For personal use only

TITAN MINERALS LIMITED
(ACN 117 790 897)

Half Year Financial Report

for the period ended 30 June 2024

Suite 1, 295 Rokeby Road
Subiaco, WA 6008

+61 8 6555 2950
info@titanminerals.com.au

TITANMINERALS.COM.AU
ASX: TTM

CONTENTS

	Page
Directors' Report	3
Auditor's Independence Declaration	13
Independent Review Report	14
Directors' Declaration	16
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	17
Condensed Consolidated Statement of Financial Position	18
Condensed Consolidated Statement of Changes in Equity	19
Condensed Consolidated Statement of Cash Flows	20
Notes to the Condensed Consolidated Financial Statements	21

For personal use only

For personal use only

DIRECTORS REPORT

The Directors of Titan Minerals Limited (**Titan** or the **Company**) (**ASX:TTM**) present their report together with the financial report of the Group (being the Company and its subsidiaries) for the financial half-year ended 30 June 2024 and the auditor's review report. The use of the words Company and Group are interchangeable for the purposes of this report and the financial report.

Directors and Officers Information

The directors and company secretary of the Company at any time during or since the previous annual report were as follows:

Peter Cook – Non-Executive Director and Chairperson appointed 31 August 2021, current.

Matthew Carr – Executive Director appointed 3 February 2017, current.

Barry Bourne – Non-executive Director appointed 19 October 2021, current.

Melanie Leighton – Chief Executive Officer appointed 11 January 2023, current.

Zane Lewis – Company Secretary appointed 11 August 2016, current.

Principle activities

The Company's main undertaking is the exploration and development of its gold and copper assets in southern Ecuador. The Company's assets are:

- The Dynasty Project (100%)
- The Linderos Project (100%)
- The Copper Duke Project (100%)
- The Copper Field Project (100%)



Figure 1. Titan Minerals southern Ecuador Projects, peer deposits and surrounding infrastructure.

MESSAGE FROM THE CEO

Titan has remained steadfast in its quest to deliver value to our shareholders through systematic exploration across our portfolio of projects in southern Ecuador, where we have excellent exposure to high grade epithermal gold and porphyry copper mineralisation.

For the past 18-24 months junior explorers in the gold and copper space have endured challenging market conditions, so it's a testament to Titan's continued efforts to unveil the significant potential at our projects that we have secured the accolade of one of the top performing junior explorers on the ASX year to date.

A significant achievement for 2024, was securing a joint venture partner in Hancock Prospecting for our Linderos Copper Project. The JV & Earn-in deal represents a fantastic outcome for Titan's shareholders, with Hancock subsidiary company, Hanrine, set to spend up to US$120M to earn 80% in the Linderos Copper Project.

We are very pleased to be partnering with Hanrine, who have both the balance sheet and capability to unlock the full potential of the Linderos Project. The partnership gives strong endorsement to Titan's belief that Linderos has the potential to host a Tier 1 copper porphyry system. We look forward to executing the definitive agreement and getting drilling activities underway in Q4 2024.

Despite prevailing conditions, Titan has continued to add considerable value, successfully delivering a 3.1Moz gold, 22Moz silver maiden resource at our Dynasty Gold Project in July 2023. More than 80% of the resource sits within the top 200m from surface, with limited drilling below this depth. We believe there is an exciting opportunity for the Company to substantially grow the Dynasty resource at depth, where it currently remains open along the entire 9km epithermal corridor.

Our expanded soil sampling and mapping exploration programs at Dynasty have unveiled multiple new targets, with mineralisation now confirmed along the entire 9-kilometre epithermal gold corridor. This is an important revelation, being the first time in the Dynasty Project's history that the mineralisation continuity has been proven, giving us strong confidence that we can add lateral extensions to grow the 3.1Moz gold and 22Moz silver resource base.

In an improving gold environment, with gold prices at all-time highs, we look forward to kicking off resource growth and conversion drilling in late Q3 2024, where we are excited to test some of these new exploration targets along with resource extensions in our aim to double resources at Dynasty.

We look forward to an exciting 12 months ahead where we expect a steady flow of drill results as part of our exploration and resource drilling programs, and the commencement of feasibility studies for Dynasty. We also anticipate drilling results to be returned from the Linderos Copper Project, where Hanrine are planning to commence an initial 10,000m drilling program to earn 25% of the project in late 2024.

I would like to thank our dedicated team in Ecuador for their tireless efforts to unlock the value of our projects, and our shareholders for their continued support and confidence in our ability to capitalise on the foundation work completed in both technical and social aspects across our projects in the past 12 months.

Melanie Leighton, CEO

For personal use only

For personal use only

ECUADOR PROJECTS OVERVIEW

Titan Minerals' projects are in a relatively underexplored area with considerable prospectivity in Ecuador, an emerging Tier 1 mining jurisdiction. Project landholding totals ~478 square kilometres, located proximal to a major flexure in the Andean Terrane where porphyry copper and epithermal gold-silver deposits associated with early to late Miocene magmatism are found along the margin of the Cretaceous Tangula Batholith. Titan's 100% held projects contain both high-grade epithermal gold and large-scale porphyry copper mineralisation.

Access to the projects is excellent, located within proximity to the Pan American and costal Highways. Well paved regional all-weather roads enable access to and within the projects. Regional airports are approximately two hours by road, with daily connections to Ecuador's capital city, Quito. Hydropower generates more than 90% of the country's power, representing a cheap, readily available source of electricity.

The Company has been focussed on the compilation of high quality geological datasets including litho-structural mapping (surface and drill core), geophysics (magnetics/ radiometrics & IP), systematic surface geochemistry (soil, rock chip and trenches), successfully identifying epithermal gold, and large-scale porphyry copper targets at each of the projects.

A significant milestone was completion of a 3.1Moz gold, 22Moz silver Dynasty JORC Compliant Mineral Resource Estimate (**MRE**) in July 2023. The maiden JORC MRE was the culmination of considerable work since acquiring Dynasty in 2020. The +3 Moz gold resource provides a solid foundation, with considerable scope for lateral and depth extensions set to be drill tested as part of the Company's resource growth strategy.

In April 2024, the Company executed a letter of offer and indicative terms with Hancock Prospecting Pty Ltd (**Hancock**) subsidiary Hanrine Ecuadorian Exploration and Mining S.A. (**Hanrine**) for up to US$120m investment to acquire up to an 80% ownership interest in the Linderos Copper Project. The partnership with Hancock underscores Titan's confidence in the Linderos Copper Project having the potential to be a world class copper porphyry project and provides funding certainty for the large-scale copper project.

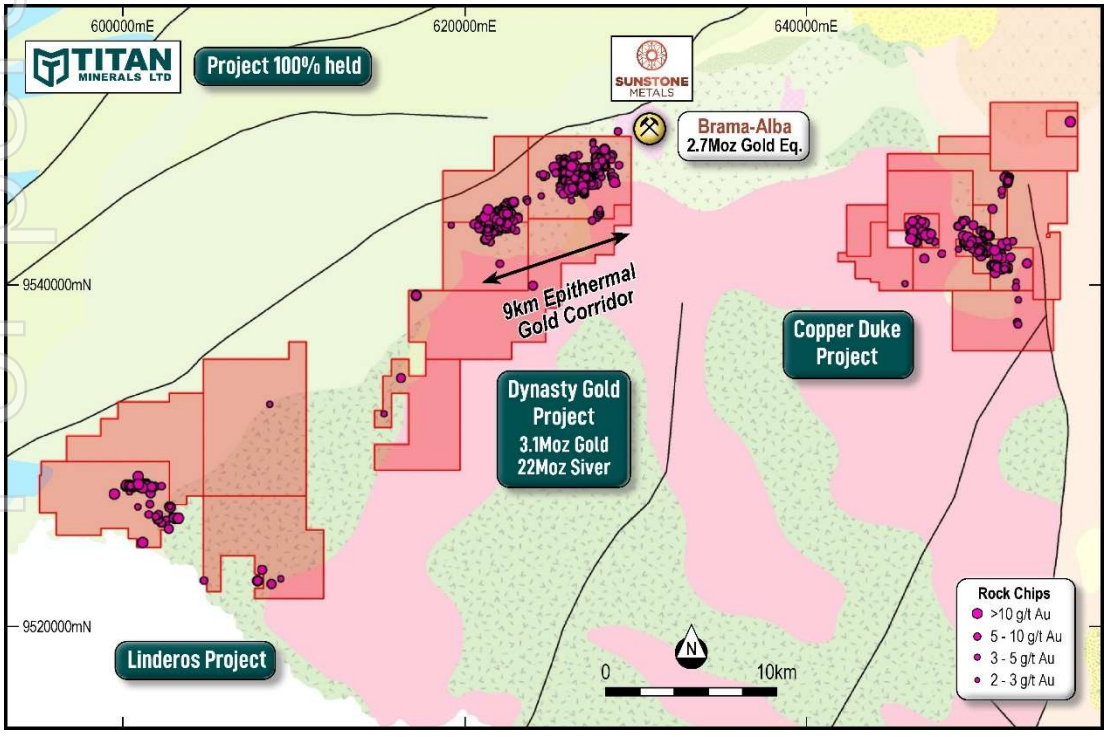


Figure 2. The Linderos, Dynasty and Copper Duke Projects, located on the northern margin of the Tangula Cretaceous Batholith. NB. Copper Field sits just to the north of this field of view.

For personal use only

Dynasty Project

Exploration at the company's flagship Dynasty Gold Project has been the focus for the period. The Company had considerable success gaining access to large parts of the project never previously explored. Exploration programs included mapping and soil geochemical sampling in these new areas, substantially growing the gold mineralisation footprint at Dynasty, while also unveiling some exciting porphyry copper targets.

A small campaign of diamond drilling was completed at the Cerro Verde and Papayal prospects, with drilling designed to target resource growth at Cerro Verde and test the newly identified Julia vein system at Papayal.

In total 13 diamond holes for 1,267 metres were drilled at Papayal, with drilling designed to test the newly identified Julia vein system discovered by mapping and surface trenching in late 2023. Drilling was designed to test the lateral continuity and depth extent of the Julia vein system.

Several significant high-grade intercepts were returned, confirming continuity of mineralisation from surface down to approximately 60 metres depth. Significant diamond drilling results include:

- 2.00m @ 5.29 g/t Au, 32.4 g/t Ag from 12.0m &
- 3.22m @ 2.77 g/t Au, 120 g/t Ag, 3.10% Pb from 28.0m in PPDD23-002

  within a broader intersection of 29m @ 0.95 g/t Au, 33.44 g/t Ag from 12.0m.
- 5.27m @ 3.53 g/t Au, 72.3 g/t Ag from 85.81m in PPDD23-001

  Including 0.66m @ 25.1 g/t Au, 492 g/t Ag from 88.57.
- 2.02m @ 2.98 g/t Au, 84.02 g/t Ag from 75.08m in PPDD23-010

  Including 0.51m @ 9.34 g/t Au, 275.00 g/t Ag from 76.05m.
- 0.40m @ 65.5 g/t Au, 83.2 g/t Ag from 81.62m in PPDD23-013.

Nine diamond holes were drilled for 970 metres at the Cerro Verde prospect, with drilling designed to test mineralisation extensions and continuity and grade within low confidence areas of the resource. Significant diamond drilling intercepts include:

- 3.5m @ 2.31 g/t Au, 4.75 g/t Ag from 94.1m in CVDD23-109
- 7.7m @ 1.44 g/t Au, 7.35 g/t Ag from 6.3m in CVDD23-110

  Including 2.41m @ 3.30 g/t, 16.35 g/t Ag from 8.00m
- 2.6m @ 3.15 g/t Au, 3.58 g/t Ag from 51.7m in CVDD23-112
- 2.7m @ 2.30 g/t Au, 7.40 g/t Ag from 80.7m in CVDD23-114
- 3.1m @ 1.57 g/t Au, 7.65 g/t Ag from 22.5m in CVDD23-115
- 2.0m @ 2.25 g/t Au, 8.06 g/t Ag from 53.6m in CVDD23-116

Mineralisation intersected in Cerro Verde resource drilling includes quartz veins with barite and mineralisation including pyrite, arsenopyrite, sphalerite and traces of marcasite, covelline, malachite, galena and abundant iron oxides. Brecciated white milky quartz veins are also observed with mineralisation consisting of pyrite, arsenopyrite and abundant iron oxides. Moderate to strong argillic alteration is also observed to be associated with vein hosted mineralisation,

For personal use only

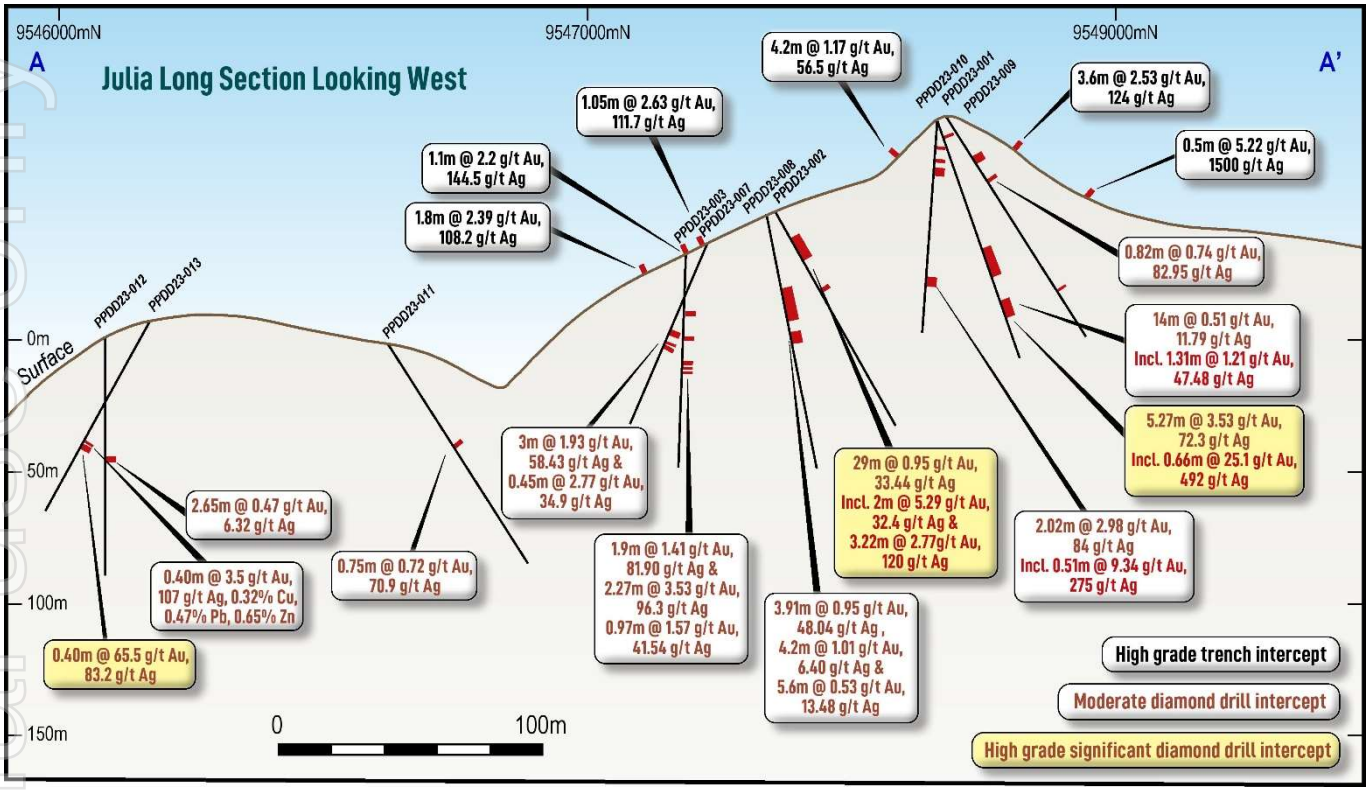


Figure 3. Long Section A-A' - Julia target displaying Titan's drilling and significant intersections.

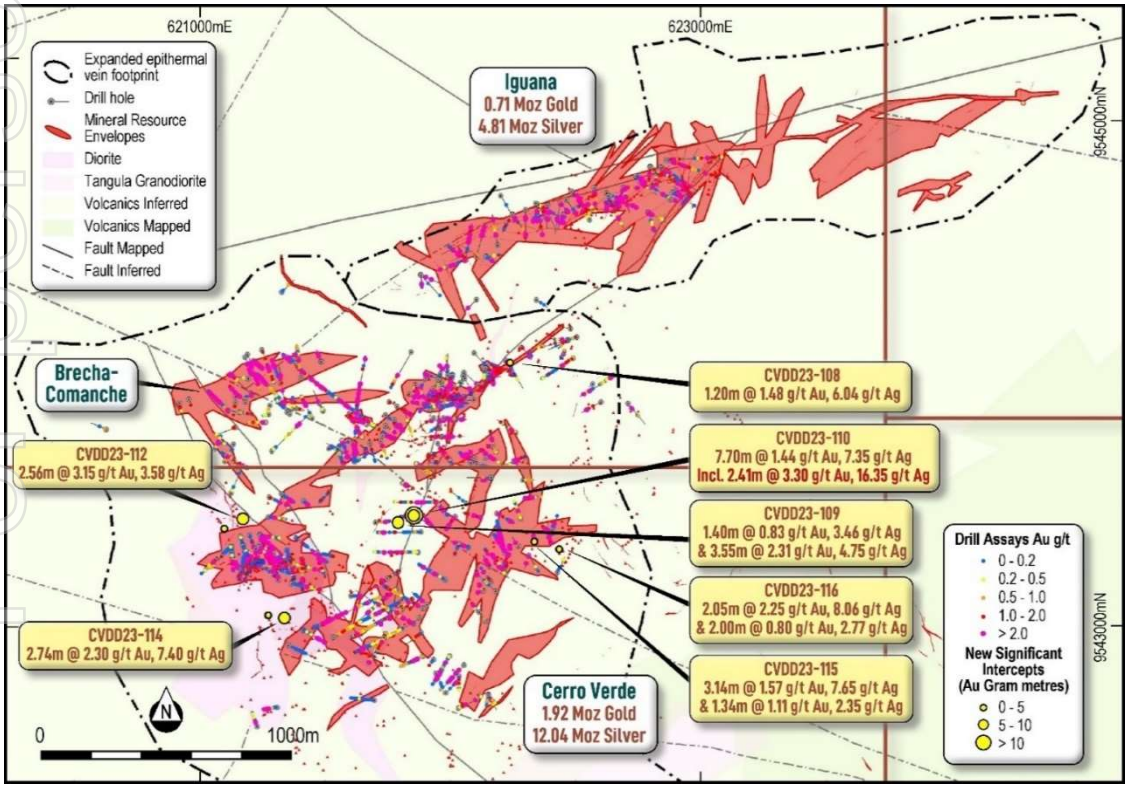


Figure 4. Cerro Verde prospect displaying mineral resource, simplified geology, drilling and latest results.

For personal use only

Dynasty Generative Exploration

Several new land access agreements were executed with local landholders and farmers, giving access to new, highly prospective areas of the Dynasty Project, including large areas never previously explored or drilled. These agreements are a result of the Company's dedicated CSR strategy, which aims to bring mutual benefits, with a view to fostering a long and strong relationship with the landholders at the Dynasty Gold Project.

Since commencing expanded mapping and soil sampling at Dynasty in early 2024, the epithermal gold footprint has been substantially expanded, and several new drill targets identified, with gold mineralisation now confirmed along the entire 9-kilometre epithermal corridor and exciting new large-scale copper porphyry targets also unveiled.

Exploration work programs have largely been focussed on the Iguana, Papayal, Trapichillo and Lucarqui prospects, with an improved understanding of the presence and controls on mineralisation achieved in these largely underexplored areas. Results returned from pXRF analysis of samples highlighted multiple strong and coherent arsenic soil anomalies within the epithermal gold corridor, along with large-scale copper soil anomalies in the Trapichillo and Lucarqui prospects.

Mapping and trenching over the newly discovered Gisell copper target in the Lucarqui prospect has unveiled a northwest trending diorite porphyry with pervasive phyllic and argillic alteration, abundant copper oxide mineralisation and A-type porphyry veins. The Gisell target is approximately 800m in diameter, with geochemical ratios confirming mineralisation to be related to a porphyry system.

A summary of alteration observed at Gisell porphyry copper target is below:

- Phyllic (quartz-illite±pyrite): strong pervasive phyllic alteration of diorite porphyry
- Argillic (illite-smectite-kaolin ±quartz): selective alteration of diorite porphyry and andesite
- Propylitic (chlorite-epidote-carbonates ±primary magnetite): widespread alteration of andesite

Strong, coherent lead and zinc anomalies are also observed in soil geochemistry on the western periphery of the Gisell target, with these anomalies related to epithermal / mesothermal massive sulphide veins.



Plate 1. Trench and hand specimens taken from the Gisell prospect. A: Oxidised sulphide (iron oxide) veins in trenching. B: A-type vein in trenching. C: Oxidised sulphide (iron oxide) veins with irregular boxworks texture.

The Cola porphyry target, located in the Trapichillo prospect is approximately 800m in diameter and is characterised by northeast trending diorite and quartz diorite porphyry intrusions. The Cola target exhibits pervasive phyllic alteration and intermediated argillic alteration, exhibiting stockwork veins with sulphides with 5 to +10% vein density. Cola shows a concentration of iron oxides (goethite and hematite) and secondary

enrichment of chalcocite, predominantly along fractures, accompanied by a notable presence of disseminated pyrite. Chalcopyrite is sporadically disseminated and predominantly found within massive sulphide veins.

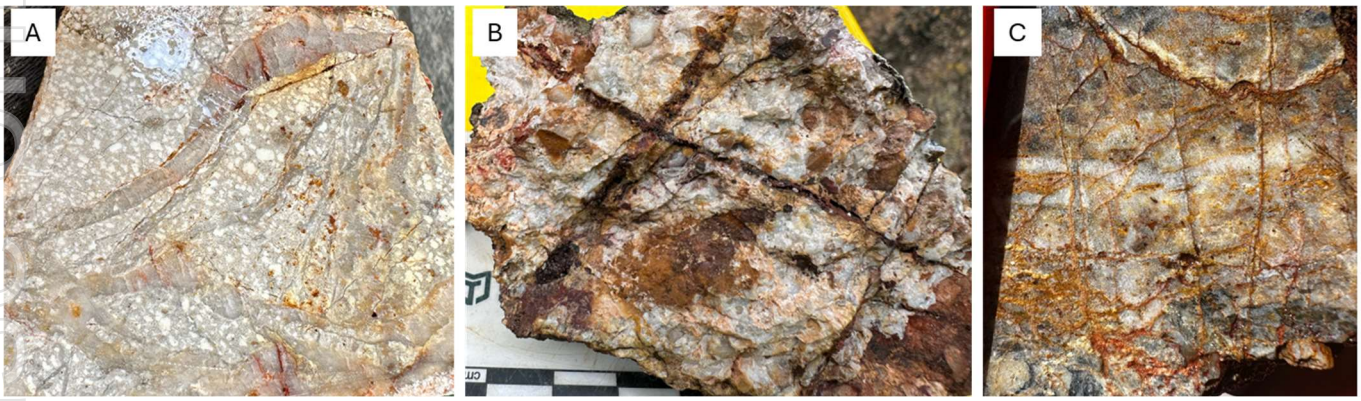


Plate 2. Rock chip specimens from the Cola target. A. Stockwork quartz veins. B. Sulphide veins. C: Polymetallic veins.

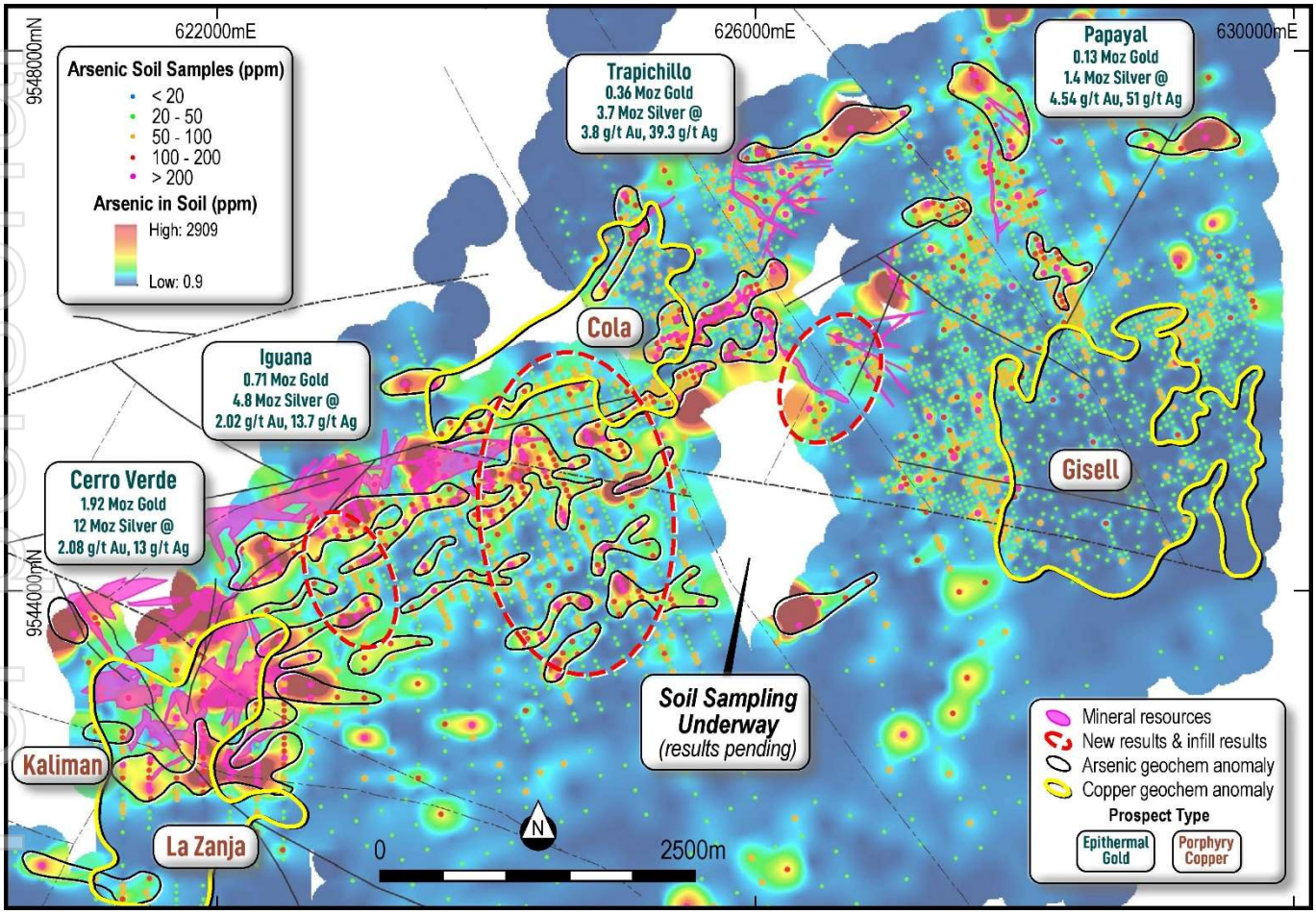


Figure 5. Dynasty Gold Project showing entire 9km corridor, fertile with gold and copper mineralisation. Image shows arsenic in soil geochemistry, soil sample points, coherent arsenic anomalies (black outlines) and copper anomalies (yellow outlines) in relation to mineral resources.

For personal use only

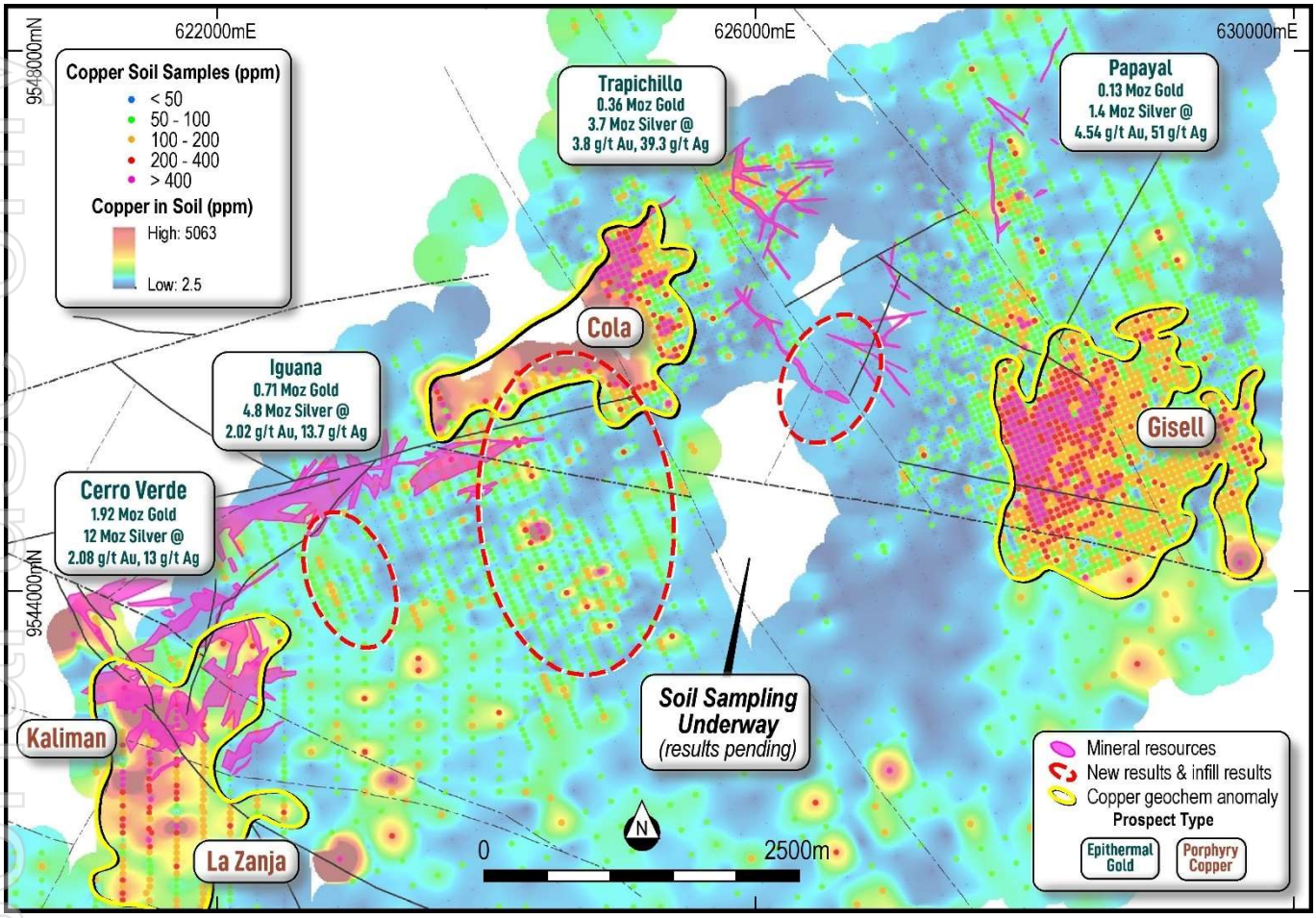


Figure 6. Dynasty Gold Project showing copper in soil geochemistry, soil sample points, coherent coper anomalies (yellow outlines) in relation to mineral resources.

Chief technical advisor Mike Skead spent several weeks at the Dynasty Gold Project, with work primarily focussed on understanding structural controls and identifying exposure levels (level in the hydrothermal / epithermal system) of different shear hosted veins, through analysis of geochemistry and other datasets across the 9-kilometre corridor of gold-silver mineralisation.

In addition, the Company has commenced a target ranking and prioritisation exercise of all targets at the Dynasty Gold Project prior to commencing the next campaign of resource drilling, which is anticipated to commence late in Q3.

Linderos Project

In April 2024, Titan entered into an agreement with Hancock Prospecting Pty Ltd (**Hancock**) wholly owned subsidiary Hanrine Ecuadorian Exploration and Mining S.A. (**Hanrine**) for up to a US$120 million investment to acquire up to an 80% ownership interest in the Linderos Copper Project in Ecuador (Proposed Transaction), underscoring Titan's confidence in Linderos having the potential to be a world class copper project.

The terms of the Proposed Transaction are as follows:

- (Upfront Payment) US$250,000 is payable to Titan no later than 30 days from signing of the Term Sheet. This payment was received by Titan during the reporting period.

For personal use only

For personal use only

- (Earn-in and Consideration) Hanrine will have the right to acquire up to an 80% ownership interest in the Linderos Copper Project on the following terms:

Milestone No.	Earn-In Milestones	Earn-in Interest	Total Interest Earnt	Time Period to satisfy Earn-in Milestone
1	Execution of formal binding agreement and payment of an aggregate of US$2 million to Titan (being the upfront payment of US$250,000 and subsequent payment of US$1.75 million)	5%	5%	Within 30 days of execution of formal binding agreement
2	Completion of 10km of drilling at the Linderos Copper Project or exploration expenditure of an additional US$8 million (whichever occurs first)	25%	30%	Within 2 years of execution of formal binding agreement
3	Completion of an additional 15km of drilling or exploration expenditure of an additional US$12 million (whichever occurs first)	21%	51%	Within 5 years of execution of formal binding agreement
4	Decision to mine or a US$120 million total investment in the Linderos Copper Project (whichever occurs first)	29%	80%	Within 12 years of execution of formal binding agreement

- (Additional Payment) Additional payment of US$1 million is payable to Titan upon Hanrine achieving a 51% interest in the Linderos Copper Project.
- (Free Carried) Titan will be free carried whilst Hanrine is earning up to an 80% interest in the Linderos Copper Project, following which, Titan and Hanrine will invest on an equal basis and Titan may elect to contribute equity pro rata or dilute its interest.
- (Net Smelter Royalty) If Titan's interest dilutes to 10% or less, Titan will swap its interest in the Linderos Copper Project to a 2.7% net smelter royalty.
- (First Right of Refusal) The parties will retain a first right of refusal over each other's interest in the Linderos Copper Project.

The Proposed Transaction, including the key terms, remain subject to the parties agreeing and executing a formal binding earn-in and joint venture agreement which is in the final stages of drafting.

For further information on the agreement, please refer to ASX Announcement released 18 April 2024.

Copper Duke Project

No exploration was completed on the Copper Duke Project during the half year.

Copper Field Project

No exploration was completed on the Copper Field Project during the half year.

OPERATING RESULTS

The loss from continuing operations of the Group for the half-year ended 30 June 2024 amounted to US$1,487 thousand (30 June 2023: profit of US$387 thousand).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS AND REVIEW OF OPERATIONS

Significant changes in the state of affairs of the Consolidated Entity and review of operations have been described in the prior sections of the Directors Report.

EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to year end, the Group has raised approximately $0.53m AUD from the exercise of options as of the date of this report.

On 22 July 2024, the Company obtained shareholder approval at its General Meeting for the 10 to 1 consolidation of its issued capital.

The directors are not aware of any other material subsequent events.

LEAD AUDITOR'S INDEPENDENCE DECLARATION

The Lead Auditor's Independence Declaration is set out on the following page and forms part of the Directors' Report for the financial half-year ended 30 June 2024.

Signed in accordance with a resolution of the directors.

Matt Carr
Executive Director
13 September 2024
Perth, Western Australia

Competent Person's Statements

The information in this report that relates to Exploration Results is based on and fairly represents information compiled by Ms Melanie Leighton, who is an experienced geologist and a Member of The Australian Institute of Geoscientists. Ms Leighton is a full-time employee at Titan Minerals and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which she is undertaking to qualify as a Competent Person as defined in the JORC 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources, and Ore Reserves'. Ms Leighton consents to their inclusion in the report of the matters based on this information in the form and context in which it appears.

With respect to estimates of Mineral Resources, announced on 6 July 2023, (MRE Announcement) the Company confirms that it is not aware of any new information or data that materially effects the information in the MRE Announcement and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially change.

For personal use only

For personal use only

Stantons

PO Box 1908
West Perth WA 6872
Australia

Level 2, 40 Kings Park Road
West Perth WA 6005
Australia

Tel: +61 8 9481 3188
Fax: +61 8 9321 1204

ABN: 84 144 581 519
www.stantons.com.au

13 September 2024

Board of Directors
Titan Minerals Limited
Suite 1 ,295 Rokeby Road
Subiaco WA 6008

Dear Directors

RE: TITAN MINERALS LIMITED

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Titan Minerals Limited.

As the Audit Director for the review of the interim financial statements of Titan Minerals Limited for the half year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

(ii) any applicable code of professional conduct in relation to the review.

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Authorised Audit Company)

Samir Tirodkar
Director

Liability limited by a scheme approved under Professional Standards Legislation

Russell Bedford
taking you further

Stantons Is a member of the Russell Bedford International network of firms

For personal use only

Stantons

PO Box 1908
West Perth WA 6872
Australia

Level 2, 40 Kings Park Road
West Perth WA 6005
Australia

Tel: +61 8 9481 3188
Fax: +61 8 9321 1204

ABN: 84 144 581 519
www.stantons.com.au

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TITAN MINERALS LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Titan Minerals Limited ("the Company") and the entities it controlled ("the Group"), which comprises the condensed consolidated statement of financial position as at 30 June 2024, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

(a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards* (the Code) that are relevant to our audit of the annual 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* has been given to the directors of the Company on 13 September 2024.

Material Uncertainty Related to Going Concern

As referred to in Note 2b to the interim financial statements, the interim financial statements have been prepared on the going concern basis. At 30 June 2024, the consolidated entity had cash and cash equivalents totalling USD 1,026,000. During the six months ended 30 June 2024, the consolidated entity experienced net cash outflows from operating activities of USD 2,090,000 and net cash outflows from investing activities of USD 1,700,000. The consolidated entity also had current loan payable of USD 994,000 and non-current loan payable of 1,225,000. These matters indicate that a material uncertainty exists that may cast significant doubt on the

For personal use only

Stantons

consolidated entity's ability to continue as a going concern. The consolidated entity's ability to continue operations is dependent upon directors raising additional funding either through the issue of equity or debt, realising its receivable balances in full, and /or through the sale of assets and developing the group's mineral assets. Our conclusion is not modified in respect of this matter.

Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibility

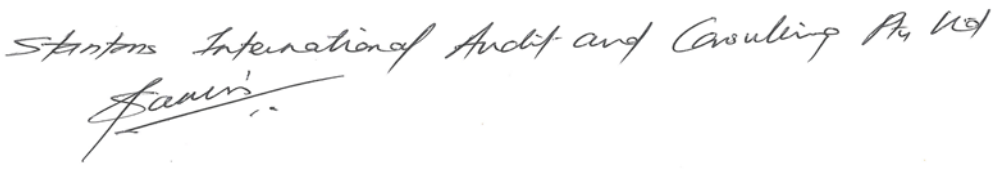
Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 30 June 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Whilst we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by the directors or management.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)



Samir Tirodkar
Director
West Perth, Western Australia
13 September 2024

DIRECTORS' DECLARATION

The Directors of Titan Minerals Limited declare that:

1. As set out in Note 2, the Directors are of the opinion that the financial statements:
   a) comply with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001* and other mandatory professional reporting requirements; and
   b) give a true and fair view of the Group's financial performance for the half-year ended 30 June 2024;
2. in the Directors' opinion, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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

Matt Carr
Executive Director
13 September 2024
Perth, Western Australia

For personal use only

CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

For the half year ended 30 June 2024

		Half year ended 30 June 2024 USD $ 000's	30 June 2023 USD $ 000's
Expenses			
General and administration		(856)	(296)
Salaries and wages		(248)	(302)
Professional fees		(375)	(382)
Stock-based compensation		(75)	(1,071)
(Loss) from operations		**(1,554)**	**(2,051)**
Other income	4	431	3,530
Finance expense		(192)	(107)
Impairment	4	(249)	(1,018)
Net foreign exchange gain (loss)		77	33
Net (loss) / profit for the period from continuing operations		**(1,487)**	**387**
Profit from discontinuing operations		-	155
(Loss) / profit for the period attributable to shareholders of the Company		**(1,487)**	**542**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation		(24)	225
Total comprehensive (loss) / profit for the period attributable to shareholders of the Company		**(1,511)**	**767**
(Loss) / profit per share from continuing operations – basic and diluted (cents)		(0.085)	0.027
Profit per share from discontinuing operations – basic and diluted (cents)		-	0.011

Notes to the condensed consolidated financial statements form part of these financial statements.

For personal use only

For personal use only

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Notes	30 June 2024 USD $ 000's	31 Dec 2023 USD $ 000's
Assets			
Current assets			
Cash and cash equivalents		1,026	1,941
Receivables	4	2,722	3,582
Financial assets		427	392
Total current assets		**4,175**	**5,915**
Non-current assets			
Receivables	4	3,048	2,986
Properties, plant and equipment		197	224
Exploration and evaluation expenditure	5	44,956	42,979
Total non-current assets		**48,201**	**46,189**
Total assets		**52,376**	**52,104**
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	6	2,058	3,222
Consideration received in advance	7	250	-
Loans payable	8	994	1,026
Total current liabilities		**3,302**	**4,248**
Non-current liabilities			
Loans payable		1,225	1,265
Provision for closure and restoration		494	494
Total non-current liabilities		**1,719**	**1,759**
Total liabilities		**5,021**	**6,007**
Net assets		**47,355**	**46,097**
Shareholders' equity			
Issued capital	9	179,628	177,090
Reserves		24,720	24,513
Accumulated losses		(156,993)	(155,506)
Total shareholders' equity		**47,355**	**46,097**

Notes to the condensed consolidated financial statements form part of these financial statements.

For personal use only

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half year ended 30 June 2024

	Share Capital US $000's	Foreign currency translation reserve US $000's	Share Based Payment Reserves US $000's	Accumulated losses US $000's	Total Shareholder Equity US $000's
Balance at 1 January 2023	170,463	1,658	21,495	(154,065)	**39,551**
Net profit for the period	-	-	-	543	**543**
Other comprehensive income	-	225	-	-	**225**
Total comprehensive profit for the period	-	225	-	543	**768**
Transactions with owners in their capacity as owners					
Share based payments	-	-	1,071	-	**1,071**
As at 30 June 2023	**170,463**	**1,883**	**22,566**	**(153,522)**	**41,390**
Balance at 1 January 2024	177,090	1,996	22,517	(155,506)	**46,097**
Net loss for the period	-	-	-	(1,487)	**(1,487)**
Other comprehensive income	-	(24)	-	-	**(24)**
Total comprehensive loss for the period	-	(24)	-	(1,487)	**(1,511)**
Transactions with owners in their capacity as owners					
Issue of shares	2,538	-	-	-	**2,538**
Share based payments	-	-	231	-	**231**
As at 30 June 2024	**179,628**	**1,972**	**22,748**	**(156,993)**	**47,355**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the Half Year Ended 30 June 2024

	Half-year ended	
	30 June 2024 USD $ 000's	**30 June 2023 USD $ 000's**
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	132	-
Payments to suppliers and employees	(2,123)	(1,534)
Finance costs	(99)	-
NET CASH (USED IN) IN OPERATING ACTIVITIES	**(2,090)**	**(1,534)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments of exploration and evaluation costs	(1,948)	(3,689)
Payments for property, plant and equipment acquired	(2)	(55)
Proceeds from the sale of Zaruma sale (including interest)	-	2,900
Proceeds from the sale of subsidiary	-	350
Proceeds from earn-in transaction	250	-
NET CASH (USED IN) BY INVESTING ACTIVITIES	**(1,700)**	**(494)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from the issue of shares (net of costs)	2,919	-
Proceeds from borrowings	-	1,251
NET CASH PROVIDED BY FINANCING ACTIVITIES	**2,919**	**1,251**
Net (decrease)/ increase in cash and cash equivalents	**(871)**	**(777)**
Cash and cash equivalents at the beginning of the period	**1,941**	**671**
Effects of exchange rate changes on the balance of cash held in foreign currencies	**(44)**	**258**
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**1,026**	**152**

For personal use only

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Titan Minerals Limited is a for-profit listed public company, incorporated in Australia and operates in Australia (corporate office) and in South America. The Group's registered office is in Suite 1, 295 Rokeby Road, Subiaco WA 6008.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The half-year financial report is a general purpose condensed financial report prepared in accordance with the Corporations Act 2001 and AASB 134 "Interim Financial Reporting". Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 134 "Interim Financial Reporting". The half-year report does not include notes of the type normally included in an annual financial report and should be read in conjunction the annual financial report for the year ended 31 December 2023 and the company's ASX announcements up to the date of release of this financial report.

The financial statements were authorised for issue by the Directors on 13 September 2024.

(a) Basis of preparation

The condensed consolidated financial statements have been prepared on the basis of historical cost. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in United States dollars unless otherwise noted.

The Company is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and in accordance with that instrument, amounts in the financial statements have been rounded off to the nearest thousand dollars, unless otherwise indicated.

The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(b) Going concern

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity, realisation of assets and the settlement of liabilities in the normal course of business. The Consolidated Entity had net operating cash outflows of $2,090 thousand (2023: $1,534 thousand) for the period ended 30 June 2024. The Group is currently in a working capital surplus position of $873 thousand (31 December 2023: surplus of $1,667 thousand).

The Titan Group is focused on the exploration and evaluation of its three main concession or tenement groups in Ecuador, namely the Dynasty Gold project, Copper Duke project and the Linderos project.

For personal use only

The directors have prepared a cash flow forecast, which indicates that Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report. Included in the forecast are capital raisings to be finalised within the next 12 months.

Subsequent to year end, the Group has raised approximately AUD $0.53m from the exercise of options as of the date of this report.

The Directors are confident that the Group will have sufficient cash to fund its activities within the next 12 months from the date the financial statements are approved and will be able to meet existing commitments as they fall due. The Directors will also continue to carefully manage discretionary expenditure in line with the Group's cashflow.

Should the Group not achieve additional funding required, there is uncertainty whether the Group would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

3. SEGMENT INFORMATION

Identification of Reportable Segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision-maker) in assessing performance and in determining the allocation of resources.

The Group's principal activities is exploration and development of gold and copper assets in Ecuador. These activities are all located in the same geographical area being Ecuador. Given there is only one segment being in one geographical area, the financial results from this segment are equivalent to the financial statements of the Consolidated Entity as a whole.

4. RECEIVABLES

	Consolidated	
	30 Jun 2024	31 Dec 2023
	US $000's	US $000's
CURRENT		
Other receivables	222	523
Share applications receivable	-	559
Consideration receivable – Pelorus Minerals Limited[1]	2,500	2,500
	2,722	**3,582**
NON-CURRENT		
Other receivables[2]	3,048	2,986
	3,048	**2,986**

(1) The Consolidated Group continue to be owed USD $2.5 million from Pelorus for the sale of the Zaruma mine and Portovelo process plant complete in 2021. This was past due but not impaired.

For personal use only

For personal use only

The amounts owed to the Consolidated Group are accruing interest, which as at 30 June 2024 totalled $1.5m USD, of which $0.25 m USD was recognised as revenue during the period.

While the Directors are confident in the recoverability of the US$2.5 million consideration, there is uncertainty in the recoverability of the US$1.5 million of interest. As a result, it has recognised a provision for non-recoverability for the total interest amount.

The Company notes that it retains its security over the Zaruma mine and Portovelo Plant.

The below is a break-down of the above transactions impacts in the consolidated statement of profit or loss and other comprehensive income.

	Consolidated 30 Jun 2024 US $000's	Consolidated 30 Jun 2023 US $000's
Other Income		
Reversal of impairment – consideration	-	2,500
Default interest recognised	250	998
Other	181	32
	431	**3,530**
Impairment of default interest	(249)	(1,018)

(2) Other receivables (non-current) relate to VAT recoverable from foreign taxation authorities. The recoverability of this VAT is based on the commencement of mining operations and as such, have been classified as non-current assets.

5. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	30 Jun 2024	31 Dec 2023
	US $000's	US $000's
Capitalised exploration and evaluation expenditure	**44,956**	**42,979**

Reconciliation of carrying amounts at the beginning of the period to the end of the period:	6 months to 30 June 2024	12 months to 31 December 2023
At the beginning of the period	42,979	35,477
- expenditure for the period	1,977	7,703
- impairment	-	(201)
At the end of the period	44,956	42,979

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	Consolidated	
	30 Jun 2024	31 Dec 2023
	US $000's	US $000's
CURRENT		
Trade and other payables	2,058	3,061
Government payables – IVA, Taxes, Royalty, Concessions	-	161
	2,058	**3,222**

Certain trade payables in Ecuador are on deferred payment terms with payment plans agreed between the Company's subsidiaries and a number of suppliers. Other than the above, creditors are typically settled within standard credit terms of 45 days.

7. CONSIDERATION RECEIVED IN ADVANCE

	Consolidated	
	30 Jun 2024	31 Dec 2023
	US $000's	US $000's
CURRENT		
Linderos Earn-in Consideration	250	-
	250	**-**

As announced on 18 April 2024, Titan Minerals Limited and Hancock Prospecting Pty Ltd (Hancock) wholly owned subsidiary Hanrine Ecuadorian Exploration and Mining S.A (Hanrine), have agreed to terms for Hanrine to acquire up to an 80% ownership interest in the Linderos Copper Project.

The proposed earn-in and joint venture terms comprise the following key milestones:

- US$2 million payment to Titan to earn initial 5%.

For personal use only

- 10,000m of drilling, or additional expenditure of US$8 million, whichever occurs first, to earn an additional 25% (total earn in 30%);
- 15,000m of drilling, or additional expenditure of US$12 million, whichever occurs first to earn an additional 21% (total earn in 51%). Once Hanrine have earnt 51%, they will pay Titan an additional US$1 million.
- At the Decision to Mine, or at total expenditure of US$ 120 million, whichever occurs first, Hanrine will earn an additional 29% (total earn in 80%).

As part of the initial US$2 million payment, US$0.25 million was paid to TTM as an upfront refundable payment.

8. LOANS PAYABLE

	Consolidated	
	30 Jun 2024	31 Dec 2023
CURRENT	**US $000's**	**US $000's**
Sophisticated and professional investors loan - August 2021	994	1,026
	994	**1,026**
NON-CURRENT		
Sophisticated and professional investors loan – July 2023	1,225	1,265
	1,225	**1,265**

Sophisticated and professional investors – August 2021
In August 2021, the Group entered into an unsecured debt facility with a group of sophisticated and professional investors.

The material terms of the debt facility are:
- Amount: AUD $1,500,000
- Repayment date: 1 July 2024 (extended to 1 February 2025 subsequent to 30 June 2024)
- Interest: 15% per annum
- Facility establishment fee: 5%

Sophisticated and professional investor – July 2023
In July 2023, the Group entered into an unsecured debt facility with a group of sophisticated and professional investors.

The material terms of the debt facility are:
- Amount: AUD $1,850,000
- Repayment date: 31 December 2026
- Interest: 15% per annum

For personal use only

9. ISSUED CAPITAL

	30 June 2024	
Issued capital	**Number**	**US $000's**
Ordinary shares fully paid	**1,827,680,384**	**179,628**
Movements in shares on issue		
Balance at the beginning of the half year	**1,691,269,394**	**177,090**
Incentive shares issued 14 February 2024	1,500,000	17
Shares issued for drilling services 14 February 2024	3,076,924	100
Entitlement offer shares issued 20 March 2024	95,329,127	1,867
Entitlement offer shares issued 2 April 2024	18,171,606	358
Shares issued as settlement of costs issued 13 May 2024	8,333,333	165
Director placement issued 28 June 2024	10,000,000	331
Capital raising costs	-	(300)
Balance at the end of the half year	**1,827,680,384**	**179,628**

Terms and conditions of contributed equity

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

(a) Shares under option – unlisted

	Number of Options (Unlisted)
Total number of options outstanding as at 1 January 2024	**288,724,207**
Share options issued	185,242,423
Total number of options outstanding as at 30 June 2024	**473,966,630**

During the period, the Company issued:

- 15,000,000 options with an exercise price of $0.045 expiring 27 March 2026 to the lead manager of the Entitlement Offer Shortfall;
- 113,492,036 attaching options pursuant to the shortfall offer described in the Company's Prospectus dated 29 November 2023, with an exercise price of $0.035 expiring 31 January 2025; and
- 56,750,387 attaching options pursuant to the shortfall offer described in the Company's Prospectus dated 29 November 2023, with an exercise price of $0.07 expiring 31 January 2027. As described in the

For personal use only

For personal use only

Prospectus, each bonus option will only vest and become exercisable if the Eligible Shareholder exercises two Attaching options on or before the Attaching Option expiry date.

- No options were exercised during the period to 30 June 2024.

	Number of Performance Rights (Unlisted)
Total number of performance rights outstanding as at 1 January 2024	**6,000,000**
Issued	15,384,616
Converted	(3,076,924)
Total number of performance rights outstanding as at 30 June 2024	**18,307,692**

During the period 15,384,616 performance rights were issued to a drilling contractor, of which 3,076,924 vested and were converted to ordinary shares. Refer to Note 10 for further information.

10. SHARE BASED PAYMENTS

During the period, 15,000,000 options with an exercise price of $0.045 expiring on 27 March 2026 were issued to CPS Capital Pty Ltd, who acted as lead manager of the Entitlement Offer Shortfall and additional placement. The options were recognised as capital raising costs totalling US $104 thousand.

The key details of the valuation of the options are as follows:

Valuation model	Black-Scholes
Grant date	11 March 2024
Expiry date	27 March 2026
Exercise price	$0.045
Share price at grant date	$0.029
Estimated volatility	87.1%
Risk-free interest rate	3.65%
Fair value (AUD):	$0.0106

Also during the period, the Company engaged Kluane Drilling Ecuador S.A ("Kluane" or "KDE") to provide drilling services at the Dynasty Gold Project. As part of the arrangement with Kluane, the Company issued 15,384,616 performance rights totalling approximately US $500,000 for drilling services.

The Performance Rights vest and convert into fully paid ordinary shares in the Company (Shares) at the agreed value of 5 cents per Share as follows:

- Tranche 1 – 3,076,924 Performance Rights will vest upon the completion of drilling of 2,000m in depth by KDE to the satisfaction of the Company; and
- Tranches 2 to 5 – 3,076,923 Performance Rights (in each Tranche) will vest upon the completion of drilling of an additional 2,000m in depth by KDE to the satisfaction of the Company.

During the period, Tranche 1 vested and was converted into Shares.

As the performance rights are based on non-market vesting milestones, the valuation of the performance rights are based on the underlying share price at the grant date. The performance rights are recognised across the vesting period.

11. RELATED PARTY TRANSACTIONS

There were no changes to the nature of related party transactions than as disclosed in the 31 December 2023 annual report.

12. CONTINGENT LIABILITIES

There have been no changes to contingent liabilities and commitments to those disclosed in the 31 December 2023 annual report.

13. SUBSEQUENT EVENTS

Subsequent to year end, the Group has raised approximately $0.53m AUD from the exercise of options as of the date of this report.

On 22 July 2024, the Company obtained shareholder approval at its General Meeting for the 10 to 1 consolidation of its issued capital.

The directors are not aware of any other material subsequent events.

For personal use only