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torque METALS

FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

ACN 621 122 905

The Interim Financial Report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2024 and any announcements distributed to shareholders by Torque Metals Limited during the half year.

ASX: TOR

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CORPORATE DIRECTORY

Board Of Directors

Andrew Woskett	Non-Executive Chair
Cristian Moreno	Managing Director
Tony Lofthouse	Non-Executive Director
Evan Cranston	Non-Executive Director (appointed 28 January 2025)
Imants Kins	Non-Executive Director (resigned 03 February 2025)

Joint Company Secretaries

Michelle Kennedy (appointed 6 December 2024)

Meagan Hamblin (appointed 6 December 2024)

Principal Place of Business

U1, Level 16, 1 Spring Street, Perth, WA, 6000

Postal Address

PO Box 27, West Perth, WA, 6872

Auditors

Hall Chadwick WA Audit Pty. Ltd.

283 Rokeby Road, Subiaco, WA, 6008

Share Register

Automic Pty Ltd

Level 5, 126 Philip Street, Sydney, NSW, 2000

Stock Exchange Listing

Australian Stock Exchange (ASX): TOR

Banker

ANZ

Level 5, 240 St. Georges Terrace, Perth, WA, 6000

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DIRECTORS REPORT

The directors of Torque Metals Limited ("Torque" or "the Company") present their report on Torque for the half year ended 31 December 2024 ("the Half Year").

Directors

The names of the directors of the Company during the period are:

Andrew Woskett

Cristian Moreno

Tony Lofthouse

Evan Cranston (appointed 28 January 2025)

Imants Kins (resigned 03 February 2025)

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

Principal Activities

The principal activities during the half year were mineral exploration. There were no significant changes in the principal activities during the half year.

Review of Operations

The loss of the Company for the Half Year after providing for income tax, amounted to a loss of $1,596,617 (31 December 2023 loss of $1,696,949). The expenditure incurred during the half year mostly related to corporate and administration expenditure.

Torque Metals ramped up exploration at its flagship Paris Gold Project during the period, undertaking an encompassing RC and Diamond Drilling campaign to deliver an impressive first-pass Mineral Resource Estimate (MRE) of 250,000oz @ 3.1 g/t Au. The Company is confident in the Project's expansion potential with gold identified beyond the current MRE area. Torque's near-term focus will therefore remain with Paris, building knowledge on the structures and possible linkages that exist between the Paris, HHH and Observation deposits to upgrade and upscale Paris' resource and deliver impactful results for shareholders.

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CORPORATE EVENTS

Topdrill Equity Agreement

During the half-year ended 31 December 2024, Torque executed a drill for equity agreement with Topdrill to deliver a drill campaign to expand gold mineralisation at Paris Gold Project[1].

The agreement allowed Torque, at its election, to satisfy up to 50% of Topdrill's drilling costs by the issue of ordinary Torque shares from its LR7.1 capacity, up to a maximum value of $1,000,000.

Junior Minerals Exploration Incentive

Torque announced its successful application for participation in the Australian Federal Government's Junior Minerals Exploration Incentive ("JMEI") scheme in July[2].

$3.1million In Funding to Drive Gold Exploration

During the reporting period, Torque received firm commitments for a share placement to raise a total of $3.1 million (before costs) through the issue of 38.75 million shares at an issue price of $0.08 per fully paid ordinary share (Placement Shares)[3]. Euroz Hartleys Limited acted as Lead Manager to the Placement.

Completion of Gold and Lithium Tenement Acquisitions

Settlement of several highly prospective gold and lithium tenements, acquired in Western Australia, further advanced Torque's strategic expansion in the Goldfields region.

The acquired tenements, along with Torque's existing holdings, grew the Company's total tenure to approximately 1,200 km², positioning Torque as a major tenement holder in the region.

Changes to Remuneration Framework

During the reporting period, the Board of Directors reviewed the Company's remuneration framework[4] and resolved to implement measures to improve alignment with shareholders.

Resignation/Appointment of Joint Company Secretary and Chief Financial Officer

In December, Torque appointed Ms Michelle Kennedy as Chief Financial Officer and Joint Company Secretary and Ms Meagan Hamblin as Joint Company Secretary, following the resignation of Ms Jessamyn Lyons and Mr Flynn Blackburn as Joint Company Secretaries[5].

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[1] ASX Announcement 9 July 2024 Torque - Topdrill Equity Agreement Initiated for Expansive Drill Campaign at Paris Gold Project
[2] ASX Announcement 18 July 2024 – Junior Minerals Exploration Initiative
[3] ASX Announcement 20 September 2024 – $3.1 Million In Funding to Drive Gold Exploration
[4] ASX Announcement 26 November 2024 – Changes to Remuneration Framework
[5] ASX Announcement 06 December 2024 – Resignation/Appointment of Joint Company Secretary and Chief Financial Officer

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PARIS GOLD PROJECT ACTIVITY SUMMARY

Recommencement of Drilling at the Paris Gold Project

In July[6], Torque re-commenced drilling activities at Paris Gold to both infill and extend the existing gold lodes, contributing to Torque's Maiden Mineral Resource Estimate.

The programme planned for ~7,400 metres of reverse circulation (RC) drilling and 1,000 metres of diamond drilling across Paris West, where drilling previously intersected strong mineralisation.

The intent of the works was to increase the quantity of shallow, high-grade gold ounces for the delivery of a Mineral Resource Estimate.

Additionally, select core samples from the program were used in additional metallurgical studies that took place later in the half-year period.

Robust First Iteration of Results from Diamond Drilling

In August[7], Torque announced initial results from the diamond drilling and commencement of the complementary RC drilling campaign at Paris Gold.

Results were significant, demonstrating mineralisation extending up dip into shallower zones. Assays from the remaining two holes of the 1,105m six-hole programme were delivered after the reporting period.

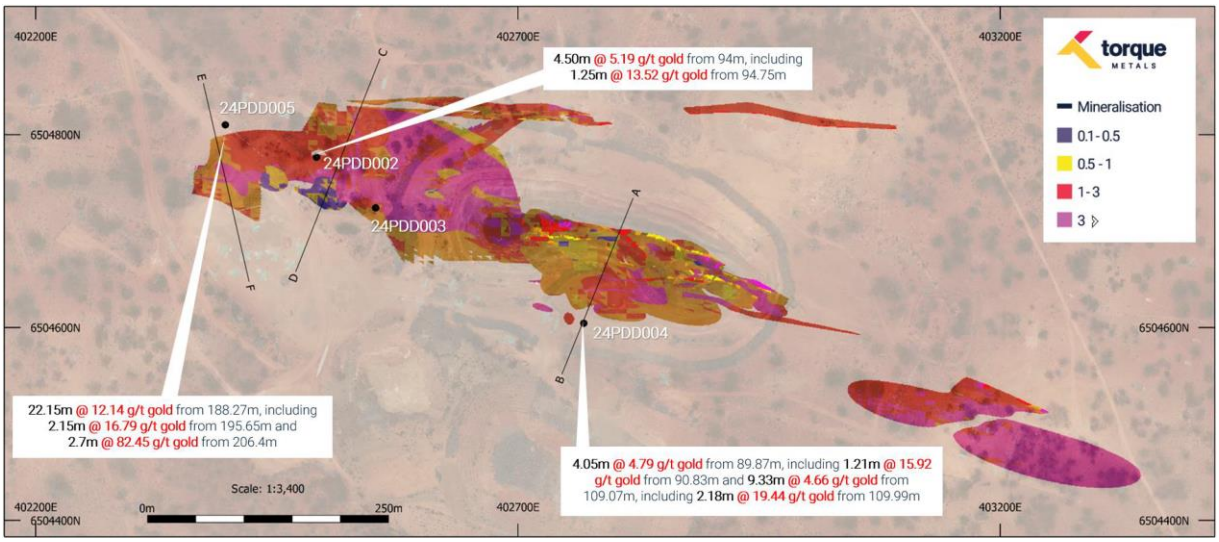
Best results from the initial four holes included:

- **22.15m @ 12.14 g/t gold** from 188.27m in hole 2024PDD005, including:
    - **2.15m @ 16.79 g/t gold** from 195.65m and
    - **2.7m @ 82.45 g/t gold** from 206.4m
- **4.05m @ 4.79 g/t gold** from 89.87m in hole 2024PDD004, including:
    - **1.21m @ 15.92 g/t gold** from 90.83m; and
- **9.33m @ 4.66 g/t gold** from 109.07m, including
    - **2.18m @ 19.44 g/t gold** from 109.99m
- **4.50m @ 5.19 g/t gold** from 94m in hole 2024PDD002, including:
    - **1.25m @ 13.52 g/t gold** from 94.75m

[6] ASX Announcement 17 July 2024 – Drilling Resumes at Paris Gold Project

[7] ASX Announcement 27 August 2024 - Robust First Iteration of Results from Diamond Drilling at Paris Gold Project, RC Drilling Underway

Figure 1: Paris Gold Prospect. Collar location map.



Mineral Resource Estimate (MRE)

In mid-September, Torque Metals announced to market a Mineral Resource Estimate for its Paris Gold Project, totalling 250,000 Oz @ 3.1 g/t gold[8], located on granted Mining Licences.

The Paris Gold Project MRE established the initial size and grade of the deposit, which remains partially tested. The project, fully controlled by Torque, covers **~57km** strike length within **~350km²** greenstone belt (refer figure 2).

Paris MRE spans **2.5km** strike length and an area of **2.5km²** (refer figure 6), with several untested targets within, strong indications of interlinking structures between Paris, HHH, Observation deposits and promising gold mineralisation already identified just outside the resource area.

A breakdown of the resource was provided as follows:

- 2,518Kt @ 3.1g/t gold for 250,000 ounces, comprising:
    - 1,094Kt @ 4.3g/t gold for 152,000 ounces – Paris Deposit
    - 1,145Kt @ 2.0g/t gold for 73,000 ounces– HHH Deposit
    - 279Kt @ 2.8g/t gold for 25,000 ounces – Observation Deposit
- Resource Classification breakdown for Paris Deposit includes:
    - 284Kt @ 3.7g/t gold for 34,000 ounces (22%) classified as Indicated and 810Kt @ 4.5g/t gold for 118,000 ounces (78%) classified as Inferred.
- Resource Classification breakdown for HHH Deposit includes:
    - 97Kt @ 3.3g/t gold for 10,000 ounces (14%) classified as Indicated and 1048Kt @ 1.9g/t gold for 63,000 ounces (86%) classified as Inferred.

[8] ASX Announcement 18 September 2024 – Paris Gold Project – Mineral Resource Estimate

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- Resource Classification breakdown for Observation Deposit includes:
    - 225Kt @ 2.7g/t gold for 19,000 ounces (76%) classified as Indicated and 54Kt @ 3.5g/t gold for 6,000 ounces (24%) classified as Inferred.

- Paris MRE is a shallow, high-recovery gold resource (>96%), with open-pit mining potential (190,000 ounces @ 2.9g/t open pit, 60,000 ounces @ 3.8g/t underground) based on a gold price of A$3,000/ounce.
- Paris MRE pertains to only 2.5km² tested of the 350km² area controlled by Torque, with mineralisation open in all directions, strong signs of linking structures and mineralisation identified both outside and next to resource area presenting strong potential for growth through further exploration.

Table 1: Paris Gold Project, Global Mineral Resource Estimate

Mining Scenario	Indicated			Inferred			Total		
	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces
	(Kt)	(g/t)	('000 Oz)	(Kt)	(g/t)	('000 Oz)	(Kt)	(g/t)	('000 Oz)
Open Pit	601	3.2	62	1,428	2.8	128	2,029	2.9	219
Underground	5	5.4	1	484	3.8	59	489	3.8	31
Total	**606**	**3.2**	**63**	**1,912**	**3.0**	**187**	**2,518**	**3.1**	**250**

Table 2: Paris, HHH and Observation Mineral Resource Estimate

Deposit	Indicated			Inferred			Total		
	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces	Tonnes	Grade	Ounces
	(Kt)	(g/t)	('000 Oz)	(Kt)	(g/t)	('000 Oz)	(Kt)	(g/t)	('000 Oz)
Paris	284	3.7	34	810	4.5	118	1,094	4.3	152
HHH	97	3.3	10	1,048	1.9	63	1,145	2.0	73
Observation	225	2.7	19	54	3.5	6	279	2.8	25
Total	**606**	**3.2**	**63**	**1,912**	**3.0**	**187**	**2,518**	**3.1**	**250**

Table 1/Table 2 notes:

1. The preceding statements of Mineral Resources conform to the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code) 2012 Edition. All tonnages reported are dry metric tonnes. Minor discrepancies may occur due to rounding to appropriate significant figures which reflect the level of confidence in the Mineral Resources.

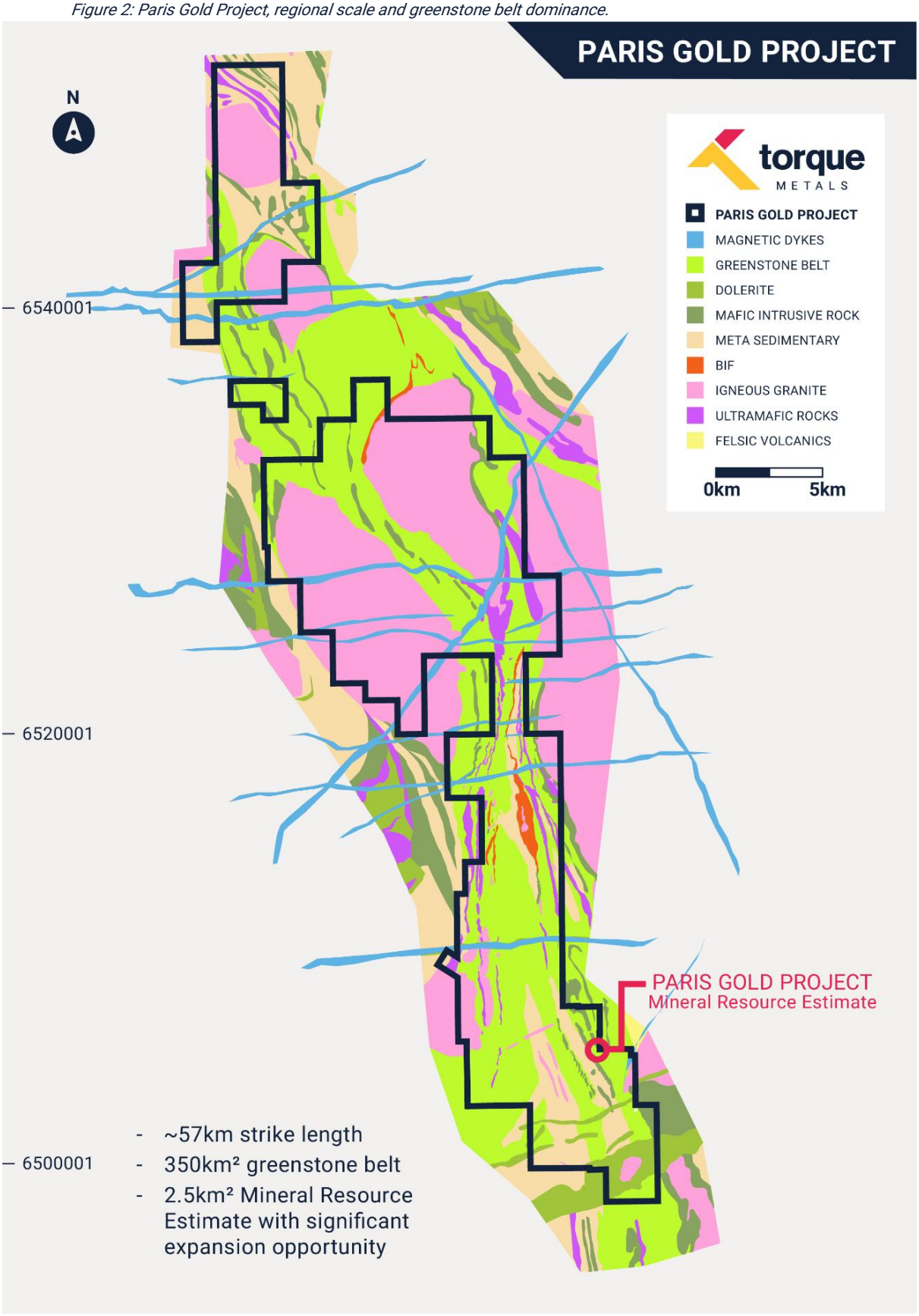
2. The open pit Mineral Resource is the portion of the Mineral Resource that is constrained within A$3,000/oz optimised pit shells and above a cut-off grade of 0.5g/t Au.

3. The underground Mineral Resource is the portion of the Mineral Resource that is located outside of the A$3,000/oz optimised pit shells and above a cut-off grade of 1.5g/t Au, within fresh material.

4. Estimates are rounded to reflect level of confidence in the Mineral Resources at the time of reporting.

5. Historical mining has occurred at both Paris and HHH, with an underground portion at Paris. Available survey pickups have been considered by depleting the Mineral Resource Estimate in these areas.

Figure 2: Paris Gold Project, regional scale and greenstone belt dominance.



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Completion of ~7,400m Extensional RC Drilling Campaign

In October[9], Torque announced the completion of extensional RC Drilling commenced during the half-year. This program was largely informed by structural data obtained during the preceding diamond drilling program,[10] which indicated the extension of known mineralisation up dip towards shallower depths.

Initial Extensional RC Drilling Results and Outstanding Diamond Drilling Assays

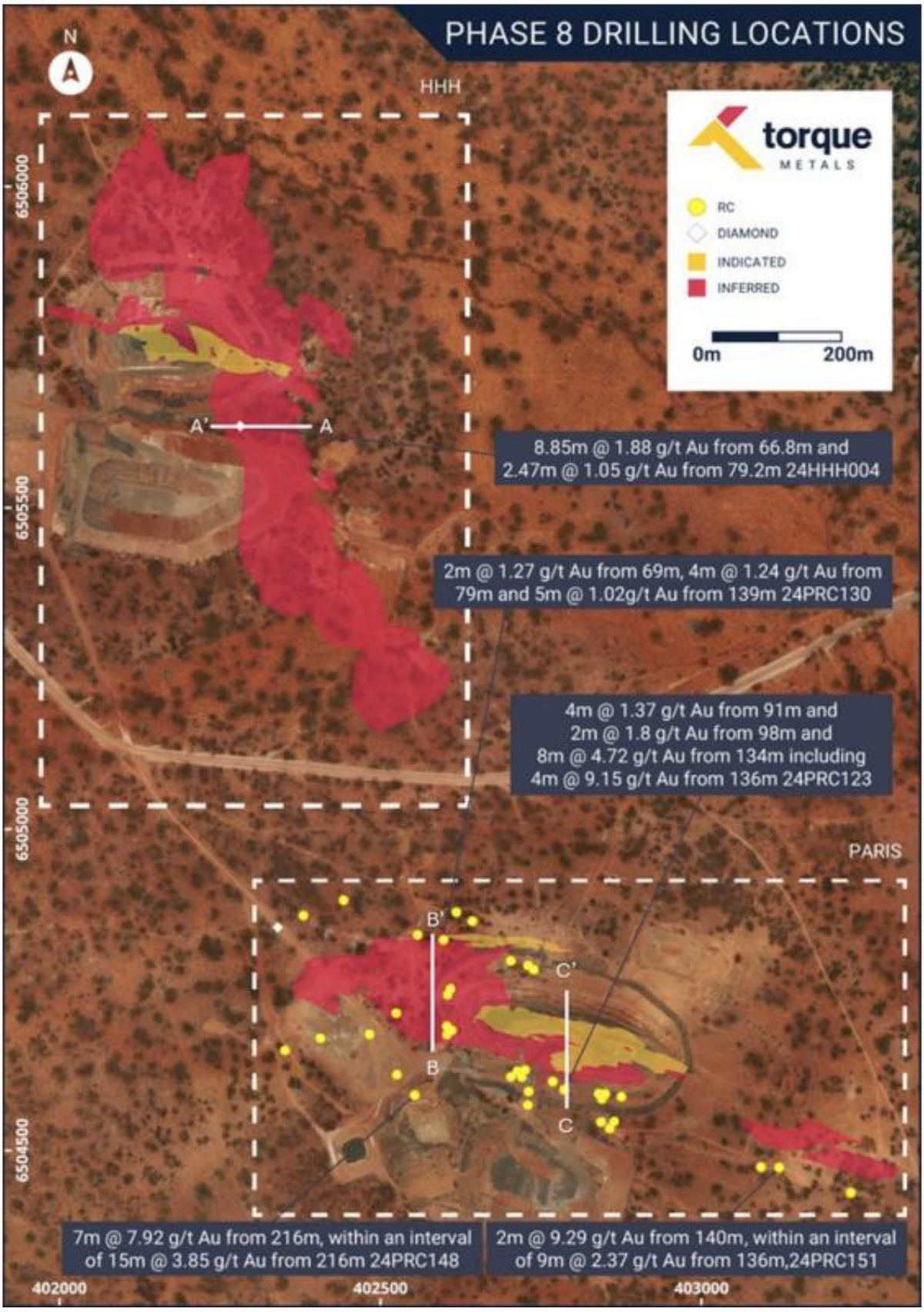
Accompanied by two outstanding drillholes from Diamond Drilling, first batch RC drilling assays (comprised of 17 drillholes) were announced to market on 23 October[11] and marked an expansion of gold zones beyond the Paris Gold Project's Mineral Resource Estimate of 250,000oz @ 3.1 g/t Au[12].

Best results from the 17 holes *(see Figure 3)* included:

- **4m @ 1.37 g/t gold** from 91m and **2m @ 1.8 g/t gold** from 98m and **8m @ 4.72 g/t gold** from 134m in hole 24PRC123, including
    - **4m @ 9.15 g/t gold** from 136m.
- **7m @ 7.92 g/t gold** from 216m in hole 24PRC148, within an interval of
    - **15m @ 3.85 g/t gold** from 216m.
- **9m @ 2.37 g/t gold** from 136m in hole 24PRC151 including
    - **2m @ 9.29 g/t gold** from 140m.
- **2m @ 1.27 g/t gold** from 69m and **4m @ 1.24 g/t gold** from 79 and **5m @ 1.02 g/t gold** from 139m in hole 24PRC130.

[9] ASX Announcement 8 October 2024 – Extensional Drilling Completed at Paris Gold Project
[10] ASX Announcement 27 August 2024 – Robust First Iteration of Results from Diamond Drilling at Paris Gold Project, RC Drilling Underway
[11] ASX Announcement 23 October 2024 – Drilling Results from Paris Gold Project
[12] ASX Announcement 18 September 2024 – Paris Gold Project Mineral Resource Estimate

Figure 3: Phase 8 Drilling Locations



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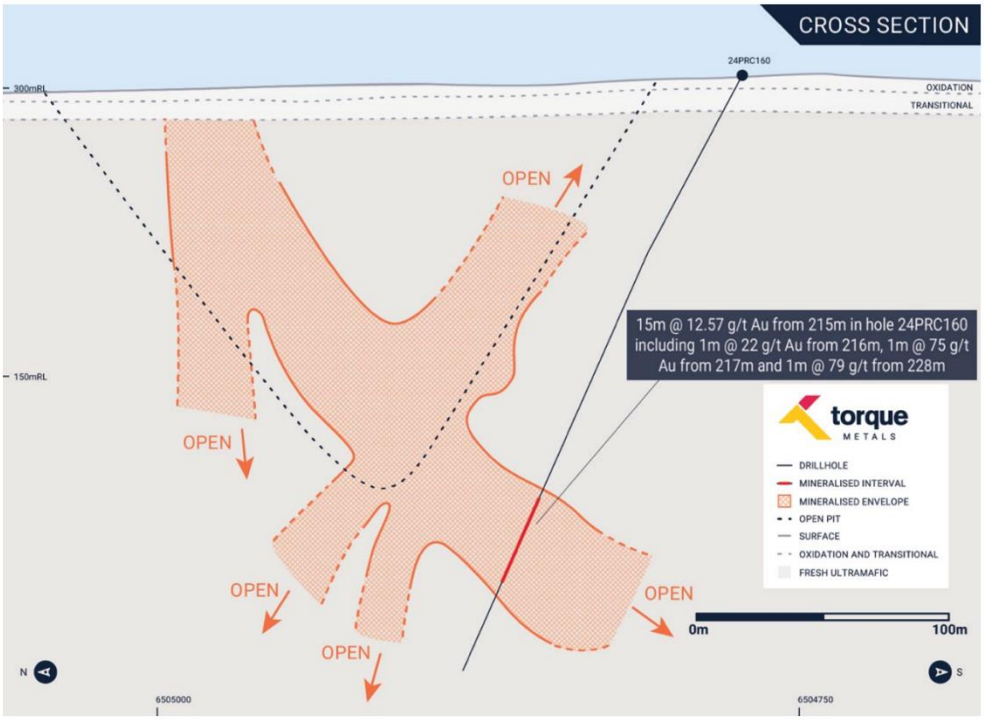
Second Batch Extensional RC Drilling Results – Standout 15m @ 12.57 g/t Gold Intercept

With a total of 39 holes drilled in the Company's 7,416m RC drilling campaign, second batch assays from a further 9 drillholes were reported in early November,[13] with standout results confirming a new, mineralised gold lode beyond Mineral Resource extents.

Best results from the 9 holes included:

- **15m @ 12.57 g/t gold** from 215m (vertical depth: 176m) in hole 24PRC160 *(see Figure 2),* including
    - **1m @ 22 g/t gold** from 216m, and
    - **1m @ 75 g/t gold** from 217m, and
    - **2m @ 5.2 g/t gold** from 218m.
    - **1m @ 79 g/t gold** from 228m.
- **3m @ 1.82 g/t gold** from 93m (vertical depth: 71m) in hole 24PRC122.
- **5m @ 2.37 g/t gold** from 152m (vertical depth: 124m) in hole 24PRC125, including
    - **1m @ 10.7 g/t gold** from 153m.
- **4m @ 1.77 g/t gold from 64m** (vertical depth: 52m) in hole 24PRC157, including
    - **1m @ 6.85 g/t gold** from 64m.

Figure 4: Interpretation of the new mineralised lode intersected in the Paris Deposit. Note that mineralisation is flattening at depth



[13] ASX Announcement 9 November 2024 – 15m @ 12.57 g/t Gold Intercept at Paris

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Metallurgical Test Work

With initial metallurgical characterisation of the Company's Paris Gold Project Paris and Observation deposits undertaken in 2023[14], Torque Metals re-engaged Independent Metallurgical Operations Pty Ltd (IMO) to manage and conduct sighter metallurgical testing of 2024 core samples, with the intention to establish a range of expected gold recoveries.

Samples were obtained from 6 diamond core holes at the Paris, Observation and HHH deposits within the Paris Gold project and results from testwork were issued to market in mid-December[15]

3 holes relate to the Paris deposit, 2 holes relate to Observation deposit and 1 hole relates to the HHH deposit. Data from the diamond holes can be found in the ASX announcements Issued on 17 June 2024, 27 August 2024, 23 October 2024.

Three representative composite test samples were generated for Paris and a single sample was generated for both Observation and HHH and submitted for conventional gold metallurgical testing. In these metallurgical tests, Torque focused on composites consciously selected from intervals with higher concentrations of potentially deleterious elements.

IMO oversaw testing to establish gold recoveries, leach kinetics, copper speciation and reagent consumptions.

The results are extremely encouraging and indicate potentially economic processing criteria for recoverable gold. In summary:

PARIS DEPOSIT COMPOSITES:

- 57.6% of gold is recovered through gravity concentration;
- 96.1% total gold recovery.

HHH DEPOSIT COMPOSITE:

- 68.8% of gold is recovered through gravity concentration;
- 96.5% total gold recovery.

OBSERVATION DEPOSIT COMPOSITE:

- 51.8% of gold is recovered through gravity concentration;
- 90.9% total gold recovery.

Results from the most recent metallurgical characterisation testwork corroborated initial results reported last year, again demonstrating exceedingly high gold recoveries for both conventional cyanide leaching and gravity processes *(See Table 3).*

[14] ASX Announcement 27 September 2023 – Exceptional Gold Recoveries in Paris Project Metallurgical Testwork

[15] ASX Announcement 19 December 2024 -- Outstanding Gold Recoveries: 96.1% At Paris, 96.5% At HHH, 90.9% Aa Observation Deposits

Table 3: Optimised metallurgical results, 2023 and 2024 Paris Gold Project

Test		Units	Paris		HHH	Observation	
			2023	2024	2024	2023	2024
Gravity Recoverable Gold		%	40.2	57.6	68.8	39.2	51.8
Cyanide Leaching	Recovery	%	96.7	96.1	96.5	99.7	90.9
	Cyanide consumption	kg/t	0.43	0.72	0.21	0.15	0.99
	Lime consumption	kg/t	0.34	0.39	0.26	1.61	0.85
Soluble Copper	Calculated head grade copper	ppm	1934	3275	56.4	152	525
	Acid soluble copper	ppm	40	2.7	1	24	139
	Cyanide soluble copper	ppm	64	218.3	6	16	256
Comminution	Grindability	g/rev	1.41	1.15	1.14	2.22	**
	Feed F80	µm	2380	2389	2398	1929	**
	Product P80	µm	77.5	84.6	84.1	76.3	**
	BBWi	kWh/t	13.6	17.03	17	9.5	**

A key observation from the 2024 testing was the resilience of the recovery process, even when handling ore composites with higher concentrations of potentially deleterious elements.

These elements within the composites were shown to not adversely affect leaching performance and were deemed unlikely to significantly impede gold recovery through standard cyanide leaching methods.

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EVENTS ARISING SINCE THE END OF THE HALF YEAR

Proposed Merger with Aston Minerals Limited

On 28 January 2025, the Company announced it had entered into a biding scheme implementation deed (**Scheme Implementation Deed** or **Scheme**) with Aston Minerals Limited (**Aston**) pursuant to which the companies have agreed to a merger to be conducted by way of a Scheme of Arrangement under the Corporations Act 2001 (Cth) (**Corporations Act**), whereby Torque will acquire 100% of the fully paid ordinary shares in Aston and 100% of the unlisted Aston options (**Proposed Merger**).

Pursuant to the terms of the Scheme Implementation Deed, Aston shareholders will receive 1 Torque share for every 5.2 Aston shares they hold (**Share Scheme**), resulting in a post-deal shareholder composition of Torque shareholders with 50% of the merged entity and Aston shareholders with 50%, excluding the impact of the Placement.

Torque will make offers to acquire certain of the existing Aston unlisted options as follows:

- Torque will seek to acquire 100% of the Aston options with an exercise price of $0.09 each and expiring 16 October 2025 (**Scheme Options**) by an option scheme of arrangement, on the basis of 1 Torque share for every 2,500 Scheme Options ("Option Scheme"); and
- Within 10 business days of execution of the Scheme Implementation Agreement, Torque will make offers to the holders of Aston options with an exercise price of $0.15 each and expiring 4 April 2026 ("April 2026 Options") on the basis of 1 Torque share for every 1,219 April 2026 Options held.

The transfer or cancellation of the April 2026 Options will be subject to the removal of Aston from the Official List of the ASX.

Strategic Placement

On 28 January 2025, the Company announced a Placement whereby entities related to each of Tolga Kumova and Evan Cranston will each subscribe for $500,000 in Torque shares at $0.05 per share and will receive 1 attaching option for every 1 share subscribed in the Placement, with those options having an exercise price of $0.10 each and expiry date of 5 years from the date of issue. The Placement shares and options were issued on 11 February 2025.

Board Changes

The Company announced the appointment of Evan Cranston as a Non-executive Director of the Company on 28 January 2025. On 3 February 2025, the Company announced the retirement of Imants Kins as Non-Executive Director.

No other matters or circumstances have arisen since the end of the reporting half year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of the Company in subsequent financial periods.

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ENVIRONMENTAL ISSUES

The Company's operations are subject to environmental regulations under a law of the Commonwealth or state or territory of Australia.

INDEMNIFICATION AND INSURANCE OF DIRECTORS AND OFFICERS

The Company has entered into Deeds of Indemnification with the directors and officers of the Company. Proceedings on behalf of the Company No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a pary for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the Period.

COMPLIANCE STATEMENT

Information in this Half Year Financial Report that relates to Exploration Results for Torque Metals is based on information compiled by Mr Cristian Moreno, who is a Member of the Australasian Institute of Mining and Metallurgy, Australian Institute of Management and Member of the Australian Institute of Company Directors. Mr Moreno is an employee of Torque Metals Limited, is eligible to participate in short and long-term incentive plans in Torque Metals. Mr Moreno has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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 ('the JORC code'). Mr Moreno consents to the inclusion in this Half Year Financial Report of the matters based on his information in the form and context in which it appears.

COMPETENT PERSON STATEMENT – MINERAL RESOURCE (PARIS GOLD PROJECT)

Information in this Half Year Financial Report that relates to the Mineral Resource Estimate and classification of the Paris Gold Project is based on information compiled by Kate Kitchen, who is a Member of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Kate Kitchen is an independent consultant employed full time by Mining Plus Pty Ltd. Kate Kitchen has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which she is undertaking 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 ('the JORC code'). Kate Kitchen consents to the inclusion in the Half Year Financial Report of the matters based on the information in the form and context in which it appears.

COMPETENT PERSON STATEMENT – METALLURGICAL STUDIES (PARIS GOLD PROJECT)

Information in this Half Year Financial Report that relates to metallurgy and metallurgical test work for the Paris Deposit is based on information reviewed and compiled by Mr Alex Borger, BSc Extractive Metallurgy and BSc Chemistry, a Competent Person who is a member of the Australian Institute of Mining and Metallurgy (AusIMM). Mr Borger is a full-time employee of Independent Metallurgical Operations Pty Ltd who has been engaged by Torque Metals to provide metallurgical consulting services. Mr Borger consents to the inclusion in the Half Year Financial Report of the matters based on his information in the form and context in which it appears.

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PREVIOUSLY REPORTED RESULTS

There is information in this Half Year Report relating to exploration results which were previously announced to the ASX. Other than as disclosed in this announcement, Torque is not aware of any new information or data that materially affects the information included in their respective original market announcements.

FORWARD LOOKING STATEMENTS

This Half Year Financial Report contains certain forward-looking statements which may be identified by words such as "believes", "estimates", "expects', "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on several assumptions regarding future events and actions that, as at the date of this announcement, are expected to take place. Where the Company expresses or implies an expectation or belief as to future events or results, such an expectation or belief is expressed in good faith and believed to have a reasonable basis.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Half Year Financial Report will occur and investors are cautioned not to place undue reliance on these forward-looking statements.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration under section 307C of the Corporations Act 2001 is set out on page 19 for the half year ended 31 December 2024.

This report is signed in accordance with a resolution of the directors.



Cristian Moreno

Managing Director

Dated this 14th day of March 2025

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HALL CHADWICK

To the Board of Directors,

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

As lead audit Director for the review of the financial statements of Torque Metals Limited and the entities it controlled for the half year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully,

HALL CHADWICK WA AUDIT PTY LTD

MICHAEL HILLGROVE CA
Director

Dated this 14th day of March 2025
Perth, Western Australia

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CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF YEAR ENDED 31 DECEMBER 2024

		Consolidated Group	
		31 Dec 2024	31 Dec 2023
	Note	$	$
Other income		140,729	139,763
Corporate administrative expenses	2	(1,078,307)	(1,306,399)
Loss on disposal of tenements	2/7	(400,000)	-
Exploration expenditure written-off	2/7	(100,362)	-
Project generation costs	2	-	(60,028)
Finance costs	2/6b	(11,435)	(1,134)
Share based payments	2	(147,242)	(469,151)
Loss before income tax		**(1,596,617)**	**(1,696,949)**
Income tax expense		-	-
Loss for the period		**(1,596,617)**	(1,696,949)
Other comprehensive income, net of income tax		-	-
Total comprehensive loss for the period		**(1,596,617)**	**(1,696,949)**
Loss attributable to:			
Owners of Torque Metals Limited		**(1,596,617)**	(1,696,949)
Total comprehensive loss attributable to:			
Owners of Torque Metals Limited		**(1,596,617)**	**(1,696,949)**
		Cents	**Cents**
Basic weighted average earnings/(loss) per share		(0.74)	(1.50)

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

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

		Consolidated Group	
	Note	31 Dec 2024 $	30 June 2024 $
Current assets			
Cash and cash equivalents	3	1,308,782	2,261,817
Trade and other receivables	4	53,196	58,168
Total current assets		**1,361,978**	**2,319,985**
Non current assets			
Property, plant and equipment	5	589,597	650,526
Right of use assets	6	506,646	17,212
Exploration and evaluation expenditure	7	22,884,609	19,789,562
Total non-current assets		**23,980,852**	**20,457,300**
Total assets		**25,342,830**	**22,777,285**
Current liabilities			
Trade and other payables	8	1,558,812	2,059,007
Provisions		618,163	580,928
Lease liabilities	6	133,932	19,060
Total current liabilities		**2,310,907**	**2,658,995**
Non current liabilities			
Provisions		12,750	8,141
Lease Liabilities	6	416,553	-
Total non current liabilities		**429,303**	**8,141**
Total liabilities		**2,740,210**	**2,667,136**
Net assets		**22,602,620**	**20,110,149**
Equity			
Issued capital	9	31,566,238	24,169,892
Performance rights reserve	10	59,467	3,720,740
Option reserve	11	1,789,987	2,803,503
Accumulated losses		(10,813,072)	(10,583,986)
Total equity		**22,602,620**	**20,110,149**

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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Consolidated Group					
	Issued Capital	Options	Accumulated Losses	Performance Rights	Option Reserve	Total
	$	$	$	$	$	$
Balance as at 1 July 2023	**13,524,183**	**126,385**	**(6,717,640)**	**1,775,027**	**2,022,471**	**10,730,426**
Total	**-**	**-**	**(1,696,949)**	**-**	**-**	**(1,696,949)**
Issue of shares	4,000,000	-	-	-	-	4,000,000
Share issue costs	(1,245,174)	-	-	-	984,332	(260,842)
Shares/Options issued as	95,000	-	-	-	106,065	201,065
Options exercised	368,283	(2,726)	-	-	-	365,557
Options issued	-	-	-	-	42,705	42,705
Options expired	-	(123,659)	599,828	-	(476,169)	-
Performance Rights	-	-	-	426,446	-	426,446
Balance as at 31 Dec 2023	**16,742,292**	**-**	**(7,814,761)**	**2,201,473**	**2,679,404**	**13,808,408**
Balance as at 1 July 2024	**24,169,892**	**-**	**(10,583,986)**	**3,720,740**	**2,803,503**	**20,110,149**
Total	**-**	**-**	**(1,596,617)**	**-**	**-**	**(1,596,617)**
Issue of shares	3,165,000	-	-	-	-	3,165,000
Share issue costs	(210,219)	-	-	-	-	(210,219)
Shares issued as consideration for the acquisition of tenements	385,000	-	-	-	-	385,000
Shares issued as payments to suppliers	602,065	-	-	-	-	602,065
Share based payments	-	-	-	147,242	-	147,242
Transfer from exercise of performance rights	3,454,500	-	-	(3,454,500)	-	-
Options and performance rights expired	-	-	1,367,531	(354,015)	(1,013,516)	-
Balance as at 31 Dec 2024	**31,566,238**	**-**	**(10,813,072)**	**59,467**	**1,789,987**	**22,602,620**

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

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

	Notes	Consolidated Group 31 Dec 2024 $	31 Dec 2023 $
Cash flows from operating activities			
Receipts from customers		138,424	25,000
Payments to suppliers and employees		(848,607)	(813,342)
Interest received		13,288	-
Net cash (used in)/provided by operating activities		**(696,895)**	**(788,342)**
Cash flows from investing activities			
Tenement acquisitions		-	(20,000)
Tenement milestone payment		(650,000)	-
Proceeds from sale of tenements		250,000	-
Exploration and evaluation		(2,695,831)	(2,280,987)
Plant and Equipment		(43,373)	(285,602)
Net cash used in investing activities		**(3,139,204)**	**(2,586,589)**
Cash flows from financing activities			
Proceeds from the issue of shares		3,165,000	4,000,000
Proceeds from the exercise of options		-	365,557
Share issue costs		(246,466)	(244,834)
Repayment of lease liabilities		(35,470)	(10,758)
Net cash provided by financing activities		**2,883,064**	**4,109,965**
Net increase/(decrease) in cash and cash		(953,035)	735,034
Cash and cash equivalents at the beginning of the		2,261,817	2,090,389
Cash and cash equivalents at the end of the period		**1,308,782**	**2,825,423**

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

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2024

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES

a) General Information

The financial statements and notes thereto represent those of Torque Metals Limited and Controlled Entities (the "Consolidated Group" or "Group") for the Half Year ended 31 December 2024 ("the Half Year"). The Group is involved in the minerals exploration industry.

Torque Metals Limited is a company limited by shares, incorporated and domiciled in Australia. Torque Metals Limited is a for-profit entity for the purpose of preparing financial statements under the Australian Accounting Standards. Its shares are publicly traded on the Australian Stock Exchange.

b) Statement of compliance

The interim financial statements are a general purpose financial report prepared in accordance with the requirements of the Corporations Act 2001 and Accounting Standard AASB 134: Interim Financial Reporting. Compliance with AASB 134 ensures compliance with International Financial Reporting Standards IAS34: Interim Financial Reporting. The condensed half-year report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the group as in the full financial report. It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 30 June 2024 and any public announcements made by Torque during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

c) Basis of preparation

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period except for the impact of the standards and interpretations below in note 1(e). These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards. The financial statements are for the Consolidated Group. The financial report has also been prepared on an historical cost basis. The financial report is presented in Australian Dollars, which is the Group's functional currency.

d) Accounting standards that are mandatorily effective for the current reporting period

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are relevant to its operations and effective for an annual accounting period that begins on or after 1 July 2024.

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e) Significant accounting judgements and key estimates

The preparation of interim financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates. In preparing this half-year report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial report for the year ended 30 June 2024.

f) Capitalised exploration costs carried forward

The future recoverability of capitalised exploration costs carried forward has been reviewed by the directors. They are dependent on a number of factors, including whether the Company decides to exploit the related lease/licence itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors that could impact the future recoverability include the level of reserves and resources, sovereign risk, future technological changes, availability of funds, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices. To the extent that capitalised exploration expenditure is determined not to be recoverable in the future, results and net assets will be reduced in the period in which this determination is made.

In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage that permits a reasonable assessment of the existence or otherwise of economically recoverable resources. To the extent it is determined in the future that this capitalised expenditure should be written off, results and net assets will be reduced in the period in which this determination is made.

g) Going Concern

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

The Group incurred a net loss of $1,596,617 (31 December 2023: $1,696,949) and experienced net cash outflow from operations of $696,895 (31 December 2023: outflow of $788,342). The Company has net working capital deficit of $948,929 (30 June 2024: $339,010) and cash on hand of $1,308,782 (30 June 2024: $2,261,817).

Based on the Group's cash flow forecast the Group may need to access additional working capital in the next 12 months to advance its exploration projects and to ensure the realisation of assets on an orderly basis and the extinguishment of liabilities as and when they fall due. Post period end, on 28 January 2025 the Company announced it had entered into a binding scheme implementation deed (**Scheme Implementation Deed** or **Scheme**) to facilitate a merger with Aston Minerals Limited (**Aston**). Upon completion of the Scheme, the merged entity is expected to have a pro-forma cash position of approximately $5 million to fund its planned exploration activities. Implementation of the Scheme is subject to a number of

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

conditions, including shareholder and court approvals.

On 27 January 2025 the Company also announced it had secured an interim funding arrangement from Aston of up to $1.2 million through the execution of an unsecured loan agreement (**Facility**) and secured additional funds of $1 million through a Strategic Placement. The Facility bears interest at 8% per annum and includes standard representations, warranties, undertakings, and default events typical for a facility of this nature. In the event that Aston shareholders do not approve the Scheme, at Aston's written request, the Facility may be extinguished through conversion into Torque shares at the 30-day VWAP of Torque prior to the conversion date, or otherwise, Torque will have a period of up to 6 months from the date of the scheme meetings to repay the facility. The funds raised from the Strategic Placement, together with funds advanced by Aston will be used for exploration expenses, transaction costs and general working capital purposes.

The directors are confident that the Company will be successful in raising additional funds through the issue of new equity, should the need arise. The directors are also aware that the Company has the option, if necessary, to defer expenditure or relinquish certain projects and reduce administration costs in order to minimise its capital raising requirements.

Based on these facts, the directors consider the going concern basis of preparation to be appropriate for this financial report. Should the Company be unsuccessful in raising additional funds through the issue of new equity, there is a material uncertainty which may cast significant doubt whether the Group will be able to continue as a going concern and therefore, whether it will 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 relative to the recoverability and classification of recorded asset amounts or, to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

These interim condensed consolidated financial statements were approved by the Board on 14 March 2025.

2. EXPENSES

	Consolidated Group	
	31 December 2024	**31 December 2023**
	$	**$**
Administrative expenses	(1,078,307)	(1,306,399)
Project generation costs	-	(60,028)
Loss on disposal of tenements	(400,000)	-
Exploration expenses written off	(100,362)	-
Financial expense interest	(11,435)	(1,134)
Share based payments	(147,242)	(469,151)
	(1,737,346)	**(1,836,712)**

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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	Consolidated Group	
	31 December 2024 $	30 June 2024 $
3. CASH ON HAND AND EQUIVALENTS		
Cash at bank and on hand	1,308,782	2,261,817
	1,308,782	**2,261,817**
4. TRADE RECEIVABLES		
BAS receivable	19,905	28,126
Other	33,291	30,042
	53,196	**58,168**

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. PLANT AND EQUIPMENT

	Consolidated Group				
	Land	**Camp**	**Vehicles**	**Equipment**	**Total**
	$	**$**	**$**	**$**	**$**
6 months ended 31 December 2024					
Opening net book amount	90,299	230,833	151,488	177,906	650,526
Additions	-	-	-	10,106	10,106
Depreciation Charged	-	(14,130)	(33,991)	(22,914)	(71,035)
Closing book amount	**90,299**	**216,703**	**117,497**	**165,098**	**589,597**
As at 31 December 2024:					
Cost	90,299	230,833	151,488	188,012	660,632
Accumulated Depreciation	-	(14,130)	(33,991)	(22,914)	(71,035)
Net book amount	**90,299**	**216,703**	**117,497**	**165,098**	**589,597**
Year ended 30 June 2024:					
Opening net book amount	-	82,700	18,302	-	101,002
Additions	90,299	162,695	183,638	193,773	630,405
Disposals	-	-	-	-	-
Depreciation Charged	-	(14,562)	(50,452)	(15,867)	(80,881)
Closing book amount	**90,299**	**230,833**	**151,488**	**177,906**	**650,526**
As at 30 June 2024:					
Cost	90,299	252,727	209,992	193,773	746,791
Accumulated Depreciation	-	(21,894)	(58,504)	(15,867)	(96,265)
Net book amount	**90,299**	**230,833**	**151,488**	**177,906**	**650,526**

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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6. RIGHT OF USE ASSETS AND LEASE LIABILITIES

	Consolidated Group	
	31 December 2024	**30 June 2024**
a) Amount recognised in the Statement of Financial Position	**$**	**$**
Right of use asset		
Opening Balance	17,212	83,321
Additions	555,460	-
Less: Depreciation	(66,026)	(66,109)
Closing balance	**506,646**	**17,212**
Lease Liabilities		
Opening Balance - Current	19,060	21,713
Opening Balance - Non-Current	-	19,228
Opening Balance - Total	**19,060**	**40,941**
Add: additions	555,460	-
Add: Interest	11,435	1,902
Less: Payments	(35,470)	(23,783)
Closing Balance - Total	**550,485**	**19,060**
Closing Balance - Current	133,932	19,060
Closing Balance - Non-Current	416,553	-
b) Amounts recognised in the Statement of Profit or Loss		
Depreciation of right of use asset	66,026	21,216
Interest expense on lease liabilities	11,435	1,902
	77,461	**23,118**

During the period the Company entered into an office lease for the premises at U1, Level 16, 1 Spring Street, Perth, WA, 6005. The lease commenced on 1 July 2024 for a term of 5 years with an option to extend for a further 5-year term.

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7. EXPLORATION AND EVALUATION ASSETS

	Consolidated Group	
	6 months to 31 December 2024 $	12 months to 30 June 2024 $
Opening balance	19,789,562	8,798,361
Exploration and evaluation expenditure capitalised	2,806,652	5,519,206
Exploration expenditure written-off	(100,362)	(438,345)
Tenement acquisitions (i)	388,757	5,260,340
Performance milestone payment (ii)	650,000	-
Disposal of tenements (iii)	(650,000)	-
Transfer from held for sale assets	-	650,000
Closing balance	**22,884,609**	19,789,562

(i) Tenement acquisitions

On 11 October 2024, the Company successfully completed the acquisition of a package of tenements in the Goldfields Region which are highly prospective for gold and lithium.

The consideration paid to the vendors included the issue of 5 million fully paid ordinary shares to the Vendor and the grant of a 2% net smelter return royalty on minerals extracted from the tenements. The shares were issued on 10 October 2024 at a price of $0.077 per share. The royalty may give rise to a contingent liability in future periods, which is payable upon minerals being extracted from the tenements. Until such, time, no liability has been recognised.

The Company also issued 5 million unlisted performance shares, which will convert into fully paid ordinary shares on announcement to ASX by of the discovery of at least 3 drill holes intersecting the same commodity in the same tenement (10m Torque @1% Li2O or 10m @1% Ni or 10m @ 5g/t Au). As at 31 December 2024, no deferred consideration has been recognised in relation to the performance shares as at balance date there is insufficient reasonable grounds on which to assess the probability of the milestone being met.

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(ii) Performance milestone payment

Under the agreement for the Company to acquire the Paris Project, a milestone payment was payable to the vendor upon reporting a resource in an JORC category in excess of 224,558 ozs. This milestone was met during the period with the Company announcing a mineral resource estimate on 18 September 2024.

(iii) Disposal of tenements

During the period, the Company completed the sale of the Bullfinch tenements (E77/2522, E77/2222, E77/2251, E77/2350, E77/2607 and E77/2939) for consideration of $250,000 excluding GST. A loss on disposal of $400,000 has been recognised for the period ended 31 December 2024.

8. TRADE AND OTHER PAYABLES

	Consolidated Group	
	31 December 2024	**30 June 2024**
	$	**$**
Trade Creditors	1,371,307	1,965,085
Other creditors and accrued expenses	187,505	93,922
	1,558,812	**2,059,007**

Trade and other payables are non-interest bearing liabilities stated at cost.

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

9. ISSUED CAPITAL

	Consolidated Group			
	31 December 2024		30 June 2024	
	Number	$	Number	$
Ordinary Shares				
Opening balance	183,403,798	24,169,892	96,337,038	13,524,183
Share Placement	39,250,000	3,165,000	62,179,487	7,750,000
Shares issued through exercise of options/ performance rights	17,475,000	3,454,500	3,528,710	890,557
Transfers from reserves upon exercise of options/performance rights	-	-	-	37,801
Shares issued as consideration for the acquisition of tenements	5,000,000	385,000	20,029,442	3,699,416
Shares issued as share based payments to suppliers	4,535,128	602,065	1,329,121	175,000
Prior period adjustment	-	-	-	(74)
Cost relating to issue of shares	-	(210,219)	-	(1,906,991)
	249,663,926	**31,566,238**	**183,403,798**	**24,169,892**

10. PERFORMANCE RIGHTS RESERVE

	Consolidated Group			
	31 December 2024		30 June 2024	
Performance Rights	Number	$	Number	$
Opening balance	26,675,000	3,720,740	17,000,000	1,775,027
Performance rights issued	18,000,000	-	10,050,000	1,280,186
Performance rights exercised	(17,475,000)	(2,146,594)	(175,000)	(35,000)
Performance rights cancelled/expired	(26,700,000)	(1,172,255)	(200,000)	(54,410)
Share based payments expense relating to performance rights as at 31 December 2024	-	11,591	-	754,937
Transfer to retained earnings	-	(354,015)	-	-
	500,000	**59,467**	**26,675,000**	**3,720,740**

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

A table summarising the Performance Rights on issue is as follows;

Performance Rights 31 December 2024

Class	Grant Date	Expiry Date	Opening Balance 1 July 2024	Granted	Vested	Exercised	Expired/ Cancelled	Vested at 31 December 2024	Unvested at 31 December 2024
A	23/11/2021	22/11/2024	5,000,000	-	-	-	(5,000,000)	-	-
A	28/04/2023	22/11/2024	2,000,000	-	-	-	(2,000,000)	-	-
A	11/10/2023	22/11/2024	100,000	-	-	-	(100,000)	-	-
A	12/10/2023	22/11/2024	600,000	-	-	-	(600,000)	-	-
A	14/11/2023	22/11/2024	5,000,000	-	-	-	(5,000,000)	-	-
B	23/11/2021	22/11/2024	5,000,000	-	5,000,000	(5,000,000)	-	-	-
B	28/04/2023	22/11/2024	2,000,000	-	2,000,000	(2,000,000)	-	-	-
B	11/10/2023	22/11/2024	100,000	-	100,000	(100,000)	-	-	-
B	13/10/2023	22/11/2024	600,000	-	600,000	(600,000)	-	-	-
B	29/07/2024	22/11/2024	-	5,000,000	5,000,000	(5,000,000)	-	-	-
C	1/05/2022	30/04/2025	1,000,000	-	-	-	(1,000,000)	-	-
D	1/05/2022	30/04/2025	1,000,000	-	1,000,000	(1,000,000)	-	-	-
E	1/06/2022	31/05/2025	500,000	-	-	-	-	-	500,000
F	1/06/2022	31/05/2025	500,000	-	500,000	(500,000)	-	-	-
G	14/06/2024	14/06/2027	3,275,000	-	-	(3,275,000)	-	-	-
H	29/07/2024	29/07/2029	-	13,000,000	-	-	(13,000,000)	-	-
			26,675,000	**18,000,000**	**14,200,000**	**(17,475,000)**	**(26,700,000)**	-	**500,000**

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The Company issued a total of 18,000,000 Performance Rights to Directors of the Company on 16 August 2024 after receiving shareholder approval at the General Meeting held on 29 July 2024. On 26 November 2024, the Company announced changes to remuneration framework which included the cancellation of all performance rights held by Directors. There are no performance rights held by the Directors of the Company as at 31 December 2024.

11. OPTION RESERVE

	Consolidated Group			
	31 December 2024		30 June 2024	
	Number	$	Number	$
Unlisted options				
Opening balance for the period	26,927,779	2,803,503	39,763,890	2,022,471
Options issued	34,048,056	-	13,600,000	1,472,358
Options exercised	-	-	(3,073,611)	-
Options expired	-	-	(23,362,500)	(691,400)
Prior year adjustment	-	(1,013,516)	-	74
	60,975,835	**1,789,987**	**26,927,779**	**2,803,503**

Unlisted options issued during the period are summarised below;

Grant Date	Expiry Date	Number issued	Exercise Price	Fair Value recognised during the year	Vesting Date	Fair Value recognised in future years
			$	$		$
16/08/2024	7/05/2026	14,673,056	0.250	-	16/08/2024	-
20/12/2024	19/06/2025	19,375,000	0.120	-	12/12/2024	-
		34,048,056		**-**		

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. COMMITMENTS

Tenement commitments

In order to maintain rights of tenure to the Group's exploration and mining tenements, the Group would have the following expenditure commitments up to the expiry of the tenements.

These obligations, which are subject to renegotiation upon expiry of the tenements, are not provided for in the financial statements:

	Consolidated Group	
	31 December 2024	**30 June 2024**
	$	**$**
Not longer than one year	1,315,120	1,752,120
Longer than one year but not longer than five years	3,571,500	4,995,500
Longer than five years	2,160,300	741,300
	7,046,920	7,488,920

If the Group decides to relinquish certain tenements and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of the carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

Lease commitments

	Consolidated Group	
	31 December 2024	**30 June 2024**
	$	**$**
Not longer than one year	127,789	19,060
Longer than one year but not longer than five years	448,049	-
Longer than five years	-	-
	575,838	19,060

13. OPERATING SEGMENTS

The Company operates in one geographical area being Australia and one industry, being exploration, for the half year ended 31 December 2024 which was the same as reported in the financial report for the year ended 30 June 2024. The Chief Operating Decision Makers are the Board of Directors and the management of the Group. There is currently only one operating segment identified, being exploration activities based in Australia based on internal reports reviewed by the Chief Operating Decision Makers in assessing performance and allocation of resources.

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. CONTINGENT ASSETS AND LIABILITIES

The directors are not aware of any material contingent assets or liabilities as at 31 December 2024.

15: CONTROLLED ENTITIES

		Ownership interest	
Name of entity	**Country of incorporation**	**31 December 2024 %**	**30 June 2024 %**
Parent entity			
Torque Metals Limited	Australia		
Subsidiaries			
Paris Gold Projects Pty Ltd	Australia	100	100
New Dawn Lithium Pty Ltd	Australia	100	100
Penzance Nickel Pty Ltd	Australia	100	100
Torque Metal Projects Pty Ltd	Australia	100	100

16. EVENTS AFTER THE REPORTING PERIOD

Proposed Merger with Aston Minerals Limited

On 28 January 2025, the Company announced it had entered into a biding scheme implementation deed (**Scheme Implementation Deed** or **Scheme**) with Aston Minerals Limited (**Aston**) pursuant to which the companies have agreed to a merger to be conducted by way of a Scheme of Arrangement under the Corporations Act 2001 (Cth) (**Corporations Act**), whereby Torque will acquire 100% of the fully paid ordinary shares in Aston and 100% of the unlisted Aston options (**Proposed Merger**).

Pursuant to the terms of the Scheme Implementation Deed, Aston shareholders will receive 1 Torque share for every 5.2 Aston shares they hold (**Share Scheme**), resulting in a post-deal shareholder composition of Torque shareholders with 50% of the merged entity and Aston shareholders with 50%, excluding the impact of the Placement.

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NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Torque will make offers to acquire certain of the existing Aston unlisted options as follows:

- Torque will seek to acquire 100% of the Aston options with an exercise price of $0.09 each and expiring 16 October 2025 (**Scheme Options**) by an option scheme of arrangement, on the basis of 1 Torque share for every 2,500 Scheme Options ("Option Scheme"); and
- Within 10 business days of execution of the Scheme Implementation Agreement, Torque will make offers to the holders of Aston options with an exercise price of $0.15 each and expiring 4 April 2026 ("April 2026 Options") on the basis of 1 Torque share for every 1,219 April 2026 Options held.

The transfer or cancellation of the April 2026 Options will be subject to the removal of Aston from the Official List of the ASX.

Strategic Placement

On 28 January 2025, the Company announced a Placement whereby entities related to each of Tolga Kumova and Evan Cranston will each subscribe for $500,000 in Torque shares at $0.05 per share and will receive 1 attaching option for every 1 share subscribed in the Placement, with those options having an exercise price of $0.10 each and expiry date of 5 years from the date of issue. The Placement shares and options were issued on 11 February 2025.

Board Changes

The Company announced the appointment of Evan Cranston as a Non-executive Director of the Company on 28 January 2025. On 3 February 2025, the Company announced the retirement of Imants Kins as Non-Executive Director.

No other matters or circumstances have arisen since the end of the reporting half year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of the Company in subsequent financial periods.

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DIRECTORS' DECLARATION

The Directors' of the Company declare that:

(a) The attached financial statements and notes are in accordance with the Corporations Act 2001 and:

(i) giving a true and fair view of the Company's financial position as at 31 December 2024 and its performance for the half-year ended on that date; and

(ii) complying with Accounting Standard AASB 134: "Interim Financial Reporting" and the Corporations Regulations 2001; and

(b) In the Director's opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

(c) The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors, made pursuant to section 303(5)(a) of the Corporations Act 2001.



Cristian Moreno

Managing Director

Dated this 14th day of March 2025

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HALL CHADWICK

INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF TORQUE METALS LIMITED

Conclusion

We have reviewed the accompanying half-year financial report of Torque Metals Limited ("the Company") and Controlled Entities ("the Consolidated Entity") which comprises the condensed consolidated statement of financial position as at 31 December 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, a summary of material accounting policies and other selected explanatory notes, 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 half-year financial report of Torque Metals Limited and Controlled Entities 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 31 December 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 *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* 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* 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 review report.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(g) in the financial report, which indicates that the Consolidated Entity incurred a net loss of $1,596,617 during the half year ended 31 December 2024. As stated in Note 1(g), these events or conditions, along with other matters as set forth in Note 1(g), indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

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Responsibility of the Directors for the Financial Report

The directors of the Company 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 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 for the Review of the Financial Report

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 Consolidated Entity's financial position as at 31 December 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.

HALL CHADWICK WA AUDIT PTY LTD

MICHAEL HILLGROVE CA
Director

Dated this 14th day of March 2025
Perth, Western Australia