Tolu Minerals Limited
PNG CR Company Camp,
Baruni Road,
National Capital District,
Papua New Guinea
Company Registration No.: 1-125888

Unit 3, 180 Main Street,
Kangaroo Point,
QLD 4169,
Australia
ARBN: 657 300 359

www.toluminerals.com

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ASX:TOK

ASX Announcement

31 March 2026

Annual Report, Period ending 31 December 2025

The Directors of Tolu Minerals Limited ("Tolu", ASX:TOK) are pleased to release the Annual Report for the period ending 31 December 2025.

This announcement has been authorised for release by the Directors of the Company. For additional information please visit our website at www.toluminerals.com

--- END ---

Contacts:

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MD & CEO	Strategic Corporate Advisor
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TOLU MINERALS

ANNUAL REPORT
31 DECEMBER 2025

Tolu Minerals Limited

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CORPORATE DIRECTORY

TOLU MINERALS LIMITED	(Incorporated in Papua New Guinea 1-125888)
DIRECTORS	Chris Muller John Anderson Howard Lole Larry Andagali
COMPANY SECRETARY	Naime O'ome
CFO & ASSISTANT COMPANY SECRETARY	Craig Dawson
REGISTERED OFFICE IN PAPUA NEW GUINEA	Unit 5, Ground Floor, Turumu Haus Spring Garden Road, Gordons, Port Moresby Papua New Guinea
REGISTERED OFFICE IN AUSTRALIA	Tolu Minerals Limited ARBN 657 300 359 Unit 3, 180 Main Street Kangaroo Point Qld 4169 Telephone: +61 7 3472 8406
SHARE REGISTRY	MUFG Corporate Markets (AU) Limited Level 12, 680 George Street Sydney NSW 2000 Telephone: 1300 554 474
AUDITOR	Kowas Chartered Accountants Unit 1, Lot 7, Sect 24 Granville (Lawes Road Apartments) Port Moresby, National Capital District
SOLICITORS	O'Briens Lawyers Level 8 PWC Haus Harbour City Port Moresby
BANKERS	National Australia Bank Level 17, 259 Queen Street Brisbane QLD 4000 BSP Financial Group BSP Haus Port Moresby, Papua New Guinea
STOCK EXCHANGE LISTING	Tolu Minerals Limited shares are listed on the Australian Securities Exchange (code: TOK)
WEBSITE ADDRESS	www.toluminerals.com

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CHAIRMAN'S & CHIEF EXECUTIVE OFFICER'S LETTER

Dear shareholder,

On behalf of the Board, we are pleased to present Tolu Minerals Limited's (Tolu) third Annual Report as an ASX listed company. In this report we outline progress made by Tolu to the year end 31 December 2025 and until 31 March 2026.

CONTINUED ACCELERATOR PLACEMENTS FACILITATING GROWTH

Tolu has continued to build on the momentum for the Company with 2 successful placements in 2025, following the Initial Public Offering (IPO) on the Australian Securities Exchange (ASX) completed in November 2023 and the accelerator placements completed in 2024.

On 30 April 2025 Tolu completed an equity raising of A$27.25 million (before costs) via a placement of approximately 34.1 million new shares utilising the Company's available capacity.

The placement issue price of A$0.80 per share which represented a discount of approximately 9.6% to Tolu's last traded price before the placement offer (24 April 2025) of A$0.885 per share and a discount of approximately 7.5% to the 5-day volume weighted average price (VWAP) of A$0.865 per share.

The placement enabled Tolu to begin implementing an extensive surface exploration plan following the completion and results of the Airborne Magneto Telluric survey, further redevelopment and construction of the Tolukuma Gold Mine infrastructure including mining equipment and long-term tailing management facility.

On 9 October 2025, Tolu completed an equity raising of A$60.5 million (before costs) via a placement of 50.4 million new shares utilising the Company's available Listing Rule 7.1 & 7.1A capacity.

The placement issue price of A$1.20 per share was a 26.4% discount to Tolu's last traded price before the placement (6 October 2025) of A$1.63 per share, and a 1.5% premium to the 15-day volume weighted average price (VWAP) of A$1.18 per share.

The funds raised allowed Tolu to continue to accelerate its stated exploration strategy with the clear growth target of near mine mineral resource expansion and the high impact exploration pipeline with targeted drilling of 15,000m by 30 June 2026 and 30,000m by 2026 year-end.

Further to the completed 2025 placements, on 23 March 2026 the Company announced that it has agreed to a binding offer from Petrindo and Petrosea and /or their subsidiaries to invest $A23.75 million into Tolu based on the allocation of 14,615,385 new shares at an offer price of $1.625 per share. The investment will be enabled through a Convertible Note with conversion pending Tolu shareholder approval to renew the Company's capacity to issue new shares.

Both Petrindo and Petrosea have built enviable reputations in the resources sector across South-East Asia and their desire to invest in and build out a strong asset position in Papua New Guinea is well understood. Tolu considers it a genuine privilege to be selected by these major Indonesian companies as part of their desire to invest in a larger Papua New Guinea asset position. The proceeds from this placement will afford the Company the opportunity to invest in key enabling infrastructure in support of the planned steps to resume and sustain mining operations at the Tolukuma Gold Mine.

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OPERATIONAL ACTIVITIES

Refer to market releases that can be found at https://toluminerals.com/investor-centre/

During 2025, the Company has made steady and tangible progress across all aspects of the Tolukuma Gold Mine, with a clear focus on executing a structured and disciplined programme. The operational pathway ahead is well defined, priorities are aligned, and the team on site is fully focused on delivering a safe and reliable return to production.

The recently announced Mine-Defining Project, centred on the development of the new incline, represents a particularly exciting step forward for Tolukuma. The incline will unlock systematic underground access across the full strike length of the deposit at depths where strong gold and silver mineralisation is already evident, from sparse drilling. This access underpins both near-term mine planning and longer-term resource growth, enabling high-quality underground drilling, earlier definition of vein continuity, and direct integration of exploration outcomes into mine design. Importantly, the Project materially de-risks future capital decisions while positioning the Company to efficiently grow resources and mine life from underground.

Underground activities continue to advance, with ongoing mine dewatering, rehabilitation and access works providing the foundation for ore development and sustained mining operations. The recommencement of development activity during the period reflects the progress made by the operations team and marks an important step forward in the restart sequence. Exploration work has been concentrated on near-mine and mine-driven targets that directly support mine planning, resource confidence and early production outcomes. Drilling results are being integrated into mine design and scheduling, ensuring exploration effort is tightly linked to operational delivery and value creation.

At the processing plant, the focus remains on practical measures that support early gold recovery and operational readiness. Targeted refurbishment activities are progressing alongside the development of a diversion circuit, while longer-term decisions relating to tailings and power infrastructure are being advanced in a staged and economically disciplined manner. As previously announced Tolu is targeting a mill capacity of 500 tonnes per day with a ramp up of production from quarter1 2027.

LOOKING FORWARD

The Tolukuma team is working with purpose and momentum. Progress across mining, processing, infrastructure and support functions reflects a strong commitment to execution, safety and accountability. While challenges remain, the Company is well advanced along a clear pathway and remains firmly focused on delivering the Tolukuma Gold Mine restart for the benefit of all shareholders.

The Company expects 2026 to be a company defining year with the new projects scheduled, significant exploration enhancement, a major resource update focus and a drive to expand the mining footprint.

We thank you for your ongoing support,

Yours sincerely,





John Anderson
Chair

Chris Muller
Managing Director & CEO

REVIEW OF OPERATIONS

COMPANY PROFILE AND OPERATIONAL REVIEW

Tolu Minerals Limited (Tolu or the Company) was incorporated in PNG as a public company under the Companies Act 1997 (PNG) (Companies Act) on 19 March 2020. Tolu is registered in Australia with ASIC as a foreign registered company.

In October 2022 Tolu successfully completed the 100% acquisition of the Tolukuma Gold Mine ("TGM") in Papua New Guinea ("PNG") along with its associated assets and mine infrastructure. Tolu also secured a number of additional and strategically important Exploration Licenses ("EL"s) across the Tolukuma structural corridor giving Tolu a substantial and highly prospective land package to complement the mine and existing infrastructure, collectively referred to as the "Tolukuma Project". The Tolukuma Project currently includes one mining lease (ML 104) and seven exploration licenses surrounding TGM, providing a dominant landholding of 775 km2 across the highly productive Tolukuma epithermal structure.

Based on the results of the Airborne MT, Tolu also submitted exploration license applications across the Tolukuma Structure. They are:

- ELA 2859, Mt, Tafa (92.1km2);
- ELA 2860, Karau (67.9km2);
- ELA 2862, Mt. Tafa West (81.8km2); and
- ELA 2890 Mt. Kebea (228.5km2).

Tolu also identified and secured an exploration licence over the potentially large prospective porphyry target at Ipi River, EL2780 (395.6 km2) Northwest of the Tolukuma structure.

Tolu also holds the Mt Penck tenement, EL 2662, over some 102km2 of copper/gold targets within the very mineralised Kulu Simi trend on the island of New Britain to the East of the PNG mainland (see Figure 1 and Table1).

Tolu also has an exploration license application ELA 2866 Namo (201.8km2) immediately adjacent and to the South and West of Mt. Penck in West New Britain.

The Company's operational strategy is based on four key work streams comprising:

- Fundamentally reducing TGM's historic cost structure through a work program consisting of the development of an access road, refurbishing the hydro power station and developing a bottom access and dewatering drive;
- Initiate early gold production at TGM through refurbishing the existing infrastructure and introduction of new process capacity to support mine development for initial production;
- Undertake a substantial exploration programme including development and drilling on-mine at TGM to improve the current Mineral Resource Estimate ("**MRE**"), near mine exploration, regional exploration on the broader Tolukuma low sulphidation epithermal structure and seek to identify new exploration targets at TGM, the Ipi River tenement and Mt Penck via Airborne MT acquisition; and
- Prepare TGM for an ultimate return to name plate capacity production following the refurbishment of the existing gold plant and supporting services.

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***Figure 1**: Tolu Project Locations*

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REVIEW OF OPERATIONS

SAFETY HEALTH AND ENVIRONMENT

Safety - The Company is continuously refining its Safety Management Strategy that is being rolled out at TGM to create a safe working culture. The Safety Management Strategy includes the necessary standards, Safety Management System and various safety management tools including "Safe Life Behaviours", "Golden Rules", "Critical Risks" and "Leadership Coaching" that are being implemented throughout the workforce.

Attention is given to achieve 100% Statutory Compliance in terms of requirements for Meetings and Inspections and Safety Alerts, Incidents Alerts and Monthly Topics have been rolled out.

Health – Emergency response and stabilisation capability at Tolukuma is now sized to cover two shifts running extended working hours and coordinating emergency evacuation support facilities, together with the Central Provincial Health Authority ("**CPHA**") with regards to the community members' hospital referral in Port Moresby with humanitarian flights provided by Tolu if necessary.

Environment – On 10 January 2025, the Conservation and Environment Protection Authority ("**CEPA**" or the "**Regulator**") approved the Company's permit amendment application and issued a new Environment Permit (Environment (Amendment) Permit EP-L3 (867)), authorising Tolu to carry out works on the restarting of the Tolukuma Gold Mine and to operate the modular 6 tph gravity plant and the dewatering of tailings by using "geotube" technology.

ESG - The Company is committed to ensuring that our activities have a long-term positive impact and will embed ESG fundamental principles and reporting activities to provide our stakeholders with a transparent view of Tolu Minerals' ongoing ESG progress.

The Company will determine the most appropriate ESG reporting framework that best suits its motivation for disclosure and will develop its ESG baseline during 2026.

Key stakeholder issues - Tolu and the Tolukuma Landowner Association ("**TLA**") have formalised monthly meetings for progressing various workstreams while a schedule is being developed for the review of the existing 2017 Memorandum of Agreement and Compensation Agreement by the Mineral Resources Authority. These workstreams include corporate compliance of the business arm entity of TLA for their participation in spin-off business opportunities and the establishment of a plan for business development as well as for employment and training which is being shared with TLA and the Central Provincial Government.

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REVIEW OF OPERATIONS

TOLUKUMA MINESITE

The Company continues to meet internal targets in progressing its key projects including significant infrastructure development. In particular, the key project to enable future major mine expansion including scope for increased resource access and potentially higher future production. Historical and new exploration show very high-grade intersections at the planned 1170 decline level.

In addition, the escalation of in-house drilling by advancing to eight (currently seven) rigs will allow further progress on the ramp up of surface and underground drilling.

Tolu has announced a Project to enable a major future mine expansion providing significant advancements including drilling expansion, resource upgrade and returning the plant to name plate capacity targeting 500 Tonnes per day (TPD) with production ramping up from quarter 1, 2027.

Mine Defining Project - Intended awarding of contracts for new infrastructure including substantial Access Tunnels, Dewatering, Underground Exploration and Long-term Tailings solution, Ore Haulage, Plant operations and additional personnel and vehicle access initially down to the 1170 portal.

- 1.4 kilometre tunnel/s (phase1) with potential of doubling in length
- Tailings planned for underground paste backfill
- New access to existing and future underground (UG) workings
- Addition of UG exploration drill platforms
- Superior ventilation and safety
- Treatment plant for roadway surfacing utilising tailings
- Overall substantial power savings (no pumping, less ventilation)

Expansion of exploration

- Drilling rig fleet to be increased to eight by June 2026
- Exploration focused on near mine pre-production restart
- Resource upgrade, growth and near mine upside with accelerated drilling forecast by quarter 3, 2026
- Substantial 13 kms of exploration roads completed in ML 104 for exploration advancement

Exploration Advantages from the Mine-Defining Project

Strategic underground access

- Planned incline provides access along the full 2 km strike length of the Tolukuma resource
- Access targets depths with confirmed strong gold and silver mineralisation (in southern half of current resource span)
- Deposit remains open at depth, presenting significant exploration upside
- Northern resource areas at incline depth remain to be drill-tested, offering high-grade discovery potential

Underground exploration cuddies

- Exploration cuddies developed off dewatering drives to support systematic underground exploration drilling
- Cuddies strategically positioned to optimally drill the Tolukuma vein array system

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REVIEW OF OPERATIONS

Advantages of underground drilling

- Superior drill accuracy and targeting compared with surface drilling
- Improved geological and metallurgical confidence from drilling in competent fresh rock
- Higher-quality geotechnical and rock mass data supporting robust resource modelling
- Lower all-in sustaining cost per metre drilled
- Reduced environmental footprint through minimal surface disturbance
- Improved safety and operational control in underground conditions
- Earlier definition of vein continuity, reducing geological and capital risk
- Faster integration of results into mine planning and design
- Exploration cuddies provide future development and drilling platforms, enhancing capital efficiency

Underground operations advancing

- Underground mining licence (Form 15) issued by the Authority
- First development explosive blasts fired
- Significant increase in dewatering outflow
- Critical Infrastructure (air, extractor bags, safety mesh installed and mine energised)
- Full access operations functioning and ready for underground mining
- Full underground operating fleet onsite
- Main and working drives rehabilitated and service ready

Processing plant

- Reconditioning of SAG mill, Knelson Concentrator and Acacia Reactor nearing completion
- Elution circuit refurbishment complete
- Leach tanks drained and serviced recovering 40 tonnes of leached carbon for processing
- Servicing conversion circuit for gold plant in preparation of full plant restart
- Ready to appoint preferred contractor to oversee completion of the refurbishment activities

Hydro Power Plant

- Term sheets being negotiated with preferred suppliers
- Power Purchase Agreement ("**PPA**") structure
- Power cost benefits quantified and reviewed commercially and technically
- PPA terms refined to protect mine economics
- Appointment of selected Hydro contractor and commencement of construction imminent
- Integration and synchronization plan with site diesel power generation being developed
- Target early Q1 2027 completion and Hydro power delivery

Assay Laboratory - Constructing a certified, full service - in house Assay facility

- Identified and selected critical equipment including Fire assay and Graphite Furnace AAS
- Risk assessment and analysis completed
- Equipment selected (Fire Assay)
- Finalising design in readiness for construction
- Improve assay turnaround to support mine grade control and reconciliation
- Expected to be operational quarter 3 2026

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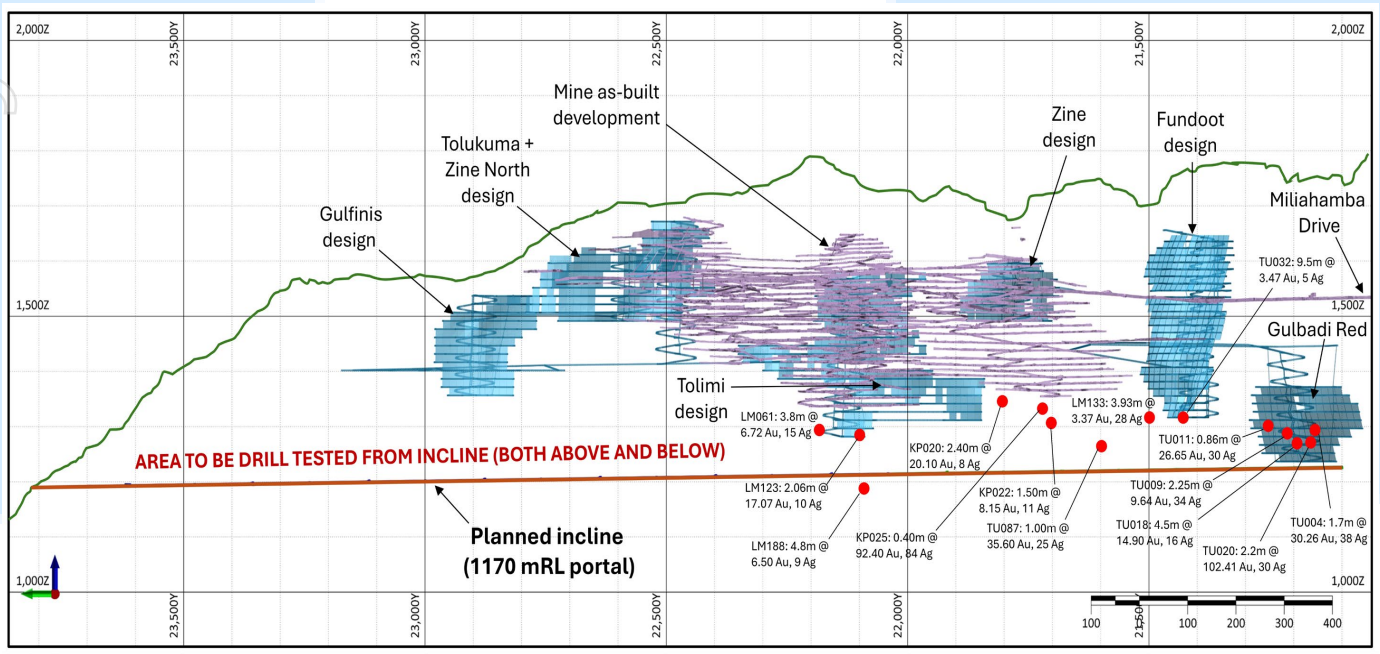


Figure 2 *Tolukuma long-section. Location of as-built underground infrastructure, existing stope designs and significant drill intercepts in the deeper zone proximal to the planned incline, collared at 1170 mRL. The northern half of the deposit at this elevation remains largely untested by drilling and represents a key exploration opportunity associated with the incline development. Note that Au and Ag values depicted are in grams per tonne.*

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REVIEW OF OPERATIONS

The Company continued to advance the Tolukuma Gold Mine programme, with steady progress achieved across mining, processing, infrastructure and support functions. Activities during the period were directed toward executing a structured and sequenced pathway to production, with a clear emphasis on safety, operational readiness and disciplined capital deployment.

Underground operations progressed materially, supported by ongoing mine dewatering, rehabilitation and the re-establishment of critical services. Development activity recommenced during the period, providing an important foundation for ore access and future mining flexibility. A short-term mine plan has been completed and is guiding day-to-day execution, while work continues on pathways that enable sustained underground access and production.

Exploration activities were concentrated on near-mine and mine-driven targets that directly support mine planning and early production outcomes. Surface and underground drilling programmes were advanced in a controlled manner, with results being progressively incorporated into mine design, scheduling and resource confidence. This approach ensures exploration effort remains closely aligned with operational delivery and value creation.

At the processing plant, the focus remained on practical measures to support early gold recovery and operational readiness. Targeted refurbishment and reconditioning activities were undertaken on key components, alongside progress on a diversion circuit designed to enable gold recovery ahead of full plant restart. In parallel, tailings and power strategies continued to be developed with an emphasis on staged implementation and protection of long-term mine economics.

Looking ahead, the Company enters 2026 with a clearly defined operational pathway, improving site readiness and a strong focus on execution. Progress across multiple workstreams reflects the sustained effort of the on-site and technical teams, who remain committed to advancing the Tolukuma Gold Mine restart in a safe, disciplined and methodical manner. Management remains focused on delivering tangible outcomes, maintaining cost control, and building momentum toward production for the benefit of all shareholders.

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REVIEW OF OPERATIONS

COMPETENT PERSON STATEMENT

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by or compiled under the supervision of Peter Swiridiuk - Member of the Aust. Inst. of Geoscientists. Peter Swiridiuk is a Technical Consultant and member of the Tolu Minerals Ltd. Advisory Board. Peter Swiridiuk has sufficient experience which is relevant to the type of mineralisation and type of deposit under consideration to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code of Reporting Exploration Results, Mineral Resources and Ore Resources. Peter Swiridiuk consents to the inclusion in the report of the matters based on the information in the form and context in which it appears. Additionally, Mr Swiridiuk confirms that the entity is not aware of any new information or data that materially affects the information contained in the ASX releases referred to in this report.

TOLU EXPLORATION LICENCE INFORMATION

The following table sets out the tenement information held at 31 March 2026.

License Number	Type of License	Tolu Ownership	Sub-blocks	Area * (km2)	Grant Date	Expiry Date
ML104 Tolukuma	Mining Lease	100%	N/A	7.71	01-Sep-21	28-Aug-32
EL2531Frontier	Exploration License	100%	29.73	101.38	25-Feb-19	24-Feb-25#
EL2385 Udava River	Exploration License	100%	58	197.78	26-May-16	25-May-24#
EL2535 Avole	Exploration License	100%	8	27.28	26-Jan-22	25-Jan-24#
EL2536 Fane	Exploration License	100%	30	102.30	26-Jan-22	25-Jan-24#
EL2538 Woitape	Exploration License	100%	14	47.74	26-Jan-22	25-Jan-24#
EL2539 Belavista	Exploration License	100%	29	98.89	26-Jan-22	25-Jan-24#
EL2723 Etasi	Exploration License	100%	54	183.30	08-Nov-22	07-Nov-24#
EL2662 Mt. Penck	Exploration License	100%	30	102.60	26-Oct-21	25-Oct-25#
EL2780 Ipi River	Exploration License	100%	116	395.56	03-Dec-24	02-Dec-26
ELA2859 Mt. Tafa	EL Application	100%	27	92.07	Pending	N/A
ELA2862 Mt. Tafa W	EL Application	100%	29	98.46	Pending	N/A
ELA2860 Karau	EL Application	100%	20	67.91	Pending	N/A
ELA2866 Namo	EL Application	100%	59	201.80	Pending	N/A
ELA2890 Mt. Kebea	EL Application	100%	67	228.47	Pending	N/A
ELA2938 Oro	EL Application	100%	80	272.80	Pending	N/A
TOTAL			**650.73**	**2,219**		

*1 sub-block approximately 3.41 sq.km # Pending MRA Renewal for a further two-year term

Notes: The PNG Mining Act-1992 stipulates that Exploration Licenses (ELs) are granted for a renewable 2-year term (subject to satisfying work and expenditure commitments) and the PNG Government maintains the right to purchase up to 30% project equity at "Sunk Cost" if/when a Mining Lease (ML) is granted.

EL2531, EL2385, EL2535, EL2536, EL2538, EL2539, EL2723 and EL2662 are currently subject to an extension renewal process. The tenements remain in force until determinations of renewal are made by the Mining Advisory Council. ELA2890 and ELA2938 are in process for Warden's Hearing.

The Warden Hearings for EL2531, ELA2859, ELA2860, ELA2862 and ELA2866 were completed between 21-22 and 28 July 2025 respectively.

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TOLU MINERALS LIMITED AND CONTROLLED ENTITIES

ARBN: 657 300 359

FINANCIAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2025

The Directors take pleasure in presenting the financial statements of Tolu Minerals Limited (the Company) and its subsidiaries (the Group) for the year ended 31 December 2025. In order to comply with the provisions of the Companies Act 1997, the Directors report is as follows:

DIRECTORS

The directors in office at any time during or since the end of the financial year, together with their qualifications and experience are:

John Anderson - Chairman & Non-Executive Director

John has over 30 years of experience in the Australian and Asia-Pacific resources sector, including 12 years as a senior executive in Santos Ltd with responsibility for operations in PNG. He has also held various executive positions in different resource companies across commercial, product marketing, energy solutions and acted as in house general counsel. He is also a Non-Executive Director of Platina Resources Ltd (ASX: PGM) and a Non-Executive Director and Chairman of Emu NL (ASX:EMU). John holds a Bachelor of Economics, Bachelor of Laws, Graduate Diploma in Commercial Law and is a Graduate of the Australian Institute of Company Directors.

Dr Chris Muller - Managing Director & Chief Executive Officer (CEO)

(Appointed 9 November 2025)

Chris was appointed Managing Director and CEO of Tolu in November 2025. He has more than 25 years of global mining and exploration experience across underground, open pit, and surface operations and brings a proven track record in mine restarts, resource development, and world-class discoveries.

For the past two decades, Chris has been deeply committed to Papua New Guinea's mining sector, where he has helped shape several landmark projects. As part of the Morobe Mining Joint Venture (a partnership between Newmont and Harmony Gold), he was instrumental in discoveries that established the Wafi/Golpu deposit as a world-class Au-Cu-Mo asset (ca. 70Moz Au Eq.). With K92 Mining, he was co-recipient of the prestigious Thayer Lindsley Award for the discovery of Kora North and contributed to the definition of multiple major resources (totalling ca. 22Moz Au Eq.). Dr Muller holds a first-class honours degree in economic geology from the University of Tasmania and a PhD from Macquarie University.

Larry Andagali - Non-Executive Director

Larry is a well-known and successful PNG Businessman with over 30 years of public and private experience. Larry is currently the Managing Director of TWL Group. He is the former chair of PNG Power Ltd and deputy chair of Kumul Petroleum Holdings Ltd. He has held various managerial and advisory roles for BP and ExxonMobil. Larry holds a Diploma in Secondary Teaching and an Advance Diploma in Teaching Science from the University of Goroka.

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Howard Lole - Executive Director - External Affairs PNG

Howard is a PNG National with over 25 years of experience in the public and private sectors, including financial, industrial and mining sectors. Former Chief Inspector of Mines responsible for development of several major mining projects in PNG and holder of Mine Manager Certificate issued under the PNG Mining Safety Act, Former Community Affairs Manager for K92 Mining Ltd, Simberi Gold Project and Lead Consultant for the Mt Kare Gold Exploration Project, among other roles. Howard is a current director of TWL Group. Howard holds a Bachelor of Engineering in Mining Engineering from the PNG University of Technology and a Master of Engineering Science with specialisation in the Mining Industry Management from the University of New South Wales. Howard also holds certificates of attendance at various company director courses offered by the PNG Institute of Company Directors and the PNG Institute of Banking and Business Management.

John (Iain) Macpherson - Managing Director & Chief Executive Officer (CEO)

(Resigned 9 November 2025)

Iain is a seasoned mining executive with well over 30 years of experience in senior management and executive roles in junior and major mining sectors. He has a track record of operating, developing and financing mining projects including having led significant stock market listings, specifically on the London and North American markets. Iain holds a Bachelor of Science in Mining Engineering from the Royal School of Mines, Imperial College, London University.

Craig Dawson - Chief Financial Officer (CFO), Assistant Company Secretary & Local Agent

Craig brings extensive financial management experience gained in ASX listed entities with both local and international operations in a variety of industries including media, financial services, gaming and wagering and more recently in the rapidly growing online and education sector. Most notably, Craig was the Chief Financial Officer of Wotif.com for over 4 years as the Group experienced rapid earnings growth, greatly extended its geographical reach and expanded its brands and products through both organic and acquisition growth. Prior to that, Craig was Queensland General Manager – Corporate Services at Tatts Group Limited (Tatts) heading up the finance and administration divisions of Tatts' Queensland operations. Craig holds a Bachelor of Commerce and is a Chartered Accountant.

COMMITTEE MEMBERSHIP

As at the date of this report, the Company has an Audit and Risk committee and an Environmental Health and Safety Committee. Members acting on the committees of the board during the year and up to the date of this report were:

Audit and Risk Committee (AC)	Environmental Health & Safety Committee (EH&S)
Larry Andagali (c)	Larry Andagali (c)
Howard Lole	John Anderson

(c) Designates the chairman of the committee.

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Nomination and Remuneration Committee (NRC)

The Board has not formally established a nomination and remuneration committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation. The Company will review this position annually and determine whether a nomination and remuneration committee needs to be established.

PRINCIPAL ACTIVITY

The principal activity of the Company during the period was mine refurbishment, readiness for mine restart and exploration activities. No significant change in the nature of these activities occurred during 2025.

OPERATING AND FINANCIAL REVIEW

The loss of the Company for the year after providing for income tax amounted to A$14,931,841 (2024: A$7,616,483).

The Directors are of the view that there are reasonable grounds to believe that the Group will be able to pay their debts as and when they become due and payable; and the attached financial statements and notes thereto are in accordance with the PNG Companies Act 1997, including compliance with accounting standards and give a true and fair view of the financial position and performance of the Company and the Group.

The results of the Company and the Group operations during the financial year have, in the opinion of the Directors, not been materially affected by items of an abnormal nature, other than those disclosed in the financial statements.

In the opinion of the Directors, no circumstances have arisen, that make adherence to the existing method of valuation of assets or liabilities of the Company and the Group misleading or inappropriate.

At the date of this report the Directors are not aware of any circumstances that would render the values attributed to current assets in the financial statements misleading.

No contingent liability other than that disclosed in the notes to the attached financial statements has become enforceable, or is likely to become enforceable, within a period of twelve months from the date of this report, that will materially affect the Bank and the Group in its ability to meet obligations as and when they fall due.

Cash Position

At 31 December 2025, the Company had cash reserves of A$51,192,624 (2024: A$16,738,502) and net current assets of A$49,749,941 (2024: A$15,244,521).

Risks

Risk management is overseen by the Audit and Risk Committee for the Group via the maintenance and review of an enterprise risk register. The following sets out a summary of some of the key risks relevant to the Company and its operations:

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RISK	DETAILS
Exploration and Evaluation Risk	The future value of Tolu will depend on its ability to find and develop resources that are economically recoverable within its Tenements. Mineral exploration and development is inherently highly speculative and involves a significant degree of risk. There is no guarantee that it will be economic to extract any resources or that there will be commercial opportunities available to monetise any resources.
PNG Specific Exploration Risk	PNG is a developing country with a democratic system of government, and well-established mining industry. There are, however, risks attaching to exploration and mining operations in a developing country which are not necessarily present in a developed country. These include economic, social or political instability or change, security concerns, hyperinflation, currency non-convertibility or instability and changes of law effecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licencing, export duties as well as government control over mineral properties.
Resource Estimates	Resource estimates are expressions of judgment based on knowledge, experience and industry practice. While these estimates may be appropriate when made and in the case of Tolukuma are substantially based on historically verified data and performance statistics, they may change significantly when new information or techniques become available.
Refurbishment of Existing Infrastructure Risk	The Company's core project, the Tolukuma Project, has been dormant (but secured) since 2015. The Tolukuma Gold Mine was previously flooded to approximately 1550mRL. The Company has developed resource conversion and exploration plans that are in part supported by existing infrastructure that has not been operated since 2015. The use of such infrastructure has been based on an assessment of the state of the infrastructure and equipment, but there can Be no guarantee that the refurbishment will be successful or that component parts of the refurbishment proceed according to budget and schedule.
PNG Government and Stakeholder Equity	It is PNG Government policy that the State has a right (which is expressed as a condition in each of the exploration licences) to take up an equity participation in a future mining project. The right is to purchase an interest of up to 30% at cost, although the State has not recently taken 30% in small or medium-sized mining projects. However, even if the PNG Government elects not to take up its rights in full, it may want to exercise this right to a limited extent in order to give local stakeholders an equity participation. Local stakeholder equity may be given free or on a carried interest basis. These issues cannot be negotiated with the PNG Government and the local stakeholders until the scope of the Company's projects are known and notification of a mining lease application has commenced. If the PNG Government were to exercise its right to take up an equity participation in any of the Company's projects, either for itself or for the local stakeholders, this may significantly affect the financial position of the Company.
Economic Conditions and Other Global or National Issues	General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.
Commercialisation, Infrastructure Access and Contractual Risks	Tolu's potential future earnings, profitability, and growth are likely to be dependent upon the Company being able to successfully implement some or all of its commercialisation plans. The ability for Tolu to do so is further dependent upon a number of factors, including matters which may be beyond the control of the Company. Tolu may be unsuccessful in securing identified customers or market opportunities. The Company is a party to various contracts, including those set forth in Section 9 of this Prospectus. Whilst Tolu will have various

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RISK	DETAILS
	contractual rights in the event of non-compliance by a contracting party, no assurance can be given that all contracts to which the Company is a party will be fully performed by all contracting parties. Additionally, no assurance can be given that if a contracting party does not comply with any contractual provisions, Tolu will be successful in securing compliance.
Environmental Risks	The Company's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards. These laws and regulations set standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards. They also establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. It is the Company's intention to conduct its activities in accordance with good industry practice, including compliance with all environmental laws. There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or a reduction in levels of production at producing properties or require abandonment or delays in development of new properties.
Operating Cost Risk	Tolukuma Gold Mine ceased mining operations and went into care and maintenance in 2015 and the then holding company subsequently entered liquidation in 2018 because the historical operators failed to maintain economically viable operating costs. While the Company has assessed the historical performance and has developed plans to mitigate operating costs (both exploration and tunnelling), these plans are dependent on the successful implementation of a number of critical capital projects, principally access road, dewatering portal and refurbishment of the hydro-electric power station, there can be no guarantee that these projects can be successfully implemented. The road to be built to support exploration activities would also have a longer-term benefit in helping any future operations at the Tolukuma Gold Mine and its surrounding areas by affording the Company the ability to significantly reduce the amount of helicopter services needed to support operations.
Exchange Rate Risk	The revenues, earnings, assets and liabilities of the Company may be exposed adversely to exchange rate fluctuations. The Company's revenue may be denominated in Australian Dollars or a foreign currency, such as PNG Kina or United States Dollars. As a result, fluctuations in exchange rates could result in unanticipated and material fluctuations in the financial results of the Company.
Exploration and Mining Regulatory Risk	The business of exploration, project development and mining involves many risks. Exploration is a high-risk activity that requires large amounts of expenditure over extended periods of time. There can be no guarantee that planned exploration and evaluation programs will lead to positive exploration and evaluation results or the delineation of a commercial deposit or, further, a commercial mining operation.
Tailings Management Risk	Tolukuma Gold Mine holds environmental permits for water harvesting and wastewater discharge (which currently includes partial riverine tailings disposal). The permits are subject to conditions and there is no guarantee that the conditions will be satisfied, or the permits will be sufficient for future purposes. The Company intends to look to identify and implement alternative tailings management processes. There can be no guarantee that the Company will identify suitable alternatives or that any alternatives so identified are economically viable.
Financing Risk	The Company's ability to effectively implement its business strategy over time will depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on reasonable terms or at all. Failure to obtain appropriate financing on a timely basis or reasonable terms may jeopardise the Company's projects (due to inability to meet minimum tenement expenditure commitments), result in a loss of business opportunity and excessive funding costs.

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RISK	DETAILS
Government Policy	Changes in relevant taxation, interest rates, other legal, legislative and administrative regimes, and government policies in PNG, may have an adverse effect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.
Operational Risk	The operations of the Company including exploration, the refurbishment of certain mining and processing infrastructure and bulk sampling may be affected by a range of factors. These include failure to achieve predicted grade in exploration and bulk sampling, sample collection, technical difficulties encountered in refurbishing infrastructure including plant and equipment, mechanical failure, cost escalation, adverse weather conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increase in the costs of consumables, spare parts, plant and equipment.
Mine Risks	In the event that the Company can recommence development after its exploration activities, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents.
Sustainability of Growth and Margins	The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside of the Company's control. Industry margins in the gold sector are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers.
Commodity Risk	The Company's long-term viability is ultimately expected to be largely derived from the mining and sale of minerals or interests related thereto. The price of various minerals has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic, financial and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, environmental regulation, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of mineral substitutes, mineral stock levels maintained by producers and others and inventory carrying costs.
Tenement Risks	Interests in tenements in PNG are governed by the mining acts and regulations that are current in that country and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.
Reliance on Key Personnel	Whilst the Company has a small number of executives and senior personnel, its progress in pursuing its exploration and evaluation programs within the time frames and within the costs structure as currently envisaged could be dramatically influenced by the loss of existing key personnel or a failure to secure and retain additional key personnel as the Company's exploration program develops.
Limited Operating History	Tolu is a relatively new exploration company with limited operating history. Tolu was incorporated in March 2020 and has yet to generate a profit from its activities. Accordingly, the Company has a limited operating history in PNG or Australia and has limited historical financial information and record of performance.

2026 Outlook

Looking ahead, the Company enters the next year with a clearly defined operational pathway, improving site readiness and a strong focus on execution. Management remains focused on delivering tangible outcomes, maintaining cost control, and building momentum toward production for the benefit of shareholders.

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OPERATING AND FINANCIAL REVIEW (CONTINUED)

Directors' shareholdings as of the date of this report

Director	Shares
John Anderson	3,300,000
Chris Muller	2,020,000
Howard Lole	15,800,900
Larry Andagali	11,353,572

Significant changes in state of affairs

There were no significant changes in the Company's state of affairs that occurred during the financial year, other than those referred to elsewhere in this report.

After balance date events

On 23 March 2026, the Company announced that it had agreed to a binding offer from Petrindo and Petrosea and/or their subsidiaries to invest $23.75 million into Tolu based on the allocation of 14,615 385 new shares at an offer price of $1.625 per share. This investment will be enabled through a new convertible note with conversion pending shareholder approval to be obtained at the next meeting of shareholders.

Other than as noted elsewhere in this report, there has been no other significant events post balance date.

Dividends paid

There have been no dividends paid or payable in 2025 (2024 Nil).

Indemnification and insurance of directors and officers

During the financial year, the Company paid premiums for directors' and officers' liability insurance in respect of Directors and officers, including executive officers of the Company and Directors, executive officers and secretaries of its controlled entities. The terms of the policy prohibit disclosure of details of the insurance cover and premiums.

Independent auditor's report

The financial statements have been audited and should be read in conjunction with the independent auditor's report on pages 59 – 60. Details of amounts paid to the auditors for audit services are shown in Note 6 of the Notes to the Financial Statements.

Donations and sponsorships

No donations and sponsorship have been paid by the Group during the year (2024: Nil).

Change in accounting policies

Changes to accounting policies that impacted the Group's result during the year are included in Note 1(a) to the financial statements.

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REMUNERATION REPORT

This remuneration report for the year ended 31 December 2025 outlines the remuneration arrangements of Tolu Minerals Limited (the Company) and its controlled entities (the Group) in accordance with the requirements of Section 212 of the PNG Companies Act.

The remuneration report details the remuneration arrangements for key management personnel (**"KMP"**) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

For the purposes of this report, the term "executive" includes the executive directors and other senior executives of the Group.

Nomination and Remuneration Committee

The Board has not formally established a nomination and remuneration committee as the Directors consider that the Company is not of a size nor are its affairs of such complexity as to justify the formation. The Company will review this position annually and determine whether a nomination and remuneration committee needs to be established.

Until such time a nomination and remuneration committee is established, the board approves the remuneration arrangements of the executives. The Board also sets the aggregate remuneration of NEDs, which is then subject to shareholder approval, and NED fee levels. The board did not seek advice from external remuneration consultants during the year.

The remuneration of the Executive Directors and Non-Executive Directors is set by the Chairman of Directors and ratified by the Board of Directors.

The following persons were directors of the Company during the financial year:

John Anderson	Chairman & Non-Executive Director	
John Macpherson	Managing Director & Chief Executive Officer (CEO)	*(Resigned 9 November 2025)*
Chris Muller	Managing Director & Chief Executive Officer (CEO)	*(Appointed 9 November 2025)*
Larry Andagali	Non-Executive Director	
Howard Lole	Executive Director	

Executives (other than directors) with the greatest authority for strategic direction and management

The following persons were executives with the highest authority for the strategic direction and management of the Group ("specified executives") during the financial year:

Craig Dawson	Chief Financial Officer (CFO)	
Chris Muller	Executive Group Geologist	*(Appointed 13 January 2025)*
Werner Swanepoel	Chief Operating Officer (COO)	*(Resigned 31 August 2025)*

These executives are also considered part of the Key Management Personnel of the Group.

REMUNERATION REPORT (CONTINUED)

Remuneration of directors and executives

Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Executive and non-executive directors

Fees and payments to executives and non-executive directors reflect the demands which are made on, and the responsibilities of the directors. Executive and non-executive directors' fees and payments are reviewed annually by the Board.

Directors' fees

There were Directors' fees payable during the year to the NEDs with the executive director receiving a fixed salary of a full-time employee.

Executives' pay

The executive pay, and reward framework has the following components:

Base pay benefits	Other remuneration such as fringe benefits & superannuation

Additionally, executives may be remunerated through the grant of Options, Performance Rights and other bonus payments determined at the discretion of the Board.

Base pay

Base pay is structured as a total employment cost package which is delivered in cash. Executives are offered a competitive base pay that comprises the fixed component of pay. Base pay for senior executives is reviewed annually. An executive's pay is also reviewed on promotion. There are no guaranteed base pay increases fixed in any senior executives' contracts.

Retirement benefits

Retirement benefits are delivered under a range of different superannuation funds. These funds provide accumulated benefits. Where applicable, statutory amounts are contributed to super funds for all Australian based Directors and Executives.

Executive contractual arrangements

Remuneration arrangements for other executives are formalised in employment agreements. Details of these contracts are provided below. All other executives have contracts with unspecified ending dates. The contracts are continuing unless terminated by either party.

Executive termination provisions are as follows:

	Employer initiated termination	Termination for cause	Employee initiated termination
Executive notice period	6 months	None	3 Months

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REMUNERATION REPORT (CONTINUED)

Details of Remuneration

Details of the entitlements of each director of the Company and the specified executive of the Group to be remunerated, including their personally related entities, are set out in the following tables.

Directors

The Constitution of the Company provides that the Non-Executive Directors are entitled to remuneration as determined by the Company in a general meeting to be apportioned among them in such manner as the Directors agree and, in default of agreement, equally. The aggregate maximum remuneration is currently A$350,000 per annum. Additionally, Non-Executive Directors will be entitled to be reimbursed for properly incurred expenses.

Non-Executive Directors who are appointed to various committees of the Board are entitled to receive A$6,000 for each committee appointment.

Director & specified executives disclosure entitlements – Current year

2025	Short term benefits			Post-employment	Share-based payments		Total
Name	Cash Salary	Directors Fees	Other	Superannuation	Options	Rights	
	$	$	$	$	$	$	$
Christopher Muller*	387,718	-	-	45,625	-	764,717	1,198,060
Iain Macpherson**	412,144	-	-	-	-	1,722,991	2,135,135
John Anderson	-	81,000	-	9,518	-	-	90,518
Larry Andagali	-	72,000	-	-	-	498,357	570,357
Howard Lole	93,477	-	58,049	-	-	53,547	205,073
Werner Swanepoel***	300,000	-	-	-	-	-	300,000
Craig Dawson	395,814	-	23,829	49,434	-	477,948	947,025
Total	**1,589,154**	**153,000**	**81,878**	**104,576**	**-**	**3,517,560**	**5,446,167**

Director & specified executives disclosure entitlements – Comparative year

2024	Short term benefits			Post-employment	Share-based payments		Total
Name	Cash Salary	Directors Fees	Other	Superannuation	Options	Rights	
	$	$	$	$	$	$	$
Iain Macpherson	441,666	-	-	-	-	623,849	1,065,515
John Anderson	-	81,000	-	10,635	-	-	91,635
Brian Moller****	-	36,149	-	-	-	-	36,149
Larry Andagali	-	74,000	-	-	-	-	74,000
Howard Lole	76,559	-	76,611	-	-	62,385	215,555
Werner Swanepoel***	400,000	-	-	-	-	-	400,000
Craig Dawson	175,000	-	-	19,750	-	-	194,750
Total	**1,093,225**	**191,149**	**76,611**	**30,385**	**-**	**686,233**	**2,077,603**

* Commenced as a KMP on 13 January 2025. Appointed MD and CEO on 9 November 2025
** Resigned on 9 November 2025
*** Commenced on 12 February 2024, Resigned on 31 August 2025
**** Resigned on16 June 2024

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REMUNERATION REPORT (CONTINUED)

Director and key management personnel options and rights holdings,

During the year the following Performance Rights were issued to current KMP:

Director/KMP	Number of Rights
Chris Muller	2,000,000
Larry Andagali	2,000,000
Craig Dawson	1,250,000

Employee share and awards plan

The Company has an Employee Shares and Awards Plan (Plan) which was adopted by the Board on 30 November 2022. A summary of the key terms of the Plan is set out below:

(a) Eligibility

The Plan extends to each Director of the Company, full or part-time employee, casual employee, contractor, prospective participants or any other person who is a "primary participant" as set out in section 1100L of the Corporations Act (Eligible Person). The Plan extends to an immediate family member of an Eligible Person, a Company whose members comprise no persons other than the Eligible Person to immediate family members of the Eligible Person, a corporate trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the Eligible Person is a director of the trustee or any other person who is a "primary participant" as set out in section 1100L of the Corporations Act (Eligible Associate). For the purposes of this summary, an Eligible Person or an Eligible Associate who accepts an offer from the Board to participate in the Plan is a 'Participant'.

(b) Types of Offers

The Plan allows for the offer of the following to Participants:

(1) Options to subscribe for and be allotted fully paid ordinary Shares in the capital of the Company upon payment of the exercise price and subject also to vesting criteria (if applicable); and

(2) Performance Rights to be issued, transferred, or allocated fully paid ordinary Shares in the capital of the Company subject to the satisfaction of the Plan, offer, performance hurdles, and any disposal restrictions. For the purposes of this summary, an Option or Performance Right or any combination of them is an 'Award'.

(c) Restrictions

Offers made under the Plan are subject to compliance with the Corporations Act, the Companies Act, and any other applicable law, including the insider trading provisions of Division 3 of Part 7.10 of the Corporations Act and the Company's securities trading policy. The Board, at its discretion, may offer and issue restricted Awards under this Plan upon the terms and conditions it sees fit, including, without limitation, the length of and any exceptions to such restriction imposed.

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REMUNERATION REPORT (CONTINUED)

(d) Discretion of Board

The Plan is administered by the Board (or any other committee of the Board to which power to administer the Plan has been delegated) (Administrators) and the Administrators have the discretion to determine:

(1) the eligibility of persons to participate in the Plan;
(2) number of Options and/or Performance Rights to be granted;
(3) terms and conditions of any Options and/or Performance Rights granted under the Plan; and
(4) the vesting criteria (subject to certain requirements contained in the Plan).

(e) Requirements for Offers

An offer under the Plan must be in writing and specify:

(1) the name and address of the Eligible Person or Eligible Associate (where applicable) to whom the offer is made;
(2) the number and type of Awards being offered;
(3) the period commencing on the award commencement date and (unless the Board determines otherwise) expiring on the date nominated by the Board at its sole discretion at the time of the grant of the Award;
(4) the exercise price for any Options on offer;
(5) the date of the offer;
(6) the date, being not more than 30 days after the date of the offer by which the offer must be accepted;
(7) any applicable vesting requirements;
(8) any performance hurdle applying to the offer or the Awards;
(9) any other terms and conditions attaching to the offer or the Awards including, without limitation, whether any restrictions contemplated in the Plan will be imposed on the Awards being offered;
(10) whether deferral of any taxation in accordance with Division 83A-C of the Income Tax Assessment Act 1997 (Cth) is to apply to the offer; and
(11) any other information required by the Corporations Act or Companies Act.

(f) Acceptance of Offer

An offer will be accompanied by an Acceptance Form, the terms and conditions of the Plan and a summary of the Plan. An Eligible Person or Eligible Associate may accept the offer by delivering to the Company the completed Acceptance Form by the time specified in the offer and paying the issue price applicable to the offer in cleared funds.

(g) Exercise Price Each Option issued under the Plan is exercisable into one Share at the exercise price determined by the Board at its sole discretion.

(h) Shares to Rank Equally Any securities allotted under the Plan will rank pari passu in all respects with the securities of the same class for the time being on issue with the exception of:

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REMUNERATION REPORT (CONTINUED)

(1) any rights attaching to other securities by virtue of entitlements arising from a record date prior to the date of the allotment in respect of those securities: and

(2) any other restrictions that may apply.

(i) Issue Limit

The total number of securities which may be offered by the Company under this Plan shall not at any time exceed 5% of the Company's total issued Shares when aggregated with the number of securities issued or that may be issued as a result of offers made at any time during the previous three-year period under:

(1) an employee incentive scheme covered by the Corporations Act or the Companies Act; or

(2) an ASIC exempt arrangement of a similar kind to an employee incentive scheme.

(j) Vesting of Awards

The Company must provide an issue notice to the Participant once a Participant's Awards have been vested. A Participant's Awards may only be vested if:

(1) the Award has not lapsed in accordance with the Plan rules; and

(2) the performance hurdle and any other relevant conditions attaching to the Awards have been satisfied.

(k) Exercise of Awards

No Award can be exercised until it has vested under the relevant vesting conditions. Once an Award can be exercised, the Participant may subscribe for and be allotted one (1) Share at the relevant exercise price (if applicable).

An Award is exercised by:

(1) in the case of Options, the Participant lodging with the Company a notice in writing exercising the Award in such form prescribed by the Board from time to time specifying the number of Shares in respect of which the Options are being exercised (Award Exercise Notice);

(2) the receipt by the Company of a payment by or on behalf of the Participant in immediately available funds of the total exercise price payable for those Options nominated in the Award Exercise Notice; and

(3) the Participant lodging with the Company the certificate for those Awards, for cancellation by the Company.

Upon the exercise of an Award, the Company must issue and allot a Share or procure the transfer of a Share to the Participant.

(l) New Issues

Award holders do not have any right to new issues of securities made to Shareholders generally.

(m) Dividends

Award holders are not entitled to participate in any dividends unless their Awards are exercised or vested before the record date.

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REMUNERATION REPORT (CONTINUED)

(n) Rights of Participants

(1) In general, nothing in the Plan or participation in the Plan:

(a) confers on any Eligible Person the right to continue as a Director, employee or contractor; or

(b) confers on any Eligible Person the right to become or remain a Director, employee or contractor or to participate under the Plan;

(c) will be taken into account in determining an Eligible Person's salary or remuneration for the purposes of superannuation or other pension arrangements (where applicable);

(d) affects the rights and obligations of any Eligible Person under the terms of their office, employment with the Company or Associated Body Corporate;

(e) affects any rights which the Company may have to terminate the office, employment or engagement of an Eligible Person or will be taken into account in determining an Eligible Person's termination or severance pay;

(f) may be used to increase damages in any action brought against the Company or an Associated Body Corporate in respect of any such termination; or

(g) confers any responsibility or liability on the Company or Associated Body Corporate or their directors, officers, employees, representatives or agents in respect of any taxation liabilities of the Eligible Person.

(2) Terms of employment, consulting arrangements or appointments are not affected by the Plan rules.

(o) Termination or Suspension of Plan

The Plan may be terminated or suspended at any time by resolution of the Directors and notification to the ASX in accordance with the ASX Listing Rules

END OF REMUNERATION REPORT

Signed on 31 March 2026 in accordance with a resolution of the Directors of Tolu Minerals Limited





John Anderson
Chair

Chris Muller
Managing Director & CEO

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Consolidated Group 2025 $	2024 $
REVENUE AND OTHER INCOME			
Other income	4	-	376,745
Interest income		406,623	56,368
TOTAL REVENUE AND OTHER INCOME		406,623	433,113
Depreciation and amortisation expense	5	(481,802)	(233,033)
Employee benefits expense		(11,135,797)	(4,740,653)
Finance costs	5	(498,396)	(413,017)
Foreign currency gain (loss)		(119,370)	(132,639)
Legal and professional fees		(324,811)	(385,923)
Travel expenses		(1,025,640)	(1,053,519)
Fair value loss on financial liabilities through the profit or loss		(69,799)	(63,253)
Other expenses		(1,682,849)	(1,027,559)
PROFIT (LOSS) BEFORE INCOME TAX EXPENSE		**(14,931,841)**	**(7,616,483)**
Income tax (expense) / benefit	7	-	-
PROFIT (LOSS) FOR THE YEAR		**(14,931,841)**	**(7,616,483)**
OTHER COMPREHENSIVE INCOME			
Items that may be reclassified to profit or loss in subsequent years (net of tax):			
Translation of foreign operations		(3,988,182)	554,865
TOTAL OTHER COMPREHENSIVE INCOME /(LOSS)		**(3,988,182)**	**554,865**
TOTAL COMPREHENSIVE INCOME /(LOSS)		**(18,920,023)**	**(7,061,618)**

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2025

	Note	Consolidated Group 2025 $	2024 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	51,192,624	16,738,502
Receivables		4,292,034	2,220,020
Prepayments		408,847	494,361
TOTAL CURRENT ASSETS		55,893,505	19,452,883
NON-CURRENT ASSETS			
Property, plant and equipment	9	7,465,622	393,290
Intangible assets	9	44,972	17,926
Lease assets	12	695,471	262,382
Mine tenements, information and other assets	10	63,759,852	34,338,893
Security deposits	11	116,325	66,647
TOTAL NON-CURRENT ASSETS		72,082,242	35,079,138
TOTAL ASSETS		127,975,747	54,532,021
LIABILITIES			
CURRENT LIABILITIES			
Payables	13	4,882,614	4,015,844
Lease liabilities - current	12	218,814	156,640
Borrowings - current	14	856,290	-
Provisions		185,846	35,878
TOTAL CURRENT LIABILITIES		6,143,564	4,208,362
NON-CURRENT LIABILITIES			
Lease liabilities - non-current	12	511,946	122,029
Borrowings - non-current	14	5,382,575	4,816,815
Contingent consideration liability	11	744,189	674,390
TOTAL NON-CURRENT LIABILITIES		6,638,710	5,613,234
TOTAL LIABILITIES		12,782,274	9,821,596
NET ASSETS		115,193,473	44,710,425
EQUITY			
Issued capital	15	144,062,313	60,509,187
Reserves	16	2,259,926	398,163
Accumulated losses	16	(31,128,766)	(16,196,925)
TOTAL EQUITY		115,193,473	44,710,425

For and on behalf of the Directors,

John Anderson
Chair

Chris Muller
Managing Director & CEO

The above statement of financial position should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2025

	Consolidated Group			
	Share Capital	Accumulated Losses	Reserves	Total
	Note 15	Note 16	Note 16	
	$	$	$	$
BALANCE AT 1 JANUARY 2024	**26,739,403**	**(8,580,442)**	**(940,152)**	**17,218,809**
Comprehensive income				
Profit for the period	-	(7,616,483)	-	(7,616,483)
Other comprehensive loss for the period	-	-	554,865	554,865
Total comprehensive gain/ (loss) for the period	-	(7,616,483)	554,865	(7,061,618)
Transactions with owners, in their capacity as owners, and other transfers				
Shares issued during the period	35,947,148	-	-	35,947,148
Transaction costs	(2,177,364)	-	-	(2,177,364)
Share-based payments	-	-	783,450	783,450
Total transactions with owners and other transfers	33,769,784	-	783,450	34,553,234
BALANCE AT 31 DECEMBER 2024	**60,509,187**	**(16,196,925)**	**398,163**	**44,710,425**
Comprehensive income				
Profit for the period	-	(14,931,841)	-	(14,931,841)
Other comprehensive loss for the period	-	-	(3,988,182)	(3,988,182)
Total comprehensive gain/ (loss) for the period	-	(14,931,841)	(3,988,182)	(18,920,023)
Transactions with owners, in their capacity as owners, and other transfers				
Shares issued during the period	88,643,143	-	-	88,643,143
Transaction costs	(5,090,017)	-	-	(5,090,017)
Share-based payments	-	-	5,849,945	5,849,945
Total transactions with owners and other transfers	83,553,126	-	5,849,945	89,403,071
BALANCE AT 31 DECEMBER 2025	**144,062,313**	**(31,128,766)**	**2,259,926**	**115,193,473**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2025

	Note	Consolidated Group 2025 $	2024 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees		(9,397,278)	(4,487,452)
Interest received		220,361	55,325
Finance costs		(60,929)	(42,241)
Net cash used in operating activities	17 (a)	**(9,237,846)**	**(4,474,368)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for property, plant and equipment		(6,819,403)	(384,986)
Purchase of intangible assets		(30,566)	(26,934)
Payments for exploration & evaluation		(34,292,000)	(24,152,941)
Payments for other non-current assets		(64,199)	(65,605)
Net cash provided investing activities		**(41,206,168)**	**(24,630,466)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		88,643,143	35,524,067
Proceeds from borrowings		1,776,734	-
Repayment of borrowings		(209,555)	-
Principal repayments - lease liabilities	12	(229,787)	(137,545)
Transaction costs on shares		(5,090,017)	(2,144,864)
Net cash provided by financing activities		**84,890,518**	**33,241,658**
Net increase / (decrease) in cash held		34,446,504	4,136,824
Effect of exchange rates on cash holdings in foreign currencies		7,618	(15,372)
Cash and cash equivalents at beginning of financial year		16,738,502	12,617,050
Cash and cash equivalents at end of financial year		**51,192,624**	**16,738,502**

The above statement of cash flows should be read in conjunction with the accompanying notes.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

NOTE 1 CORPORATE INFORMATION

The consolidated financial report of Tolu Minerals Limited (the Company) and its controlled entities (the Group) for the year ended 31 December 2025 was authorised for issue in accordance with a resolution of the directors on 31 March 2026.

Tolu Minerals Limited is a Company limited by shares incorporated in Papua New Guinea whose shares are publicly traded on the Australian Securities Exchange (ASX Code: TOK). The Group is a for-profit entity for the purposes of preparation of this financial report. The nature of the operations and principal activities of the Group are described in the Directors' report.

NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and the PNG Companies Act 1997. The information is in compliance with the recognition and measurement requirements of International Accounting Standards and Interpretations issued by the International Accounting Standards Board ('IASB') and International Financial Reporting Interpretations Committee ('IFRIC') respectively, in substantial equivalence to Chapter 2M.3 of the Corporations Act 2001. They are presented in Australian dollars.

The financial report covers Tolu Minerals Limited as an individual entity. Tolu Minerals Limited is a for-profit entity for the purpose of preparing the financial statements.
The following are the significant accounting policies adopted by the Company in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

(a) Basis of preparation of the financial report

Historical Cost Convention

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets and liabilities as described in the accounting policies.

Significant accounting estimates and judgements

The preparation of the financial report requires the use of certain estimates and judgements in applying the Company's accounting policies. Those estimates and judgements significant to the financial report are disclosed in Note 2 to the financial statements.

(b) Foreign currency transactions and balances

Functional and presentation currency

The financial statements are presented in Australian dollars which is the Company's presentation currency. The Company's functional currency is Papua New Guinea Kina.

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Transactions and Balances

Transactions undertaken in foreign currencies are recognised in the Company's functional currency, using the spot rate at the date of the transaction.

in profit or loss for the period in which they arise. Foreign currency monetary items that are outstanding at the reporting date (other than monetary items arising under foreign currency contracts where the exchange rate for that monetary item is fixed in the contract) are restated to the spot rate at the reporting date. Except for certain foreign currency hedges, all exchange gains or losses are recognised.

(c) Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

(d) Income tax

Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognised for temporary differences at the applicable tax rates when the assets are expected to be recovered, or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not recognised if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(e) Evaluation expenditure

Evaluation costs, including the costs of acquiring licenses, are capitalised as evaluation assets on an area of interest basis. Costs incurred before the Company has obtained legal rights to evaluate / develop an area are expensed in the profit or loss.

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Evaluation assets are only recognised if the rights to the area of interest are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest or by its sale; or
- activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability, and the facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash generation unit shall not be larger than the area of interest.

Once technical feasibility and commercial viability of the area of interest are demonstrable, evaluation assets attributable to that area are first tested for impairment and then reclassified from evaluation assets to property and development assets within property, plant and equipment.

(f) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, short-term deposits with an original maturity of three months or less held at call with financial institutions, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(g) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value adjusted for transaction costs, except where the instrument is classified as fair value through profit or loss, in which case transaction costs are immediately recognised as expenses in the profit or loss.

Classification of financial assets

Financial assets recognised by the Company are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the Company irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (FVtOCI) in accordance with the relevant criteria in AASB 9.

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets not irrevocably designated on initial recognition at FVtOCI are classified as subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (FVtPL) on the basis of both:

(a) the Company's business model for managing the financial assets; and

(b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the Company for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value. All other financial liabilities recognised by the Company are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the Company's transactions with its customers and are normally settled within 30 days.

Consistent with both the Company's business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

Trade payables

Trade payables are obligations on the basis of normal credit terms and do not bear interest. Trade payables denominated in a foreign currency are translated into Australian dollars using the exchange rate at the reporting date. Foreign exchange gains or losses are included in other income or other expenses.

(h) Property, plant and equipment

Each class of plant and equipment is measured at cost or fair value less, where applicable, any accumulated depreciation and any accumulated impairment losses.

Plant and equipment

Plant and equipment is measured at cost, less accumulated depreciation and any accumulated impairment losses.

Depreciation

The depreciable amount of all other property, plant and equipment is depreciated over their estimated useful lives commencing from the time the asset is held available for use, consistent with the estimated consumption of the economic benefits embodied in the asset.

Class of fixed asset	Useful lives	Depreciation basis
Computers equipment at cost	2-5yrs	Straight Line
Office equipment at cost	5-10yrs	Straight Line
Motor Vehicles	5-8 yrs	Straight Line
Mining Equipment at cost	5-10 yrs	Straight Line

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Exploration and evaluation costs

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Company has obtained legal rights to explore an area expensed in the profit or loss.

Exploration and evaluation assets are only recognised if the rights to the area of interest are current and either:

1. the expenditures are expected to be recouped through successful development and exploitation of the area of interest or by its sale; or
2. activities in the area of interest have not, at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability, and the facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash-generating unit shall not be larger than the area of interest.

Once technical feasibility and commercial viability of the area of interest are demonstrable, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified from exploration and evaluation assets to property and development assets within property, plant, and equipment or intangible, as applicable.

(j) Impairment of non-financial assets

Goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are not subject to amortisation and are therefore tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

For impairment assessment purposes, assets are generally grouped at the lowest levels for which there are largely independent cash flows ('cash generating units'). Accordingly, most assets are tested for impairment at the cash generating unit level. Because it does not generate cash flows independently of other assets or groups of assets, goodwill is allocated to the cash generating unit or units that are expected to benefit from the synergies arising from the business combination that gave rise to the goodwill.

Assets other than goodwill, intangible assets not yet ready for use and intangible assets with indefinite useful lives are assessed for impairment whenever events or circumstances arise that indicate the asset may be impaired.

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

An impairment loss is recognised when the carrying amount of an asset or cash generating unit exceeds the asset's or cash generating unit's recoverable amount. The recoverable amount of an asset or cash generating unit is defined as the higher of its fair value less costs to sell and value in use (where 'value in use' is determined as the present value of the future cash flows expected to be derived from an asset or cash-generating unit).

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is measured at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and is recognised in other comprehensive income to the extent that it does not exceed the amount in the revaluation surplus for the same asset. Impairment losses in respect of cash generating units are allocated first against the carrying amount of any goodwill attributed to the cash generating unit with any remaining impairment loss allocated on a pro rata basis to the other assets comprising the relevant cash generating unit.

A reversal of an impairment loss for an asset measured at cost is recognised in profit or loss. A reversal of an impairment loss for an asset measured at a revalued amount is treated as a revaluation increase and is recognised in other comprehensive income, except to the extent that an impairment loss on the same asset was previously recognised in profit or loss, in which case a reversal of that impairment loss is also recognised in profit or loss.

(k) Going concern

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

The Company incurred a loss from ordinary activities of A$14,931,841 during the year ended 31 December 2025 (2024:A $7,616,483).

Since listing on the ASX in November 2023, the Company has continued to successfully undertake capital raisings, completing a further two raisings during the year. These comprised share placements on 7 May 2025 totalling A$27.25 million and on 16 October 2025 totalling A$60.5 million.

These funds were raised to support the Company's expenditure commitments and operating costs associated with exploration activities at the Tolukuma Project and the Mt Penck Project, as well as general working capital, corporate overheads, administrative costs, and other operating expenses.

On this basis no adjustments have been made to the financial report relating to the recoverability and classification of the carrying amount of assets or the amount and classification of liabilities that might be necessary should the Company not continue as a going concern. Accordingly, the financial report has been prepared on a going concern basis.

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NOTE 1a SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Comparatives

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

NOTE 2 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

In the process of applying the Company's accounting policies, management makes various judgements that can significantly affect the amounts recognised in the financial statements. In addition, the determination of carrying amounts of some assets and liabilities require estimation of the effects of uncertain future events. Outcomes within the next financial year that are different from the assumptions made could require a material adjustment to the carrying amounts of those assets and liabilities affected by the assumption.

The following outlines the major judgements made by management in applying the Company's accounting policies and/or the major sources of estimation uncertainty, that have the most significant effect on the amounts recognised in the financial statements and/or have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

(a) Impairment of exploration and evaluation expenditure

Exploration and evaluation assets are assessed for impairment in accordance with the accounting policy disclosed in Note 1(i).

The accounting policy requires management to make certain estimates and assumptions as to future events and circumstances. These estimates and assumptions may change as new information becomes available. If, after having capitalised expenditure under the accounting policy, a judgement is made that recovery of the expenditure is unlikely, the relevant capitalised amount will be expensed in the statement of profit or loss and other comprehensive income.

The Company believes it has complied with all licence conditions, including minimum expenditure requirements, and is not aware of any matters or circumstances that have arisen that would result in the Company's application for renewal of the exploration licences not being granted in the ordinary course of business.

The Company has determined that no impairment of the capitalised exploration and evaluation expenditure relating to these exploration licences is necessary as it is considered that there is a reasonable basis to expect that the renewal applications will be granted and that the Company is otherwise proceeding with exploration and development activities on the exploration licences. Should any of the exploration licences not be renewed, the relevant capitalised amount as at 31 December 2025 will be expensed in the statement of profit or loss and other comprehensive income.

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NOTE 3 OPERATING SEGMENTS

The Company's operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')), in assessing performance and in determining the allocation of resources.

The Directors are of the opinion that there is one reportable segment as the CODM reviews results, assesses performance and allocates resources at a Company level.

NOTE 4 OTHER REVENUE AND OTHER INCOME

	2025 $	2024 $
Refund of legal fees (ii)	-	368,878
Other	-	7,867
Total other income	-	376,745

(ii) Represents the write back of legal fees

NOTE 5 OPERATING PROFIT

	Consolidated Group	
	2025 $	2024 $
Losses before income tax has been determined after:		
Finance costs		
- Lease Liabilties - finance charges	51,785	29,064
- Convertible notes	372,624	356,947
- Equipment finance	40,982	-
- Other	33,005	27,006
Total finance costs	498,396	413,017
Depreciation and amortisation expense		
- Computers	50,955	17,035
- Office equipment	2,979	3,695
- Motor vehicles	57,536	45,637
- Mining Equipment	136,717	6,837
- Software & other intangible assets	18,876	9,008
- Lease assets	214,739	150,821
Total depreciation and amortisation expense	481,802	233,033

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NOTE 6 REMUNERATION OF AUDITORS

	Consolidated Group 2025 $	Consolidated Group 2024 $
Kowas Chartered Accountants (Port Moresby)		
- Audit or review of finanical report	39,647	37,006
Total remuneration of auditors	39,647	37,006

NOTE 7 INCOME TAX

	Consolidated Group 2025 $	Consolidated Group 2024 $
INCOME TAX RECONCILIATION		
The prima facie tax payable on profit/ (loss) before	(4,479,552)	(2,284,945)
Add tax effect of:		
Deferred tax assets not recognised	4,479,552	2,284,945
Income tax expense attributable to profit / (loss)	-	-

NOTE 8 CASH AND CASH EQUIVALENTS

	Consolidated Group 2025 $	Consolidated Group 2024 $
Cash at bank	51,192,624	16,738,502
	51,192,624	16,738,502

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NOTE 9 PROPERTY PLANT AND EQUIPMENT

PROPERTY PLANT AND EQUIPMENT	Consolidated Group 2025 $	Consolidated Group 2024 $
Work in progress	808,215	-
Computer equipment at cost	198,314	97,556
Accumulated depreciation	(71,094)	(19,320)
	127,220	78,236
Office equipment at cost	33,286	23,657
Accumulated depreciation	(3,818)	(5,565)
	29,468	18,092
Motor vehicles at cost	296,393	268,776
Accumulated depreciation	(98,703)	(48,316)
	197,690	220,460
Mining equipment at cost	6,442,608	84,455
Accumulated depreciation	(139,579)	(7,953)
	6,303,029	76,502
Total property plant and equipment	7,465,622	393,290

INTANGIBLE ASSETS	Consolidated Group 2025 $	Consolidated Group 2024 $
Software & other intangible assets	72,857	26,934
Accumulated amortisation	(27,885)	(9,008)
	44,972	17,926
Total Intangible Assets	44,972	17,926

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NOTE 9 PROPERTY PLANT AND EQUIPMENT (CONTINUED)

Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year.

	Work in progress (WIP)	Computer equipment	Office equipment	Motor vehicles	Mining equipment	Total property plant & equipment	Software & other intangible assets	Total Intangible assets
	$	$	$	$	$	$	$	$
Balance at 31 Dec 2023	**-**	**6,183**	**5,394**	**59,090**	**2,157**	**72,824**	**-**	-
Additions	-	87,529	16,087	202,721	78,649	384,986	26,934	26,934
Depreciation expense	-	(17,035)	(3,695)	(45,637)	(6,837)	(73,204)	-	-
Amortisation expense	-	-	-	-	-	-	(9,008)	(9,008)
Exchange rate differences	-	1,559	306	4,286	2,533	8,684	-	-
Balance at 31 Dec 2024	**-**	**78,236**	**18,092**	**220,460**	**76,502**	**393,290**	**17,926**	**17,926**
Additions	792,859	90,209	21,769	43,410	6,365,165	7,313,412	30,566	30,566
Transfers - in (out)	15,356	9,115	(9,115)	-	-	15,356	15,356	15,356
Depreciation expense	-	(50,955)	(2,979)	(57,536)	(136,717)	(248,187)	-	-
Amortisation expense	-	-	-	-	-	-	(18,876)	(18,876)
Exchange rate differences	-	615	1,701	(8,644)	(1,921)	(8,249)	-	-
Balance at 31 Dec 2025	**808,215**	**127,220**	**29,468**	**197,690**	**6,303,029**	**7,465,622**	**44,972**	**44,972**

NOTE 10 MINE TENEMENTS, INFORMATION AND OTHER ASSETS

	Consolidated Group 2025 $	Consolidated Group 2024 $
Mine tenements, information and other assets at cost	63,759,852	34,338,893
Reconciliation of mine tenements, information and other assets at cost:		
Opening carrying amount	34,338,893	10,602,074
Subsequent expenditure	30,382,984	23,385,278
Net foreign exchange movement	(962,025)	351,541
Closing carrying amount	63,759,852	34,338,893

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phase is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

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NOTE 11 FRONTIER SHARE SALE AGREEMENT

Frontier Share Sale Agreement

On 6 December 2022 the Group entered into an agreement Lanthanein Resources Limited (Lanthanein) to acquire 100% of the issued share capital of Frontier Copper PNG Ltd (Frontier).

Frontier is a PNG based mining company and holds the Tolukuma exploration licence EL2531 which surrounds the Tolukuma Gold Mine.

Frontier is a PNG based mining company and holds the Tolukuma exploration licence EL2531 which surrounds the Tolukuma Gold Mine.

The acquisition of Frontier aligns with the Group's evolving plans to further accelerate the development of its exploration portfolio, and its plans on returning the Tolukuma Gold Mine to production in the relatively near term.

Purchase consideration

Pursuant to the agreement, the purchase consideration was as follows:

	$
Cash paid	500,000
3,000,000 shares issued (refer note 12)	1,500,000
Contingent consideration	611,137
Total purchase consideration	**2,611,137**

The fair value of the 3,000,000 shares issued as part of the consideration paid for Frontier ($1.5m) was based on the listing price of $0.50 per share on 10 November 2023.

Net assets acquired

The assets and liabilities recognised as a result of the acquisition are as follows:

	$
Tenement deposits	2,616,972
Payables	(5,835)
Total net assets acquired	**2,611,137**

Contingent consideration

If within 5 years of completion under the Frontier Share Sale Agreement, the Group identifies an aggregate minimum of 500,000 ounces of gold of not less than a JORC (2012) indicated category on the Frontier Tenements (Milestone), the Group must make a further payment to Lanthanein of A$1,000,000, payable at the election of the Group as follows:

(a) by way of cash;

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NOTE 11 FRONTIER SHARE SALE AGREEMENT (CONTINUED)

(b) if the Group has completed an IPO on the ASX, by the issue of shares at an issue price equal to the VWAP of the Shares over the last 30 days in which trading occurred in the Group's shares prior to the announcement of the satisfaction of the Milestone; or

(c) a combination of (a) and (b).

At the time of the sale, the fair value of the contingent consideration was valued at A$611,137 and was recognised as a financial liability in the statement of financial position, discounted at 10.35% p.a.

At 31 December 2025, the fair value was determined to be A$744,189 as detailed below.

	Consolidated Group	
	2025	2024
	$	$
Opening balance	674,390	611,137
Initial recognition	-	-
Movement in fair value	69,799	63,253
	744,189	674,390

NOTE 12 LEASE ASSETS AND LEASE LIABILITIES

	Consolidated Group	
	2025	2024
	$	$
(a) Lease assets		
Premises		
Under lease	1,021,819	399,148
Accum amortisation	(326,348)	(136,766)
Total carrying value of lease assets	695,471	262,382
Reconciliation of the carrying amount of lease assets at the beginning and end of the financial year:		
Opening carrying amount	262,382	19,229
Additions	668,971	433,955
Revaluation of existing lease	-	(37,423)
Depreciation expense	(214,739)	(150,821)
Disposals	-	(5,324)
Net forex movement	(21,143)	2,766
Closing carrying amount	695,471	262,382

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NOTE 12 LEASE ASSETS AND LEASE LIABILITIES (CONTINUED)

	Consolidated Group	
	2025	2024
	$	$
(b) Lease Liabilities		
CURRENT		
Premises		
Lease liabilites	218,814	156,640
NON CURRENT		
Premises		
Lease liabilites	511,946	122,029
Total carrying amount of lease liabilities	730,760	278,669
Reconciliation of the carrying amount of lease liabilities at the beginning and end of the financial year:		
Opening carrying amount	278,669	21,151
Additions	668,971	433,955
Revaluation of existing lease	-	(37,423)
Lease repayments	(229,787)	(166,609)
Interest	51,785	29,064
Disposals	-	(6,388)
Net forex movement	(38,878)	4,919
Closing carrying amount	730,760	278,669

NOTE 13 TRADE AND OTHER PAYABLES

	Consolidated Group	
	2025	2024
	$	$
CURRENT		
Unsecured Liabilities		
Trade creditors	3,757,006	2,813,565
Other payables	722,004	1,066,805
Employee related payables	403,604	135,474
	4,882,614	4,015,844

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NOTE 14 BORROWINGS

	Consolidated Group	
	2025	2024
	$	$
CURRENT		
Unsecured liabilities		
Equipment finance	856,290	-
	856,290	-
NON CURRENT		
Unsecured liabilities		
Equipment finance	751,871	-
Convertible notes	4,630,704	4,816,815
	5,382,575	4,816,815

Reconciliation of current and non-current borrowings at the beginning and end of the financial year:

	Current		*Non-current*		
	Equipment finance	Total	Equipment finance	Convertible notes	Total
	$	$	$	$	$
Balance 1 January 2024	**-**	**-**	**-**	4,347,386	**4,347,386**
Borrowing proceeds	-	**-**	-	-	-
Accrued interest	-	**-**	-	356,947	356,947
Converted to equity	-	**-**	-	-	-
Changes in foreign currency translation	-	**-**	-	112,482	112,482
Balance at 31 December 2024	**-**	**-**	**-**	4,816,815	**4,816,815**
Borrowing proceeds	1,776,734	1,776,734	-	-	-
Accrued interest	40,982	40,982	-	372,624	372,624
Repayments	(209,555)	(209,555)	-	-	-
Changes in foreign currency translation	-	-	-	(558,735)	(558,735)
Reclasssify (Current/Non-current)	(751,871)	(751,871)	751,871	-	751,871
Balance at 31 December 2025	856,290	**856,290**	751,871	4,630,704	**5,382,575**

Equipment Finance

During the year, the Company entered into equipment finance (chattel mortgage) arrangements with Epiroc Finance to fund the acquisition of mining equipment. As at 31 December 2025, total loan proceeds amounted to A$1,776,734.

The key terms of the borrowings include a fixed interest rate of 11.49% per annum, with repayments made in equal instalments over a term of 24 months. The borrowings are secured over the underlying equipment.

The carrying amount of the borrowings approximates their fair value due to the short-term nature of the facilities and the application of market-based interest rates.

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NOTE 14 BORROWINGS (CONTINUED)

Convertible Note

On 24 August 2022, the Company entered into a Convertible Note Deed with Petroleum Resources Kutubu Limited (PRK), a subsidiary of Mineral Development Resource Company for an amount of 10,000,000 Papua New Guinea Kina. The Company has granted a registered first ranking security interest over ML 104 and all the assets situated upon ML 104 pursuant to a general security deed. The notes issued to PRK have a 5-year maturity date expiring on 24 August 2027 and will bear interest at the rate of 8.5% p.a.

In the event of an IPO, the Noteholder is entitled to convert the notes into shares at a conversion price being the 15-day VWAP for trading of the Company's shares on ASX immediately prior to the issue of the conversion notice. PRK may exercise their right to convert the notes at any time and the Company must redeem the notes at face value on the maturity date.

In addition, the Company has an early redemption right exercisable at any time over the 5-year period at 103% of the face value of the notes. Interest shall be capitalised annually in arrears and repaid on the earlier of the conversion date, the maturity date or the early redemption date.

NOTE 15 SHARE CAPITAL

	Consolidated Group	
	2025 $	2024 $
259,111,530 fully paid ordinary shares; (Dec 2024: 166,908,724 fully paid ordinary shares)	151,763,945	63,120,802
Cost of capital raising	(7,701,632)	(2,611,615)
	144,062,313	60,509,187

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NOTE 15 SHARE CAPITAL (CONTINUED)

Ordinary Shares

	No. Shares	$
31 December 2023 share capital	114,963,447	26,739,403
Share issue - 29 April 2024	16,727,175	8,363,588
Share issue - 20 June 2024	846,153	423,078
Share issue - 24 June 2024	80,000	-
Share issue - 27 June 2024	910,204	455,101
Share issue - 31 October 2024	33,381,745	26,705,396
Transaction costs relating to capital raising	-	(2,177,379)
31 December 2024 share capital	166,908,724	60,509,187
Share issue - 7 May 2025	34,062,500	27,250,000
Share issue - 4 June 2025	30,000	-
Share issue - 4 June 2025	1,000,000	820,000
Share issue - 2 July 2025	68,060	54,448
Share issue - 16 October 2025	50,432,246	60,518,695
Share issue - 7 November 2025	6,610,000	-
Transaction costs relating to capital raising	-	(5,090,017)
31 December 2025 share capital	259,111,530	144,062,313

- On 29 April 2024 – 16,727,175 shares were issued for consideration of A$0.50 per share as part of a share placement.
- On 20 June 2024 – 846,153 shares were issued for consideration of A$0.50 per share as part of a convertible note debt conversion (refer note 14).
- On 24 June 2024 – 80,000 sign-on entitlement shares were issued at no cost to employees under the employee shares and awards plan.
- On 27 June 2024 – 910,204 shares were issued for consideration of A$0.50 per share as part of a share placement.
- On 31 October 2024 – 33,381,745 shares were issued for consideration of A$0.80 per share as part of a share placement.
- On 7 May 2025 – 34,062,500 shares were issued for consideration of A$0.80 per share as part of a share placement.
- On 4 June 2025 – 30,000 shares were issued at no cost to employees under the employee shares and awards plan.
- On 4 June 2025 – 1,000,000 shares were issued for consideration of A$0.82 per share as a payment for services to a contractor for part construction of the pilot access road to the Tolukuma Gold Mine.

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NOTE 15 SHARE CAPITAL (CONTINUED)

- On 2 July 2025 – 68,060 shares were issued for consideration of A$0.80 per share as a payment for professional services rendered per agreement to be paid through the issue of equity.
- On 16 October 2025 – 50,432,246 shares were issued for consideration of A$1.20 per share as part of a share placement.
- On 7 November 2025 – 6,610,000 shares were issued to employees on conversion of performance rights upon satisfaction of relevant vesting conditions.

Rights of each type of share

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Capital management

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

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NOTE 16 RETAINED EARNINGS AND RESERVES

(a) Movements in retained earnings were as follows:

	Total $
Balance 1 January 2024	(8,580,442)
Net (loss) / profit for the period	(7,616,483)
Balance 31 December 2024	(16,196,925)
Net (loss) / profit for the period	(14,931,841)
Balance 31 December 2025	(31,128,766)

(b) Movements in reserves were as follows:

	Other Reserves $	Share based payments $	Foreign currency translation $	Total $
Balance 1 January 2024	184,887	-	(1,125,039)	(940,152)
Foreign currency translation	-	-	554,865	554,865
Share-based payment expense	-	783,450	-	783,450
Balance at 31 December 2024	184,887	783,450	(570,174)	398,163
Foreign currency translation	-	-	(3,988,182)	(3,988,182)
Share-based payment expense	-	5,849,945	-	5,849,945
Balance at 31 December 2025	184,887	6,633,395	(4,558,356)	2,259,926

(c) Nature and purpose of reserves

- The other reserve is used to record the initial recognition and measurement of the converting loans (which are interest free) under the effective interest rate method for loan holders who are shareholders.
- The share-based payments reserve is used to record the value of the share-based payments provided to employees including KMP, as part of their remuneration.
- The foreign currency translation reserve is used to record the exchange differences arising on translation of a foreign entity.

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NOTE 17 CASH FLOW INFORMATION

Reconciliation of cash flow from operations with profit after income tax:

	Consolidated Group	
	2025	2024
	$	$
Profit / (loss) from ordinary activities after income tax	(14,931,841)	(7,616,483)
Adjustments and non-cash items		
Depreciation	481,802	233,033
Net foreign exchange differences	119,370	132,639
share based payments	5,849,945	783,450
Interest expense on convertible notes	372,624	383,953
Other non-cash items	69,799	63,253
Amounts classifed as exploration costs	4,822	400,000
Changes in operating assets and liabilities		
(Increase) / decrease in receivables	(2,251,389)	(1,589,759)
(Increase) / decrease in contract assets	(185,725)	-
(Increase) / decrease in prepayments	85,514	(310,694)
Increase / (decrease) in provisions	149,968	18,723
Increase / (decrease) in payables	866,770	2,872,771
Translation of foreign operations	130,495	154,746
Cash flows from operating activities	(9,237,846)	(4,474,368)

Non-cash investing and financing activities disclosed in other notes are:
- Lease assets and lease liabilities – note 12.

NOTE 18 RELATED PARTY TRANSACTIONS

Transactions with key management personnel of the entity or its parent and their personally related entities:

	Consolidated Group	
	2025	2024
	$	$
Payments to related entities of Brian Moller (Director*)	-	328,000
Payments to related entities of Howard Lole (Director) & Larry Andagali (Director)	462,126	-
	-	328,000

**Resigned June 2024*

Payments made to related entities of directors Howard Lole and Larry Andagali included:
- Logistics Services PGK 930,677
- Consultancy Fees USD 90,000

Payments made in the comparative year to a related entity of Brian Moller consisted of:
- Legal Fees AUD 328,000

All transactions were made at arm's length

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NOTE 19 KEY MANAGEMENT PERSONNEL COMPENSATION

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 31 December 2025.

The totals of remuneration paid to KMP of the Group during the year are as follows:

	Consolidated Group	
	2025	2024
	$	$
Short-term employee benefits	1,824,032	1,323,485
Post-employment benefits	104,576	30,385
Share based payments	3,517,560	686,233
	5,446,167	2,040,103

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NOTE 20 FINANCIAL RISK MANAGEMENT

The Company is exposed to the following financial risks in respect to the financial instruments that it held at the end of the reporting period:

(a) Currency risk; and

(b) Liquidity risk

The Board of Directors have overall responsibility for identifying and managing operational and financial risks. The Company holds the following financial instruments:

Financial assets

	Note	Consolidated Group 2025 $	2024 $
Amortised cost			
Cash and cash equivalents	8	51,192,624	16,738,502
Receivables		4,106,309	2,220,020
Total financial assets		55,298,933	18,958,522

Financial liabilities

		Consolidated Group 2025 $	2024 $
Amortised cost			
CURRENT			
Trade and other payables	13	4,882,614	4,015,844
Borrowings	14	856,290	-
Lease liabilities	12	218,814	156,640
NON-CURRENT			
Borrowings	14	5,382,575	4,816,815
Lease liabilities	12	511,946	122,029
Total financial liabilities		11,852,239	9,111,328

(a) Currency risk

The Company undertakes transactions denominated in foreign currencies. Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company manages its currency risk in accordance with approved policies.

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NOTE 20 FINANCIAL RISK MANAGEMENT (CONTINUED)

The carrying amounts of foreign currency denominated monetary assets and monetary liabilities, expressed in Australian dollars at the reporting date are:

	Monetary assets		Monetary liabilites	
	2025 AUD	2024 AUD	2025 AUD	2024 AUD
Papua New Guinea Kina denominated	4,192,440	2,089,148	7,124,186	7,414,637
US Dollar denominated	143,737	343,671	-	-

(b) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages its liquidity risk in accordance with approved policies.

The following table outlines the Company's remaining contractual maturities for non-derivative financial instruments. The amounts presented in the table are the undiscounted contractual cash flows of the financial liabilities, allocated to time bands based on the earliest date on which the Company can be required to pay.

	Within 1 Year		1 to 5 Years		Total	
	2025 $	2024 $	2025 $	2024 $	**2025** $	**2024** $
Financial liabilities due for payment						
Trade and other payables	4,882,614	4,015,844	-	-	4,882,614	4,015,844
Borrowings	856,290	-	5,382,575	4,816,815	6,238,865	4,816,815
Lease liabilities	218,814	156,640	511,946	122,029	730,760	278,669
Total expected outflows	5,957,718	4,172,484	5,894,521	4,938,844	11,852,239	9,111,328
Financial assets - cash flows realisable						
Cash and cash equivalents	51,192,624	16,738,502	-	-	51,192,624	16,738,502
Receivables	4,106,309	2,220,020	-	-	4,106,309	2,220,020
Total expected inflows	55,298,933	18,958,522	-	-	55,298,933	18,958,522
Net (outflow) / inflow	**49,341,215**	**14,786,038**	**(5,894,521)**	**(4,938,844)**	**43,446,694**	**9,847,194**

NOTE 21 COMMITMENTS

(a) Capital commitments

To maintain current rights of tenure to exploration tenements, including tenements that had expired and were the subject of renewal applications by the Group as at 31 December 2025, the Company is required to perform exploration work to meet minimum expenditure requirements as specified by the Papua New Guinea Mineral Resources Authority.

(b) Lease commitments

Lease commitments are as per schedule set out in note 12.

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NOTE 22 CONTINGENT LIABILITIES

On 24 May 2023, the Company entered into a binding term sheet (Term Sheet) with Tunnel Engineering (PNG) Ltd, Reg: 1-86659 (Contractor) for the completion of the main access service road to the TGM, including repairs to the existing section of the road. The Contractor will receive the following consideration for this work:

(a) A$1,800,000 will be paid in cash in the following tranches:

(1) A$90,000 upon completion of the Offer;
(2) A$270,000 upon mobilisation; and
(3) A$1,440,000 in five equal tranches on completion of the main access service road to the TGM; and

(b) 4,400,000 shares will be issued to the Contractor (or its nominee) in the following tranches:

(1) 880,000 shares upon mobilisation; and
(2) 3,520,000 shares in five equal tranches on completion of the main access road to the TGM.

NOTE 23 EMPLOYEES

The number of employees at the end of 2025 was 224 (2024: 85).

NOTE 24 RETIREMENT BENEFITS

The Company participates in the National Superannuation Fund (NASFUND) in respect of its PNG national employees.

NOTE 25 EVENTS OCCURING AFTER REPORTING PERIOD

On 23 March 2026, The Company announced that it had agreed to a binding offer from Petrindo and Petrosea and/or their subsidiaries to invest $23.75 million into Tolu based on the allocation of 14,615 385 new shares at an offer price of $1.625 per share. This investment will be enabled through a new convertible note with conversion pending shareholder approval to be obtained at the next meeting of shareholders.

From reporting date to the date in which this financial statement is authorised for issue, management is not aware of any other significant event other than as noted elsewhere in this report.

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DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 30 – 57 are in accordance with the PNG Companies Act 1997 including:
   (i) complying with Accounting Standards, the Companies Act 1997 and other mandatory professional reporting requirements; and
   (ii) give a true and fair view of the Company's and Group's financial position as at 31 December 2025 and performance, as represented by the results of its operations and its cash flows, for the year ended on that date.

2. In the directors' 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.

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





John Anderson
Chair

Chris Muller
Managing Director & CEO

Date: 31 March 2026

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KOWAS
CHARTERED ACCOUNTANTS

Independent Audit Report to the members of Tolu Minerals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Tolu Minerals Limited, which comprise the consolidated statement of financial position as at 31 December 2025, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion:

(i) the accompanying consolidated financial statements of the company give a true and fair view of the Company's financial position as at 31 December 2025 and of its financial performance for the year then ended and in accordance with the International Financial Reporting Standards (including the interpretations of the International Financial Reporting Interpretations Committee) and the Papua New Guinea Companies Act 1997; and

(ii) proper accounting records have been kept by the Company.

Basis for Opinion

We conducted our audit in accordance with International Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *International Ethics Standards Board for Accountants* (IESBA) Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Responsibilities of Directors for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the financial statement that give a true and fair view in accordance with International Financial Reporting Standards (including the interpretations of the International Financial Reporting Interpretations Committee) and *the Papua New Guinea Companies Act 1997*. The directors' responsibility also includes such internal control as the directors determine necessary to enable the preparation of a financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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Independent Audit Report to the members of Tolu Minerals Limited (cont'd)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

Report on other legal and regulatory requirements

The Companies Act 1997 requires that in carrying out our audit we consider and report on the following matters. We confirm in relation to our audit of the financial statements for the year ended 31 December 2025:

1. we have obtained all the information and explanations we have required, and

2. in our opinion, proper accounting records have been kept by the Company as far as appears from an examination of those records.

Restrictions on distribution or use

This report is made solely to the Company's shareholders, as a body, in accordance with the Companies Act 1997. Our work has been undertaken so that we might state to the Company's shareholders those matters which we are required to state to them in an auditor's report and for no other purpose. We do not accept or assume responsibility to anyone other than the company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

Kowas Chartered Accountants



Fred Kowas, ***FCPA-PNG, CA***
Registered under the Accountants Act 1996

Port Moresby
Dated this 31st day of March 2026

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SHAREHOLDER INFORMATION

1 TWENTY LARGEST SHAREHOLDERS

(i) Ordinary shares inclusive of escrowed ordinary shares

As at 24 March 2026, there are 258,111,530 ordinary shares and an additional 1,000,000 ordinary shares subject to escrow restrictions.

The names of the twenty largest holders of ordinary shares including the ordinary shares in escrow are listed below:

Name	No. of Ordinary Shares Held	% of Issued Capital
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	39,979,572	15.43
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	37,173,105	14.35
CITICORP NOMINEES PTY LIMITED	29,240,137	11.28
GUSABA COMPANY LIMITED	15,800,900	6.10
TRANS WONDERLAND LIMITED	13,686,123	5.28
PETER MCCOY	12,591,712	4.86
VERNON ALAN WILLS <WILLS FAMILY A/C>	8,450,000	3.26
LLA INVESTMENT LIMITED	7,661,024	2.96
ALLEN JOHN TYSON <TYSON FAMILY A/C>	6,500,000	2.51
KUMUL MINERALS HOLDINGS LIMITED	6,211,924	2.40
BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS>	6,156,931	2.38
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <GSCO CUSTOMERS A/C>	6,128,000	2.37
BNP PARIBAS NOMS PTY LTD	6,086,384	2.35
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	4,123,727	1.59
ANDERSON LARRY ANDAGALI	3,566,497	1.38
ANDO ONE PTY LTD <ANDO FAMILY A/C>	3,300,000	1.27
TRUSTQORE (BVI) LTD <MACPHERSON FAMILY A/C>	2,970,270	1.15
CHRISTOPHER JAMES MULLER	2,020,000	0.78
EAST VISION INTERNATIONAL HOLDINGS PTE LTD	2,000,000	0.77
IPWENZ HOLDINGS LIMITED	1,506,941	0.58

(ii) Ordinary shares not subject to escrow

The names of the twenty largest holders of fully paid ordinary shares are listed below:

Name	No. of Ordinary Shares Held	% of fully paid shares
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	39,979,572	15.49
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	37,173,105	14.40
CITICORP NOMINEES PTY LIMITED	29,240,137	11.33
GUSABA COMPANY LIMITED	15,800,900	6.12
TRANS WONDERLAND LIMITED	13,686,123	5.30
PETER MCCOY	12,591,712	4.88

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SHAREHOLDER INFORMATION

1 TWENTY LARGEST SHAREHOLDERS (CONTINUED)

Name	No. of Ordinary Shares Held	% of fully paid shares
VERNON ALAN WILLS <WILLS FAMILY A/C>	8,450,000	3.27
LLA INVESTMENT LIMITED	7,661,024	2.97
ALLEN JOHN TYSON <TYSON FAMILY A/C>	6,500,000	2.52
KUMUL MINERALS HOLDINGS LIMITED	6,211,924	2.41
BNP PARIBAS NOMS PTY LTD <GLOBAL MARKETS>	6,156,931	2.39
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <GSCO CUSTOMERS A/C>	6,128,000	2.37
BNP PARIBAS NOMS PTY LTD	6,086,384	2.36
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	4,123,727	1.60
ANDERSON LARRY ANDAGALI	3,566,497	1.38
ANDO ONE PTY LTD <ANDO FAMILY A/C>	3,300,000	1.28
TRUSTQORE (BVI) LTD <MACPHERSON FAMILY A/C>	2,970,270	1.15
CHRISTOPHER JAMES MULLER	2,020,000	0.78
IPWENZ HOLDINGS LIMITED	1,506,941	0.58
MR CRAIG ANTHONY DAWSON <DAWSON FAMILY A/C>	1,500,000	0.58

(iii) Escrowed shares

The names of the top twenty holders of the escrowed shares are listed below:

Name	No. of Escrowed Shares Held	% of escrowed shares
EAST VISION INTERNATIONAL HOLDINGS PTE LTD	1,000,000	100.00

(iv) Unquoted equity securities

There are 4,101,056 unquoted options exercisable at $0.80 per option expiring 24 June 2026.

There are 11,490,000 performance rights issued to Directors, consultants and employees.

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SHAREHOLDER INFORMATION

2 DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of holders by size of holding:

(i) Fully paid ordinary shares

Distribution	Number of Holders	Number of Shares
1 - 1,000	123	62,308
1,001 - 5,000	232	795,462
5,001 - 10,000	84	663,118
10,001 - 100,000	198	6,621,008
Greater than 100,000	122	250,969,634
Totals	**759**	**259,111,530**

(ii) Escrowed ordinary shares

Distribution	Number of Holders	Number of Shares
1 - 1,000	-	-
1,001 - 5,000	-	-
5,001 - 10,000	-	-
10,001 - 100,000	-	-
Greater than 100,000	1	1,000,000
Totals	**1**	**1,000,000**

(iii) Unmarketable parcels

	Minimum parcel size	Holders	Shares
Minimum $500 parcel at $1.495 per share	334	25	1,586

3 VOTING RIGHTS

The voting rights attaching to each class of equity securities are set out below:

Ordinary shares: Subject to any rights or restrictions for the time being attached to any class of shares, at a meeting of shareholders each shareholder entitled to vote may vote in person or by proxy or attorney or, being a corporation, by representative duly authorised under the Corporations Law, and has one vote on a show of hands and one vote per fully paid share on a poll.

4 SUBSTANTIAL SHAREHOLDERS

Substantial shareholder notices lodged with the Company:

Substantial Shareholder	Number of Shares
ASA GOLD AND PRECIOUS METALS LIMITED	25,000,000
GUSABA COMPANY LIMITED	15,880,980
THOMAS MCCOY	14,273,042
TRANS WONDERLAND LIMITED	13,686,123
PETER MCCOY	13,315,459

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