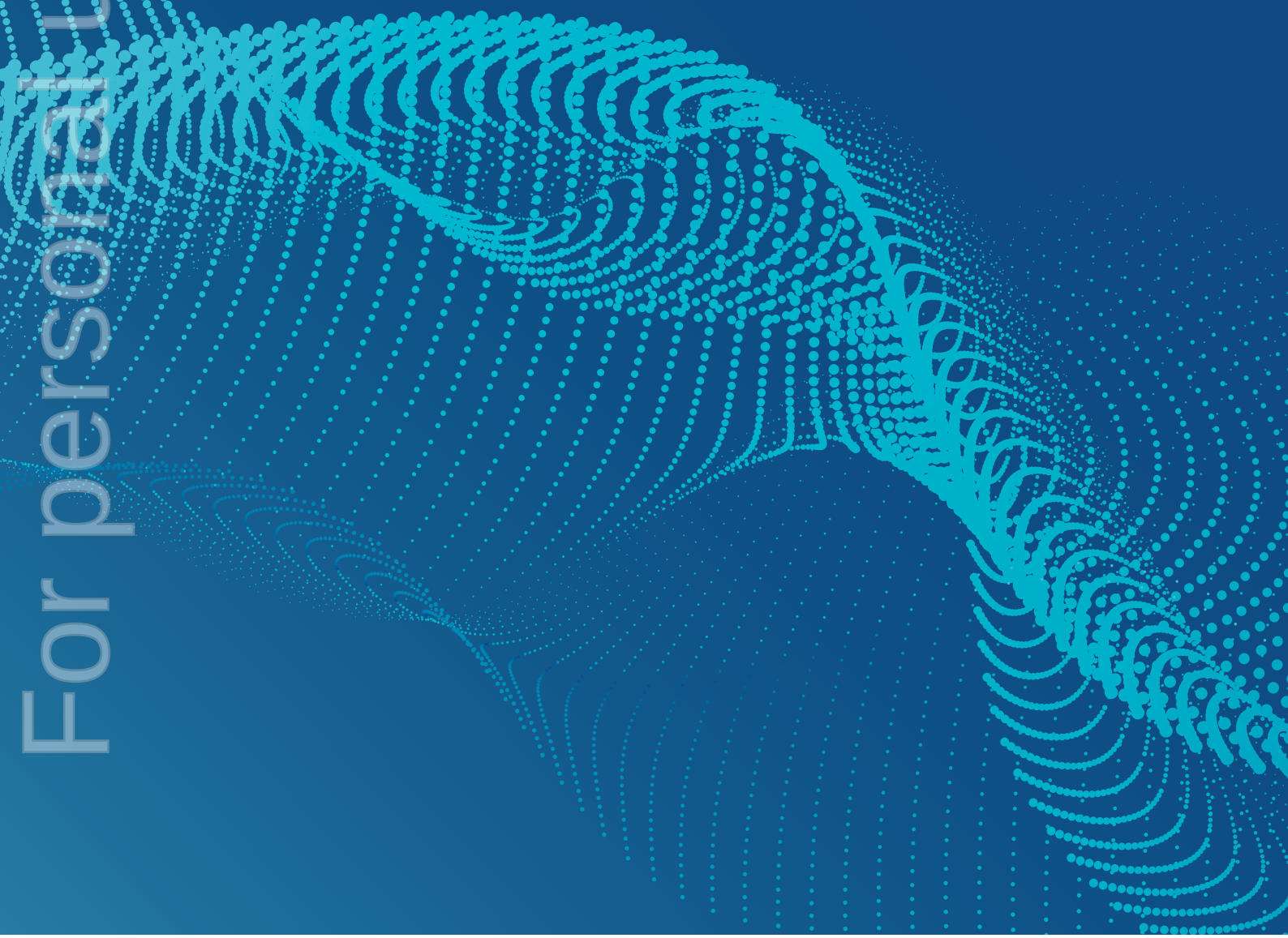
WINSOMERESOURCES

ANNUAL REPORT

30 JUNE 2024

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LETTER FROM THE CHAIR

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Fellow Shareholders,

It is a pleasure to present Winsome Resources' Annual Report, reflecting on a year of considerable achievement for the Company and particularly our Adina Lithium Project – a globally significant resource with the potential to fuel the North American electric vehicle (EV) supply chain.

With a recently updated Mineral Resource Estimate of 77.9 million tonnes at 1.15% lithium oxide, Adina is now among the top five largest discovered lithium resources in North America.

Significant exploration work over the year and tireless efforts from our exploration team led to a 33% increase to our MRE in May, but there is more work to be done.

We expect our MRE to grow even further, with the current resource not including material from other known pegmatite occurrences in the Adina Lithium Project area.

A globally significant resource is just one aspect of what allows a lithium-focused company to endure through price cycle turbulence that has squeezed supply and investor markets dramatically.

Winsome doesn't shy away from volatile price swings impacting the global industry from explorer to producers – and we are not immune.

On the contrary, we are buoyed by short to long-term outlooks favouring those moving towards or already producing lithium, with demand growth continuing to be underpinned by a shift towards greener energy solutions, the phasing out of combustible engines and emission reduction targets at global scale.

This shift shows no sign of slowing – in fact in many cases it is accelerating - and as such the world requires more and a greater diversity of lithium supply.

Our strong and secure balance sheet, supported by successful capital raising activity, Government funding, and Canadian flow through provisions, has enabled Winsome to endure market fluctuations and provides confidence to progress our development pathway.

A key milestone and competitive advantage for Winsome at this stage of development was securing an exclusive option to acquire the Renard Operations, located just under 60 kilometres from the Adina project.

This former diamond mine has seen over C$900 million in capital investment and boasts significant existing infrastructure, including a fully operational airport, power station, camp, and a processing plant that can be repurposed to process and concentrate lithium ore.

The potential acquisition of this site by Winsome could significantly lower the upfront capital expenditure and reduce project risk for Adina, while also minimising the environmental impact of our project's development.

These benefits were factored in as we assessed both new-build and brownfield scenarios for the development of the Adina

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Project as part of the Preliminary Economic Assessment (PEA) / Scoping Study work that the project team has been working on for most of this year.

The insights from this study work will inform our decision on the Renard acquisition, where the existing infrastructure could play a key role in establishing lithium processing capabilities in the region.

Supporting this work are pit optimisation studies, which have indicated an approximate 20-year mine life for the Adina Lithium Project under both development scenarios, based on the current resource model.

We believe these early indicators of Adina's potential have already captured the attention of current and prospective players in the North American electric vehicle supply chain. These companies will require additional low-carbon, hard rock lithium feedstock to fuel their growth across the continent.

Winsome's operations in Quebec are conducted in close collaboration with local communities and Eeyou Istchee James Bay Cree representatives. We are deeply committed to fostering strong and cooperative relationships with our stakeholders and community leaders to advance our project, which is poised to bring significant economic benefits to the region.

Our partnerships with First Nations communities ensure that their local knowledge, insights, and contributions guide us in striking the right balance between environmental protection, heritage preservation, and the creation of economic opportunities. This alignment enables us to deliver critical resources for the future, while ensuring sustainable growth for local communities.

As we move into the next chapter of development at Adina, we recognise the challenges ahead, particularly as the lithium market continues to evolve. However, Winsome is not facing these market conditions alone.

The outlook for lithium provides certainty in our development strategy, with global demand from automakers and battery manufacturers projected to rise significantly. The global compound annual growth rate (CAGR) for lithium is expected to be around 13%, far surpassing that of most other commodities.

In North America, electric vehicle growth has surged 32% this year alone, supported by policy initiatives such as the U.S. Inflation Reduction Act and the EU Critical Raw Materials Act, which are incentivising the creation of new battery supply chains.

Simply put, lithium remains the critical element driving the expanding battery market, powering everything from personal devices to electric vehicles to large-scale grid-based renewable energy storage.

We anticipate further milestones for the Adina Lithium Project in 2025, as we continue our journey toward full development.

> Thank you for your continued support. On behalf of the entire Winsome Resources team, we look forward to sharing our successes as we transition from an explorer to a lithium developer.



Stephen Biggins
CHAIR
Winsome Resources Limited

REVIEW OF OPERATIONS

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During the reporting period the Company continued to advance the Adina Lithium Project towards development.

A number of key milestones were achieved including a maiden Mineral Resource Estimate (MRE) and the option over the Renard Operation which presents the opportunity to produce spodumene concentrate more rapidly and for a lower capital outlay than construction of a new processing plant.

The focus of the Company remained on on-ground activities at Adina with over 80,000m of drilling completed in FY2024. Activities at Adina also expanded to incorporate work in other disciplines including the commencement of environmental baseline data collection as well as infrastructure and logistics studies. Importantly the Company continued to meet with representatives of the Cree Nation of Misstissini, on whose lands the Adina Project lies, as well as representatives from other Cree Nations, with the goal of working collaboratively to ensure the Adina Project benefits all stakeholders.

Drilling Activities

Drilling during the period focussed almost exclusively on the Adina Main Deposit with a combination of resource delineation drilling to inform modelling and estimation of Mineral Resources and exploration drilling aiming to test extensions to known mineralisation as well as targets derived from mapping and geophysical surveys.

Mineralisation at Adina occurs in two adjacent zones of spodumene-bearing pegmatite dykes, the Main Zone and Footwall Zone. The Main Zone is outcropping and was discovered through mapping and sampling whilst the Footwall Zone was discovered through drilling.

Drilling results from Main Zone confirmed the shallow, thick high grade nature of mineralisation. Drilling extended the strike length of the Main Zone to over 2km with results including:

- 36.2m at 1.27% Li_2O from 8.8m in **AD-23-061**
- 38.1m at 1.59% Li_2O from 13.3m in **AD-23-065**
- 45.6m at 1.70% Li_2O from 19.4m in **AD-23-069**
- 48.2m at 1.50% Li_2O from 144.4m in **AD-23-119**
- 68.1m at 1.11% Li_2O from 17.5m in **AD-23-080**
- 51.9m at 1.71% Li_2O from 9.1m in **AD-23-087**
- 53.5m at 1.55% Li_2O from 47.0m in **AD-23-090**
- 40.5m at 1.93% Li_2O from 69.5m in **AD-23-093**
- 34.9m at 1.72% Li_2O from 20.1m in **AD-23-105**
- 52.8m at 1.46% Li_2O from 19.0m in **AD-23-129**
- 61.9m at 1.40% Li_2O from 3.5m in **AD-23-135**
- 51.5m at 1.78% Li_2O from 36.0m in **AD-23-143**
- 50.0m at 1.31% Li_2O from 3.0m in **AD-24-165**
- 22.5m at 2.28% Li_2O from 39.9m in **AD-24-171**
- 37.4m at 1.41% Li_2O from 39.9m in **AD-24-174**
- 55.8m at 1.13% Li_2O from 38.5m in **AD-24-179**
- 47.8m at 1.36% Li_2O from 43.6m in **AD-24-191**

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Drilling results from the Footwall Zone during the period expanded the footprint of this discovery to such an extent this has now been identified over the same strike length as the Main Zone:

- 20.4m at 1.64% Li_2O from 262.4m in **AD-23-087**
- 25.9m at 1.59% Li_2O from 275.0m in **AD-23-093**
- 29.4m at 1.21% Li_2O from 286.6m in **AD-23-106**
- 15.3m at 1.60% Li_2O from 229.3m in **AD-23-111**
- 14.2m at 1.53% Li_2O from 234.9m & 14.3m at 1.26% Li2O from 264.7m in **AD-23-115**
- 49.1m at 1.51% Li_2O from 250.6m in **AD-23-124**
- 6.6m at 1.89% Li_2O from 208.7m & 27.9m at 1.31% Li2O from 225.3m in **AD-23-125**
- 34.9m at 1.09% Li_2O from 235.4m incl. 17.6m at 1.46% Li2O in **AD-23-130A**
- 35.5m at 1.49% Li_2O from 240.0m in **AD-23-134A**
- 11.0m at 1.75% Li_2O from 189.0m in **AD-23-140**
- 27m at 1.19% Li_2O from 271m in **AD-23-143**
- 13.7m at 1.27% Li_2O from 238.2m & 16.1m at 1.49% Li2O from 260.0m in **AD-24-171**
- 12.3m at 1.10% Li_2O from 243.7m & 10.1m at 1.13% Li2O from 274.4m in **AD-24-179**
- 19.4m at 1.33% Li_2O from 290.6m in **AD-23-193A**

Exploration drilling during the reporting period successfully discovered a new area of high grade lithium mineralisation approximately 200m south west of, and external to, the current Adina MRE and associated mineralisation. Results from AD-24-170, drilled to the south-west of Adina Main, returned an outstanding result of 61.5m at 1.62% Li_2O, including 24.0m at 2.82% Li_2O. The intersection lies some 500m southwest of the Adina Main discovery outcrop and does not correspond to the interpreted position of the Main or Footwall Zone on this section (based on adjacent drillholes). The discovery of Adina SW highlights the potential for the Adina Lithium Project to host further mineralised pegmatites.

Mineral Resource Estimate

In December 2023 the Company released the maiden MRE for the Adina Deposit of 59Mt at 1.12% Li_2O (Inferred) based on 93 drillholes representing 27,625 metres of drilling.

This was superseded in May 2024 by an upgrade to the MRE based on 186 drillholes representing 57,756 metres completed to 11 April 2024. The MRE increased the global tonnage by 33% to 77.9 million tonnes (Mt) at an improved grade of 1.15% Li_2O, with an increase of 37% in Lithium Carbonate Equivalent (LCE) to over 2.21Mt LCE. Importantly the MRE includes 61.4Mt at 1.14% Li_2O in the higher confidence Indicated category, which enabled mining and project studies to be completed with an appropriate level of accuracy.



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Infrastructure and Development Studies

To inform the Company's decision regarding exercise of the Renard Option the Company is advancing two concurrent Scoping Study scenarios; a 'greenfield' study that considers Adina as a stand-alone project with entirely new infrastructure (**Greenfield Scenario**) and a 'brownfield' scenario that will incorporate the repurposing of the Renard Operation to process lithium ore from Adina (**Brownfield Scenario**). These are intended to be completed in Q3 of calendar 2024.

Following the completion of the updated Mineral Resource Estimate (MRE) the Company's mining consultants completed pit optimisation studies which were then used as the basis for open pit designs and mining schedules. The proposed mining schedule does not differ substantially between the two study scenarios with mine life anticipated to be approximately 20 years in each scenario.

During the period HLS test work was undertaken on five samples from Adina to determine the amenability of the ore to beneficiation by DMS. Samples were sourced from HQ sized drill core drilled specifically for metallurgical testing with three samples collected from the Main Zone and two from the Footwall Zone, with 5% host rock included in each sample to model likely dilution in the mining process.

Excellent global lithium recoveries were achieved ranging from 66% to 82% for the five variability samples. For 6% Li_2O concentrate, iron content ranged from 0.36% to 0.70% Fe_2O_3.

Eight further H thin wall (HTW) sized diamond core drill holes (core diameter 81mm) were drilled at Adina during the period to collect a further set of samples for metallurgical test work programme. Drilling was designed to intersect material representative of the spatial and grade variation at Adina and results are being used to optimise the preferred processing flowsheet for Adina aiming to maximise lithium recoveries whilst minimising dilution.

Samples were also used to create composite samples for the Main Zone and Footwall Zone which underwent pilot-scale DMS test work at SGS Canada Inc. in Lakefield, Ontario. The results of these tests will guide the development of the plant design and detailed cost analysis as part of the project studies and the data will also be incorporated into the Company's decision making regarding exercise of the Renard Option.



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Infrastructure planning for both scenarios also advancing well and is on target to be finalised for the project studies in Q3 2024 ahead of the targeted study completion including estimates of OPEX and CAPEX.

Renard Option

During the reporting period Winsome secured an exclusive option (**Renard Option**) to acquire, at its election, the assets comprising the Renard diamond mine, processing facility and associated infrastructure (**Renard Operation or Renard**) or all of the issued capital in Stornoway Diamonds (Canada) Inc. (**Stornoway**), the owner of Renard. Renard is located only 60km from Adina and has a range of mineral processing and operating permits which may advance Winsome's pathway to lithium production at a previously operating, brownfields site in Quebec and facilitate growth in the Canadian EV battery supply chain. In addition the processing facility includes a number of components which are also necessary for spodumene concentrate production.

Since the Option was signed, Winsome has progressed both its due diligence on Stornoway and Renard, and its assessment of the potential technical, economic, environmental, and social feasibility of repurposing Renard into a lithium operation. These activities are progressing as planned, with no red flags identified to date.

Representatives from Winsome and its consultants, including Ms Kim-Quyen Nguyên (VP projects) and Mr Wadel Mädel (hard rock lithium processing expert), have visited the Renard Operation since the signing of the Option and have observed the process plant in both operational and non-operational states. These visits have assisted the development of the process design and CAPEX / OPEX estimates for the Brownfield Scenario as discussed above.

A standard hard rock lithium flowsheet comprises elements which are already present at Renard, namely crushing, ore sorting, screening, and DMS circuits. Initial analysis has confirmed the Renard process plant can be re-purposed at a lower cost compared to the construction of a greenfield lithium process plant and other supporting infrastructure. Evaluation will now focus on detailed investigations such as process simulations to further assess conclusions made in the first stage of the due diligence process and synthesize the findings into the scoping studies.

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Community Engagement

The Company remains dedicated to collaborating in close partnership with First Nations communities on the ground at all project sites to build long-term, trusting relationships, understand and protect local land use, and identify local employment and other opportunities for First Nations communities to work alongside the Company.

Winsome has engaged with various Eeyou Istchee James Bay Cree representatives including local land users and family members, in addition to various government stakeholders. In-person meetings were held in local Cree communities to provide updates on the Adina Lithium Project and planned surveys for the coming months.

Winsome plans to complete numerous biophysical baseline surveys for the Adina Lithium Project in 2024-25, with many having already started. Some of the key surveys include:

- **Surface water quantity (hydrology stations installed)**
- **Surface and groundwater water quality**
- **Soil quality**
- **Fish and fish habitat**
- **Flora (terrestrial vegetation and wetlands**
- **Birds and Herpetofauna**
- **Small mammals including bats**

These baseline studies are critical to inform potential mine design considerations, helping to de-risk overall project planning, in addition to supporting required details for submission of the project notice (preliminary information statement) to regulators, a first step to formally triggering ESIA processes.

Human environment studies, including the planning for traditional land use surveys have also been initiated with the first phase of interviews being completed before the end of 2024.

Environmental, Social and Governance

Winsome takes a progressive and proactive approach to risk management and reporting including sustainability and climate risk. The Company recognises climate change through global temperature rise poses a range of risks and opportunities for businesses which must be responsibly managed.

While the core purpose of Winsome's business is to contribute to the low-carbon economy by supplying lithium to the renewables market, the Company has also been committed from the start to operate as an environmentally responsible company.

The Company closely monitors changes in reporting regulations in the jurisdictions relevant to our operations. These include Australia, Canada, the United States and the European Union.

Winsome has reviewed and acknowledges emissions reduction targets set by the Australian and Canadian Federal Governments – countries housing its core operational and corporate activities.

Winsome recognises the emerging regulatory focus on climate-related financial risk disclosures in Australia and has commenced preparation in particular for the incoming Australian Sustainability Reporting Standards (ASRS). The ASRS has been developed based on international climate reporting standards; the Taskforce for Climate-related Financial Disclosures (TCFD) and the International Financial Reporting Standards S2 (IFRS). It consists of the four disclosure areas: Governance, Strategy, Risk Management, and Metrics and Targets.

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In FY24, the Company engaged an external consultant, Automic ESG, and undertook the following activities collaboratively in relation to climate and emissions:

- Established emissions boundary
- Collected activity data for scope 1 & 2 greenhouse gas (GHG) emissions sources
- Calculated baseline Scope 1 & 2 emissions
- Reviewed material scope 3 emissions sources
- Identified material climate-related financial risks and opportunities

Governance

Winsome's Audit & Risk Committee's role is to assist the Board to meet its oversight responsibilities in relation to Winsome's corporate reporting, Risk Management Framework and Risk Management Policy. This includes climate-related financial risk. The Board receives regular updates from the Audit & Risk Committee.

Executive level responsibility for risk management, including climate risk, is the responsibly of the Managing Director and Chief Financial Officer.

Risk Management and Strategy

In FY24, Winsome conducted a corporate risk assessment and updated the Company's corporate risk register. Climate-related risks were explicitly considered, with both physical and transition climate risks identified in what was a first-pass climate risk identification process. These are listed below in Table 1.



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RISK CATEGORY	RISK EVENT	DETAILS
Physical	Extreme temperatures	Freeze and thaw cycle impacted by increasing severity of climatic conditions. Infrastructure (specifically road) needs to be considered and be engineered for evolving climate impacts to support supply chain resilience.
Physical	Wildfire	Increased frequency and intensity of forest fires poses a threat to people and infrastructure.
Physical	Health & Safety	Extreme acute weather events with higher than usual severity need to be considered in maintaining and responding to the health and safety of staff and contractors on or travelling to remote sites.
Transition	Regulatory Compliance	Effective reporting under various regulations/jurisdictions and compliance with evolving requirements poses financial and reputational risks.
Transition	Financial	Performing to accepted and evolving standards under climate regulations may impact the ability to attract investment.
Transition	Market	Performing to accepted and evolving standards at a corporate and/or product level may impact the ability to sell products in markets where climate regulations are in place and customer expectations are aligned to (E.g. Carbon Border Adjustment Mechanism in the European Union).

Table 1: Climate-related risks identified by Winsome.

All identified risks are reviewed on an annual basis, with proportionate controls developed to effectively manage them.

Operating in Québec provides Winsome with a climate-related opportunity in the form of an extensive hydropower network providing 99.8% of all energy requirements in the province.

Winsome's projects are in close proximity to existing hydropower supplies, meaning we may develop the necessary infrastructure with minimum impact on the environment, and run our projects long into the future with some of the cleanest, lowest emission renewable energy available.

Winsome is committed to maturing its approach to climate-related risk management to ensure effective responsible management and compliance with customers and governments/regulators.

Metrics and Targets

A GHG emissions assessment for Winsome-owned and operated assets was performed for FY24. An operational control consolidation approach was adopted to estimate the Company's Scope 1 and 2 emissions; this included fuel (kerosene, diesel, and unleaded petrol) used for helicopters, drill rigs, light vehicles and electricity consumed at both Australian and Canadian offices.

This is the first year Winsome has tracked and measured its GHG emissions, and in doing so allows the Company to understand its emissions profile and consider the opportunities existing to reduce emissions.

In FY24, Winsome's total Scope 1 and 2 emissions were 2,148.61 tCO_2-(Figure 1).

Scope 1 emissions make up 99.96% of

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Winsome's GHG emissions profile as the Company depends heavily on its helicopters for field studies, personnel transport, exploration purposes and light vehicles for transport of its employees and contractors. The Scope 2 emissions reflect the use of two (2) modest offices in which the Australian and Canadian corporate staff operate. Winsome's Australian office operates with a lean corporate team of four members in a shared office space, while the Canadian office operates in Val d'Or Québec, which has the lowest electricity grid factor in North America as 99.8% of its grid is powered by renewable energy.

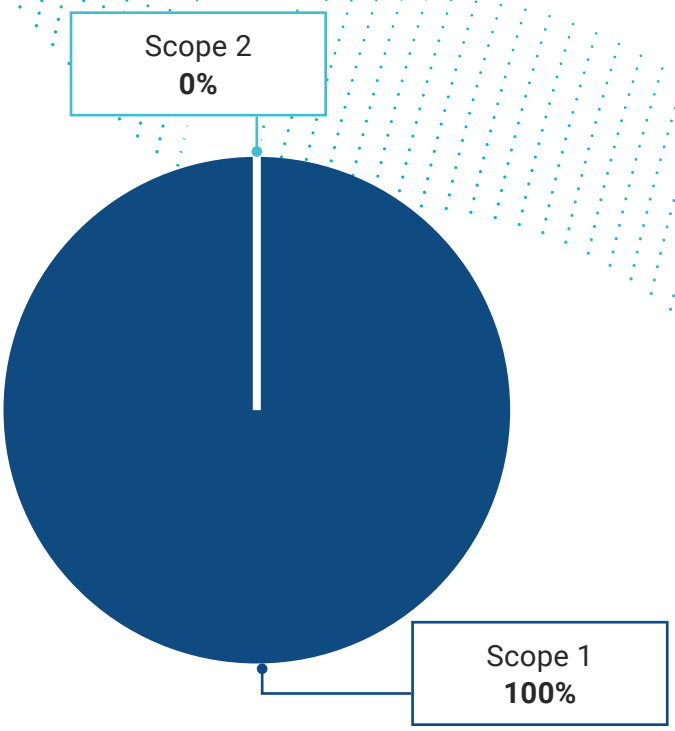


Figure 1: Winsome's FY24 GHG emissions broken down by Scope.

Health and Safety

This year saw a decrease in the number of Health and Safety related incidents and in the last quarter there were no lost time incidents. This reinforced the effectiveness of the recently updated camp and site safety and evacuation plans, completed by the Company's Health and Safety Officers and reviewed by external consultants.

The end of Winter and the onset of Spring saw the introduction of a number of new and updated measures to suit the changing seasons at the exploration, project and camp sites.

These included:

- 1 revised safety induction for all staff and contractors
- Completion of the first aid station, ambulance parking and access and an emergency coordination centre and the Winsome Camp
- Installation of Bear box protection kits throughout the Winsome Camp due to increased Bear presence.
- Formation of a site based OH&S committee
- Incident and Investigation training and prevention courses undertaken by site staff

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Material Business Risks

For the purposes of section 299A(1) of the Corporations Act 2001 (Cth), this addendum summarises the material business risks the Company considers could impede the achievement of its future operational and financial success, and which are relevant to the expectations of the directors of the Company having adequate financial resources to continue as a going concern. These risks represent the Company's current risk register assessment of the key risks which could potentially affect the Company's business, which register the Company routinely updates as part of its risk management process. Further information in relation to the Company's risk management processes are contained in the Company's Risk Management Policy, which can be found at **winsomeresources.com.au/corporate-governance.**

Reliance on key personnel

Winsome is an exploration and development company and will be dependent on its directors, managers and consultants to implement its business strategy. A number of factors, including the departure of senior management of Winsome or a failure to attract or retain suitably qualified key employees, could adversely affect Winsome's business strategy.

Title

Currently, Winsome or its subsidiaries wholly owns all exploration licences required to operate and develop the James Bay area projects. Renewal of titles is made by way of application to the relevant department. There is no guarantee a renewal will be automatically granted other than in accordance with the applicable provincial mining legislation. In addition, the relevant department may impose conditions on any renewal, including relinquishment of ground.

Exploration risks

Exploration is a high-risk activity requiring large amounts of expenditure over extended periods of time. Winsome's exploration activities will also be subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and plant, risks associated with operating in remote areas and other similar considerations. Conclusions drawn during exploration and development are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

Commodity prices

Winsome's future prospects and the Share price will be influenced by the prices obtained for the commodities produced and targeted in Winsome's development and exploration programs. Commodity prices fluctuate and are impacted by factors including the relationship between global supply and demand for minerals, forward selling by producers, costs of production, geopolitical factors (including trade tensions), hostilities and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand factors. These factors may have an adverse effect on Winsome's production and exploration activities and any subsequent development and production activities, as well as its ability to fund its future activities. Further, lithium mineral products are not exchange traded commodities.

Winsome will require contracts for sale of these mineral commodities. There is no guarantee the Company will secure contracts on terms favourable to the Company. Lithium mineral product prices will depend on available markets at acceptable prices and distribution and other costs. The market prices for lithium mineral products have been volatile and are influenced by numerous factors and events

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beyond the control of the Company. For example, if industries reduce their demand for end-products utilising lithium mineral products, the resulting change in demand for lithium mineral products could have an adverse effect on the Company's business.

Taxation

In all places where Winsome has operations, in addition to the normal level of income tax imposed on all industries, Winsome may be required to pay government royalties, indirect taxes, goods and services tax and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

Future funding requirements

Winsome's activities will require substantial expenditure going forward, particularly with respect to the construction of the Adina Project and potential acquisition of the Renard Operation.

No decision has been made in relation to the funding of the Adina Project nor the Renard Option, but any additional equity financing required may be undertaken at lower prices than the current market price or may involve restrictive covenants which limit the Company's operations and business strategy. Further, any debt financing may involve restrictions on financing and operating activities.

Although the Company believes additional funding can be obtained, no assurances can be made appropriate funding will be available on terms favourable to the Company or at all. If Winsome is unable to obtain additional financing as required, it may be required to scale back its development program. In addition, Winsome's ability to continue as a going concern may be diminished.

Economic factors

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters.

A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operating and financial performance and financial position. The Company's future possible revenues and share price can be affected by these factors, which are beyond the control of the Company.

Foreign exchange

Foreign exchange rates fluctuate over time. Fluctuating exchange rates have a direct effect on Winsome's operating costs and cash flows expressed in Australian dollars.

Occupational health and safety

Exploration and production activities may expose Winsome's staff and contractors to potentially dangerous working environments. Occupational health and safety legislation and regulations differ in each jurisdiction. If any of the Company's employees or contractors suffers injury or death, compensation payments or fines may be payable and such circumstances could result in the loss of a licence or permit required to carry on the business. Such an incident may also have an adverse effect on the Company's business and reputation.

Environmental Regulation

The Group's operations are subject to environmental regulation under the law in Australia and Canada. The Directors monitor the Group's compliance with environmental regulation under law, in relation to its exploration and future mining activities. The Directors are not aware of any compliance breach arising during the year and up to the date of this report.

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Climate change

The impacts of climate change may affect the Company's operations and the markets in which the Company may sell its products through regulatory changes aimed at reducing the impact of, or addressing climate change, including reducing or limiting carbon emissions, technological advances and other market or economic responses (including increased capital and operating costs, including increased costs of inputs and raw materials).

Climate change may also result in more extreme weather events and physical impacts on the Company due to the energy intensive nature of the Company's proposed operations, and the Company's reliance on either fossil fuels or favourable weather events for generating energy for its proposed mining and processing activities.

Insurance

The Company's business is subject to a number of risks and the materialisation of any of these risks could result in damage to property, personal injury or death, environmental damage, delays in development, monetary losses and possible legal liability (including for indirect or consequential losses suffered by third parties). The Company intends to limit its exposure to such risks by contractually limiting its liability and insuring its business activities and operations in accordance with industry practice.

However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance to cover all liability. The occurrence of an event not covered or fully covered by insurance may cause substantial delays to the Company's projects and/or require significant capital outlays, which could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk an insurer defaults in the payment of a legitimate claim by the Company.

Further, any increase in the cost of insurance policies; any change in the availability of insurance policies or in the terms, conditions or exclusions on which those policies are offered or renewed; or any inability to claim, or recover against the Company's insurance policies, including as a result of the current uncertain macroeconomic environment, could have a material adverse effect on the Company's business, financial condition and results of the Company.

International conflicts risk

The current evolving conflict between Russia and Ukraine (Russia-Ukraine Conflict) is having a material effect on the global economy. These hostilities have created uncertainty for capital markets around the world, and this uncertainty may lead to adverse consequences for the Company's business operations. Further, various governments and industries have taken measures and imposed sanctions in response to the Russia-Ukraine Conflict (such as changes to import/export restrictions and other economic sanctions). Whist Winsome does not have a relationship with any party domiciled in Russia, such measures and sanctions may cause disruptions to the Company's supply chains and adversely impact commodity prices. Such events may affect the financial performance of Winsome. Given the Russia-Ukraine Conflict is continually evolving, the consequences are inherently uncertain. Further, there is no certainty similar conflicts which impact global markets will not arise in the future.

Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

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Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, pandemics (i.e. COVID-19), explosions or other catastrophes, epidemics or quarantine restrictions.

Risk Management

Winsome seeks to manage enterprise-wide risk through a number of risk controls and mitigants. Specific risk controls and mitigants include but are not limited to:

- Board risk oversight
- Implementation and adoption of Company policies and standards
- Implementation of compliant Occupational Health and Safety processes and procedures
- Insuring business activities and operations in accordance with industry practice
- Implementing measures to minimise the impact of COVID to staff and the Company's business
- Engaging appropriate tax, finance, accounting and legal advisors.

DISCLAIMER

Caution regarding forward-looking information

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

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

Competent person statement

The information in this report which relates to Exploration Results is based on, and fairly represents, information and supporting documentation prepared by Mr Antoine Fournier, VP Exploration of Winsome Resources Ltd. Mr Fournier is a member of the Quebec Order of Geologists (OGQ #0516), a Registered Overseas Professional Organisation as defined in the ASX Listing Rules, and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which has been undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Fournier consents to the inclusion in this release of the matters based on the information in the form and context in which they appear.

The information in this announcement relating to the Estimation and Reporting of Mineral Resources is based on information, and fairly represents, information and supporting documentation prepared by Mr Kerry Griffin. Mr Griffin is a consultant to the Company, a Member of the Australian Institute of Geoscientists, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Griffin consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

Winsome confirms it is not aware of any new information or data which materially affects the information included in the original market announcements. Winsome confirms the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

DIRECTORS' REPORT

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The directors present their report together with the financial report of Winsome Resources Limited ('Winsome' or 'Company') and the entities it controlled ('Consolidated Entity' or 'Group') for the year ended 30 June 2024.

Directors

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. The Directors were in office for this entire period unless otherwise stated.



Stephen Biggins

NON-EXECUTIVE CHAIRMAN

appointed 30 November 2022

MBA, BSc (Hons)
Geol, MAusIMM

Mr Biggins was previously Managing Director of Core Lithium (ASX:CXO), a position he held for over 10 years, during which time he led the company through the acquisition, discovery, permitting, financing, offtake and most recently production from the first lithium mine in the Northern Territory, one of the highest-grade lithium resources in Australia.

Mr Biggins has applied his Honours Degree in Geology and MBA as the founding Managing Director of several ASX-listed companies. Mr Biggins has built prospective portfolios of lithium, gold, uranium and base metal exploration projects in Australia, Asia and Africa.

Mr Biggins is the Non-Executive Chairman of Stelar Metals Limited (Appointed July 2021) and Crown Metals Limited (Appointed July 2023).

Former directorships in the last 3 years:

Core Lithium Limited (10 September 2010 – 25 March 2022)

Interests in shares and options:

Performance Rights	Class A	500,000
	Class B	500,000
	Class C	1,250,000
	Class M	250,000

Unlisted Options

Exercise Price	$1.30	1,000,000
Exercise Price	$2.00	1,000,000
Exercise Price	$2.50	500,000



Chris Evans

MANAGING DIRECTOR

appointed 6 April 2021

BEng (Civil)(Hons)
MEngSc (Construction Management)

Mr Evans is an experienced project delivery and operational management expert who as Chief Operating Officer, was responsible for building and bringing into operation the Pilgangoora lithium mine and processing facility which was later acquired by Pilbara Minerals (ASX:PLS) in a deal valued at more than $200 million. In this role and in his subsequent role as Managing Director of an ASX Listed lithium developer, Mr Evans was also involved in establishing and maintaining key relationships with project finance and off-take partners.

Mr Evans has a Civil Engineering background with 20 years demonstrated success in managing large scale construction and mining development projects and operations across various commodities.

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Mr Evans holds a Master of Engineering Science, Construction Management, (University of New South Wales), a Bachelor of Engineering (Hons), Civil (University of New South Wales), and is a Graduate of the Australian Institute of Company Directors.

In December 2022 Mr Evans was appointed as a Non-Executive Director of Power Metals Corp as a representative of Winsome Resources.

Former directorships in the last 3 years:

Askari Metals Limited (14 September 2022 – 29 January 2024)

Interests in shares and options:

Ordinary Shares		4,423,333
Performance Rights	Class C	1,150,000
	Class E	750,000
	Class N	250,000
	Class O	250,000
Unlisted Options		
Exercise Price	$0.53	2,000,000
Exercise Price	$2.50	1,000,000



Justin Boylson

NON-EXECUTIVE DIRECTOR

appointed 28 June 2021

Mr Boylson is an experienced commodity trader and resource project manager with over 26 years' experience. He has an extensive resource and commodity-based knowledge of Australia, Southeast and North Asia and their markets. Mr Boylson commenced his career in the international trade and commodity markets after time in the Australian Army. He worked for Brickworks Limited in various managerial positions including Regional Export Manager, Project Manager (WA) and Regional Director (Middle East). Mr Boylson joined Sinosteel Australia Pty Ltd in 2006 where he was responsible for the day to day running of the trade desk.

In 2008 he joined Tennant Metals as its Western Australia and Bulk Commodity General Manager. Mr Boylson was responsible for several high profile off-take transactions and was also involved in the start-up of several mining and recovery projects in Australia, the USA and Asia.

In 2014 Mr Boylson cofounded and is currently a director of ResCap Investments Pty Ltd. Mr Boylson is the Non-Executive Chairman of Mamba Exploration Limited (ASX: M24) from October 2020 and Stockton Mining Limited from July 2023.

Former directorships in the last 3 years:

Nil

Interests in shares and options:

Ordinary Shares		1,690,000
Performance Rights	Class C	430,000
	Class E	350,000
Unlisted Options		
Exercise Price	$0.53	2,000,000
Exercise Price	$2.50	500,000



Dr Qingtao Zen

NON-EXECUTIVE DIRECTOR

appointed 6 April 2021

PhD (Geology) AusIMM

Dr Zeng completed a PhD in geology at the University of Western Australia in 2013. He has been engaged as a consulting geologist, principally working with CSA Global based in Perth and has a range of geological and commercial specialities.

Since 2015, Dr Zeng has been extensively involved in the lithium exploration and development sector and through his strong network of contacts throughout China has helped clients complete a range of contracts relating to the supply or purchase of lithium products and ores. Dr Zeng is Managing Director of Australasian Metals Ltd from April 2018 and a Non-Executive Chairman of Oceana Lithium Limited from April 2022.

Former directorships in the last 3 years:

Kodal Minerals Plc (November 2017 – 18 September 2023)

MetalsTech Limited (June 2019 – 26 September 2023)

Interests in shares and options:

Ordinary Shares		3,143,506
Performance Rights	Class C	610,000
	Class E	350,000
Unlisted Options		
Exercise Price	$0.53	2,000,000
Exercise Price	$2.50	500,000



Peter Youd

COMPANY SECRETARY

appointed 22 June 2021

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Mr Youd is a senior finance executive with more than 30 years' experience predominantly across the mining, oil and gas sectors in Australia and overseas.



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Results and Dividends

The Group result for the year was a comprehensive loss of $13,459,910 (2023: comprehensive loss of 11,899,341).

No final dividend has been declared or recommended as at 30 June 2024 or as at the date of this report (2023: $ Nil).

No interim dividends have been paid (2023: Nil).

Principal Activities

Winsome holds interests in a range of lithium exploration projects in the Quebec province of Canada.

Events Since the End of the Financial Year

On 1 August 2024 the Company announced it would be extending its Exclusive Option Agreement (Option) to acquire the assets comprising the Renard Mine and associated infrastructure (Renard). The Company paid a C$2 million extension fee and the Option has been extended to 31 December 2024.

Significant Changes in State of Affairs

On 3 April 2024 the Company announced it had entered into an Exclusive Option Agreement to acquire the assets comprising the Renard Mine and associated infrastructure or all the issued capital in Stornoway Diamonds (Canada) Inc (the 100% owner of Renard). The Option was subject to Quebec Court approval, which was received on 8 April 2024.

Winsome paid a C$4 million Option fee and may exercise the Option until 30 September 2024 unless extended.

On 1 August 2024 the Company announced it would be extending its Exclusive Option Agreement and paid a C$2 million extension fee and the Option has been extended to 31 December 2024.

Winsome may extend by a further two months to 28 February 2025 by paying an additional C$2 million in cash by 31 December 2024.

Further details are included in the Company's Review of Operations.

Likely Developments and expected results of operations

The Directors have excluded from this report any further information on the likely developments in the operations of the Group and the expected results of those operations in future financial years, other than as mentioned in the Chairman's Statement and Review of Operations, as the Directors have reasonable grounds to believe the nascent nature of the mineral commodities market makes it impractical to forecast future profitability and other material financial events.

Directors' and other officers' emoluments

Details of the remuneration policy for Directors and other officers are included in the Remuneration Report (pages 24-27) and the Corporate Governance Report lodged separately on ASX on the same day as this report is lodged.

Details of the nature and amounts of emoluments for each Director of the Company and Executive Officers are included in the Remuneration Report.

Environmental Regulations

The Group's operations are subject to the environmental risks associated with the mining industry.

Proceedings on behalf of company

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

The Company was not a party to any such proceedings during the year.

Indemnification and insurance of officers and auditors

Under the Company's constitution and subject to section 199A of the Corporations Act 2001, the Company indemnifies each of the directors, the company secretary and every other person who is an officer of the Company and its wholly owned subsidiaries. The above indemnity is a continuing indemnity and applies in respect of all acts done by a person while an officer of the Company or its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

The Company has entered into a Deed of Indemnity, Access and Insurance ("Deed") with each current and former officer of the Company and its subsidiaries, including each director and company secretary and persons who previously held those roles.

During the financial year, the Company has paid a premium in respect of insuring the directors and officers of the Company and the Group. The insurance contract prohibits disclosure of the premium or the nature of liabilities insured against under the policy.

No indemnity or insurance is in place in respect of the auditor.

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Share options

At the date of this report, Winsome Resources Limited has the following options on issue exercisable into ordinary shares in Winsome Resources Limited.

Unlisted	Grant Date	Date of Expiry	Exercise Price	Number under Option
Share options	18 Nov 2021	18 Nov 2025	$0.30	4,000,000
	18 Nov 2022	17 Nov 2025	$0.53	7,000,000
	19 Apr 2023	18 Apr 2026	$1.30	1,000,000
	19 Apr 2023	18 Apr 2026	$2.00	1,000,000
	1 Dec 2023	30 Nov 2026	$2.50	3,600,000

Directors' meetings

The number of meetings of Directors held during the year and the number attended by each Director were as follows:

Director	Number of Meetings Eligible to Attend	Number of Meetings Attended
Stephen Biggins[1]	8	8
Chris Evans	8	8
Justin Boylson	8	8
Qingtao Zeng	8	8

[1]Mr Biggins was appointed as a director on 30 November 2022

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REMUNERATION REPORT (AUDITED)

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This report outlines the remuneration arrangements in place for directors and other Key Management Personnel (KMP) of Winsome Resources Limited in accordance with the requirements of the Corporation Act 2001 and its Regulations.

For the purpose of this report, KMP of the Company are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

Details of Key Management Personnel:

Mr Stephen Biggins
Non-Executive Chairman
(appointed 30 November 2022)

Mr Chris Evans
Managing Director
(appointed 6 April 2021)

Mr Justin Boylson
Non-Executive Director
(appointed 28 June 2021)

Mr Qingtao Zeng
Non-Executive Director
(appointed 6 April 2021)

Remuneration Policy

The Board is responsible for determining and reviewing compensation arrangements for the Directors. The Board assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality board and executive team. The Company may link the nature and amount of the emoluments of such officers to the Company's financial or operational performance. The expected outcome of this remuneration structure is to retain and motivate Directors.

As part of its Corporate Governance Policies and Procedures, the board has adopted a formal Remuneration Committee Charter. Due to the current size of the Company and number of directors, the board has elected not to create a separate Remuneration Committee but has instead decided to undertake the function of the Committee as a full Board under the guidance of the formal charter.

The rewards for Directors' generally have no set or pre-determined performance conditions or key performance indicators as part of their remuneration due to the current nature of the business operations. The Board determines appropriate levels of performance rewards as and when they consider rewards are warranted. The Company has no policy on executives and directors entering into contracts to hedge their exposure to options or shares granted as part of their remuneration package.

The Company's constitution specifies the non-executive director fee pool is $1,000,000 and may be varied by shareholder resolution.

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Details of remuneration for the year ended 30 June 2024

The remuneration of each director and Key Management Personnel of the Group during the year was as follows:

	SHORT TERM		OPTIONS & PERFORMANCE RIGHTS	POST-EMPLOYMENT			
Director	Consulting Fees	Directors Fees	Share Based Payments	Super-annuation	Prescribed Benefits	Total	Value of remuneration which is performance Related
	$	$	$	$	$	$	%
Stephen Biggins	-	90,090	743,682	9,910	-	843,682	88.1
Chris Evans	499,500	-	2,120,250	-	-	2,619,750	80.9
Justin Boylson	-	75,000	830,500	-	-	905,500	91.7
Qingtao Zeng	-	75,000	830,500	-	-	905,500	91.7
Total	**499,500**	**240,090**	**4,524,932**	**9,910**	**-**	**5,274,432**	**-**

Details of remuneration for the year ended 30 June 2023

The remuneration of each director and Key Management Personnel of the Group during the year was as follows:

	SHORT TERM		OPTIONS & PERFORMANCE RIGHTS	POST-EMPLOYMENT			
Director	Consulting Fees	Directors Fees	Share Based Payments	Super-annuation	Prescribed Benefits	Total	Value of remuneration which is performance Related
	$	$	$	$	$	$	%
Stephen Biggins	-	52,792	1,696,943	5,543	-	1,755,278	96.7
Chris Evans	331,500	-	2,400,750	-	-	2,732,250	87.9
Justin Boylson	-	48,000	1,974,750	-	-	2,022,750	97.7
Qingtao Zeng	36,200	48,000	1,974,750	-	-	2,058,950	95.9
Total	**367,700**	**148,792**	**8,047,193**	**5,543**	**-**	**8,569,228**	**-**

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The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. The Group is in the early development phase of its operations and due consideration is made of developing long term shareholder value. The Board has regard to the following indices in respect of the current and previous financial years to facilitate the long-term growth of the Group:

Item	2024	2023	2022
Loss per share (cents)	4.03	3.96	3.92
Share price ($)	0.765	1.63	0.195

Performance Rights holdings of Key Management Personnel

The numbers of Performance Rights over ordinary shares in the Company held during the financial year by each Key Management Personnel of Winsome Resources Limited, including their personally related parties, are set out below:

2024	Balance at 01.07.23	Issued during the year as compensation	Exercised	Other Changes	Balance at 30.06.24	Vested & Exercisable 30.06.2024
Stephen Biggins	2,000,000	500,000	-	-	2,500,000	2,250,000
Chris Evans	3,500,000	1,800,000	(2,900,000)	-	2,400,000	250,000
Justin Boylson	1,350,000	580,000	(1,150,000)	-	780,000	-
Qingtao Zeng	1,550,000	660,000	-	-	2,210,000	1,250,000

Unlisted Options holdings of Key Management Personnel

The numbers of Performance Rights over ordinary shares in the Company held during the financial year by each Key Management Personnel of Winsome Resources Limited, including their personally related parties, are set out below:

2024	Balance at 01.07.23	Issued during the year as compensation	Exercised	Other Changes	Balance at 30.06.24	Vested & Exercisable 30.06.2024
Stephen Biggins	2,000,000	500,000	-	-	2,500,000	2,500,000
Chris Evans	2,000,000	1,000,000	-	-	3,000,000	3,000,000
Justin Boylson	2,000,000	500,000	-	-	2,500,000	2,500,000
Qingtao Zeng	2,000,000	500,000	-	-	2,500,000	2,500,000

Shareholdings of Key Management Personnel

The number of shares in the Company held during the financial year held by each Key Management Personnel of Winsome Resources Limited, including their personally related parties, is set out below. There were no shares granted during the reporting period as compensation.

2024	Balance at 01.07.23	Acquired	Issued during the year as compensation	On exercise of performance rights	Other changes	Balance 30.06.24
Stephen Biggins	-	-	-	-	-	-
Chris Evans	1,490,000	33,333	-	2,900,000	-	4,423,333
Justin Boylson	540,000	-	-	1,150,000	-	1,690,000
Qingtao Zeng	1,893,506	-	-	-	-	1,893,506

Loans to/from Key Management Personnel

There were no loans to Key Management Personnel during the financial year ended 30 June 2024 (2023: Nil).

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

The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

END OF AUDITED REMUNERATION REPORT

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Auditor's Independence Declaration

The Directors received the independence declaration from the auditor of Winsome Resources Limited as stated on page 29.

Non-audit services

During the period HLB Mann Judd was paid $1,000 for the provision of taxation services. Refer to Note 23 for further details.

The board of directors has considered the position and is satisfied the provision of the non- audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied the provision of non- audit services by the auditor, as set out in Note 20, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the board to ensure they do not impact the impartiality and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants

Signed in accordance with a Resolution of the Directors.



Chris Evans
MANAGING DIRECTOR

Dated at Perth this 18 day of September 2024

Corporate Governance Statement

The Group's full Corporate Governance Statement is available on the Company's website.

A completed Appendix 4G and the full Corporate Governance Statement have been lodged with the Australian Securities Exchange as required under Listing Rules 4.7.3 and 4.7.4.

Annual General Meeting

The Notice of Meeting will be issued in due course.

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HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Winsome Resources Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.



Perth, Western Australia
18 September 2024

N G Neill
Partner

hlb.com.au

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HLB Mann Judd is a member of HLB International, the global advisory and accounting network.

ANNUAL FINANCIAL REPORT

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Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2024

	Notes	2024 $	2023 $
Continuing operations			
Other income	3	**26,030,141**	5,168,332
Total income		**26,030,141**	5,168,332
Expenses			
Exploration expenses	4(a)	**(1,027,419)**	(397,059)
General & administrative	4(b)	**(12,549,565)**	(4,472,322)
Share based payment expense	4(c)	**(7,872,482)**	(12,198,293)
Total expenses from continuing operations		**(21,449,466)**	(17,067,673)
Profit/(Loss) from continuing operations before income tax		**4,580,675**	(11,899,341)
Income tax expense	5	**(9,452,682)**	(3,279,604)
Loss for the year		**(4,872,007)**	(15,178,945)
Other comprehensive income			
Items which may be reclassified to profit or loss			
Foreign currency translation of foreign operations		**(3,049,982)**	1,162,320
Items which will not be reclassified to profit or loss			
Changes in fair value of financial assets		**(5,537,921)**	1,789,786
Other comprehensive income / (loss) for the year, net of tax		**(8,587,903)**	2,952,106
Total comprehensive loss for the year		**(13,459,910)**	(12,226,839)
Loss per share attributable to owners of Winsome Resources Limited (amounts in cents)			
Basic and diluted loss per share	6	**(2.64)**	(9.80)

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

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Consolidated Statement of Financial Position as at 30 June 2024

	Notes	2024 $	2023 $
Current Assets			
Cash and cash equivalents	7	**45,424,621**	42,316,613
Other receivables	8	**3,790,597**	1,782,544
Other current assets	25	**5,461,559**	293,303
Total Current Assets		**54,676,778**	44,392,460
Non-Current Assets			
Exploration and evaluation assets	9	**63,564,802**	30,953,948
Investment in other entities	10	**9,572,639**	6,810,013
Property, plant and equipment	11	**2,776,010**	929,899
Total Non-Current Assets		**75,913,452**	38,693,860
Total Assets		**130,590,229**	83,086,320
Current Liabilities			
Trade and other payables	12	**5,826,048**	2,636,514
FTS share premium liability	14	**7,224,600**	8,148,439
Total Current Liabilities		**13,050,648**	10,784,953
Non-Current Liabilities			
Deferred tax liabilities	15	**12,732,287**	3,279,604
Other non-current liabilities		**47,620**	-
FTS share premium liability	14	**3,999,995**	-
Total Non-Current Liabilities		**16,779,902**	3,279,604
Total liabilities		**29,830,550**	14,064,557
Net Assets		**100,759,681**	69,021,763
Equity			
Issued capital	16	**112,109,666**	74,784,318
Reserves	18	**11,939,314**	12,654,736
Accumulated losses		**(23,289,301)**	(18,417,291)
Total Equity		**100,759,681**	69,021,763

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

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Consolidated Statement of Cash Flows for the year ended 30 June 2024

	Notes	2024 $	2023 $
Cash flows from operating activities			
Payments to suppliers and employees		**(11,812,207)**	(4,129,701)
Interest received		**1,487,822**	194,121
Net cash outflows from operating activities	19	**(10,324,385)**	(3,935,580)
Cash flows from investing activities			
Cash acquired on acquisition			-
Payments for investment in other entities*		**(4,492,864)**	(5,020,228)
Payments for exploration activities		**(37,158,449)**	(18,850,510)
Payments for property, plant & equipment		**(2,467,539)**	(922,602)
Net cash outflows from investing activities		**(44,118,852)**	(24,793,340)
Cash flows from financing activities			
Proceeds from issue of shares	16	**59,376,948**	59,104,554
Payment of share issue & capital raising costs		**(1,860,520)**	(2,626,060)
Net cash inflows from financing activities		**57,516,428**	56,478,494
Net increase in cash held		**3,073,398**	27,749,574
FX adjustment		**34,610**	1,095,044
Cash and cash equivalents at beginning of period		**42,316,613**	13,471,995
Cash and cash equivalents at end of the period	7	**45,424,621**	42,316,613

**Includes payment for Stornoway Option Fee*

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

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Consolidated Statement of Changes in Equity for the year ended 30 June 2024

2024	Issued capital	Accumulated Losses	Reserves	Foreign Currency Translation Reserve	Total
	$	$	$	$	$
Balance 1 July 2023	**74,784,318**	**(18,417,292)**	**11,349,023**	**1,305,713**	**69,021,763**
Loss for the year	-	(4,872,007)	-	-	(4,872,007)
Other comprehensive income					
Changes in fair value of financial assets	-	-	(5,537,921)	-	(5,537,921)
Foreign currency translation	-	-	-	(3,049,982)	(3,049,982)
Total comprehensive loss for the year	-	(4,872,007)	(5,537,921)	(3,049,982)	(13,459,910)
Transactions with owners in their capacity as owners	-	-	-	-	-
Shares issued	39,185,867	-	-	-	39,185,867
Share issue costs	(1,860,520)	-	-	-	(1,860,520)
Share based payments	-	-	7,872,482	-	7,872,482
Balance at 30 June 2024	**112,109,665**	**(23,289,299)**	**13,683,584**	**(1,744,269)**	**100,759,681**

2023	Issued capital	Accumulated Losses	Reserves	Foreign Currency Translation Reserve	Total
	$	$	$	$	$
Balance 1 July 2022	**27,408,233**	**(3,238,347)**	**391,544**	**143,393**	**27,704,823**
Loss for the year	-	(15,178,945)	-	-	(15,178,945)
Other comprehensive income					
Changes in fair value of financial assets	-	-	1,789,786	-	1,789,786
Foreign currency translation	-	-	-	1,162,320	1,162,320
Total comprehensive loss for the year	-	(15,178,945)	1,789,786	1,162,320	(12,226,839)
Transactions with owners in their capacity as owners					
Shares issued	50,002,144	-	-	-	50,002,144
Share issue costs	(2,626,059)	-	-	-	(2,626,059)
Share based payments	-	-	9,167,693	-	9,167,693
Balance at 30 June 2023	**74,784,318**	**(18,417,292)**	**11,349,023**	**1,305,713**	**69,021,763**

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

Notes to the Consolidated Financial Statements

1. Corporate Information

Winsome Resources Limited ("Winsome" or "the Company") is a for-profit company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange. Its registered office and principal place of business is:

Level 1
16 Ord Street
West Perth WA 6005

A description of the nature of operations and principal activities of Winsome and its subsidiaries (collectively, "the Group" or "the Consolidated Entity") is included in the Directors' Report, which is not part of these financial statements.

The financial statements were authorised for issue in accordance with a resolution of the directors on 18 September 2024.

Basis of Preparation

The financial statements are general-purpose financial statements, which have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards, and other authoritative pronouncements of the Australian Accounting Standards Board and Australian Accounting interpretations. The financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

The financial statements have also been prepared on a historical cost basis. Winsome Resources Limited is a for profit entity for the purpose of preparing the financial statements. The presentation currency is Australian dollars.

Going Concern

The Group has net assets of $100,759,681 as at 30 June 2024 (2023: net assets of $69,021,763).

The financial report is prepared on the going concern basis which assumes the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

New standards, interpretation and amendments adopted by the Group

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 30 June 2024.

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

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Notes to the Consolidated Financial Statements

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations which have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2024. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

2. Material Accounting policies

The accounting policies which are material to the Group are set out below. The accounting policies are consistent with those of the previous year, unless otherwise stated.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of Winsome Resources Limited and its subsidiaries as at 30 June 2024 (the Group).

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights giving the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other voting holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

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Notes to the Consolidated Financial Statements

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary
- De-recognises the carrying amount of any non-controlling interests
- De-recognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained'
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

(b) Foreign currency translation

The financial report is presented in Australian dollars, which is Winsome Resources Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rate at the date of the transaction, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

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Notes to the Consolidated Financial Statements

(c) Other Accounting Policies

Significant and other accounting policies which summarise the measurement basis used and are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements. Where possible, wording has been simplified to provide clearer commentary on the financial report of the Group. Accounting policies determined non-significant are not included in the financial statements. There have been no changes to the Group's accounting policies which are no longer disclosed in the financial statements.

(d) The Notes to the Financial Statements

The notes include information which is required to understand the financial statements and is material and relevant to the operations and the financial position and performance of the Group. Information is considered relevant and material if, for example:

- the amount is significant due to its size or nature;
- the amount is important for understanding the results of the Group;
- it helps to explain the impact of significant changes in the Group's business; or
- it relates to an aspect of the Group's operations which are important to its future performance.

The notes are organised into the following sections:

- Performance for the year;
- Operating assets and liabilities;
- Capital structure and risk;
- Other disclosures.

A brief explanation is included under each section.

(e) Performance For the Year

Notes 3-6 focus on the results and performance of the Group. This covers both profitability and the resultant return to shareholders via earnings per share combined with cash generation.

(f) Key Estimates And Judgements

In the process of applying the Group's accounting policies, management has made a number of judgements and applied estimates of future events. Judgements and estimates which are material to the financial report relate to Notes 9-11.

Notes to the Consolidated Financial Statements

(g) Share Based Payments Estimates

Judgement has been exercised in calculating the value of share-based payments. The closing price of share sales on the day of the award of the share-based payment is used for calculating the fair value of the payment.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using the Black-Scholes option pricing model which takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions which do not determine whether the consolidated entity receives the services entitling the employees to receive payment. No account is taken of any other vesting conditions. The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods. Performance Rights are assessed by applying a Monte Carlo share price simulation model.

(h) Impairment of assets

At each reporting date the Group assesses whether there is any indication individual assets are impaired. Where impairment indicators exist, the recoverable amount is determined, and impairment losses are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income where the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate reflecting current market assessments of the time value of money and the risks specific to the asset.

Where it is not possible to estimate the recoverable amount for an individual asset, recoverable amount is determined for the cash generating unit to which the asset belongs.

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Notes to the Consolidated Financial Statements

(i) Flow-Through Shares

Flow-through shares may be issued to finance a portion of an exploration program. A flow-through share agreement transfers the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company divides the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognised as a liability, and ii) issued capital. Share capital for shares issued is recognised at fair value with the residual value, or flow-through share premium, recognised as current liabilities.

The Company has elected to apply the renunciation process prospectively and has relied upon the "look-back" rule which allows the Company to renounce eligible expenditures incurred up to an entire calendar year (i.e. 2024) following the last day of the calendar year in which the FTS are issued (i.e. 2023)

At initial recognition the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position as the entity has not yet fulfilled its obligations to pass on the tax deductions to the investor. Upon expenses being incurred, the Company derecognises the liability and the premium is recognised as other income. The exploration spend also gives rise to a deferred tax liability which is recognised as the difference between the carrying value and tax base of the qualifying expenditure for the amount of the tax reduction renounced to the investors.

Notes to the Consolidated Financial Statements

3. Other Income

	2024 $	2023 $
Other income resulting from sale of tax claims in Flow Through Share placements	**18,059,812**	4,974,211
Profit on sale of tenements	**6,449,610**	-
Interest income received	**1,520,719**	194,121
	26,030,141	5,168,332

4 Operating expenses

		2024 $	2023 $
a)	**Exploration expenses**		
	Data software & compilation	**72,299**	116,156
	Accommodation	**110,001**	85,129
	Consultants	**659,289**	33,182
	Travel expenses	**48,149**	5,239
	Drafting	**563**	1,620
	Sundry	**137,118**	155,733
	Total exploration expense	**1,027,419**	397,059
b)	**General & administrative expenses**		
	Audit & taxation fees	**163,120**	38,807
	Advertising and conferences	**477,345**	312,393
	Corporate accounting & secretarial	**525,613**	320,028
	Consulting fees	**1,845,861**	857,395
	Directors' fees	**150,000**	132,200
	Depreciation	**542,253**	121,199
	Employee costs	**5,103,762**	1,135,416
	Insurance	**145,671**	78,354
	Legal costs	**732,800**	311,974
	Listing & share registry fee	**297,941**	301,771
	Travel	**968,484**	306,868
	Other	**1,596,715**	555,919
		12,549,565	4,472,322
c)	**Share based-payment expense**		
	Non-cash share-based payments		
	- Issue of shares	**-**	3,030,600
	- Options	**1,468,800**	7,248,000
	- Performance Rights	**6,403,682**	1,919,693
		7,872,482	12,198,293

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Notes to the Consolidated Financial Statements

5 Income Tax Expense

Accounting Policy

The income tax expense for the period is based on the profit/loss for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates for each jurisdiction having been enacted or are substantially enacted by the reporting date.

Deferred income tax is provided for on all temporary differences at reporting date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes. No deferred income tax will be recognised from the initial recognition of goodwill or of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss. Deferred tax is calculated at the tax rates expected to apply to the period when the asset is realised, or liability is settled.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax assets and unused tax losses to the extent it is probable future tax profits will be available against which deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and only recognised to the extent sufficient future assessable income is expected to be obtained.

No deferred income tax liabilities or assets will be recognised in respect of temporary differences between the carrying value and tax bases of investments in controlled entities if the timing of the reversal of the temporary difference can be controlled and it is probable the temporary differences will not reverse in the near future.

Current and deferred income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of profit or loss and other comprehensive income. Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

A reconciliation between tax expense and the product of accounting profit before income tax multiplied by the Group's applicable income tax rate is as follows:

Notes to the Consolidated Financial Statements

5 Income Tax Expense (continued)

	2024 $	2023 $
(a) Income tax expense/(benefit)		
Current tax	**-**	-
Deferred tax	**9,452,682**	3,279,604
Total income tax expense	**9,452,682**	3,279,604
(b) Reconciliation of income tax expense to prima facie tax payable		
Accounting profit/(loss) before income tax expense	**4,580,675**	(11,899,341)
Prima facie income tax expense/(benefit) on profit/(loss) before income tax at 30.0% (2023: 30.0%)	**1,374,203**	(3,569,802)
Non-deductable expense	**2,799,509**	3,769,519
Non-assessable income	**(5,417,944)**	(1,492,263)
Tax losses for which no deferred tax asset was recognised	**1,169,251**	1,219,326
Recognition of deferred tax liability on capitalised exploration expenditure	**9,452,682**	3,279,604
Tax losses for which no deferred tax asset was recognised	**1,169,251**	1,219,326
Recognition of deferred tax liability on capitalised exploration expenditure		
Other deferred tax assets and tax liabilities not recognised	**24,674**	(2,899)
Effect of different tax rates of subsidiaries operating in other jurisdictions	**39,317**	76,120
Adjustments recognised in the current year in relation to the current tax of prior years	**12,053**	-
Other	**(1,063)**	-
Income tax expense	**9,452,682**	3,279,604
Deferred tax assets comprise:		
Losses available for offset against future taxable income	**2,833,607**	1,664,356
Blackhole expenditure	**(2,763)**	(2,763)
Accrued expenses	**13,837**	(1,050)
Employee entitlements	**14,286**	-
Deferred gains and losses on foreign exchange contracts	**(686)**	914
Other	**12,053**	-
Deferred tax assets not recognised	**(2,870,335)**	(1,661,458)
	-	-

The Group has Australian revenue losses from previous years for which no deferred tax assets have been recognised. The availability to utilise these losses in future periods is subject to review in the relevant jurisdictions.

The benefit for tax losses will only be obtained if:

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i. the Company derives future assessable income in Australia and overseas of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realised,

ii. the Company continues to comply with the conditions for deductibility imposed by tax legislation in Australia, and

iii. no changes in tax legislation in Australia, adversely affect the Company in realising the benefit from the deductions for the losses.

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Notes to the Consolidated Financial Statements

6 Loss per share

Accounting Policy

Loss per share ("LPS") is the amount of post-tax loss attributable to each share. The group presents basic and diluted LPS data for ordinary shares. Basic LPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted LPS takes into account the dilutive effect of all potential ordinary shares, being share options on issue.

	2024	2023
	$	$
Loss attributable to the owners of Winsome used in calculating basic and dilutive loss per share	**(4,872,007)**	(15,178,945)
Weighted average number of ordinary shares used in calculating basic loss per share	**184,386,841**	154,917,876
Basic and diluted loss per share-in cents	**(2.64)**	(9.80)

7 Cash and cash equivalents

Accounting Policy

Cash and cash equivalents in the statement of financial position include cash on hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown as current liabilities in the statement of financial position. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as described above and bank overdrafts.

For the purposes of the Statement of Cash Flows, cash and cash equivalents comprise the following at the end of the reporting period:

	2024	2023
	$	$
Cash at bank and in hand	**45,424,621**	42,316,613
	45,424,621	42,316,613

8 Other receivables

Accounting Policy

Other receivables, which generally have 30-day terms, are recognised initially at fair value and subsequently at amortised cost using the effective interest method, less any provision for impairment.

	2024	2023
	$	$
GST and other receivables	**3,790,597**	1,782,544
	3,790,597	1,782,544

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Notes to the Consolidated Financial Statements

9 Exploration and evaluation phase – at cost

Accounting Policy

Exploration and evaluation expenditure is assessed and carried forward where right to tenure of the area of interest (i.e. tenement) is current and is expected to be recouped through sale or successful development and exploitation of the area of interest, or where exploration and evaluation activities in the area of interest have not reached a stage which permits reasonable assessment of the existence of economically recoverable reserves.

Key estimates and assumptions

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to the area of interest. The carrying value of any capitalised expenditure is assessed by the Directors each period to determine if any provision should be made for the impairment of the carrying value. The appropriateness of the Group's ability to recover these capitalised costs has been assessed at period end and the Directors are satisfied the value is recoverable. The carrying value of exploration and evaluation expenditure assets are assessed for impairment at an overall level whenever facts and circumstances suggest the carrying amount of the assets may exceed recoverable amount. An impairment exists when the carrying amount of the assets exceed the estimated recoverable amount. The assets are then written down to their recoverable amount. Any impairment losses are recognised in the income statement of profit or loss and other comprehensive income.

	2024	2023
	$	$
Carrying amount at beginning of the period	**30,953,948**	11,038,206
Additions	**36,338,416**	19,840,150
Disposals	**(745,901)**	-
Foreign exchange movements	**(2,981,661)**	75,591
Carrying amount at the end of the period	**63,564,802**	30,953,948

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

10. Investment in other entities

Accounting Policy

Investments In other entities are measured at fair value through other comprehensive income (FVOCI). The value is reviewed and the end of each period and marked to market.

Key estimates and assumptions

A regular review is undertaken of investments in other entities to determine the appropriateness of continuing to carry forward costs in relation to the investment. The carrying value of any capitalised expenditure is assessed by the Directors each period to determine if any provision should be made for the impairment of the carrying value. The appropriateness of the Group's ability to recover these capitalised costs has been assessed at period end and the Directors are satisfied the value is recoverable. The carrying value of investment expenditure assets are assessed for impairment at an

overall level whenever facts and circumstances suggest the carrying amount of the assets may exceed recoverable amount. An impairment exists when the carrying amount of the assets exceed the estimated recoverable amount. The assets are then written down to their recoverable amount.

	2024	2023
	$	$
Carrying amount at beginning of the period	**6,810,013**	-
Acquisitions during the period	**8,300,547**	5,020,228
Revaluation to market value	**(5,537,921)**	1,789,785
Carrying amount at the end of the period	**9,572,639**	6,810,013

The investment held in other listed entities is measured at fair value using Level 1: Quoted prices (unadjusted) in active markets

11. Property, plant and equipment

Accounting Policy

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure which is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

- Plant and equipment 3-7 years

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

Leasehold improvements and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to the profit or loss.

Key estimates and assumptions

USEFUL LIFE OF ASSETS

The estimation of useful lives, residual values and depreciation methods require significant management judgements and are regularly reviewed. If they need to be modified, the depreciation and amortisation expense is accounted for prospectively from the date of the assessment until the end of the revised useful life (for both the current and future years).

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Notes to the Consolidated Financial Statements

11. Property, plant and equipment (continued)

Reconciliations of the carrying value for each class of property, plant and equipment is set out below:

	30 June 2024 $				
	Cargair camp	Computer equipment	Motor vehicles	Office equipment	Total
Carrying amount at beginning of year	523,457	13,033	389,005	4,404	929,899
Additions	1,888,951	329,840	2,810	261,318	2,482,919
Depreciation	(248,274)	(95,654)	(164,995)	(33,330)	(542,253)
Foreign exchange movements	(72,597)	(7,152)	(7,892)	(6,912)	(94,555)
Carrying amount at end of year	**2,091,537**	**240,067**	**218,928**	**225,481**	**2,776,010**

	30 June 2023 $				
	Cargair camp	Computer equipment	Motor vehicles	Office equipment	Total
Carrying amount at beginning of year	-	22,473	106,680	2,224	131,377
Additions	530,980	2,892	361,576	2,728	898,176
Depreciation	(22,614)	(12,340)	(85,696)	(548)	(121,198)
Foreign exchange movements	15,091	8	6,445	-	21,544
Carrying amount at end of year	**523,457**	**13,033**	**389,005**	**4,404**	**929,899**

12. Trade and other payables

Accounting Policy

Trade creditors and other payables are recognised at amortised cost and not discounted due to their short-term nature. They represent liabilities for good and services provided to the Group prior to the end of the financial year which are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

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Notes to the Consolidated Financial Statements

	2024 $	2023 $
Trade and other payables	**5,119,284**	2,463,124
Accrued expenses	**706,764**	173,390
	5,826,048	2,636,514

13. Financial assets and liabilities

Set out below is an overview of financial assets (other than cash, short-term deposits and listed investments) and financial liabilities held by the Group as at 30 June 2024 and 30 June 2023:

		2024 $	2023 $
Financial assets			
Other receivables [I.]		**3,790,597**	1,782,544
		3,790,597	1,782,544
Current			
Total financial assets	Note 8	**3,790,597**	1,782,544
Financial liabilities			
Trade and other payables [II.]		**5,826,048**	2,636,514
		5,826,048	2,636,514
Current			
Total financial liabilities	Note 12	**5,826,048**	2,636,514

I. Debtors, other debtors and goods and services tax are non-interest bearing and generally receivable on 30-day terms. They are neither past due nor impaired. The amount is fully collectible. Due to the short-term nature of these receivables, their carrying value is assumed to approximate their fair value.

II. Trade creditors and other payables and funds received related to unissued shares are non-interest bearing and generally payable on 30-day terms. Due to the short-term nature of these payable, their carrying value is assumed to approximate their fair value.

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Notes to the Consolidated Financial Statements

14. Flow Through Share premium liability

	2024 $	2023 $
Current Liability	**7,224,600**	8,148,439
Non-current Liability	**3,999,995**	-
Flow-through share premium liability	**11,224,595**	8,148,439

15. Non-current liabilities – Deferred tax liabilities

Deferred tax liability comprises temporary differences attributable to

	2024 $	2023 $
Opening balance	**-**	-
Temporary difference on relinquishment of qualifying expenditure to investors	**12,732,287**	3,279,604
	12,732,287	3,279,604

16. Issued Capital

Accounting Policy

Ordinary shares are classified as equity. Transaction costs directly attributable to the issue of shares or options are recognised as a deduction from equity, net of any related income tax effects.

a) Ordinary shares	2024 $	2023 $	2024 Number	2023 Number
Issued and paid-up capital		27,408,233		143,354,001
Opening balance	**74,784,318**	27,408,233	**170,719,524**	143,354,001
Shares issued during period				
- Flow-Through Share (FTS) Placement (October 2023)	**17,629,209**	-	**14,450,171**	-
- Other share issues	**944,888**	-	**665,356**	-
- Conversion of Performance Rights	**-**	-	**5,000,000**	-
- Flow-Through Share (FTS) Placement (June 2024)	**8,776,459**	-	**10,325,246**	-
- Institutional placement (June 2024)	**11,835,312**	-	**13,923,896**	-
- Flow-Through Share (FTS) Placement		3,425,543		4,078,027
- Consultant shares		3,000,000		1,500,000
- Share placement		31,000,000		15,500,000
- FTS Placement		9,454,362		4,589,496
- Decelles option payment		376,000		200,000
- Share Purchase Plan		2,102,000		1,051,000
- Mazarac option payment		233,640		177,000
- Acquisition of Jackpot project		380,000		250,000
- Employee issue		30,600		20,000
Share issue costs	**(1,860,520)**	(2,626,060)		-
Closing balance	**112,109,666**	74,784,318	**215,084,193**	170,719,524

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Issued Capital (Continued)

b) Share Options *Unlisted share options*	**2024**	2023
At the beginning of the period	**13,000,000**	4,000,000
Options issued	**3,600,000**	9,000,000
Options exercised	**-**	-
At the end of the period	**16,600,000**	13,000,000

Refer to Note 14(c) for further details of the share options issued.

Capital risk management

The Group's capital comprises share capital, reserves and accumulated losses amounting to a net asset position of $100,759,681 at 30 June 2024 (2023: net asset position $69,021,763). The Group manages its capital to ensure its ability to continue as a going concern and to optimise returns to its shareholders. The Group was ungeared at year end and not subject to any externally imposed capital requirements. Refer to note 17 for further information on the Group's financial risk management policies.

c Share based payments

Accounting Policy

The value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period which the employees become unconditionally entitled to the options (the vesting period), ending on the date on which the relevant employees become fully entitled to the option (the vesting date).

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

- The grant date fair value of the option;
- The current best estimate of the number of options which will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
- The expired portion of the vesting period.

Until an option has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so.

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Notes to the Consolidated Financial Statements

17. Share Based Payments

Employee Performance Rights

On 1 December 2023, the following Performance Rights were granted with an expiry date 5 years from the date of issue, being 1 December 2028. The terms and conditions of the Performance Rights is set out below.

Class C	1,640,000	Class C Performance Right will vest and convert (at the election of the holder) into Shares upon the Company announcing to ASX a positive study, either to the Scoping or Pre-Feasibility Level, showing a positive net present value (NPV), verified by an Independent Technical Consultant at any one of the Company's Projects (**Class C Milestone**)
Class M	2,000,000	Class M Performance Rights will vest and convert (at the election of the holder) into Shares upon announcement by the Company of a maiden JORC Mineral Resource, with a minimum of 50 million tonnes containing a Lithium Oxide (Li_2O) grade of greater than 1.0% as defined in the JORC Code 2012 Edition (JORC Code) at any one of the Company's Projects as verified by an Independent Technical Consultant (**Class M Milestone**)
Class N	750,000	Class N Performance Rights vest and convert (at the election of the holder) into Shares on the Company announcing it has successfully signed a binding agreement with a strategic partner on or prior to 31 December 2025 to secure financing of at least $50,000,000 with respect to: (i) an equity or debt financing; (ii) an offtake agreement; or (iii) a share or asset acquisition, (**Class N Milestone**).
Class O	700,000	Class O Performance Rights will vest and convert (at the election of the holder) into Shares upon announcement by the Company of a JORC Mineral Resource, with a minimum of 75 million tonnes containing a Lithium Oxide (Li_2O) grade of greater than 1.0% as defined in the JORC Code 2012 Edition (JORC Code) at any one of the Company's Projects as verified by an Independent Technical Consultant (**Class O Milestone**)

Class P	250,000	Class P Performance Right will vest and convert (at the election of the holder) into one Share upon announcement by the Company of a JORC Mineral Resource, with a minimum of 100 million tonnes containing a Lithium Oxide (Li_2O) grade of greater than 1.0% as defined in the JORC Code 2012 Edition (JORC Code) at any one of the Company's Projects as verified by an Independent Technical Consultant. (**Class P Milestone**).
Class X	100,000	Class X Performance Right will vest and convert (at the election of the holder) into fully paid ordinary shares in the capital of the Company (Shares) on the Company announcing that it has successfully signed a Development Agreement with First Nations Group, (**Class X Milestone**).
Class Y	75,000	Class Y Performance Right will vest and convert (at the election of the holder) into fully paid ordinary shares in the capital of the Company (Shares) on the Company announcing that it has successfully completed a Definitive Feasibility Study at any one of the Company's Projects as verified by an Independent Technical Consultant, (**Class Y Milestone**).

Class C, N, P, X and Y Performance Rights have been valued at $1.015 each based on market value at grant date. As the milestones attached to the rights are non-market basis, this value will be brought to account when it is considered probable the milestones will be met. It is not considered probable at 30 June 2024.

The Class M Performance Rights have been valued at $1.015 each, based on market value at grant date, for a total value of $2,030,000. This milestone was achieved when the Company announced its Maiden Resources Estimate (MRE) of 59Mt at 1.12% Li_2O at Adina on 11 December 2023. This value has been expensed in the current year.

The Class O Performance Rights have been valued at $1.015 each, based on market value at grant date. This milestone was achieved when the Company announced its Maiden Resources Estimate (MRE) of 77.9Mt at 1.15% Li2O at Adina on 28 May 2024. This value has been expensed in the current year.

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Notes to the Consolidated Financial Statements

Options Issued to Directors and Senior Management

Using the Black Scholes option pricing model and based on the assumptions set out below, the Director and Senior Management Options were ascribed the following value:

Assumptions

Valuation date	30 November 2023
Underlying share price	$1.015
Exercise price	$2.50
Expiry date (length of time from issue)	2.82 Years
Risk free interest rate	4.02%
Volatility	95.0%
Indicative Value of Director & Senior Management Options (cents)	0.408
Number of options issued	3,600,000
Total Value of Director & Senior Management Options	$1,468,800

These options have vested, and this value has been expensed in the current year.

The Company provides directors, certain employees and advisors with share options. The options are exercisable at set prices and the vesting and exercisable terms varied to suit each grant of options.

	2024		2023	
	Number of options	**Weighted average exercise price (cents)**	Number of options	Weighted average exercise price (cents)
Outstanding 1 July 2023	**13,000,000**	**0.63**	4,000,000	0.30
Issued	**-**	**-**	7,000,000	0.53
Issued	**-**	**-**	1,000,000	1.30
Issued	**-**	**-**	1,000,000	2.0
Issued	**3,600,000**	**2.50**	-	-
Outstanding 30 June 2024	**16,600,000**	**1.04**	13,000,000	0.63

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Notes to the Consolidated Financial Statements

18 Reserves and accumulated losses

Accounting Policy

The share based payments reserve holds the directly attributable cost of services provided pursuant to the options issued to corporate advisors, and performance rights issued to directors of the Group.

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

	2024 $	2023 $
Share based payment reserve	**17,431,719**	9,559,237
Asset revaluation reserve	**(3,748,136)**	1,789,786
Foreign currency translation reserve	**(1,744,269)**	1,305,713
	11,939,314	12,654,736

19 Statement of cash flow reconciliation

	2024 $	2023 $
a) Reconciliation of net loss after tax to net cash flows from operations		
Net Loss	**(4,872,007)**	(15,178,945)
Share based payment expense	**7,872,482**	12,198,293
Depreciation	**542,253**	121,199
Profit on disposal of tenements	**(6,449,610)**	-
Changes in assets/liabilities		
Trade and other receivables	**(2,047,527)**	(1,635,879)
Trade and other payables	**3,237,154**	2,254,358
FTS Share premium liability	**(18.059,813)**	(4,974,211)
Deferred tax liability	**9,452,682**	3,279,604
Net cash outflow from operating activities	**(10,324,385)**	(3,935,580)

b) Non-cash transactions

There were no non-cash investing and financing activities during the reporting period, other than the acquisition of shares in other entities for a value of $8,300,547 (Note:10) as consideration received on the sale of certain licences.

20. Financial Risk Management

Exposure to liquidity, interest rate, credit and foreign currency risk arises in the normal course of the Group's business. The Group does not hold or issue derivative financial instruments.

The Group uses different methods as discussed below to manage risks arising from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security.

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Notes to the Consolidated Financial Statements

20. Financial Risk Management (continued)

(a) Liquidity Risk

Liquidity risk is the risk the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business and investing excess funds in highly liquid short-term investments. The responsibility for liquidity risk management rests with the Board of Directors.

Alternatives for sourcing our future capital needs include our cash position and the issue of equity instruments. These alternatives are evaluated to determine the optimal mix of capital resources for our capital needs. We expect, absent a material adverse change in a combination of our sources of liquidity, present levels of liquidity along with future capital raising will be adequate to meet our expected capital needs.

Maturity analysis for financial liabilities

Financial liabilities of the Group comprise trade and other payables. As at 30 June 2024 and 30 June 2023 all financial liabilities are contractually matured within 30 days.

(b) Interest Rate Risk

Interest rate risk arises from the possibility changes in interest rates will affect future cash flows or the fair value of financial instruments.

The Group's exposure to market risk for changes to interest rate risk relates primarily to its earnings on cash and term deposits. The Group manages the risk by investing in short term deposits.

	2024	2023
	$	$
Cash at bank and in hand-also refer Note 7	**45,424,621**	42,316,613

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's statement of profit or loss and other comprehensive income to a reasonably possible change in interest rates, with all other variables constant.

Judgement of reasonable possible movements

	Effect on Post Tax Losses	
	2024	2023
	$	$
Increase 1 basis point	**136,460**	44,292
Decrease 1 basis point	**(136,460)**	(44,292)

A sensitivity of 1 basis points has been used as this is considered reasonable given the current level of both short term and long-term Australian Dollar interest rates. The change in basis points is derived from a review of historical movements and management's judgement of future trends.

Notes to the Consolidated Financial Statements

20. Financial Risk Management (continued)

(c) Credit Risk

Credit risk represents the risk the counterparty to the financial instrument will fail to discharge and obligation and cause the Group to incur a financial loss. The Group's maximum credit exposure is the carrying amounts on the statement of financial position. The Group holds financial instruments with credit worthy third parties.

At 30 June 2023, the Group held cash at bank. These were held with financial institution with a rating from S&P Global Ratings of -AA or above (long term). The Group has no past due or impaired debtors as at 30 June 2024.

(d) Foreign Currency Risk

Currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency which is not the entity's functional currency. The Group does not have any material exposure to foreign currency risk.

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Notes to the Consolidated Financial Statements

21. Parent Entity Information

The following details information related to the parent entity, Winsome Resources Limited, at 30 June 2024. The information presented here has been prepared using consistent accounting policies as presented in note 2.

	Notes	2024 $	2023 $
Current Assets			
Cash and cash equivalents		**27,161,891**	28,288,764
Other receivables		**213,408**	2,069
Other current assets		**4,621,889**	40,179
		31,997,188	28,331,012
Non-Current Assets			
Exploration and evaluation assets		**1,074,522**	564,628
Property plant and equipment		**14,769**	4,403
Investments in other entities		**9,572,639**	6,810,013
Financial assets		**84,039,053**	46,240,642
		94,700,984	53,619,686
Total Assets		**126,698,173**	81,950,698
Current Liabilities			
Trade and other payables		**13,439,414**	253,259
FTS share premium liability		**11,224,595**	8,148,439
		25,568,202	8,401,698
Net Assets		**102,034,163**	73,549,000
Equity			
Issued capital		**129,541,055**	74,784,318
Reserves		**(3,748,235)**	11,349,023
Accumulated losses		**(23,758,657)**	(12,584,341)
Total Equity		**102,034,163**	73,549,000

22. Related Party Disclosures

(a) Ultimate parent

The ultimate parent entity is Winsome Resources Limited.

(b) Subsidiaries

The consolidated financial statements include the financial statements of Winsome Resources Limited and the subsidiaries listed in the following table:

	Principal activity in the year	Place of Incorporation	Equity Holdings 30 June 2024	Equity Acquired
Winsome Cancet Lithium Inc	Lithium exploration	Quebec Canada	100%	30 Nov 2021
Winsome Adina Lithium Inc	Lithium exploration	Quebec Canada	100%	30 Nov 2021
Winsome Sirmac Lithium Inc	Lithium exploration	Quebec Canada	100%	30 Nov 2021

(c) Compensation for key management personnel

The key management personnel compensation included in employee benefits expense (note 4) and share-based payments (note 17), is as follows:

	2024	2023
	$	$
Short term employee benefits	**749,500**	522,035
Share based payments	**4,524,932**	8,047,193
	5,274,432	8,569,228

23. Auditors' remuneration

During the year, the Group obtained the following services from HLB Mann Judd as detailed below:

Auditors' remuneration	**2024**	2023
	$	$
Audit services – HLB Mann Judd	**44,668**	38,806
Other services – HLB Mann Judd – taxation services	**-**	1,000
	44,668	39,806

24. Events subsequent to reporting date

On 1August 2024 the Company announced it would be extending its Exclusive Option Agreement (Option) to acquire the assets comprising the Renard Mine and associated infrastructure (Renard). The Company paid a C$2 million extension fee and the Option has been extended to 31 December 2024.

25. Commitments

On 2 April 2024 the Company announced it had entered into an Exclusive Option Agreement (Option) signed to acquire the assets comprising the Renard Mine and associated infrastructure (Renard) or all the issued capital in Stornoway (the 100% owner of Renard), subject to Québec Court approval. Renard is located circa. 60 kilometres south (in a straight line) of Winsome's 77.9 million tonne Lithium Mineral Resource at Adina (Adina).

The Option entitled Winsome to acquire, at its election, the assets comprising Renard or all the issued capital in Stornoway during the period commencing on the date the Court approves the Option (under the SISP) until 30 September 2024 unless extended (Option Period).

Winsome paid C$4 million in cash for the Option (Option Price)(A$4,529,902 included in Other current assets). The Option was approved by the Superior Court of Quebec on 8 April 2024. The Option Price is intended to fund Stornoway's care and maintenance costs during the Option Period. Winsome can elect to extend the Option Period by a further 2 months (to 28 February 2025) by the payment of an additional C$2 million in cash.

During the Option Period, the Vendors are:

- restricted from soliciting any other interest in Renard or Stornoway during the Option Period and must discontinue any other discussions regarding the same; and
- subject to customary obligations to ensure the Renard assets and Stornoway are maintained in good standing, in accordance with generally accepted industry standards (whether being operating as an operating mine or on care and maintenance) and generally with a view to preserve value.

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Notes to the Consolidated Financial Statements

Winsome is using the Option Period to assess the potential technical, economic, environmental, and social feasibility of repurposing Renard, as well as identify the optimal transaction structure and negotiate definitive transaction documents to give effect to the Proposed Acquisition. There can be no guarantee that Winsome will exercise the Option. Further, if the Option is exercised, the Proposed Acquisition itself will be subject to conditions (including Court approval) and therefore there can be no guarantee the Proposed Acquisition will complete.

Consideration

In the event Winsome does exercise the Option the following consideration will be payable.

C$52 million payable in cash, Winsome shares, or a combination thereof at Winsome's election, as follows:

- C$15 million, payable upon closing of the Proposed Acquisition (**Closing**);
- C$22 million, payable by the 12-month anniversary of Closing; and
- C$15 million, payable by the 24-month anniversary of Closing.

In the event Winsome elects to pay the consideration by the issue of Winsome shares, the value of Winsome shares to be issued will be determined based on the higher of the volume weighted average price of Winsome shares on the ASX over the 5 ASX trading days immediately preceding the date:

- on which the Option is exercised by Winsome (**Exercise Share Price**); and
- which is 2 business days prior to the date on which the relevant tranche of the consideration is to be paid (**Prevailing Share Price**).

However, where the Prevailing Share Price is less than the Exercise Share Price, Winsome must 'top-up' the cash component of the consideration such that the aggregate value of the cash and Winsome shares (valued at the Prevailing Share Price) is equal to the relevant tranche of the consideration (i.e. in respect of the payment at Closing, C$15 million).

If Winsome elects to make payment of second or third tranche of the consideration earlier than the deadline (being the 12-month anniversary and 24-month anniversary of Closing respectively), Winsome must pay the whole of the relevant tranche and not part.

Any allotted Winsome shares would be subject to a reasonable "lock up" period.

Canadian Dollars		
<12 Month	>12 months & < 5years	>5 years
19,000,000	37,000,000	-

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Consolidated Entity Disclosure Statement

For annual financial years commencing on or after 1 July 2023, public companies preparing financial statements under Chapter 2M of the Corporations Act 2001 are required to make specific disclosures about the subsidiaries which make up the consolidated group.

The consolidated entity disclosure statement (CEDS) is part of the Federal Government's broader reforms to enhance transparency about how entities structure their subsidiaries and operate in different jurisdictions, including for tax purposes.

The consolidated financial statements include the financial statements of Winsome Resources Limited and the subsidiaries listed in the following table.

Tax Residency

S295(3A)(vi) of the *Corporations Act 2001* defines tax residency as having the meaning in the *Income Tax Assessment Act 1997*. The determination of tax residency may involve judgements as there are different interpretations which could be adopted and which could give rise to different conclusions regarding residency.

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

Australian tax residency
Current legislation and judicial precent has been applied, including having regard to the Tax Commissioners public guidance.

Foreign tax residency
Where appropriate, independent tax advisors have been engaged to assist in the determination of tax residency to ensure applicable foreign tax legislation has been complied with.

Entity Name	Entity Type	Trustee, partner or participant in joint venture	Country of Incorporation	% Holding of Share Capital	Australian or Foreign Tax Resident	Foreign Jurisdiction of Foreign Residents
Winsome Resources Limited	Body Corporate	n/a	Australia	n/a	Australian	n/a
Winsome Cancet Lithium Inc	Body Corporate	n/a	Quebec, Canada	100%	Foreign	Canada
Winsome Adina Lithium Inc	Body Corporate	n/a	Quebec, Canada	100%	Foreign	Canada
Winsome Sirmac Lithium Inc	Body Corporate	n/a	Quebec, Canada	100%	Foreign	Canada

Directors' Declaration

In accordance with a resolution of the Directors of Winsome Resources Limited, I state:

1. In the opinion of the directors:

   a) the financial statements and notes of Winsome Resources Limited for the year ended 30 June 2024 are in accordance with the Corporations Act 2001, including:

      i. giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the year ended on that date; and

      ii. Complying with Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001 and other mandatory professional reporting requirements;

   b) the Consolidated Entity Disclosure Statement is true and correct; and

   c) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in note1.

2. There are reasonable grounds to believe the Company will be able to pay its debts as and when they become due and payable.

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

On behalf of the Board



Chris Evans
Managing Director
18 September 2024

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INDEPENDENT AUDITOR'S REPORT
To the Members of Winsome Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Winsome Resources Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

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Key Audit Matter	How our audit addressed the key audit matter
Carrying Value of Exploration and Evaluation Assets Refer to Note 9	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group capitalises exploration and evaluation expenditure, and as at 30 June 2024 had a balance of exploration and evaluation assets of $63,564,802. Accounting for exploration and evaluation assets was determined to be a key audit matter as it is important to the users' understanding of the financial report as a whole and was an area which involved the most audit effort and communication with those charged with governance.	Our procedures included but were not limited to: - Obtaining an understanding of the key processes associated with management's review of the carrying value of exploration and evaluation assets; - Considering the Directors' assessment of potential indicators of impairment in addition to making our own assessment; - Obtaining evidence that the Group has current rights to tenure of its areas of interest; - Considering the nature and extent of planned ongoing activities; - Substantiating a sample of additions (including acquisitions) by agreeing to supporting documentation; and - Examining the disclosures made in the financial report.
Equity (Flow-through share placements) Refer to Notes 14 and 17	
In accordance with Canadian tax laws, mining companies have the authority to offer flow-through shares to investors. These shares are a form of investment where the tax deductions associated with expenses for exploration and evaluation can be used by investors instead of the company. Essentially, issuing flow-through shares involves issuing regular shares along with the opportunity to sell tax deductions. When a company issues flow-through shares, the postponement of the tax deduction sale is recorded as a liability on the consolidated financial statement. This serves to acknowledge the commitment to undertake and relinquish qualified expenditures for exploring and evaluating resources. The process of managing flow-through share arrangements includes making approximations when calculating the liability upon initial acknowledgment, and also recognising it as different income as the commitment is met through acknowledging qualified expenses and their related tax implications. Because of this, we view the accounting for flow-through share arrangements as a significant focal point in the audit process.	Our procedures included but were not limited to: - Review legal documents to identify crucial terms and conditions related to placements of flow-through shares; - Assessing the complete share premium value, considering the disparity between the present market value and the price at which the flow-through share placement took place; - Assessing the income recorded in the profit or loss statement due to eligible exploration expenses incurred in the given period, along with its associated tax effects; and - Examining the disclosures made in the financial report.

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Other Information

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

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

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

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

Responsibilities of the Directors for the Financial Report

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

(a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and

(b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

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

(a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

(b) the consolidated entity disclosure statement that is true and correct and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the Directors' Report for the year ended 30 June 2024.

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

Responsibilities

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

HLB Mann Judd
Chartered Accountants

N G Neill
Partner

Perth, Western Australia
18 September 2024

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Additional Securities Information

In accordance with ASX Listing Rule 4.10, the following information is provided as at 6 September 2024

(Note, this information does not form part of the audited financial statements)

Top 20 Security Holders – Fully Paid Ordinary Shares

	Name of Holder	Number of Shares	%
1	HSBC Custody Nominees (Australia) Limited - A/C 2	26,085,031	12.06
2	HSBC Custody Nominees (Australia) Limited	25,636,630	11.85
3	Citicorp Nominees Pty Limited	10,395,100	4.81
4	UBS Nominees Pty Ltd	6,050,831	2.80
5	BNP Paribas Noms Pty Ltd	5,832,392	2.70
6	BNP Paribas Nominees Pty Ltd <Clearstream>	4,997,096	2.31
7	Christopher Evans	4,423,333	2.04
8	Mr Gino D'Anna <The Internatzionale A/C>	3,842,769	1.78
9	Mr Daniel Robert Paton	3,424,000	1.58
10	Mrs Rachel D'Anna	3,237,610	1.50
11	J P Morgan Nominees Australia Pty Limited	3,011,941	1.39
12	BNP Paribas Nominees Pty Ltd <IB AU Noms Retail Client>	2,936,480	1.36
13	Mr Kenneth Joseph Hall <Hall Park A/C>	2,900,033	1.34
14	Geosmart Consulting Pty Ltd	1,940,006	0.90
15	Hawksburn Capital Pte Ltd <Methuselah Strategic Fnd A/C>	1,267,235	0.59
16	David Edwards Palm Beach Realty Pty Ltd	1,250,000	0.58
17	Mr Gary Stewart & Mrs Fiona Stewart & Mr Jamie-lain Stewart <Stewart Family SMSF A/C>	1,221,500	0.56
18	Mr Andrey Zhmurovsky	1,200,000	0.55
19	Mr Christopher Michael Andrews	1,110,000	0.51
20	HSBC Custody Nominees (Australia) Limited <GSCO Customers A/C>	1,098,361	0.51
	Total	111,860,348	51.71
	Total issued capital	216,334,193	100.00

Substantial Holders

The names of substantial shareholders as disclosed in substantial shareholding notices given to the Company are:

	Units	% of issued capital
Electrification and Decarbonization AIE LP, Li Equities Investments LP, Lithium Royalty Corp. and Waratah Capital Advisors Ltd.	25,574,792	11.89

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Distribution of Holdings

Fully Paid Ordinary Shares:

Range	Total holders	Units	% of issued capital
1 – 1,000	690	383,062	0.18%
1,001 – 5,000	1,432	3,866,699	1.79%
5,001 – 10,000	635	4,845,800	2.24%
10,001 – 100,000	1,117	35,451,004	16.39%
100,001 and over	231	171,787,628	79.41%
Totals	4,105	216,334,193	100.00%

Options

Range	Total holders	Units	% of issued options
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	-	-	-
10,001 – 100,000	-	-	-
100,001 and over	11	16,600,000	100.00
Totals	**11**	**16,600,000**	**100.00**

Performance Rights

Range	Total holders	Units	% of issued performance rights
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	-	-	-
10,001 – 100,000	1	30,000	0.30
100,001 and over	12	9,990,000	99.70
Totals	**13**	**10,020,000**	**100.00**

Details of holders of performance rights issued under an employee incentive scheme are exempt from disclosure under Chapter 4 of the Listing Rules.

Shareholders with less than a marketable parcel

On 6 September 2024, there were 697 shareholders holding less than a marketable parcel of shares ($0.49 cents on this date) in the Company totalling 390,124 ordinary shares. This represented 0.18% of the issued capital.

Voting Rights

In accordance with the Company's constitution, on a show of hands every member present in person or by proxy or attorney or duly appointed representative has one vote. On a poll every member present or by proxy or attorney or duly authorised representative has one vote for every fully paid share held. There are no voting rights attached to unexercised options or performance rights.

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Additional Securities Information

Corporate Governance Statement

In accordance with Listing Rule 4.10.3, the Company's Corporate Governance Statement can be found on the Company's website. Refer to https://winsomeresources.com.au/wp-content/uploads/2023/07/20220630-WR1-Corporate-Governance-Statement.pdf

On-Market Buy Back

The Company has not initiated an on-market buy back.

Licence Position as of 6 September 2024

All granted licences are in good standing and comply with the reporting requirements of the relevant licence.

Winsome Cancet Lithium Inc.				
Tenement reference CDC No	**Location**	**Nature**	**Status**	**Interest %**
2446315 – 2446328	Cancet Quebec	Direct	Granted	100
2461250 - 2469652	Cancet Quebec	Direct	Granted	100
2486936 - 2486997	Cancet Quebec	Direct	Granted	100
2522495 - 2522638	Cancet Quebec	Direct	Granted	100
2523208 - 2523209	Cancet Quebec	Direct	Granted	100
Winsome Adina Lithium Inc.				
Tenement reference CDC No	**Location**	**Nature**	**Status**	**Interest %**
2446329 - 2446331	Adina Quebec	Direct	Granted	100
2458191 - 2458210	Adina Quebec	Direct	Granted	100
2461127 - 2461140	Adina Quebec	Direct	Granted	100
2465572 - 2465591	Adina Quebec	Direct	Granted	100
Winsome Sirmac Lithium Inc.				
Tenement reference CDC No	**Location**	**Nature**	**Status**	**Interest %**
2445273 - 2445275	Sirmac-Clapier Quebec	Direct	Granted	100
2445345 - 2445346	Sirmac-Clapier Quebec	Direct	Granted	100
2448807 - 2448813	Sirmac-Clapier Quebec	Direct	Granted	100

2449174 - 2449176	Sirmac-Clapier Quebec	Direct	Granted	100
2449450 - 2449467	Sirmac-Clapier Quebec	Direct	Granted	100
2450532	Sirmac-Clapier Quebec	Direct	Granted	100
2566108 - 2566117	Sirmac-Clapier Quebec	Direct	Granted	100
2574804 - 2574808	Sirmac-Clapier Quebec	Direct	Granted	100
2575125 - 2575134	Sirmac-Clapier Quebec	Direct	Granted	100
2598017	Sirmac-Clapier Quebec	Direct	Granted	100
2598605 - 2598611	Sirmac-Clapier Quebec	Direct	Granted	100

Tilly Quebec

Tenement reference CDC No	**Location**	**Nature**	**Status**	**Interest %**
2515170 - 2515184	Tilly Quebec	Direct	Granted	100
2553738 – 2553743	Tilly Quebec	Direct	Granted	100
2575647 - 2575667	Tilly Quebec	Direct	Granted	100
2682013 - 2682060	Tilly Quebec	Direct	Granted	100

Jackpot Project

Tenement reference CDC No	**Location**	**Nature**	**Status**	**Interest %**
2664323 - 2664347	Jackpot Quebec	Option	Granted	100
2664360 – 2664361	Jackpot Quebec	Option	Granted	100
2671501	Jackpot Quebec	Option	Granted	100
2676059	Jackpot Quebec	Option	Granted	100

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CORPORATE DIRECTORY

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Directors

Stephen Biggins (Non-Executive Chairman)

Chris Evans (Managing Director)

Justin Boylson (Non-Executive Director)

Dr Qingtao Zeng (Non-Executive Director)

Company Secretary

Peter R. Youd

Principal Registered Office in Australia

A. Level 1, 16 Ord Street
West Perth WA 6005

T. +61 (0)419 853 904

E. administration@winsomeresources.com.au

W. https://winsomeresources.com.au

Stock Exchange Listings

The Company is listed on the **Australian Securities Exchange** under the trading code **WR1**.

The company is quoted on the **OTCQB** under the trading code **WRSLF.**

The company is quoted on the **Frankfurt Stock Exchange** under the trading code **FSE:4XJ.**

Auditor

HLB mann Judd (WA Partnership)

A. Level 4, 130 Stirling Street
Perth WA 6000

P. PO Box 8124
Perth BC WA 6849

Share Registry

Automatic Registry Services

A. Level 5, 191 St Georges Terrace
Perth WA 6000

All security holder correspondence to:

P. PO Box 2226
Strawberry Hills NSW 2021

Contact:

T. 1300 288 664 (within Australia)

P. +61 (0)8 9324 2099 (outside Australia)

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W. www.automatic.com.au

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Steinepreis Paganin
Lawyers and Consultants

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16 Milligan Street
Perth WA 6000

Solicitors - Canada

Lavery, De Billy LLP, Lawyers

A. 1 Place Ville Marie
Suite 4000
Montreal, Quebec, H3B 4M4

Bankers - Australia

Westpac Banking Corporation

A. 2 St Quentin Avenue
Claremont WA 6010

Bankers - Canada

BMO Banque de Montréal

A. 100 King Street West,
Mezzanine Floor
Toronto, ON M5X 1A3

NOTES

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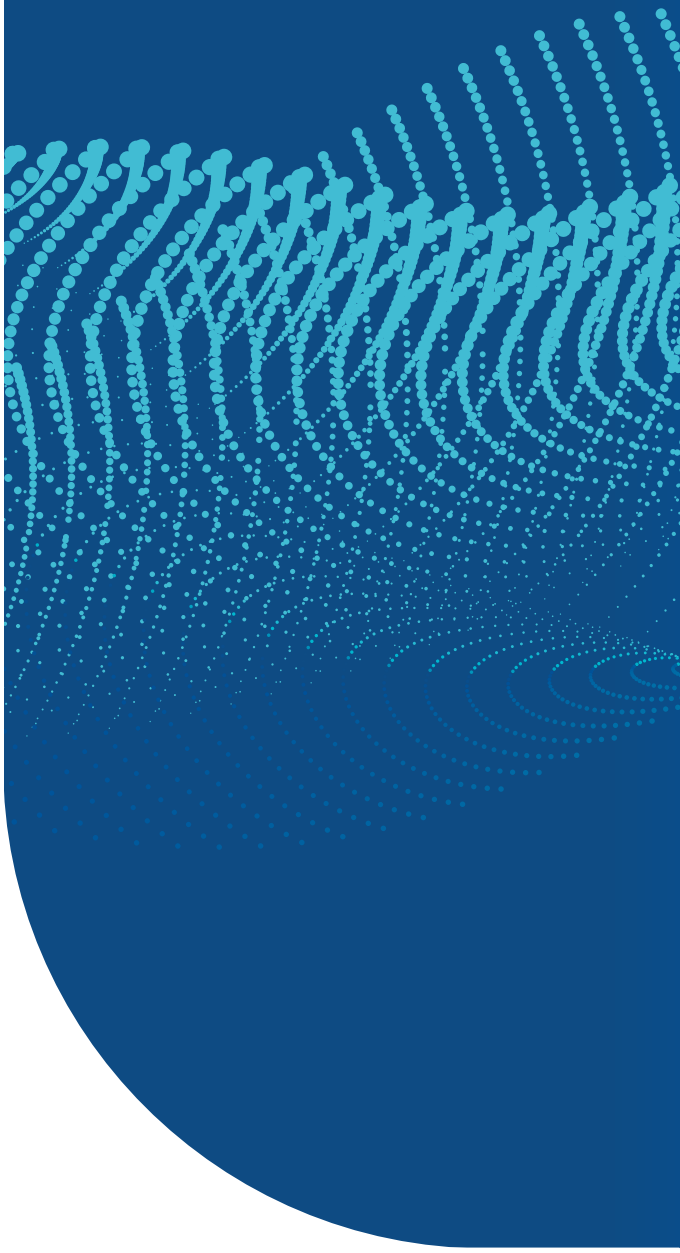


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WINSOME RESOURCES

ASX:	OTCQB:	FSE:
WR1	WRSLF	4XJ



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