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METALS TECH
LIMITED



Annual Report for the year ended
30 June 2024

METALSTECH LIMITED
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CORPORATE INFORMATION

Directors & Officers

Mr. Gino D'Anna	Executive Director
Mr. Clifford Fitzhenry	Non-Executive Director
Ms. Candice Stevenson	Non-Executive Director

Company Secretary

Mr Paul Fromson (CFO and Company Secretary)

Registered Office

Level 2
Building C
355 Scarborough Beach Road
Osborne Park WA 6017

T: +61 (08) 9388 0468

F: +61 (08) 9486 4799

Stock Exchange

Australian Securities Exchange Limited (ASX)
Home Exchange - Perth

Australian Company Number

ACN 612 100 464

Australian Business Number

ABN 82 612 100 464

Website

www.metalstech.net

Solicitors

Steinepreis Paganin Lawyers & Consultants
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000 Australia

Bankers

Commonwealth Bank of Australia
150 St Georges Terrace
Perth WA 6000

Auditors

BDO Audit Pty Ltd
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

Share Registry

Automic Group
Level 2, 267 St Georges Terrace
Perth WA 6000
T: 1300 288 664

Domicile and Country of Incorporation

Australia

ASX Code

MTC

**METALSTECH LIMITED
DIRECTORS REPORT
FOR THE YEAR ENDED 30 JUNE 2024**

The directors present their report, together with the financial statements, on MetalsTech Limited (the “Company”, “MTC”, “parent entity” or “MetalsTech”) and the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of MetalsTech and the entities it controlled at the end of, or during, the year ended 30 June 2024.

Directors

The names of the directors in office at any time during or since the end of the year are:

- Mr. Gino D’Anna
- Ms. Candice Stevenson
- Mr Clifford Fitzhenry – appointed 2 September 2024
- Mr. Robert Sills – appointed 28 September 2023, resigned 31 August 2024
- Dr. Qingtao Zeng – resigned 28 September 2023

Directors were in office for this entire period unless otherwise stated.

Company Secretary

Paul Fromson – CFO and Company Secretary

Principal activities

The principal activity of the Group during the financial year was gold exploration.

Financial results

The financial results of the Group for the year ended 30 June 2024 are:

	30-June-24	30-June-23
Cash and cash equivalents (AUD \$)	628,398	816,540
Net assets (AUD \$)	6,510,186	7,067,337
Total other income (AUD \$)	2,734	10,761
Net profit/(loss) after tax (AUD \$)	(2,263,451)	(6,483,519)

REVIEW OF OPERATIONS 2024

Highlights:

- ★ A Scoping Study for MetalsTech’s 100%-owned Sturec Gold Mine in Slovakia delivered highly encouraging economics and technical viability, highlighting its potential to become a low-cost gold and silver concentrate producer
- ★ Study confirmed Sturec Gold Mine can support a Base Case scenario with an underground-only mining operation, delivering gold and silver concentrate production of ~1.134Moz Au Eq. over an initial mine life of 9 years at 2.3Mtpa plant production capacity
- ★ Scoping Study demonstrates pre-tax NPV8% of US\$506 million and IRR of 116%
- ★ MTC engaged Minmetals Securities Co., Ltd (Minmetals) as a strategic advisor to coordinate a strategic process and provide corporate and investor relations advisory services in respect of discussions around a potential transaction involving the Company’s 100%- owned Sturec Gold Mine in Slovakia.
- ★ MTC announced further high grade results from underground and surface drilling at the Sturec Gold Mine such as:
 - A thick, continuous mineralized zone of 32.0m @ 2.07g/t Au and 24.7g/t Ag from 267m (0.25g/t Au cut-off, downhole thickness) including:
 - 14m @ 4.30g/t Au & 24.0g/t Ag from 283m (0.5g/t Au cut-off, downhole thickness); including
 - 7m @ 7.91g/t Au & 29.9g/t Ag from 283m (1g/t Au cut-off, downhole thickness);
 - A thick, continuous mineralized zone of 35.0m @ 1.38g/t Au and 9.5g/t Ag from 86m (0.25g/t Au cut-off, downhole thickness) including:
 - 9m @ 3.02g/t Au & 20.3g/t Ag from 86m (1g/t Au cut-off, downhole thickness); and
 - 4m @ 3.35g/t Au & 16.2g/t Ag from 109m (1g/t Au cut-off, downhole thickness).

Exploration Activities

Sturec Gold Mine Scoping Study: Underground-only Mining Operation

During the year ended 30 June 2024, MetalsTech Limited (ASX: MTC) announced the results of a Scoping Study for its Sturec Gold Mine in central Slovakia. The study indicated that the mine had the potential to become a low-cost gold and silver concentrate producer.

The most valuable development option was identified as an underground mining operation with a plant throughput of 2.3 Mtpa and a mine life of 9 years. The operating cost estimate was US\$927/oz Au Eq., promising an operating margin of over 200%. The total capital investment required for the operation was estimated at US\$95.41M. The study projected undiscounted free cashflows of US\$706.21M and expected the mine to produce 1,134,000 oz Au Eq. over the course of the 9-year mine life. The pre-tax NPV8% was US\$506M, with an IRR of 116.0%.



Highlights:

- Life of Mine (LoM) operating cost estimate of US\$927/oz AuEq (AISC) delivering robust operating margins – based on a forecast gold price of US\$1,850/oz (Consensus LT Forecast), Sturec Gold Mine exhibits an operating margin of >200%
- Total LoM capital investment for underground mining operation, process plant and infrastructure estimated at US\$95.41M (including contingency, owners’ cost and sustaining capital)
- Pre-production capital of US\$75.8M based on a significant portion of process plant infrastructure being built ex-China (Yantai Jinpeng Mining Machinery Co., Ltd (Jinpeng))

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- Total undiscounted free cashflows of US\$706.21M (A\$1,103.45M), pre-tax
- Total U/G LoM production of 17.6Mt @ 2.0 g/t AuEq equating to total production of 1,134,000 oz AuEq over a 9- year mine life
- Pre-tax NPV_{8%} of US\$506M (A\$791M) and Internal Rate of Return (IRR) of 116.0%
- Scoping Study is of a very high quality with 78% of the mining inventory based on Measured and Indicated Resources, with only 22% in the Inferred category
- If a conservative gold price of US\$1,550 per ounce is assumed instead of Consensus LT Forecast, After-Tax NPV(8%) is robust at US\$239M (A\$376M)
- Scoping Study designed with the latest ESG principles, addressing previous concerns regarding use of cyanide and minimising environmental and surface footprint
- Sturec Gold Mine JORC (2012) Mineral Resource Estimate of 68.347Mt @ 1.22g/t Au and 10.11g/t Ag (1.31g/t AuEq), containing **2.686 Moz gold and 22.210 Moz silver (2.868 Moz of gold equivalent)** using a 0.3g/t Au cutoff

The Scoping Study was of high quality, with 78% of the mining inventory based on Measured and Indicated Resources. The After-Tax NPV_(8%) was robust at US\$239M, assuming a conservative gold price of US\$1,550 per ounce. More detail is available in the Scoping Study ASX Announcement on 14 November 2023.

JORC (2012) Mineral Resource Estimate

Table 1: Updated Sturec Gold Project Mineral Resource Estimate using a 0.3g/t Au cut-off

Area	Resource Category	Tonnage (kt)	Au (g/t)	Au (koz)	Ag (g/t)	Ag (koz)	AuEq (g/t) ¹	AuEq (koz)
Sturec	Measured	24,595	1.46	1,155	10.81	8,549	1.55	1,225
	Indicated	11,310	1.1	401	7.78	2,829	1.17	424
	Measured+Indicated	35,905	1.35	1,556	9.86	11,383	1.43	1,649
	Inferred	26,207	0.96	805	5.95	5,014	1	846
	Sub_total	62,112	1.18	2,362	8.21	16,397	1.25	2,496
Vratislav	Inferred	1,166	2.06	77	13.32	499	2.17	81
	Sub_total	1,166	2.06	77	13.32	499	2.17	81
Wolf	Indicated	946	1.69	51	25.8	785	1.9	58
	Measured+Indicated	946	1.69	51	25.8	785	1.9	58
	Inferred	2,559	1.69	139	22.48	1,850	1.88	154
	Sub_total	3,505	1.69	191	23.38	2,635	1.88	212
North Wolf	Inferred	1,564	1.13	57	53.29	2,680	1.56	79
	Sub_total	1,564	1.13	57	53.29	2,680	1.56	79
Total	Measured	24,595	1.46	1,155	10.81	8,551	1.55	1,225
	Indicated	12,256	1.15	453	9.17	3,614	1.22	482
	Measured+Indicated	36,851	1.36	1,608	10.27	12,165	1.44	1,707
	Inferred	31,496	1.07	1,078	9.92	10,045	1.15	1,161
	Total	68,347	1.22	2,686	10.11	22,210	1.31	2,868

$AuEq\ g/t = ((Au\ g/t\ grade * Met.\ Rec. * Au\ price/g) + (Ag\ g/t\ grade * Met.\ Rec. * Ag\ price/g)) / (Met.\ Rec. * Au\ price/g)$

Long term Forecast Gold and Silver Price (source: Bank of America): \$1,785 USD/oz and \$27 USD/oz respectively. Gold And silver recovery from the 2014 Thiosulphate Metallurgical test work: 90.5% and 48.9% respectively.

Sturec Diamond Drilling Results

MetalsTech announced promising assay results from both underground and surface drilling at the Sturec Mine which aimed to extend the mineralisation of the Sturec Mineral Resource and increase confidence in this area.

Significant findings included a continuous mineralized zone of 32.0m at 2.07g/t Au and 24.7g/t Ag from 267m in SSD-03, and 35.0m at 1.38g/t Au and 9.5g/t Ag from 86m in UGA-65. Underground drilling achieved record intercepts up to 173.2m with average high grades reaching 34.07g/t Au.

The project has exploration upside, following work on regional prospects along strike of the main Sturec resource demonstrating a continuity of high-grade gold mineralisation. Mineralisation remained open to the north, south and down dip, revealing extensive exploration potential.

Notable drilling results included:

- UGA-30: 173.2m @ 3.27 g/t Au and 11.8 g/t Ag
- UGA-18: 18m @ 34.07 g/t Au and 10.7 g/t Ag
- UGA-04: 90m @ 3.88 g/t Au and 13.9 g/t Ag
- Bonanza Zone: 1m @ 646g/t Au and 459.0 g/t Ag.

Underground Mining License Extension

MetalsTech received an extension to the underground mining activity permit No. 2440-3935/2023 (Permit) for its Sturec Gold Mine.

The Permit remains valid for a further 10 year period, from 2024 to 2034 (inclusive) and allows for the extraction of gold and silver ore utilising underground mining techniques.

Granting of the Permit is a significant de-risk to mine development and will be crucial throughout the strategic process currently being undertaken by MTC in conjunction with its advisors.

Proposed Sturec Transaction

In December 2023, MetalsTech engaged Minmetals Securities Co., Ltd (Minmetals) as strategic advisor to coordinate a strategic process and provide corporate and investor relations advisory services in respect of discussions around a potential transaction involving Sturec.

Impairments

During the Full Year Ended 30 June 2024, the Group reviewed all of its projects. There were no impairments as such however the Group notes that the original cash payment and any expenditure on the Sauvolles project has been expensed. The company also made some applications for some further lithium tenements and these costs have also been expensed.

CORPORATE

Equity

Issue of shares

MetalsTech lodged a prospectus with the ASIC and the ASX on 5 June 2024 (Prospectus). Pursuant to the Offer, the Company accepted valid applications and subscriptions totalling \$1,602,190 representing 6,965,967 shares at \$0.23 per share.

Issue of options

A total of 3,000,000 unlisted options were issued to former director Dr Q Zeng.

Change of Registered Office

As of 16 May 2024, MetalsTech's Registered Office and Place of Business changed to: Level 2 – Building C, 355 Scarborough Beach Road Osborne Park, WA 6017.

Change of Auditor

MetalsTech appointed BDO Audit Pty Ltd (BDO Audit) as auditor of the Company following the resignation of BDO Audit (WA) Pty Ltd (BDO WA) and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 (the Act).

The change of auditor arose as a result of BDO WA restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA. In accordance with s327C of the Act, a resolution will be proposed at the Company's next Annual General Meeting to confirm the appointment of the Company's auditor.

Events occurring after the reporting period

Other than as disclosed below, there have been no matters or circumstances which have arisen since 30 June 2024 that have significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2024, of the Company, or
- (b) the results of those operations, or
- (c) the state of affairs, in financial years subsequent to 30 June 2024, of the Company.

On 30 August 2024 the company released an ASX announcement advising that it had terminated discussions with Trans Metal Fund LLP in relation to their non-binding offer to acquire a 100% interest in the Sturec gold mine.

On 25 September 2024 a redeemable note agreement for \$500,000 was varied with the principal repayment extended by three months to 31 December 2024.

On 2 September 2024 Mr Clifford Fitzhenry was appointed a director.

On 19 August 2024 the company announced that it had terminated the acquisition agreement for the Sauvolles lithium project.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements concerning MetalsTech. Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward-looking statements as a result of a variety of risks, uncertainties and other factors. Forward-looking statements are inherently subject to business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause the Company's actual results to differ materially from those expressed or implied in any forward-looking information provided by the Company, or on behalf of, the Company. Such factors include, among other things, risks relating to additional funding requirements, metal prices, exploration, development and operating risks, competition, production risks, regulatory restrictions, including environmental regulation and liability and potential title disputes.

Forward looking statements in this document are based on the company's beliefs, opinions and estimates of MetalsTech as of the dates the forward-looking statements are made, and no obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

COMPETENT PERSONS STATEMENT

The information in this announcement that relates to Exploration Results is based on information compiled by Dr Quinton Hills Ph.D., M.Sc., B.Sc. Dr Hills is the technical advisor of MetalsTech Limited and is a member of the Australasian Institute of Mining and Metallurgy (No. 991225). Dr Hills has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Dr Hills consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

The information in the report to which this statement is attached that relates to Mineral Resources for the Sturec Gold Deposit is based on information compiled by Mr Cunyou Li, who is a Member of The Professional Geoscientist of Ontario (No. 2117). Mr Li is the principal of JP Geoconsulting Services and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Li consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

ASX Listing Rules Compliance

In preparing this announcement, the Company has relied on the announcements previously made by the Company. The Company confirms that it is not aware of any new information or data that materially affects those announcements previously made, or that would materially affect the Company from relying on those announcements for the purpose of this announcement. Pursuant to ASX Listing Rule 5.23.2, the Company confirms that it is not aware of any new information or data that materially affects the information included in this announcement.

Description of the Mining Rights

Slovakian Gold Project

Sturec Gold Mine

Tenement ID ^o	Status	Registration Date	Expiry Date	Area
Sturec Gold Mine – Mining License 1830-3359/2008	Active		Indefinite	9.47 sq km

Board of Directors

Details of the Board of Directors as at the date of this report are as follows:

Name	Gino D’Anna
Title	Executive Director
Qualifications	Bachelor of Commerce (Honours)
Experience	<p>Mr D’Anna is a founding Executive Director of the Company. Mr D’Anna has significant primary and secondary capital markets experience and has extensive experience in resource exploration, public company operations, administration and financial management.</p> <p>Mr D’Anna has experience in Canadian Government and First Nations relations in the mining sector and has worked in numerous jurisdictions including Australia, Botswana, Namibia and Canada. In addition, Mr D’Anna has been involved in the exploration and development of many projects including new discoveries and development of existing discoveries. Mr D’Anna is a founding shareholder and founding Executive Director of Askari Metals Ltd (ASX: AS2).</p> <p>Mr D’Anna was previously a Director of Metals Australia Limited (ASX: MLS) and Tennant Minerals NL (ASX: TMS).</p>
Special Responsibilities	Nil
Security Holdings	23,041,940 ordinary shares and 2,500,000 Performance Rights
Name	Candice Stevenson
Title	Non-Executive Director
Qualifications	Bachelor of Commerce
Experience	<p>Ms Stevenson is a professional company director with significant experience in financial management in the mining sector and specifically junior exploration companies.</p> <p>Ms Stevenson has held senior finance executive roles with The Griffin Group, Atrum Limited (ASX:ATU), K2Fly (ASX:K2F) and the Australian Taxation Office.</p> <p>She is a Director of Lithium Springs Limited (ASX:LS1 Reserved).</p> <p>Ms. Stevenson does not have any other directorships in ASX listed entities.</p>
Special Responsibilities	Nil
Security Holdings	752,812 ordinary shares and 150,000 Performance Rights

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**METALSTECH LIMITED
DIRECTORS REPORT
FOR THE YEAR ENDED 30 JUNE 2024**

Name	Mr Clifford Fitzhenry
Title	Non-executive director
Qualifications	MSc, BSc and BSc Honours
Experience	Mr Fitzhenry is a seasoned geologist with 20 years experience, beginning his career with Anglo Platinum on the Bushveld Complex in South Africa and has subsequently worked on mining and exploration projects throughout Africa including Central African Republic, Liberia, Madagascar, Mozambique, Nigeria, Mauritania, Tanzania, Namibia and Malawi as well as Saudi Arabia in the Middle East. He has held senior management positions, successfully leading teams across all aspects of exploration, development and feasibility studies.
Special Responsibilities	None
Security Holdings	Nil

Likely developments and expected results of operation

Gold Project

Exploration activities continue at the Sturec Gold Project in Slovakia.

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METALSTECH LIMITED
DIRECTORS REPORT
FOR THE YEAR ENDED 30 JUNE 2024

Directors' Meetings

The following directors' meetings (including meetings of committees of directors) were held during the year and the number of meetings attended by each of the directors during the year were:

2024	Directors' meetings eligible to attend	Directors' meetings attended
Directors		
Gino D'Anna	5	5
Qingtao Zeng	2	2
Candice Stevenson	5	5
Rob Sills	3	3

During the year, the Company held 5 physical meetings. The Board also conducted business via 12 circular resolutions.

The Company does not have separate committees for audit and risk, remuneration or nominations because the Board is not of a sufficient size or structure, reflecting that the Company's operations are not of a sufficient magnitude at this stage. The full Board performs the roles normally undertaken by these committees.

Shares under option

Unissued ordinary shares of MetalsTech Limited under option at the date of this report are as follows:

Expiry date	Exercise price	Balance at start of year	Issued up to the date of this report	Exercised during the year	Converted/Cancelled or lapsed	Balance at the date of this report
12 Dec 2026	\$0.35	-	3,000,000	-	-	3,000,000

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

Environmental regulation

The Group is not subject to any significant environmental regulations under either Commonwealth or State legislation. The Board is not aware of any breach of environmental requirements as they apply to the Group. The Company remains in compliance with the environmental regulations of Slovakia and Quebec.

Greenhouse Gas and Energy Data Reporting Requirements

The Group is cognisant of the reporting requirements under the Energy Efficiencies Opportunity Act 2006 or the National Greenhouse Energy Efficient Reporting Act 2007, and believes it has adequate processes in place to ensure compliance with these Acts.

Dividends paid, recommended and declared

No dividends were paid or declared since the start of the period. No recommendation for payment of dividends has been made.

Business Risk

The Group makes every effort to identify material risks and to manage these effectively. This section does not attempt to provide an exhaustive list of risks faced by the Group or by investors in the Group, nor are they in order of significance.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them is limited.

a) Tenure and access risk

Renewal

Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to the discretion of the relevant authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

Access

A number of the tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities.

Where the Project overlaps private land, exploration and mining activity on the Project may require authorisation or consent from the owners of that land. The Company's current proposed exploration program is not impacted.

b) Exploration Risk

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Project, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

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 and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of the Company and possible relinquishment of its projects.

c) Climate Change

The operations and activities of the Company are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences.

Business Risk (continued)

Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns, incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

d) Reliance on Key Personnel

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

e) Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

f) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company, as well as on its ability to fund its operations.

g) Additional requirements for capital

The Company's capital requirements depend on numerous factors. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Remuneration Report - Audited

The remuneration report is set out under the following main headings:

- A Remuneration Governance
- B Remuneration Structure
- C Details of Remuneration
- D Other transactions with key management personnel
- E Share-based compensation
- F Equity instruments issued on exercise of remuneration options
- G Value of options to Directors
- H Equity instruments disclosures relating to key management personnel
- I Additional statutory information

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*. The remuneration arrangements detailed in this report are for the key management personnel of the Group as follows:

Mr Gino D'Anna – Executive Director

Ms Candice Stevenson - Non-Executive Director

Mr Clifford Fitzhendry – Non-Executive Director – appointed 2 September 2024

Dr Qingtao Zeng – Non-Executive Director – resigned 28 September 2023

Mr Robert Sills - Non-Executive Director – appointed 28 September 2023 and resigned 31 August 2024

The remuneration disclosed for Dr Zeng is for the period 1 July 2023 until his resignation on 28 September 2023. The remuneration disclosed for Mr Sills is for the period 28 September 2023 (appointment date) until 30 June 2024. Mr Fitzhendry was appointed after year end and didn't receive any remuneration during the year.

Use of remuneration consultants

The Company did not employ services of consultants to review its existing remuneration policies.

Voting and comments made at the Company's 2023 Annual General Meeting

The Annual General Meeting was held on 24 November 2023. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices. The resolution on adoption of the remuneration report was passed on a poll with 68.14% in favour.

A. Remuneration Governance

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors of the Group and Executives of the Group. The performance of the Group depends upon the quality of its key management personnel. To prosper the Group must attract, motivate and retain appropriately skilled directors and executives.

The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Group does not engage the services of any remuneration consultants.

B. Remuneration Structure

Executive remuneration arrangement

Mr Gino D'Anna was an executive director during the entire year and charges for his services via a consultancy agreement. The consultancy agreement was put in place with Mr D'Anna's entity Internazionale Consulting Pty Ltd on 1 June 2021. The term of the agreement is a minimum of 24 months and the agreement continues after that time unless terminated. In the event of early termination by the Company, consulting fees equal to the minimum number of billable days (17 billable days per month) for the remainder of the term of the agreement at a rate of \$1,300 per day are payable.

Mr D'Anna is charging consulting fees at a rate of \$1,300 per day under this agreement with a minimum of 17 billable days and a maximum of 23 billable days per month and is also entitled to remuneration as a director at \$3,000 per month.

Ms Candice Stevenson provides consulting services via a consulting agreement between Natres Services Pty Ltd and the Company. The consulting agreement commenced 1 June 2021. The term of the agreement is a minimum of 24 months and the agreement continues after that time unless terminated. In the event of early termination by the Company, consulting fees equal to the minimum number of billable days (18 billable days per month) for the remainder of the term of the agreement at a rate of \$1,400 per day are payable. Ms Stevenson is a nominated person under this agreement and provides services to the company along with two other persons. Consulting services for the nominated persons are charged at \$1,400 per day. Natres Services Pty Ltd is also entitled to charge a retainer fee of \$4,000 per month inclusive of any director fees where one of the nominated persons is also a director of the Company and accordingly charges \$4,000 per month for Ms Stevenson.

Non-Executive remuneration arrangements

The remuneration of Non-Executive Directors (**NED**) consists of Directors' fees, payable in arrears. They serve on a month to month basis and there are no termination benefits payable. They do not receive retirement benefits but are able to participate in share option-based incentive programmes in accordance with Group policy. Non-executive directors' fees are currently set at \$3,000 per month and \$4,000 per month in the case of services provided by NatRes Services Pty Ltd.

Directors are paid consulting fees on time spent on Group business, including reasonable expenses incurred by them on business of the Group, details of which are contained in the Remuneration Table disclosed in Section C of this Report. Remuneration of Non-Executive Directors are based on fees approved by the Board of Directors and is set at levels to reflect market conditions and encourage the continued services of the Directors.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which will be periodically recommended for approval by shareholders. The maximum currently stands at \$500,000 per annum as per the Group's constitution and may be varied by ordinary resolution of the shareholders in general meeting.

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FOR THE YEAR ENDED 30 JUNE 2024

C. Details of Remuneration

The key management personnel (“KMP”) of the Group are the Directors of MetalsTech Limited detailed in the table below. Details of the remuneration of the Directors of the Group are set out below:

30/06/2024	Short-term benefits			Post-employment benefits	Share- based payment			Total \$	Percentage of performance related remuneration
	Salary & fees \$	Cash bonus \$	Annual and Long Service Leave \$		Super-annuation \$	Performance rights \$	Options \$		
Directors									
Executive Directors									
G D’Anna	354,890	-	-	-	-	-	-	354,890	-
Non-executive directors									
C Stevenson	120,000	-	-	-	-	-	-	120,000	-
Q Zeng	37,500	-	-	-	-	-	-	37,500	-
R Sills	27,000	-	-	-	-	-	-	27,000	-
C Fitzhenry	-	-	-	-	-	-	-	-	-
Total	539,390	-	-	-	-	-	-	539,390	-

The remuneration for Dr Qingtao Zeng disclosed above is for the period 1 July 2023 until his resignation on 28 September 2023. Mr Fitzhenry was appointed subsequent to year end and did not receive any remuneration for the year.

30/06/2023	Short-term benefits			Post-employment benefits	Share- based payment			Total \$	Percentage of performance related remuneration
	Salary & fees \$	Cash bonus \$	Annual and Long Service Leave \$		Super-annuation \$	Performance rights \$	Options \$		
Directors									
Executive Directors									
G D’Anna	235,810	30,000	-	-	1,638,933	-	-	1,904,743	86.0%
Non-executive directors									
C Stevenson	120,000	-	-	-	97,500	-	81,000	298,500	27.1%
Q Zeng	191,600	10,000	-	-	198,483	-	-	400,083	49.6%
Total	547,410	40,000	-	-	1,934,916	-	81,000	2,603,326	

Director Candice Stevenson was remunerated via an Executive Services contract under Natres Services Pty Ltd – see Executive Services Contracts for more information.

The relative proportions of remuneration that are linked and/or to performance are as follows:

	Fixed Remuneration		At risk – STI		At risk – LTI *	
	2024	2023	2024	2022	2024	2023
Director						
Mr D’Anna	100%	14.0%	-	-	-	86.0%
Mr R Sills	100%	N/A	-	N/A	-	N/A
Dr Zeng	100%	50.4%	-	-	-	49.6%
Ms C Stevenson	100%	67.3%	-	-	-	32.7%
Mr Fitzhenry	N/A	N/A	-	-	-	-

*Long term incentives are provided by way of the performance rights issued with long term performance milestones. The percentages disclosed reflect the fair value of remuneration consisting of the performance rights, based on the value of the performance rights expensed during the year.

D Other Transactions with Key Management Personnel

Other Transactions with KMP and their related parties

Executive Services Contracts

Director Ms Candice Stevenson invoices for her services via a consulting arrangement with Natres Services Pty Ltd (“Natres”). Under that agreement there are three nominated persons including Ms Stevenson and the \$120,000 remuneration disclosed above is for her portion of invoices.

The consulting contract specifies that Natres will bill a minimum of 18 billable days per month at an agreed rate of \$1,400 per day. The number of billable days is capped at 23 days per calendar month.

Director Mr Gino D’Anna invoices for his services via a consulting arrangement with Internatzionale Consulting Pty Ltd (“Internatz”).

The contract specifies that Internatz will bill a minimum of 17 billable days per month at an agreed rate of \$1,300 per day. The number of billable days is capped at 23 days per calendar month.

Remuneration Policy

E Share-based Compensation

Short term and long term incentives

On 8 December 2022, MetalsTech Limited issued 8,850,000 performance rights to directors following shareholder approval on 30 November 2022. These performance rights were issued in three classes, each with different performance milestones. Each performance right will convert into 1 ordinary share of MetalsTech Limited upon achievement of the performance milestone.

METALSTECH LIMITED
DIRECTORS REPORT
FOR THE YEAR ENDED 30 JUNE 2024

The Company valued the performance rights and then allocated a probability factor to each class in arriving at a total value. Two of the three classes of Performance Rights were converted in prior years. The only class remaining is Class 6.

The expenses in respect of the performance rights during the current year for directors is tabled below:

Class	Grant Date	Underlying Share Price	Probability Factor applied	Fair value of right	Number of Performance Rights	Total Fair Value	Expense 2024
6	8/12/2022	\$0.405	0%	\$0.325	2,950,000	\$958,750	-

No expense has been recorded for Class 6 Performance Rights as the milestone could not be regarded as certain.

Performance Milestones:

Class of Rights	Milestone	Expiry Date of Performance Rights
6.	Achievement of a Pre-Feasibility Study in accordance with the guidelines prescribed by the JORC Code, independently verified by an Independent Technical Consultant, which indicates that the Sturec Gold Mine contains a JORC Code compliant Mineral Resource which delivers a pre-tax net present value in excess of AUD\$100 million and a pre-tax internal rate of return of 20% or higher using a 5% discount rate	Three (3) years from the date of issue.

The total expense arising from share-based payment transactions recognised during the period in relation to the performance rights issued to directors was \$Nil.

F Equity Instruments Issued on Exercise of Remuneration Performance Rights

No Performance Rights were converted to shares during the year ended 30 June 2024.

G Value of options to Directors

No options were issued to Directors during the year ended 30 June 2024. After he ceased being a director, Dr Q Zeng received 3 million unlisted options. See Note 22 for the value of these options. The value has not been included in Directors' remuneration because they were issued after Dr Zeng ceased being a director.

H Equity instruments disclosures relating to key management personnel'

Share holdings

The numbers of shares in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2024	Opening Balance	Received as Remuneration	Received During Year on Exercise of Performance Rights	Net Change Other	Closing Balance at 30 June
Directors					
Mr D'Anna ¹	23,041,940	-	-	-	23,041,940
Dr Q Zeng ²	2,975,000	-	-	-	2,975,000
Ms C Stevenson	752,812	-	-	-	752,812
Mr R Sills	-	-	-	-	-
Mr C Fitzhenry ³	-	-	-	-	-
	26,769,752	-	-	-	26,769,752

¹ Includes Shares held by Spouse Mrs. R D'Anna

² The shareholding disclosed for Dr Zeng are those recorded as at the date he ceased being a director.

³ Mr Fitzhenry was appointed subsequent to year end and does not hold any shares

Performance Rights holdings

The numbers of performance rights in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2024	Opening Balance	Received as Remuneration	Converted to shares upon achievement of milestones	Net Change Other	Closing Balance at 30 June
Directors					
Mr D'Anna	2,500,000	-	-	-	2,500,000
Dr Q Zeng ¹	300,000	-	-	-	300,000
Ms C Stevenson	150,000	-	-	-	150,000
Mr R Sills ³	-	-	-	-	-
Mr C Fitzhenry ²	-	-	-	-	-
	2,950,000	-	-	-	2,950,000

¹ The performance rights disclosed for Dr Zeng are those recorded as at the date he ceased being a director.

² Mr Fitzhenry was appointed subsequent to year end and does not hold any performance rights.

³ Mr Sills was appointed during the year and resigned subsequent to year end. He does not hold any performance rights.

Option holdings

There are no options in the Company held by Directors or other key management personnel of the Group. Dr Q Zeng received 3,000,000 options after he ceased being a director. See Note 22 for details of the issue of options.

I Additional statutory information

Relationship between remuneration and the Group's performance

Company remuneration is not linked to Company performance. The following table shows key performance indicators for the Group for the last 5 years:

	2024	2023	2022	2021	2020
Profit/(Loss) for the year	(\$2,263,451)	(\$6,483,519)	\$7,287,876	(\$4,214,015)	(\$4,704,023)
Closing Share Price	23.0 cents	22.5 cents	36.0 cents	23.0 cents	13.5 cents
KMP Incentives	\$539,390	\$2,603,326	\$1,152,519	\$1,272,105	\$654,040
Total KMP Remuneration	\$539,390	\$2,603,326	\$1,152,519	\$1,272,105	\$654,040

Loans to Key Management Personnel

There were no loans to key management personnel during the year.

End of Audited Remuneration Report

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party, for the purposes of taking responsibility on behalf of the Group for all or part of those proceedings.

Indemnification of officers

During the financial year the Group paid a premium of \$21,452 (2023: \$23,186) to insure the directors and officers of the Company and its Australian based controlled entities against a liability incurred as such by a director or officer to the extent permitted by the Corporations Act 2001.

The Group has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Group against a liability incurred as such as an officer or auditor.

Indemnification of auditors

No indemnities have been given or insurance premiums paid, during or since the end of the period, for any person who is or has been an auditor of the Company.

Auditor's independence declaration

The auditor's independence declaration as required under section 307C of the Corporations Act 2001 can be found on page 25.

Non-Audit Services

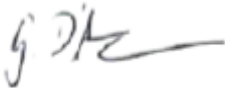
Details of the non-audit services provided to the Group from entities related to the Company’s external auditor BDO Audit Pty Ltd during the year ended 30 June 2024 are outlined in the following table. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The nature and the scope of each type of non-audit service provided means that auditor independence was not compromised.

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

Amounts received or due and receivable by related entities of BDO Audit Pty Ltd for:

	2024	2023
	\$	\$
(i) Taxation Services	36,175	56,385
(ii) Corporate Finance Services	-	2,000
	36,175	58,385

This report is made in accordance with a resolution of the Directors.



Gino D’Anna
Director
30 September 2024

DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF METALSTECH LIMITED

As lead auditor of MetalsTech Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of MetalsTech Limited and the entities it controlled during the period.



Neil Smith

Director

BDO Audit Pty Ltd

Perth

30 September 2024

METALSTECH LIMITED
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	30-June-24 \$	30-June-23 \$
Revenue			
Interest income		2,734	10,761
		2,734	10,761
Expenses			
Administration Expenses		237,173	253,816
Advertising and Marketing		252,026	873,169
Audit Fees		67,292	79,427
Consulting Fees		55,500	10,000
Corporate Compliance		138,114	126,784
Depreciation		-	3,343
Loss on sale of fixed assets		3,045	-
Directors and Executive Consulting Fees		873,950	1,158,040
Directors Share Based Payment expense	20	-	2,015,916
Employment benefits		205,054	237,440
Exploration and evaluation expenditure	11	442,728	-
Finance cost		272,226	-
Legal Fees		54,179	27,289
Occupancy Costs		89,466	52,122
Share Based Payments	20	187,350	1,632,663
Travelling Expenses		15,478	24,272
Withholding tax penalty		68,194	-
Profit/(Loss) before income tax		(2,959,041)	(6,483,519)
Income tax credit/(expense)	7	695,590	-
Profit/(Loss) after income tax		(2,263,451)	(6,483,519)
Other comprehensive income, net of tax			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation		(83,222)	294,394
Total other comprehensive loss for the year		(2,346,673)	(6,189,125)
		Cents	Cents
Loss per share from continuing operations attributable to the ordinary equity holders of the Company:			
Basic and diluted profit/(loss) per share	19	(1.20)	(3.74)

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

METALSTECH LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2024

	Notes	30-June-24 \$	30-June-23 \$
ASSETS			
Current Assets			
Cash and cash equivalents	9	628,398	816,540
Trade and other receivables	10	76,789	96,798
Total Current Assets		705,187	913,338
Non-Current Assets			
Property, plant and equipment		-	3,045
Exploration and evaluation expenditure	11	8,135,834	7,244,999
Total Non-Current Assets		8,135,834	7,248,044
TOTAL ASSETS		8,841,021	8,161,382
LIABILITIES			
Current Liabilities			
Trade and other payables	12	940,962	370,930
Staff Provisions		21,679	27,525
Provision for tax		68,194	-
Deferred tax liability	7	-	695,590
Redeemable Notes		1,300,000	-
Total Current Liabilities		2,330,835	1,094,045
TOTAL LIABILITIES		2,330,835	1,094,045
NET ASSETS		6,510,186	7,067,337
EQUITY			
Share capital	15	23,249,119	21,594,447
Reserves	16	1,497,598	1,455,970
Accumulated losses	17	(18,236,531)	(15,973,080)
TOTAL EQUITY		6,510,186	7,067,337

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

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METALSTECH LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2024

	Share Capital	Share Based Payments Reserve	Options Premium Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2023	21,594,447	(95,871)	1,254,836	287,005	(15,973,080)	7,067,337
Profit/(Loss) for year	-	-	-	-	(2,263,451)	(2,263,451)
Other comprehensive income for the year, net of tax	-	-	-	(83,222)	-	(83,222)
Total comprehensive profit/(loss) for the year	-	-	-	(83,222)	(2,263,451)	(2,346,673)
Transactions with owners in their capacity as owners:						
Issue of share capital - placement	1,602,172	-	-	-	-	1,602,172
Issue of shares for consulting services	52,500	-	-	-	-	52,500
Share based payment expense - options	-	-	134,850	-	-	134,850
At 30 June 2024	23,249,119	(95,871)	1,389,686	203,783	(18,236,531)	6,510,186
	Share Capital	Share Based Payments Reserve	Options Premium Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$	\$
Balance at 1 July 2022	13,922,447	522,550	1,254,836	(7,389)	(9,489,561)	6,202,883
Profit/(Loss) for year	-	-	-	-	(6,483,519)	(6,483,519)
Other comprehensive income for the year, net of tax	-	-	-	294,394	-	294,394
Total comprehensive profit/(loss) for the year	-	-	-	294,394	(6,483,519)	(6,189,125)
Transactions with owners in their capacity as owners:						
Issue of share capital - placement	3,000,000	-	-	-	-	3,000,000
Issue of shares for consulting services	405,000	-	-	-	-	405,000
Performance rights converted to shares	4,186,000	(4,186,000)	-	-	-	-
Shares issued to a director	81,000	-	-	-	-	81,000
Share based payment expense	-	3,567,579	-	-	-	3,567,579
At 30 June 2023	21,594,447	(95,871)	1,254,836	287,005	(15,973,080)	7,067,337

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

METALSTECH LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	30-June-24	30-June-23
		\$	\$
Cash flows from operating activities			
Interest received		2,734	10,761
Interest paid		(248,668)	-
Payment to suppliers and employees (include GST)		(1,537,015)	(2,395,844)
Net cash flows from/(to) operating activities	9(b)	(1,782,949)	(2,385,083)
Cash flows from investing activities			
Payments for exploration and evaluation expenditure		(1,310,126)	(2,111,298)
Net cash flows from/(to) investing activities		(1,310,126)	(2,111,298)
Cash flows from financing activities			
Proceeds from issue of shares		1,602,172	3,000,000
Proceeds from issue of redeemable notes		1,850,000	-
Repayment of redeemable notes		(550,000)	-
Net cash inflows from financing activities		2,902,172	3,000,000
Net increase/(decrease) in cash and cash equivalents		(190,903)	(1,496,381)
Cash and cash equivalents at beginning of year		816,540	2,182,230
Exchange rate adjustments		2,761	130,691
Cash and cash equivalents at the end of the year	9(a)	628,398	816,540

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

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 1: REPORTING ENTITY

MetalsTech Limited (the “Company” or “MetalsTech”) is a Company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange Limited (“ASX”). The address of its registered office and principal place of business are disclosed in the Corporate Directory at the beginning of the Annual Report.

The consolidated financial statements of the Company and its subsidiaries are for the year ended 30 June 2024.

All amounts are in Australian dollars unless otherwise stated.

The financial statements were authorised for issue by the Board of Directors on 30 September 2024.

The nature of the operations and principal activities of the Group are described in the Directors’ Report.

NOTE 2: STATEMENT OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of preparation of the financial report

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board.

The consolidated financial statements were approved by the Board of Directors on the date the directors’ report and declaration was signed. MetalsTech Limited is a for-profit entity for the purpose of preparing the financial statements.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the financial statements are disclosed in note 4.

Comparative information

This report presents the financial information for the year ended 30 June 2024 and for the prior year ended 30 June 2023.

Functional and presentation currency

The functional currency of the Company is measured using the currency of the primary economic environment in which the entity operates which is Euro for Slovakia and Australian dollars for Australia. The financial statements are presented in Australian dollars, which is the entity’s presentation currency.

NOTE 2: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)

b) Going concern

For the year ended 30 June 2024 the Group had a loss of AUD\$2,263,451 (2023: loss of AUD\$6,483,519), experienced net cash outflows from operations of AUD\$1,782,949 (2023: outflows of AUD\$2,385,083) and net cash outflows from investing activities of AUD\$1,310,126 (2023: outflow AUD\$2,111,298). As at 30 June 2024 the cash balance is \$628,398 (2023: \$816,540).

The Directors have reviewed the cash flow requirements in the next 12 months and believe there are sufficient funds to meet the Group's working capital requirements as at the date of this report. Whilst the Group is expected to be cash-flow negative in the foreseeable future as a result of continued expenditures, the ability of the Group to continue as a going concern is dependent on securing additional funding through equity to continue to fund its operational activities. These conditions indicate a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The Group however notes the following:

- The Directors believe that there is sufficient cash available for the Group to continue operating and it has the ability to raise further capital to fund its ongoing activities.
- The directors are currently negotiating the terms of long term funding intended to replace the existing short term funding and also to provide working capital. The amount and terms of the new funding is not yet complete and will be the subject of an ASX announcement when complete.

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the Company not continue as a going concern.

c) Revenue recognition

Revenue is recognised when or as the Group transfers control of goods or services to a customer at the amount to which the Group expected to be entitled. If the consideration promised includes a variable amount, the Group estimates the amount of consideration to which it will be entitled.

Interest income is recognised on a time proportion basis using the effective interest method.

d) Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest.

These costs are capitalised and carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

NOTE 2: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)

d) Exploration and evaluation expenditure (continued)

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

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 tested for impairment 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 for and evaluation of mineral resources in the specific area are not budgeted nor planned;
- 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.

e) Share-based payments

The Company provides benefits to employees (including directors) of the Company in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions'). The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted.

The fair value is determined using an appropriate option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of shares of MetalsTech Limited ('market conditions'). (Refer Note 21 for further details)

f) Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position. Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

NOTE 2: STATEMENT OF MATERIAL ACCOUNTING POLICIES (continued)

g) *Material accounting judgements and estimates*

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses.

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

NOTE 3: NEW OR AMENDED ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED

New and amended standards adopted

The group has adopted Australian Accounting Standards and Interpretations that have recently been issued or amended.

New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2024 reporting periods and have not been early adopted by the group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

NOTE 4: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Share-based payments

The valuation of share-based payment 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 valuation methods including the Black Scholes valuation model and the Binomial – barrier up and in model taking into account the terms and conditions upon which the instruments were granted.

The Group measures the cost of equity settled transactions with directors by reference to the fair value of equity instruments at the date at which they are granted. Management have assessed that the achievement of the non-market performance conditions attached to the class 6 Performance Rights to be 'less than likely' for class 6 therefore no expense has been recognised. The remaining performance rights have vested. The calculated fair value of the Performance Rights is expensed in the statement of profit or loss and other comprehensive income over the vesting period.

Recoverability of deferred exploration and evaluation expenditure

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at reporting date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. The Board and Management have assessed the carrying value of the Exploration and Evaluation Expenditure to be impaired. Refer to the accounting policy stated in note 2(f) and to note 12 for movements in the exploration and evaluation expenditure balance.

METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 5: FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. The Board of Directors co-ordinate domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Group holds the following financial instruments:

	30-June-24	30-June-23
	\$	\$
Financial assets		
Cash and cash equivalents	628,398	816,540
Trade and other receivables	76,789	96,798
	<u>705,187</u>	<u>913,338</u>
Financial liabilities		
Trade and other payables	940,962	370,930
Withholding tax penalty payable	68,194	-
	<u>1,009,156</u>	<u>370,930</u>

(a) Market risk

(i) Foreign currency risk

The Group operates in England (holding company only) and Slovakia (gold exploration activities). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages foreign exchange risk by monitoring forecast cash flows in currencies other than the Australian dollar.

In Slovakia it pays Euro for all its exploration expenditure on an ongoing basis. At the end of the year exploration foreign currency trade creditors and accrued expenses were Euro54,681 and sundry debtors were Euro467.

In England the subsidiary is basically a dormant holding company and it has only minor outgoings. At the end of the year foreign currency trade creditors were GBP 35,226 and sundry debtors were GBP 3,284.

(ii) Price risk

The Group does not hold investments and therefore is not exposed to equity securities price risk.

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 5: FINANCIAL RISK MANAGEMENT (continued)

(iii) Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and liabilities is set out below:

	30-June-24		30-June-23	
	Weighted average interest rate	\$	\$	\$
Financial assets				
Cash & cash equivalents	0.01%	628,398	0.01%	816,540
Financial liabilities				
Redeemable notes	28%	1,300,000	-	-

The Group does not have significant interest-bearing assets and percentage changes in interest rates would not have a material impact on the results. Group sensitivity to movement is not material.

(b) Credit risk

The Group has no significant concentration of credit risk. The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings. The Group does not hold any collateral.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. Its risk with regard to liquidity relates to its ability to maintain its current operations.

Cash at bank	30-June-24	30-June-23
	\$	\$
Commonwealth Bank	A\$589,732	A\$790,390
Slovakia	Euro20,406	Euro13,060
United Kingdom	GBP3,006	GBP2,487

The Group's ability to raise equity funding in the market is paramount in this regard. The Group manages liquidity by monitoring forecast and actual cash flows. The tables below analyses the Group's financial liabilities into relevant maturity groupings. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

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METALSTECH LIMITED
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FOR THE YEAR ENDED 30 JUNE 2024

NOTE 5: FINANCIAL RISK MANAGEMENT (continued)

2024	<6 months \$	6-12 months \$	>12 months \$	Total Contractual Cash Flows \$	Carrying Amount \$
Financial liabilities					
Trade and other payables	940,962	-	-	940,962	940,962
Withholding tax penalty payable	68,194	-	-	68,194	68,194
Redeemable Notes	1,300,000	-	-	1,300,000	1,300,000

2023	<6 months \$	6-12 months \$	>12 months \$	Total Contractual Cash Flows \$	Carrying Amount \$
Financial liabilities					
Trade and other payables	370,930	-	-	370,930	370,930

NOTE 6: 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 Board of Directors review internal management reports on a monthly basis that is consistent with the information provided in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows. As a result no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

Revenue by geographical region

The Company has not generated revenue from operations, other than interest income derived from deposits held at call with banks in Australia.

Assets by geographical region

The Company owns tenements in the geographical location of Slovakia. Other than the Slovakian tenements the group's assets comprise cash and minor receivables or prepayments. The breakdown of assets by geographical location is as follows:

	30-June-24	30-June-23
	\$	\$
Current Assets		
United Kingdom	11,993	7,634
Slovakia	35,889	73,235
Australia	657,305	832,469
	<u>705,187</u>	<u>913,338</u>
Non-Current Assets		
Slovakia	6,182,402	5,526,037
Australia	1,953,432	1,722,007
	<u>8,135,834</u>	<u>7,248,044</u>

METALSTECH LIMITED
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FOR THE YEAR ENDED 30 JUNE 2024

NOTE 7: INCOME TAX EXPENSES

	30-June-24	30-June-23
	\$	\$
(a) Income tax expense/(benefit):		
Current income tax	-	695,590
Deferred income tax	-	(695,590)
Under/over provision	(695,590)	
	<u>(695,590)</u>	<u>-</u>
(b) Reconciliation of Income tax expense to prima facie tax payable:		
Profit/(Loss) before income tax	(2,959,041)	(6,483,519)
Prima facie income tax at 30% (2023: 30%)	(887,712)	(1,945,056)
Non-deductible expenditure	193,732	1,094,574
Effect of tax rates in foreign jurisdictions	14,996	8,512
Timing differences not recognized	678,984	841,970
Under/over provision	(695,590)	
Income tax expense/(benefit)	<u>(695,590)</u>	<u>-</u>
(c) Unrecognised deferred tax assets arising on timing differences and losses		
Losses - revenue	2,341,653	1,705,995
Foreign losses - revenue	37,083	11,181
Deductible temporary differences	116,989	99,566
Unrecognised deferred tax assets	<u>2,495,726</u>	<u>1,816,742</u>

The tax benefits of the above deferred tax assets will only be obtained if:

- a. The consolidated entity derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;
- b. The consolidated entity continues to comply with the conditions for deductibility imposed by law; and
- c. No changes in income tax legislation adversely affect the consolidated entity from utilising the benefits.

NOTE 8: DIVIDENDS

There are no dividends declared or paid during the year (2023: Nil)

NOTE 9: CASH AND CASH EQUIVALENTS

(a) Reconciliation to cash at the end of the period

	30-June-24	30-June-23
	\$	\$
Cash at bank and in hand	628,398	816,540
	<u>628,398</u>	<u>816,540</u>

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 9: CASH AND CASH EQUIVALENTS (continued)

(b) Reconciliation of net loss after income tax to net cash flows used in operating activities

Profit/(loss) after income tax	(2,263,451)	(6,483,519)
Adjustments for:		
Loss on sale of fixed assets	3,045	-
Directors benefits expense (Share based payment)	-	2,015,916
Share based payments	187,350	2,037,663
Exploration written off	442,728	(545)
Depreciation expense	-	3,343
Income tax credit	(695,590)	-
Changes in assets and liabilities:		
(Increase)/decrease in trade and other receivables	23,374	(41,028)
Increase/(decrease) in trade and other payables	457,246	88,203
Increase in provision for withholding tax payable	68,195	-
Increase in staff leave provisions	(5,846)	(5,116)
Net cash flows used in operating activities	(1,782,949)	(2,385,083)
Non-cash investing and financing activities		
Issue of shares in satisfaction of consulting fee	52,500	405,000
Issue of options to former director Q Zeng	134,850	-
Issue of shares to director C Stevenson	-	81,000
Issue of shares for performance rights conversion	-	4,186,000
	187,350	4,672,000

c) Changes in liabilities arising from financing activities

Redeemable Notes	30-June-24	30-June-23
	\$	\$
Consolidated		
Opening balance	-	-
Net cash from/(used in) financing activities	1,300,000	-
Closing balance	1,300,000	-

NOTE 10: TRADE AND OTHER RECEIVABLES

	30-June-24	30-June-23
	\$	\$
GST and VAT receivable	65,316	90,014
Prepaid expenses	11,473	6,784
	76,789	96,798

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 10: TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables past due but not impaired

There were no trade receivables past due but not impaired.

(b) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to note 5 for more information on the risk management policy of the group and the credit quality of the Group's trade receivables.

NOTE 11: EXPLORATION AND EVALUATION EXPENDITURE

	30-June-24	30-June-23
	\$	\$
Exploration and evaluation expenditure	8,135,834	7,244,999
	8,135,834	7,244,999
Reconciliation:		
Balance at the beginning of the year	7,244,999	4,967,167
Acquisition costs and exploration expenditure for exploration assets	804,851	2,114,130
Net exchange differences on translation	85,984	163,702
Balance at the end of the year	8,135,834	7,244,999

Exploration costs are only carried forward to the extent that they are expected to be recouped through the successful development or sale of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. Exploration costs on the Sauvolles lithium project were expensed in the profit and loss as exploration expenditure as the acquisition agreement was terminated post year end.

NOTE 12: TRADE AND OTHER PAYABLES

	30-June-24	30-June-23
	\$	\$
Trade and other payables	812,740	331,220
Accrued expenses	128,222	39,710
	940,962	370,930

NOTE 13: BORROWINGS

	30-June-24	30-June-23
	\$	\$
Current		
Redeemable Notes (Unsecured)		
Opening balance	-	-
Proceeds from notes	1,850,000	-
Repayment of notes	(550,000)	-
Closing balance	1,300,000	-

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 13: BORROWINGS (continued)

Terms of notes

Redeemable Note 1 –

On 15 August 2023 the company entered into redeemable note deed for \$600,000 in unsecured funding. The funding was for 9 months with a flat interest rate of 17%. The interest and \$100,000 of the initial funding was repaid. The balance of the initial funds, \$500,000 was rolled over until 20 October 2024 with a flat interest rate of 10%.

Redeemable Note 2 –

On 14 September 2023 the company entered into a redeemable note deed for \$400,000 in unsecured funding. The funding was for 8 months with a flat interest rate of 20%. The principal and interest was paid upon maturity.

Redeemable Note 3 –

On 14 September 2023 the company entered into a redeemable note deed for \$50,000 in unsecured funding. The funding was for 8 months with a flat interest rate of 20%. The principal and interest was paid upon maturity.

Redeemable Note 4 –

On 29 December 2023 the company entered into a redeemable note deed for \$500,000 in unsecured funding. The funding was for 9 months with a flat interest rate of 17%. The interest has been paid in three quarterly instalments and subsequent to year end repayment of the principal was extended to 31 December 2024 and an extension fee of \$10,000 is payable.

Redeemable Note 5 –

On 10 May 2024 the company entered into a redeemable note deed for \$300,000 in unsecured funding. The funding matures On 29 December 2024 with a flat interest rate of 15%.

NOTE 14: PROVISION FOR WITHHOLDING TAX

	30-June-24	30-June-23
	\$	\$
Provision for withholding tax penalty	68,194	-
	68,194	-

METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 15: ISSUED CAPITAL

	30-June-24		30-June-23	
	\$	No.	\$	No.
Issued Capital	25,231,704		23,577,032	
Cost of shares issued	(1,982,585)		(1,982,585)	
Fully paid ordinary shares	23,249,119	195,920,557	21,594,447	188,604,590

(a) Movements in Ordinary Shares

Year ended 30 June 2024

Date	Details	\$	Number of shares	Issue price per ordinary share
01/07/23	Opening balance	21,594,447	188,604,590	
30/11/23	Shares issued for consulting services – see	52,500	350,000	0.15
17/06/24	Placement of shares	1,602,172	6,965,967	0.23
30/06/24	Balance at end of year	23,249,119	195,920,557	

Year ended 30 June 2023

Date	Details	\$	Number of shares	Issue price per ordinary share
01/07/22	Opening balance	13,922,447	166,664,590	
06/10/22	Performance rights converted to shares	643,500	2,340,000	0.275
24/10/22	Shares issued for consulting services	51,250	125,000	0.410
16/11/22	Shares issued for consulting services	51,875	125,000	0.415
01/12/22	Shares issued to director	81,000	200,000	0.405
21/12/22	Shares issued for consulting services	66,875	125,000	0.535
29/12/22	Placement of shares	3,000,000	7,500,000	0.400
19/01/23	Shares issued for consulting services	55,000	125,000	0.440
10/03/23	Shares issued for consulting services	50,625	125,000	0.405
23/03/23	Shares issued for consulting services	45,000	125,000	0.360
25/04/23	Shares issued for consulting services	48,125	125,000	0.385
31/05/23	Performance rights converted to shares	3,542,500	10,900,000	0.325
12/06/23	Shares issued for consulting services	36,250	125,000	0.290
30/06/23	Balance at end of year	21,594,447	188,604,590	

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 15: ISSUED CAPITAL (continued)

(b) Capital management

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

NOTE 16: RESERVES

	30-June-24	30-June-23
	\$	\$
Reserves		
Share-based payments reserve	(95,871)	(95,871)
Options premium reserve	1,389,686	1,254,836
Foreign Currency Translation Reserve	203,783	287,005
	1,497,598	1,455,970
(i) Share-based payments reserve		
Balance at beginning of year	(95,871)	522,550
Share based payment	-	3,567,579
Value of Performance Rights transferred to issued capital	-	(4,186,000)
Balance at the end of the period	(95,871)	(95,871)
(ii) Options reserve		
Balance at beginning of year	1,254,836	1,254,836
Issue of unlisted options	134,850	-
Balance at the end of the year	1,389,686	1,254,836
(iii) Foreign Currency Translation reserve		
Balance at beginning of year	287,005	(7,389)
Movement for year	(83,222)	294,394
Balance at the end of the year	203,783	287,005

The options premium reserve arises on the grant of share options to consultants, for facilitation fees and for options issued for cash. Amounts are transferred out of the reserve and into issued capital when options are exercised.

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METALSTECH LIMITED
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FOR THE YEAR ENDED 30 JUNE 2024

NOTE 17: ACCUMULATED LOSSES

	30-June-24	30-June-23
	\$	\$
Balance at beginning of the year	15,973,080	9,489,561
(Profit)/Loss after income tax expense for the period	2,263,451	6,483,519
Balance at the end of the year	18,236,531	15,973,080

NOTE 18: REMUNERATION OF AUDITORS

During the financial period the following fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the Company:

	30-June-24	30-June-23
	\$	\$
<i>Audit services - BDO Audit Pty Ltd</i>		
Audit of the financial statements	67,292	79,427
	67,292	79,427
Amounts received or due and receivable by related entities of BDO Audit Pty Ltd for:		
i) Taxation services	36,175	56,385
ii) Corporate finance services	-	2,000
	36,175	58,385

NOTE 19: EARNINGS PER SHARE

Basic loss per share

The calculation of basic loss per share at 30 June 2024 was based on the loss attributable to ordinary shareholders of \$2,263,451 and a weighted average number of ordinary shares outstanding during the year ended 30 June 2024 was calculated as follows:

	30-June-24	30-June-23
Profit/(Loss) (\$)	(2,263,451)	(6,483,519)
Weighted average number of ordinary shares (number)	189,055,704	173,532,686
Basic loss per share (cents per share)	(1.20)	(3.74)

Diluted loss per share

Potential ordinary shares are not considered dilutive, thus diluted loss per share is the same as basic loss per share.

METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 20: SHARE-BASED PAYMENTS

(a) Performance rights on issue

All performance rights on issue relate to share-based payments to directors or employees, brokers and consultants for services provided.

Class	Grant date	Balance at start of the year	Issued during the year	Exercised during the year	Cancelled or Expired during the year	Balance at end of the year
		Number	Number	Number	Number	Number
Class 6	8 Dec. 2022	5,450,000	-	-	-	5,450,000
Total		5,450,000	-	-	-	5,450,000

The Performance Rights shall convert to Shares on a one-for-one basis upon the Company achieving the applicable Milestone for that Class of Rights, prior to the applicable expiry date of that Class of Rights.

Performance Milestones:

Class 6 Upon completion of a Pre-Feasibility Study in accordance with the guidelines prescribed by the JORC Code, independently verified by an Independent Technical Consultant, which indicates that the Sturec Gold Mine contains a JORC Code compliant Mineral Resource which delivers a pre-tax net present value in excess of AUD\$100 million and a pre-tax internal rate of return of 20% or higher using a 5% discount rate on or before 3 years from the date of issue.

(b) Valuation of Performance Rights Issued

The fair value of the performance rights granted has been valued based on the Company's share price on grant date with a probability factor applied. The total expense is recognised over the expected vesting period, which is the period over which all the vesting conditions attached are to be satisfied. The total expense arising from share-based payment transactions recognised during the period in relation to the performance rights issued was \$Nil (2023: \$3,567,578 expense for classes 4,5 and 6).

The expenses in respect of the performance rights are tabled below:

Class	Grant Date	Underlying Share Price	Probability Factor applied	Fair value of right	Number of Performance Rights	Total Fair Value	Expense 2024
6	8/12/2022	\$0.405	0%	\$0.405	5,450,000	\$2,207,205	-

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024

NOTE 20: SHARE-BASED PAYMENTS (continued)

(c) Options on issue

All options on issue relate to share-based payments to directors or employees, brokers and consultants for services provided. All options have fully vested. The following options are on issue at 30 June 2024:

Grant Date	Expiry Date	Exercise Price	Balance at start of the year Number	Issued during the year Number	Exercised during the year Number	Cancelled or Expired during the year Number	Balance at end of the year Number
16 Aug 2019	31 Dec 2023	\$0.06	160,000	-	-	(160,000)	-
13 Dec 2023	12 Dec 2026	\$0.35	-	3,000,000	-	-	3,000,000
Vested			160,000	3,000,000	-	(160,000)	3,000,000
Exercisable			160,000	3,000,000	-	(160,000)	3,000,000
Weighted average remaining contracted life of options (Years)							2.45 Years
Weighted average exercise price							\$0.35

Valuations of unlisted options issued during the half year

There were 3,000,000 options issued on 13 December 2023. The options were issued at no cost and the fair value at grant/contract date were determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The fair value of the unlisted options issued were based on the following inputs:

Type of Options:	Options issued to consultant as an incentive
Number of options issued	3,000,000
Exercise price \$	0.35
Shareholder approval date	24 November 2023
Share price at date granted/contract date	0.14
Risk free rate	4.19%
Volatility factor	80%
Number of years to expiry	3
Fair value per option	0.04495
Valuation	134,850

METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 20: SHARE-BASED PAYMENTS (continued)

(d) Summary of share-based payment transactions

Total share-based payment transactions granted during the year:

Shared based payments	2024 \$	2023 \$
Performance Rights (included in Profit or Loss)	-	3,567,578
Shares issued for consulting services	52,500	405,000
Shares issued to a director as per engagement letter	-	81,000
Options issued to former director	134,850	-
	187,350	4,053,578

NOTE 21: RELATED PARTY TRANSACTIONS

(a) Parent entities

The parent entity within the Group is MetalsTech Limited.

(b) Key management personnel compensation

The key management personnel compensation is as follows:

	30-June-24 \$	30-June-23 \$
Short-term benefits	539,390	587,410
Share-based payments	-	2,015,916
	539,390	2,603,326

(c) Other transactions with key management personnel

During the year, the Group was charged \$354,890 (2023: \$265,810) by Internatzionale Consulting Pty Ltd. Internatzionale Consulting Pty Ltd provided consultancy and management services to the Group on normal commercial terms. Gino D'Anna is a director of Internatzionale Consulting Pty Ltd. The balance owing at year end is \$151,624 (2023: \$22,176).

During the year, the Group was invoiced \$454,560 by Natres Services Pty Ltd. Under the agreement with Natres Services Pty Ltd there are three nominated persons including director Ms Stevenson and only a portion of the invoices from Natres Services Pty Ltd are for Ms Stevenson's services. Of the invoiced total of \$454,560 for the year a total of \$120,000 relates to the services provided by Ms Stevenson. The balance owing at year end is \$208,340 (2023: \$41,668).

Dr Qingtao Zeng was a director up until 28 September 2023. During the period 1 July 2023 to 28 September 2023 his entity Geosmart Consulting Pty Ltd charged the company \$37,500. In the prior year the Group was charged \$201,600 by Geosmart Consulting Pty Ltd. This entity provided consultancy and management services to the Group on normal commercial terms. Non-Executive Director Dr Qingtao Zeng is a director of Geosmart Consulting Pty Ltd.

Mr Robert Sills commenced as a non-executive director on 28 September 2023 and in the period to 30 June 2024 the company was charged \$27,000 by Sills Corporation Pty Ltd. Mr Sills is a director of Sills Corporation Pty Ltd. The balance owing at 30 June 2024 is \$13,200.

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METALSTECH LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 22: PARENT ENTITY FINANCIAL INFORMATION

	30-June-24	30-June-23
	\$	\$
Current Assets	657,305	832,469
Non-Current Assets	-	3,045
Total Assets	657,305	835,514
Current Liabilities	2,153,732	920,973
Non-Current Liabilities	21,679	27,525
Total liabilities	2,175,411	948,498
Contributed equity	23,249,118	21,594,446
Reserves	1,293,814	1,158,964
Accumulated losses	(26,061,039)	(22,866,395)
Total equity	(1,518,107)	(112,985)
Profit/(Loss) for the year	(3,194,644)	(8,532,738)
Other comprehensive loss for the year	-	-
Total comprehensive loss for the year	(3,194,644)	(8,532,738)

a. Guarantees and Contingent Liabilities

Refer to note 23 for details of guarantees and contingent liabilities.

b. Contractual Commitments

Refer to note 24 for details of contractual commitments.

NOTE 23: Contingent Liabilities

Other contingencies

Slovakian Gold Project

Pursuant to an acquisition agreement to acquire the project, the Company agreed to a Resource Upgrade Royalty as follows:

(a) If within the period that is two (2) years after the Execution Date of the acquisition agreement and five (5) years after the Execution Date (15 November 2019), the open cut JORC (2012) Indicated and Measured Resources at the Project exceeds one and half (1.5) million ounces gold at a grade of greater than 2.5 g/t Au (inclusive of recoverable Ag equivalent)(Target Resource), MTC will pay consideration equal to a further A\$2 per ounce of gold above the Target Resource (Resource Upgrade Royalty);

(b) Any consideration due (if any) under the Resource Upgrade Royalty will be capped at that amount that would be due if the open cut JORC (2012) Indicated and Measured Resources of the Project was seven (7) million ounces gold at a grade of greater than 2.5 g/t Au (inclusive of recoverable Ag equivalent), inclusive of the Target Resource;

(c) Any consideration due under the Resource Upgrade Royalty may be satisfied in such form of consideration or instrument acceptable to MTC to its sole satisfaction (including, but not limited to cash or MTC Shares), subject to any regulatory and/or MTC shareholder approval, if required; and

NOTE 23: Contingent Liabilities (continued)

(d) For the purpose of calculating payments (if any) due under the Resource Upgrade Royalty, resources may also include underground resources that are in the JORC(2012) Measured and Indicated category subject to a minimum grade of 6 g/t Au.

Given the early stage of exploration regarding the Slovakian Gold Project and the fact that the existing JORC resources grades are well below the abovementioned grade thresholds required for payment of the royalty, the Directors do not consider it necessary to record a liability in the accounts at this stage.

NOTE 24: COMMITMENTS

Slovakia

There are no expenditure commitments as such on the Sturec Gold Project in Slovakia.

Rental lease commitments

	30-June-24	30-June-23
	\$	\$
Within one year	19,073	27,058
After one year but not more than five years	-	-
More than five years	-	-
Total	<u>19,073</u>	<u>27,058</u>

NOTE 25: EVENTS SUBSEQUENT TO REPORTING DATE

Other than as disclosed below, there have been no matters or circumstances which have arisen since 30 June 2024 that have significantly affected or may significantly affect:

- (a) the operations, in financial years subsequent to 30 June 2024, of the Company, or
- (b) the results of those operations, or
- (c) the state of affairs, in financial years subsequent to 30 June 2024, of the Company.

On 30 August 2024 the company released an ASX announcement advising that it had terminated discussions with Trans Metal Fund LLP in relation to their non-binding offer to acquire a 100% interest in the Sturec gold mine.

On 25 September 2024 a redeemable note agreement for \$500,000 was varied with the principal repayment extended by three months to 31 December 2024.

On 2 September 2024 Mr Clifford Fitzhenry was appointed a director.

On 19 August 2024 the company announced that it had terminated the acquisition agreement for the Sauvolles lithium project.

METALSTECH LIMITED
CONSOLIDATED ENTITY DISCLOSURE STATEMENT
FOR THE YEAR ENDED 30 JUNE 2024

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

Group structure	Type of entity	Trustee, partner or participant in JV	% of share capital	Country of incorporation and tax residency	Place of incorporation	Australian resident or foreign resident	Foreign jurisdiction of foreign residents
Parent Entity							
MetalsTech Limited	Body corporate	-	n/a	Australia	Australia	Australian	n/a
Subsidiaries							
Ortac Resources (UK) Ltd	Body corporate	-	100	UK	UK	Foreign	UK
Ortac s.r.o.	Body corporate	-	100	Slovakia	Slovakia	Foreign	Slovakia
St Stephans Gold s.r.o.	Body corporate	-	100	Slovakia	Slovakia	Foreign	Slovakia

Basis of preparation

This Consolidated Entity Disclosure Statement (CEDs) has been prepared in accordance with the Corporations Act 2001. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Determination of Tax Residency

Section 295 (3A) of the Corporation Acts 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency. It should be noted that the definitions of 'Australian resident' and 'foreign resident' in the Income Tax Assessment Act 1997 are mutually exclusive. This means that if an entity is an 'Australian resident' it cannot be a 'foreign resident' for the purposes of disclosure in the CEDs.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency

The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

- Foreign tax residency

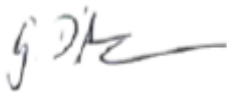
Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

**METALSTECH LIMITED
DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2024**

In the opinion of the Directors of MetalsTech Limited (the "Company"):

1. The attached consolidated financial statements, notes thereto and the additional disclosures included in the Directors' Report designated as audited are in accordance with the Corporations Act 2001, including:
 - (a) complying with Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
 - (b) giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
 - (c) the financial statements also comply with International Financial Reporting Standards as disclosed in note 2(a) to the financial statements.
 - (d) The information disclosed in the attached consolidated entity disclosure statement is true and correct.
2. There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with sections 295A of the Corporations Act 2001 for the financial year ended 30 June 2024.



**Gino D'Anna
Director
30 September 2024**

ASX ADDITIONAL INFORMATION

DESCRIPTION OF THE MINING RIGHTS

Slovakian Gold Project

Sturec Gold Mine

Tenement ID°	Status	Registration Date	Expiry Date	Area
Sturec Gold Mine – Mining License 1830-3359/2008	Active		Indefinite	9.47 sq km

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ASX ADDITIONAL INFORMATION

STATEMENT OF QUOTED SECURITIES AS AT 18 SEPTEMBER 2024

a) Distribution of Shareholders

Holding Ranges	Number of holders	Total Shares	% Issued Share Capital
above 0 up to and including 1,000	166	59,012	0.03
above 1,000 up to and including 5,000	700	2,047,046	1.04
above 5,000 up to and including 10,000	366	2,959,017	1.50
above 10,000 up to and including 100,000	683	23,057,264	11.70
above 100,000	155	168,886,044	85.73
Totals	2,070	197,008,383	100.00

b) Number of holders of less than marketable parcels: 17.5c

c) There are two substantial shareholders listed in the Company's register being:

Fiona Paterson – 29,867,985 fully paid ordinary shares (15.17%)

Rachel D'Anna – 17,641,940 fully paid ordinary shares (8.96%)

Top 20 Shareholders

	Holder Name	Holding	%
1	BNP PARIBAS NOMINEES PTY LTD <CLEARSTREAM>	19,524,243	9.91%
2	NATRES SERVICES PTY LTD	18,867,985	9.58%
3	CITICORP NOMINEES PTY LIMITED	18,111,705	9.19%
4	MR KENNETH JOSEPH HALL<HALL PARK A/C>	12,780,434	6.49%
5	MRS RACHEL D'ANNA	11,991,000	6.09%
6	COURCHEVEL 1850 PTY LTD <COURCHEVEL INVESTMENT A/C>	11,000,000	5.58%
7	BNP PARIBAS NOMS PTY LTD	7,770,904	3.94%
8	MR GINO D'ANNA <THE INTERNATZIONALE A/C>	11,055,940	5.61%
9	MR HETING JIANG	2,950,551	1.50%
10	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	2,111,656	1.07%
11	GEOSMART CONSULTING PTY LTD	2,039,492	1.04%
12	MR ZILONG DAI	1,989,172	1.01%
13	MR GABRIEL BERRA	1,614,000	0.82%
14	MRS SARA BROWNELL	1,580,000	0.80%
15	MS FENGYUN CHEN	1,453,195	0.74%
16	GURON PTY LTD <MORAN SUPER FUND A/C>	1,333,333	0.68%
17	BERRA RETIREMENT PTY LTD <BERRA SUPER FUND A/C>	1,177,000	0.60%
18	MR HARVEY ZHENYU WANG & MRS LINDA QUAN CHEN	1,134,984	0.58%
19	MR YUMING CHEN	1,070,291	0.54%
20	MS JIALING LIU	1,047,292	0.53%
	Total	130,603,177	66.29%
	Total issued capital	197,008,383	100.00%

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ASX ADDITIONAL INFORMATION

d) Voting Rights

Registered holders of ordinary shares in the capital of the Company may attend and vote at general meetings of the Company in person or by proxy and may exercise one vote for each share held. Every person present at a general meeting as an ordinary shareholder shall have one vote on a show of hands.

e) The name of the Company Secretary is Paul Fromson.

f) The address of the registered office is: Level 2, Building C, 355 Scarborough Beach Road 6017

g) Registers of securities are held at Automic Group, Level 2, 267 St Georges Terrace Perth WA 6000.

h) Quotation has been granted for all the ordinary shares of the Company on the Australian Securities Exchange Ltd.

i) Unquoted Options over Unissued Shares

Expiry Date	Exercise Price	Number
12 Dec 2026	\$0.35	3,000,000
		<hr/> 3,000,000

j) Performance Rights on issue

There are 5,450,00 Class 6 Performance Rights on issue with a milestone as follows:

Upon completion of a Pre-Feasibility Study in accordance with the guidelines prescribed by the JORC Code, independently verified by an Independent Technical Consultant, which indicates that the Sturec Gold Mine contains a JORC Code compliant Mineral Resource which delivers a pre-tax net present value in excess of AUD\$100 million and a pre-tax internal rate of return of 20% or higher using a 5% discount rate on or before 3 years from the date of issue.

INDEPENDENT AUDITOR'S REPORT

To the members of MetalsTech Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of MetalsTech Limited (the Company) and its subsidiaries (the Group), 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 report, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion the accompanying financial report of the Group, is 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 financial performance for the year ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material uncertainty related to going concern

We draw attention to Note 2(b) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in 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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying Value of Exploration and Evaluation Assets

Key audit matter	How the matter was addressed in our audit
<p>During the year MetalsTech has continued to capitalise Exploration and Evaluation assets.</p> <p>As the carrying value of the Exploration and Evaluation Asset represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources. In particular:</p> <ul style="list-style-type: none"> • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; and • Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment. <p>As a result, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group’s exploration budgets, ASX announcements and director’s minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Verifying, on a sample basis, evaluation expenditure capitalised during the year for compliance with the recognition and measurement criteria of AASB 6; • Reviewing the basis of impairment recorded by management and the methodology used to determine the fair value for compliance with the relevant accounting standards; • Considering whether any facts or circumstances existed to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in Note 2(d), Note 4 and Note 11 of the financial report.

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Other information

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

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 17 to 23 of the directors' report for the year ended 30 June 2024.

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

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'Neil Smith', is written over a small, faint BDO logo.

Neil Smith

Director

Perth, 30 September 2024