
Loan – MTM Critical Metals	7.3	466,000
Total current liabilities		485,152
Non-current liabilities		
Total non-current liabilities		-
Total liabilities		485,152
Net assets		(80,976)
Total Consideration		6,700,000
Excess attributed to intangibles – IP		6,780,976

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**Notes to the Consolidated Financial Statements
For the Period Ended 30 June 2024**

3. Financial Performance

3.1. Expenses

	2024	2023
	\$	\$
Administration services		
Compliance	187,315	252,135
Consulting	155,868	80,593
Insurance	30,047	33,967
Legal fees	147,094	79,185
Marketing	125,323	93,132
Occupancy	44,886	39,997
Depreciation	19,961	18,863
Travel	96,370	69,570
Finance costs	311,500	-
Other	235,413	129,346
	1,353,777	796,788
E&E not capitalised	972,765	326,962
Interest expense	1,103	3,073
	2024	2023
	\$	\$
Employee expenses		
Salaries and wages	605,959	476,125
Superannuation	60,617	46,474
Other	10,019	8,703
	676,595	531,302
	2024	2023
	\$	\$
Income		
Interest Income	23,280	18,113
Other Income	-	(1,890)
	23,280	16,223

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

3.2. Segment Information

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Group does not have any material operating segments with discrete financial information. The group has assets and liabilities which are primarily related to the mining industry and are located in Western Australia and Québec, Canada. The company also has assets and liabilities related to the development of the Flash Joule Heating technology which are located in the USA. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cashflows. As a result, a reconciliation of the assets, liabilities and operating costs of the Company across the jurisdictions of Australia, Canada and the USA at 30 June 2024 are as follows:

	Australia \$	Canada \$	USA \$	Total \$
Income				
Other Income	23,280	-	-	23,280
Expenses				
Administration services	1,250,776	70,786	32,215	1,353,777
Exploration Expenditure not capitalised	972,765	-	-	972,765
Interest expense	1,103	-	-	1,103
Employee expenses	572,678	-	103,917	676,595
Share based payments expense	942,017	-	-	942,017
Loss before income tax expense	3,716,059	70,786	136,132	3,922,977
Income tax expense	-	-	-	-
Loss for the year	3,716,059	70,786	136,132	3,922,977
	Australia \$	Canada \$	USA \$	Total \$
Assets				
Current assets				
Cash and cash equivalents	2,470,778	640	21,650	2,493,068
Trade and other receivables	32,525	213,600	-	246,125
Prepayments	110,981	-	-	110,981
Total current assets	2,614,284	214,240	21,650	2,850,174
Non-current assets				
Exploration and evaluation expenditure	6,146,183	2,032,407	-	8,178,590
Intangible assets	6,780,976	-	873,326	7,654,302
Property, plant and equipment	14,541	-	10,988	25,529
Right of use of assets	4,285	-	-	4,285
Total non-current assets	12,945,985	2,032,407	884,314	15,862,706
Total assets	15,560,269	2,246,647	905,964	18,712,880
Liabilities				
Current liabilities				
Trade & other payables	190,004	21,888	181,845	393,737
Loans	-	-	75	75
Lease liabilities	4,838	-	-	4,838
Total current liabilities	194,842	21,888	181,920	398,650
Non-current liabilities	-	-	-	-
Total non-current liabilities	-	-	-	-
Total liabilities	194,842	21,888	181,920	398,650
Net assets	15,365,427	2,224,759	724,044	18,314,230

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

3.3. Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred income tax assets is reviewed at each reporting 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 utilised.

Unrecognised deferred income tax assets are reassessed at each reporting 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.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

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

MTM Critical Metals Limited and its wholly-owned Australian controlled entities have not implemented the tax consolidation legislation as of 13 November 2020. As a consequence, these entities are taxed as separate entities and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

3.3.1. The major components of income tax are:

	2024 \$	2023 \$
Current income tax	-	-
Deferred income tax	-	-

3.3.2. A reconciliation between tax expense and the product of accounting loss

	2024 \$	2023 \$
Accounting loss before tax from continuing operations	(3,922,977)	(1,749,281)
Loss before income tax from discontinued operations	-	-
Accounting loss before income tax	(3,922,977)	(1,749,281)
At the Company's statutory income tax rate of 25% (2023: 25%)	(980,744)	(437,320)
Non-deductible expenses	16,014	10,207
Share based payments	235,504	26,845
DTA not brought to account as their realisation is not probable	729,226	400,268
	-	-
Income tax expense reported in the consolidated income statement	-	-
Income tax attributable to discontinued operations	-	-
	-	-

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

3.3.3. Deferred tax liabilities @ 25% (2023: 25%) have not been recognised in respect of

	2024	2023
	\$	\$
Exploration & Evaluation Expenditure	1,442,836	960,893
Prepayments	26,939	38,747
	<u>1,469,774</u>	<u>999,640</u>

3.3.4. Deferred tax assets @ 25% (2023: 25%) have not been recognised in respect of

	2024	2023
	\$	\$
Provisions and accruals	13,713	27,670
Business related costs	265,163	149,124
Carry forward revenue losses	2,812,170	1,719,543
Carry forward capital losses	17,139	17,139
	<u>3,108,185</u>	<u>1,913,476</u>

3.3.5. Tax Consolidation

MTM Critical Metals Limited and its wholly owned Australian subsidiaries (Controlled Entities) implemented the tax consolidation legislation effective as of 28 February 2021. The Controlled Entities have also entered into tax sharing and tax funding agreements. Under the terms of these agreements, the Controlled Entities will reimburse MTM Critical Metals Limited for any current income tax payable by MTM Critical Metals Limited arising in respect of their activities. The reimbursements are payable at the same time as the associated income tax liability falls due and will therefore be recognised as a current tax-related receivable by MTM Critical Metals Limited when they arise. In the opinion of the Directors, the tax sharing agreement is also a valid agreement under the tax consolidation legislation and limits the joint and several liability of the Controlled Entities in the case of a default by MTM Critical Metals Limited.

3.4. Loss Per Share

Basic earnings per share is calculated by dividing the profit/loss attributable to equity holders of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the period, adjusted for bonus elements in ordinary shares issued during the period.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

The following reflects the income and share data used in the calculations of basic and diluted loss per share:

	2024	2023
	\$	\$
Gain/(Loss) attributable to owners	(3,912,962)	(1,749,281)
Issued number of ordinary shares at 01 July 2023	98,380,053	45,532,533
Effect of shares issued during the period	52,244,582	19,649,257
Weighted average number of shares for period to 30 June 2024	<u>150,624,635</u>	<u>65,181,790</u>
	Cents	Cents
Basic loss per share (cents per share)	<u>2.60</u>	<u>2.68</u>

As at reporting date, 67,548,542 options and performance rights (which represent potential ordinary shares) were not dilutive as they would decrease the loss per share.

The Company also converted \$1,000,000 convertible notes (before costs) by the issue of 15,625,000 shares at 6.4 cents per share (20% discount to market price).

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

The Company also completed a \$5,000,000 capital raising (before costs) by the issue of 62,500,000 shares at 8 cents per share.

4. Working Capital Management

4.1. Cash and Cash Equivalents

“Cash and cash equivalents” includes cash on hand, deposits held at call with financial institutions and other 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. For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of any bank overdrafts.

	2024	2023
	\$	\$
Cash at bank and in hand	2,493,068	2,563,066

4.2. Reconciliation of Net Loss After Income Tax Expense to Net Cash Used In Operating Activities

	2024	2023
	\$	\$
Cash flows from operating activities		
(Loss) for the period	(3,922,977)	(1,749,281)
Adjustments for:		
Finance Costs	311,500	-
Equity-settled share-based payment expenses	942,017	107,379
Impairment Costs	972,765	309,646
Exploration expenses	29,050	17,316
Depreciation and amortisation expense	19,964	18,863
FX Gain / (Loss)	-	9,256
Change in operating assets & liabilities		
(Increase) / decrease in receivables	(128,688)	(27,393)
Increase / (decrease) in payables	(198,374)	21,326
Increase / (decrease) in Right of Use Assets	-	-
Increase / (decrease) in provisions	(56,515)	17,740
Net cash used in operating activities	(2,031,258)	(1,275,148)

4.3. Trade and Other Receivables

Trade receivables are initially recognised and carried at original invoice amount less allowance for expected credit loss. Trade receivables are due for settlement no more than 30 days from the date of recognition. A provision for impairment is made based on a forward-looking expected credit loss model in line the requirements of AASB 9. Bad debts are written off when identified.

	2024	2023
	\$	\$
Trade and other receivables	246,125	36,432
Total trade and other receivables	246,125	36,432

The Group’s management considers that all of the above financial assets that are not impaired or past due for each of the 30 June reporting dates under review are of good credit quality (refer to 5.5.1).

4.4. Trade and Other Payables

Trade and other payables are carried at amortised cost and represent liabilities for the goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days.

	2024	2023
	\$	\$
Trade payables	266,105	205,138
Accrued expenses	75,870	140,109
Other payables	51,762	(42,193)
Total trade and other payables	393,737	387,440

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

5. Funding and risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that it 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.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in the proportion to the number and amount paid on the shares held. 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 business are not included in the cost of the acquisition as part of the purchase consideration.

5.1. Contributed Equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company.

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.

	2024	2023
	\$	\$
Contributed equity	25,598,876	12,585,474
Cost of share issue	(1,332,447)	(929,347)
Total contributed equity	24,266,429	11,656,127

5.2. Movement in shares on issue

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

5.2.1. Ordinary Shares

	Date Issued	Number of shares	Issue price cents	\$
Balance 01 July 2023		98,380,058		11,656,127
Conversion of Performance Rights	29 Aug 23	200,000	\$0.12	24,000
Conversion of Performance Rights	25 Sep 23	300,000	\$0.11	33,000
Issue of Shares – Acquisition	03 Oct 23	457,033	\$0.055	25,000
Conversion of Performance Rights	13 Dec 23	100,000	\$0.12	12,000
Tranche 1 Convertible Note	18 Jan 24	4,971,854	\$0.08	397,748
Tranche 1 Placement	18 Jan 24	19,887,416	\$0.08	1,590,993
Tranche 2 Convertible Note	27 Mar 24	10,653,146	\$0.08	852,252
Tranche 2 Placement	27 Mar 24	42,612,584	\$0.08	3,409,007
Issue of Shares – Acquisition	28 Mar 24	100,000,000	\$0.064	6,400,000
Issue of Shares – Acquisition	02 Apr 24	1,203,573	\$0.076	91,472
Issue of Shares – Acquisition	02 Apr 24	2,341,191	\$0.076	177,931
Less Transaction costs				(403,101)
Balance 30 June 2024		281,106,855		24,266,429

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

5.3. Options

	2024	2023
Outstanding at 01 July 2023	63,080,875	23,816,666
Issued during the period	137,062,416	39,264,209
Expired or lapsed during the period	(750,000)	-
Outstanding at the end of the period	199,393,291	63,080,875
Exercisable at the end of the period	184,393,291	63,080,875

The weighted average exercise price for the options that are exercisable at the end of the period is \$0.26 each.

5.4. Capital risk management

When managing capital, management's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders.

Being at an exploration stage, the Company does not generate cash inflows from its operations to fund its exploration and working capital requirements, therefore, the Company may issue shares to either generate cash for operations or to acquire assets in order to maintain adequate levels of cash reserves.

The Company is not subject to any externally imposed capital requirements.

5.5. Financial risk management

The Group's principal financial instruments comprise cash and short-term on-call deposits.

The main purpose of these financial instruments is to fund capital expenditure on the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations. It is, and has been throughout the period under review, the Group's policy that no trading in financial instruments shall be undertaken. Being at an exploration stage, the Group has limited exposure to risks arising from its financial instruments.

Currently the Group does not have any exposure to commodity price risk or foreign currency risk. As the Group moves into development and production phases, exposure to commodity price risk, foreign currency risk and credit risk are expected to increase. The Board will set appropriate policies to manage these risks dependent on market conditions and requirements at that time.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in Note 1.

5.5.1. Credit risk

Credit risk represents the loss that would be recognised if counterparties fail to perform as contracted. The Group's maximum exposure to credit risk at reporting date in relation to each class of financial asset is the carrying amount of those assets as indicated in the statement of financial position. The majority of cash and cash equivalents is held with one Australian Bank which has an AA- long-term credit rating from Standard and Poor's.

Wherever possible, the Group trades only with recognised, credit worthy third parties. There are no significant concentrations of credit risk within the Group. Since the Group trades only with recognised third parties, there is no requirement for collateral.

5.5.2. Liquidity risk

Liquidity risk is the risk that the Group does not have sufficient funds to pay its debts as and when they become due and payable. The Group currently does not have major funding in place. However, the Group continuously monitors forecast and actual cash flows and the maturity profiles of financial assets and financial liabilities to manage its liquidity risk.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans if and when required.

Cash at bank and on hand, as set out in Note 4.1, is available for use by the Group without restrictions.

Financial liabilities of the Group at 30 June 2024 are expected to be settled within 6 months of year-end.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

5.5.3. Market risk

(A) Price risk

The group is not exposed to equity securities price risk. The group is not exposed to commodity price risk. The sensitivity of movements in the price has not been disclosed as it is not material to the Group.

(B) Foreign currency risk

The Company has transactional currency exposures from operating costs that are denominated in currencies other than the Australia Dollar (AUD). The currency in which these transactions are primarily denominated is the United States Dollar (USD) and the Canadian Dollar (CAD).

The following table summarises the sensitivity of the Group's financial assets and liabilities to foreign currency risk in USD and CAD.

	Carrying Amount	Foreign Currency Risk -10%		Foreign Currency Risk +10%	
		Net Gain/(Loss)	Equity	Net Gain/(Loss)	Equity
30 June 2024 – USD	\$	\$	\$	\$	\$
Cash and cash equivalents	21,650	(2,165)	(2,165)	2,165	2,165
Trade and other payables	(181,845)	18,185	18,185	(18,185)	(18,185)
	Carrying Amount	Foreign Currency Risk -10%		Interest Rate Risk +10%	
		Net Gain/(Loss)	Equity	Net Gain/(Loss)	Equity
30 June 2023 - CAD	\$	\$	\$	\$	\$
Cash and cash equivalents	640	(64)	(64)	64	64
Trade and other receivables	213,600	(21,360)	(21,360)	21,360	21,360
Trade and other payables	(21,888)	2,189	2,189	(2,189)	(2,189)

(C) Interest rate risk

The following tables summarise the sensitivity of the Group's financial assets and liabilities to interest rate risk. Had the relevant variables, as illustrated in the tables, moved, with all other variables held constant, post tax loss and equity would have been affected as shown. The analysis represents management's judgement of a reasonably possible movement.

5.5.3. Market Risk

	Carrying Amount	Interest Rate Risk -1%		Interest Rate Risk +1%	
		Net Loss	Equity	Net Gain	Equity
30 June 2024	\$	\$	\$	\$	\$
Cash and cash equivalents	2,493,068	(24,931)	(24,931)	24,931	24,931
Other current assets	-	-	-	-	-
	Carrying Amount	Interest Rate Risk -1%		Interest Rate Risk +1%	
		Net Loss	Equity	Net Gain	Equity
30 June 2023	\$	\$	\$	\$	\$
Cash and cash equivalents	2,563,066	(25,631)	(25,631)	25,631	25,631
Other current assets	-	-	-	-	-

6. Group Structure

6.1. Basis of consolidation

6.1.1. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

Investments in subsidiaries are carried at their cost of acquisition in the Company's financial statements.

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name of entity	Country of incorporation	Equity holding %	Date of incorporation
Mt Monger Minerals Pty Ltd	Australia	100	04/05/2020
Tigers Paw Prospecting Pty Ltd	Australia	100	09/07/2020
Golden Wheelbarrow No 1 Pty Ltd	Australia	100	10/06/2020
Golden Wheelbarrow No 2 Pty Ltd	Australia	75	17/06/2020
Critical Element Exploration Pty Ltd	Australia	100	22/11/2022
Flash Metals Pty Ltd	Australia	100	18/07/2023
FJ Processing Pty Ltd	Australia	100	21/03/2023
MTM Ressources Inc	Canada	100	09/04/2023
Flash Metals USA Inc	USA	100	18/03/2024

6.1.2. Transactions eliminated on consolidation

Intragroup balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

7. Related Parties

7.1. Related Parties

Details relating to key management personnel, including remuneration paid, are included in the audited remuneration report section of the directors' report. The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	2024 \$	2023 \$
Short term employee benefits	443,484	328,000
Post-employment benefits	40,751	34,440
Share based payments	509,539	54,535
Total compensation	993,774	416,975

7.2. Transactions with Other Related Parties

David Izzard and John Hannaford charged fees relating to capital raisings of \$66,000 to MTM Critical Metals Limited through Rockford Corporate Pty Ltd, a company they control.

John Hannaford charged corporate advisory fees of \$58,493 to MTM Critical Metals Limited through Riverview Corporate Pty Ltd, a company that he controls.

David Izzard and John Hannaford charged office rent and finance & administrative services of \$144,118 to MTM Critical Metals Limited through Rockford Partners Pty Ltd, a company they control.

David Izzard and John Hannaford charged commercial storage rent of \$14,587 to MTM Critical Metals Limited through Fordrock Property Trust, an entity they control.

Anthony Hadley charged consulting fees of \$7,700 to MTM Critical Metals Limited.

All consulting and rental fees have been charged at arms' length commercial rates.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

7.3. Related Party Loans

A loan of \$75 was established in the year between Flash Metals USA Inc and Flash Metals USA Inc President Steven Ragiel. This loan related to the set up of the bank accounts in the USA subsidiary.

7.4. Share Based Payments

The Group provides benefits to Directors, employees, consultants and other advisors of the Group in the form of share-based payments, whereby the Directors, employees, consultants and other advisors render services in exchange for shares or rights over shares (equity-settled transactions).

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model or fair value of services.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the market price of the shares of the Company if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant recipient becomes fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects

- (i) the extent to which the vesting period has expired; and
- (ii) the Company's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of 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 profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If 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 modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the recipient, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of 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 dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of loss per share (see Note 3.3.5).

The effect of such an arrangement is equivalent to an option with a strike price per share equal to the share price on grant date.

7.5. Employee Incentive Plan

The MTM Critical Metals Limited Employee Securities Incentive Plan (Plan) was adopted by the Board on 7 December 2020.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options granted as consideration for services provided to the Company during the period:

	2024 Number	2024 WAEP	2023 Number	2023 WAEP
Outstanding at the beginning of the period	6,750,000		6,750,000	
Granted during the period	11,000,000		-	
Expired or lapsed during the period	(750,000)		-	
Outstanding at the end of the period	17,000,000	\$0.27	6,750,000	\$0.31
Exercisable at the end of the period	17,000,000	\$0.27	6,750,000	\$0.31

Weighted average remaining contractual life of options at 30 June 2024: 22 months

Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

7.5. Employee Incentive Plan (Cont)

Options granted during the period have been valued using the Black-Scholes Option Valuation model, which takes account of factors including the option exercise price, the current level and volatility of the underlying share price, the risk-free interest rate, expected dividends on the underlying share, current market price of the underlying share and the expected life of the option. See below for the assumptions used for grants made during the period ended 30 June 2024.

Date of issue	23/11/2020	10/05/2021	10/05/2021	10/05/2021	06/07/2021	06/07/2021	06/07/2021	14/03/2024
Number of options	5,000,000	500,000	500,000	500,000	250,000	250,000	250,000	11,000,000
Dividend yield (%)	-	-	-	-	-	-	-	-
Expected volatility (%)	100%	100%	100%	100%	100%	100%	100%	129.5%
Risk free interest rate (%)	0.79%	0.79%	0.79%	0.79%	0.79%	0.79%	0.79%	3.74%
Expected life of the option (months)	48	36	42	48	48	48	48	36
Option exercise price (\$)	\$0.30	\$0.30	\$0.35	\$0.40	\$0.35	\$0.40	\$0.40	\$0.25
Share price at grant date (\$)	\$0.10	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.20	\$0.076
Vested	On Issue	1/01/2022	1/07/2022	1/01/2023	1/01/2022	1/07/2022	1/01/2023	On Issue
Fair value per option (\$)	0.0498	0.1075	0.1106	0.1142	0.1075	0.1106	0.1142	0.0440
Total value at grant date (\$)	248,840	53,764	55,307	57,076	26,882	27,654	28,538	483,571
Total value included as Share-based payments (\$)	248,840	53,764	55,307	57,076	26,882	27,654	28,538	483,571
Related party issues								
John Hannaford	1,500,000	-	-	-	-	-	-	5,000,000
David Izzard	1,500,000	-	-	-	-	-	-	2,000,000
Lachlan Reynolds	1,500,000	500,000	500,000	500,000	-	-	-	2,000,000
Anthony Hadley								2,000,000
Non-related party issue	500,000	-	-	-	250,000	250,000	250,000	11,000,000
	5,000,000	500,000	500,000	500,000	250,000	250,000	250,000	11,000,000

The dividend yield reflects the assumption that the current dividend payout will remain unchanged. The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

7.6. Shares

No shares were issued to suppliers in exchange for services in the period ended 30 June 2024.

**Notes to the Consolidated Financial Statements
For the Period Ended 30 June 2024**

7.7. Share-based payments

	2024 \$	2023 \$
7.7.1 Recognised in profit and loss		
Expense arising from employee and consultant options issued	942,017	107,379
Total share-based payments expensed in profit or loss	942,017	107,379
7.7.2 Recognised in equity		
Cost of capital raise	84,000	91,450
Total share-based payments recognised in equity	84,000	91,450
7.7.3 Recognised in intangibles		
Flash Metals Pty Ltd acquisition- options	6,400,000	-
Flash Metals Pty Ltd acquisition- options	300,000	-
Total share-based payments recognised in intangibles	6,700,000	-
7.7.4 Recognised in exploration assets		
Pomme tranche 2- shares	269,402	-
Montviel South settlement- shares	25,000	-
Total share-based payments recognised in exploration assets	294,402	-
Total share-based payments	8,020,419	198,829

8. Other

8.1. Events occurring after the reporting period

- 1) 2 July 2024 – Lachlan Reynolds resigned as CEO.
- 2) 31 July 2024 – The company elected to withdraw from Montviel South option agreement.
- 3) 7 August 2024 – The company issued 15,000,000 unlisted options (exercise price \$0.20, expiry date 7 August 2029) to Rice University as part of the License Agreement consideration.
- 4) 7 August 2024 – The company paid US\$250,000 to Rice University as part of the License Agreement consideration.
- 5) 9 August 2024 – Michael Walshe appointed as CEO.
- 6) 13 August 2024 – The Company announced additional technology to its global license agreement with Rice University, with 625,000 ordinary shares issued and 250,000 unquoted options issued as consideration.
- 7) August 2024 – The Company elected to withdraw from the option agreement for the Montviel South claims in Québec.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the entity's operations, the results of those operations, or the entity's state of affairs in future financial years.

8.2. Commitments

The Company has certain obligations to perform minimum exploration work on the tenements in which it has an interest. These obligations vary from time to time. The aggregate of the prescribed expenditure conditions applicable to the granted tenements for the next twelve months amounts to \$1,050,920.

1 Year or less	1 – 5 years	Greater than 5 years
\$1,050,920	\$2,180,353	-

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

8.3. Contingent assets and liabilities

Farm-In Agreement with Tevel Pty Ltd - Tenements (E38 /3462, E38 / 3466, E38 /3499)

MTM Critical Metals Limited has entered into a farm-in agreement with Tevel Pty Ltd in relation to 3 exploration licences held by Tevel. Under the agreement Mount Monger Resources Limited has agreed to carry out exploration of \$700,000 to earn a 51% interest in the Tevel ground. MTM Critical Metals Limited may then elect to carry out further exploration of up to \$1m to earn a further 24% (i.e. total 75%), at which point Tevel may contribute, sell or dilute subject to normal dilution provisions. Stage 1 of the farm-in arrangement was completed in June 2023.

Rice University license agreement royalties and obligations

In partial consideration in relation to the license agreement a non-refundable, non-creditable license initiation fee of US\$50,000 was paid to Rice University. In further consideration of the granted license, the Company shall pay to Rice royalties calculated as 1.5% of:

- a) Adjusted Gross Sales attributable to Licensee; and
- b) Adjusted Gross Sales attributable to Sublicensees, provided that Royalties on any Sale of Rice Licensed Product(s) by Licensee to Sublicensees shall not be due until the resale of such Rice Licensed Products(s) by a Sublicensee.

Licensee shall also pay to Rice a percentage of all Non Sale-Based Sublicense Consideration received by Licensee based on that date that such Non Sale-Based Sublicense Consideration is payable to Licensee pursuant to the respective Sublicense Agreement:

Date	Percentage Rate
0-24 months after the Effective Date	30%
25-72 months after the Effective Date	25%
73 months after the Effective Date or later	15%

Licensee shall also pay an annual maintenance fee of \$10,000 on the anniversary date of the effective date of the agreement.

Beginning in the first complete calendar year following the first commercial Sale of a Rice Licensed Product, and continuing annual for the Term of the agreement, if Royalties paid to Rice in a given calendar year do not reach the following minimum amounts, the Licensee shall pay to Rice an additional amount equal to the difference between the annual minimum royalties and the actual royalties paid to Rice in that calendar year:

Year	Annual Minimum Royalty Amount
1-2	\$10,000
3-5	\$20,000
6 and thereafter	\$30,000

The Licensee shall pay Milestone Fees within 30 days of achieving the corresponding commercialisation milestones, each as specified below:

Milestone Events	Milestone Deadline
Upon receiving \$7,500,000 in funding for the development and commercialisation of Rice Licensed Products	\$50,000
Upon achieving \$15,000,000 in cumulative worldwide Adjusted Gross Sales of Rice Licensed Products by Licensee	\$75,000
Upon achieving \$50,000,000 in cumulative worldwide Adjusted Gross Sales of Rice Licensed Products by Licensee	\$150,000

Within 90 days of the effective date, Licensee agrees to fund continued research and development at Rice in the James M. Tour research group in the amount of \$250,000 US Dollars.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

Pomme Project Option Fees

In March 2023, the Company exercised an option agreement to facilitate the commencement of the exploration program at the Pomme EE-Nb project. This gives the Company the opportunity to acquire 100% interest in the claims, provided they meet the following conditions.

Under the agreement, MTM has a \$2,000,000 exploration expenditure commitment on the Pomme Project over the first 3 years. The company has already met this commitment.

In addition to this, the company was required to pay the following consideration:

	Option Fee	Upon Execution of MTM-CEE Option Agreement	Upon Execution of CEE-GMA Option Agreement	12 month anniversary	24 month anniversary
Geomega (cash)	\$Nil	\$Nil	\$50,000 (Paid)	\$100,000 (Paid)	\$100,000
Geomega (MTM shares)	\$Nil	\$Nil	\$50,000 (Issued)	\$100,000 (Issued)	\$100,000
CEE Shareholders (cash)	\$20,000 (Paid)	\$30,000 (Paid)	\$Nil	\$Nil	\$Nil
CEE Shareholders (MTM shares)	\$Nil	\$200,000 (50% Escrowed for 6 months) (Issued)	\$Nil	\$200,000 (Issued)	\$100,000
TOTAL:	\$20,000	\$230,000	\$100,000	\$400,000	\$300,000

The 24 month anniversary will be due in March 2025. MTM expects to issue the consideration at this time, but has no obligation to do so if they wish to forfeit their right to the claims on the project.

Montviel South Option Fees

In September 2023, the Company executed a binding option agreement to acquire a 100% interest in the Montviel South claims held by Geomega Resources Inc.

Under the agreement, the company was required to pay the following consideration:

	Upon Settlement	12 month anniversary	24 month anniversary
Geomega (cash)	\$25,000 (Paid)	\$50,000	\$75,000
Geomega (MTM shares)	\$25,000 (Issued)	\$50,000	\$75,000
TOTAL:	\$50,000	\$100,000	\$150,000

In August 2024, the Company decided to withdraw from the agreement for the Montviel South claims. The 12 month and 24 month anniversary payments are not due as a result.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

8.4. Remuneration of Auditors

	2024	2023
	\$	\$
Amount received or due and receivable by the auditor for:		
Auditing the financial statements, including audit review - current period audits	30,000	26,000
Non-Audit services	-	-
Total remuneration of auditors	30,000	26,000

8.5. New and revised accounting standards

Accounting Standards that are mandatorily effective for the current reporting period

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2023.

The Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and, therefore, no material change is necessary to Group accounting policies.

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

8.6. Parent Entity Information

The following information relates to the parent entity, MTM Critical Metals Limited. The information presented has been prepared using accounting policies that are consistent with those presented in the Notes to the Financial Statements.

	2024	2023
	\$	\$
Current Assets	2,581,764	2,636,764
Non-Current Assets	15,893,548	2,519,316
Total Assets	18,475,312	5,156,080
Current Liabilities	161,082	281,319
Non-Current Liabilities	-	2,631
Total Liabilities	161,082	283,950
Contributed equity	24,266,329	11,656,127
Accumulated losses	(7,869,470)	(1,954,517)
Reserves	1,917,371	741,000
Total Equity	18,314,230	10,442,610
Gain (loss) for the period	(4,255,651)	(1,740,672)
Other comprehensive income / (loss) for the period	-	(3,829,807)
Total comprehensive income / (loss) for the period	(4,255,651)	(5,570,479)

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

9. Consolidated entity disclosure statement

The following table provides a list of all entities included in the Group's consolidated financial statements, prepared in accordance with the requirements of Section 295(3A) of the Corporations Act. The ownership interest is only disclosed for those entities which are a body corporate, representing the direct and indirect percentage share capital owned by the Company.

Name of entity	Type of entity	% of share capital as at 30 June 2024	Country of incorporation	Country of tax residency
MTM Critical Metals Limited (Parent Company)	Body Corporate	-	Australia	Australia
Mt Monger Minerals Pty Ltd	Body Corporate	100%	Australia	Australia
Tigers Paw Prospecting Pty Ltd	Body Corporate	100%	Australia	Australia
Golden Wheelbarrow No 1 Pty Ltd	Body Corporate	100%	Australia	Australia
Golden Wheelbarrow No 2 Pty Ltd	Body Corporate	75%	Australia	Australia
Critical Element Exploration Pty Ltd	Body Corporate	100%	Australia	Australia
Flash Metals Pty Ltd	Body Corporate	100%	Australia	Australia
FJ Processing Pty Ltd	Body Corporate	100%	Australia	Australia
MTM Ressources Inc	Body Corporate	100%	Canada	Canada
Flash Metals USA Inc	Body Corporate	100%	USA	USA

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Notes to the Consolidated Financial Statements For the Period Ended 30 June 2024

In accordance with a resolution of the directors of MTM Critical Metals Limited, I state that:

- (1) In the opinion of the directors:
 - (a) the financial statements, notes and the additional disclosures included in the directors' report designated as audited, of the Group are in accordance with the *Corporations Act 2001* including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the period ended on that date; and
 - (ii) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
 - (c) the consolidated entity disclosure statement required by 395(3A) of the *Corporations Act 2021*, included on page 54, is true and correct.
- (2) The Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
- (3) This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001* for the period ended 30 June 2024.

On behalf of the Board.



John Hannaford
Non-Executive Chairman
30 September 2023

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MTM CRITICAL METALS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of MTM Critical Metals Limited (“the Company”) and its subsidiaries (“the Consolidated Entity”), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the director’s declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Consolidated Entity’s financial position as at 30 June 2024 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.1.

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 Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board’s *APES 110 Code of Ethics for Professional Accountants* (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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion

Material Uncertainty Related to Going Concern

We draw attention to Note 1.6 in the financial report which indicates that the Consolidated Entity incurred a net loss of \$3,922,977 during the year ended 30 June 2024. As stated in Note 1.6, these events or conditions, along with other matters as set forth in Note 1.6, indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

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.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Acquisition of Flash Metals</p> <p>As disclosed in note 2.6 to the financial statements during the year the Consolidated Entity acquired a 100% interest in the Flash Metals Pty Ltd tenement and technology assets. The total consideration capitalised of \$6.7 million consisted of ordinary shares, and quoted options.</p> <p>The acquisition constituted an asset acquisition with the fair value of the consideration issued measured in accordance with the requirements of <i>AASB 2 Share Based Payments</i>.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> Review the Sale Agreement ("the agreement") to obtain an understanding of the key terms and conditions; Evaluation of the accounting treatment in accordance with the relevant Australian Accounting Standards; Assess management's valuation of the consideration issued including relevant assumptions; and Assessment of the adequacy of the disclosures in the financial statements.
<p>Exploration and Evaluation Expenditure</p> <p>As disclosed in note 2.1 to the financial statements, during the year ended 30 June 2024 the Consolidated Entity capitalised exploration and evaluation expenditure was carried at \$8,178,590.</p> <p>Exploration and evaluation expenditure is a key audit matter due to:</p> <ul style="list-style-type: none"> The significance of the balance to the Consolidated Entity's consolidated financial 	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> Assessing management's determination of its areas of interest for consistency with the definition in AASB 6. This involved analysing the tenements in which the consolidated entity holds an interest and the exploration programmes planned for those tenements. For each area of interest, we assessed the Consolidated Entity's rights to tenure by corroborating to government registries and evaluating agreements in place with other

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Key Audit Matter	How our audit addressed the Key Audit Matter
<p>position.</p> <ul style="list-style-type: none"> The level of judgement required in evaluating management's application of the requirements of AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>. AASB 6 is an industry specific accounting standard requiring the application of significant judgements, estimates and industry knowledge. This includes specific requirements for expenditure to be capitalised as an asset and subsequent requirements which must be complied with for capitalised expenditure to continue to be carried as an asset. The assessment of impairment of exploration and evaluation expenditure being inherently difficult. 	<p>parties as applicable;</p> <ul style="list-style-type: none"> We tested the additions to capitalised expenditure for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Consolidated Entity's accounting policy and the requirements of AASB 6; We considered the activities in each area of interest to date and assessed the planned future activities for each area of interest by evaluating budgets for each area of interest. We assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised expenditure: <ul style="list-style-type: none"> the licenses for the right to explore expiring in the near future or are not expected to be renewed; substantive expenditure for further exploration in the specific area is neither budgeted or planned decision or intent by the Consolidated Entity to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recovered in full from successful development or sale. We assessed the appropriateness of the related disclosures in note 2.1 to the financial statements.

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Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Share-Based Payments</p> <p>As disclosed in notes 7.7 to the financial statements, during the year ended 30 June 2024 the Consolidated Entity incurred share-based payments expense of \$942,017. In addition to this \$6.7 million of share-based payments were capitalised as in relation to the Flash Metals acquisition (refer note 2.6) and \$84,000 has been recognized in capital raising costs.</p> <p>Share based payments are considered to be a key audit matter due to</p> <ul style="list-style-type: none"> • the value of the transactions; • the complexities involved in recognition and measurement of these instruments; and • the judgement involved in determining the inputs used in the valuation. <p>Management used the Black-Scholes option valuation model to determine the fair value of the options granted. This process involved significant estimation and judgement required to determine the fair value of the equity instruments granted.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Analyse contractual agreements to identify the key terms and conditions of share-based payments issued and relevant vesting conditions in accordance with <i>AASB 2 Share Based Payments</i>; • Evaluate the key assumptions used to value the share-based payments including the determination of whether vesting conditions had been met as disclosed in the financial statements; • Review the basis of the amortisation of the share-based payment expense over the relevant vesting periods and assessed for accuracy; and • We assessed the appropriateness of the related disclosures in Notes 2.6, and 7.7 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance 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, and the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error. In Note 1.1, the directors also state in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Auditor's Opinion

In our opinion, the Remuneration Report of MTM Critical Metals Limited, for the year ended 30 June 2024, complies with section 300A of the Corporations Act 2001.

Hall Chadwick
HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis
MARK DELAURENTIS CA
Director

Dated this 30th day of September 2024
Perth, Western Australia

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Additional Shareholder Information – as at 30 September 2024

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of each class of listed securities are listed below:

ORDINARY SHARES

Rank	Holder Name	Holding	%
1	INVESTJTECH LLC	20,000,000	7.11%
2	OPEN PLATFORM SYSTEMS LIMITED	10,686,123	3.80%
3	MR ARIEL MALIK	10,494,162	3.73%
4	FORTIFY ADVISORY PTY LTD	9,124,591	3.25%
4	SANDTON CAPITAL PTY LTD <SANDTON FAMILY A/C>	9,124,591	3.25%
5	M & L NOMINEES PTY LTD <M F BLACK FAMILY A/C>	9,000,000	3.20%
6	MR JOHN GERARD HUGHAN <WADE A/C>	8,135,031	2.89%
7	WEYBURN GROUP PTY LTD	7,667,724	2.73%
8	JINDABYNE CAPITAL PTY LTD <PROVIDENCE EQUITY A/C>	7,000,000	2.49%
9	Bowman Gate Pty Ltd	5,848,215	2.08%
10	BNP PARIBAS NOMS PTY LTD	5,632,557	2.00%
11	CITICORP NOMINEES PTY LIMITED	4,475,940	1.59%
12	BUTTONWOOD NOMINEES PTY LTD	4,035,000	1.44%
13	THE CODE FLAG Z TRADING COMPANY PTY LTD <THE EASE VANG SUPER FUND>	4,000,000	1.42%
14	PIPERLAKE PTY LTD <SERTORIO FAMILY ACCOUNT>	3,337,171	1.19%
15	MR AVDO TABAKOVIC	3,000,000	1.07%
15	WILLIAM MARSH RICE UNIVERSITY	3,000,000	1.07%
16	BILL BROOKS PTY LTD <BILL BROOKS SUPER FUND A/C>	2,991,000	1.06%
17	JOHN & EMMA HANNAFORD SUPERANNUATION PTY LTD <THE HANNAFORD SUPER FUND A/C>	2,979,339	1.06%
18	OSO NEGRO LLC	2,863,166	1.02%
19	JAEK HOLDINGS PTY LTD <HANNAFORD FAMILY A/C>	2,362,500	0.84%
20	MS CHUNYAN NIU	2,330,345	0.83%
	Total	138,087,455	49.12%
	Total issued capital - selected security class(es)	281,106,850	100.00%

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Additional Shareholder Information – as at 30 September 2024

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of security by size holding:

Holding Ranges	Holders	Total Units	%
above 0 up to and including 1,000	34	4,598	0.00%
above 1,000 up to and including 5,000	84	313,267	0.11%
above 5,000 up to and including 10,000	160	1,357,481	0.48%
above 10,000 up to and including 100,000	559	23,342,195	8.30%
above 100,000	326	256,089,309	91.10%
Totals	1,163	281,106,850	100.00%

3. SUBSTANTIAL SHAREHOLDERS

The names of the substantial shareholders listed in the company's register are:

Holder Name	Holding Balance	%
INVESTJTECH LLC	20,000,000	7.11%

4. OTHER QUOTED SECURITIES

The following other quoted securities are on issue:

Security Name	Total Holdings	Total Holders
LISTED OPTIONS EXP 26/11/2024 @ \$0.25	153,893,291	412
	153,893,291	412

5. UNQUOTED SECURITIES

The following unquoted securities are on issue:

Security Name	Total Holdings	Total Holders
UNLISTED OPTIONS EXP 16/12/2024 @ 0.30	8,000,000	6
UNLISTED OPTIONS EXP 09/11/2024 @ 0.35	500,000	1
UNL OPT EXP 09/11/2024 @ \$0.35	250,000	1
UNLISTED OPTIONS EXP 09/05/2025 @ 0.40	500,000	1
UNL OPT EXP 09/05/2025 @ 0.40	250,000	1
UNL OPTIONS EXP 25/03/2027 @ 0.25	21,000,000	6
UNL OPTIONS EXP 07/08/2029 @ \$0.20	15,000,000	1
PERFORMANCE RIGHTS EXP 26/03/2027	12,500,000	1
PERFORMANCE RIGHTS EXP 26/03/2029	25,000,000	1
PERFORMANCE RIGHTS TRANCHE 2	600,000	3
	83,600,000	22

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6. VOTING RIGHTS

The voting rights of the ordinary shares are as follows:

Subject to any rights or restrictions for the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representation more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents.

On a poll each eligible member has one vote for each fully paid share held.

There are no voting rights attached to any of the options that the Company currently has on issue. Upon exercise of these options, the shares issued will have the same voting rights as existing ordinary shares.

7. ON-MARKET BUY BACK

There is currently no on-market buy-back program for any of MTM Critical Metals Limited's listed securities.

8. MINERAL RESOURCES

The Company has not announced any mineral resources at any of its projects as at the date of this report.

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