



Taiko Critical Minerals Limited

(formally TiGa Minerals & Metals Limited)

Financial Report for the Year Ended 31 March 2025

Taiko Critical Minerals Limited is a company limited by shares, domiciled in New Zealand.
The Company is registered under the New Zealand Companies Act 1993.

CORPORATE DIRECTORY

Board and Management

Philip Thick	Non-Executive Chairman
Robert Brand	Managing Director & Chief Executive Officer
Geoffrey Donohue	Non-Executive Director
Christine Pears	Non-Executive Director
Francois Tumuhai	Non-Executive Director

Paul Mason Company Secretary

Shareholders	No of shares	% held
Barrytown Resources Limited	122,522,710	32.2%
Ileveter Pty Ltd	48,138,974	12.7%
Phillip Michael & Robyn Kay Hinton	22,404,147	5.9%
Other shareholders	187,268,867	49.2%
Total*	380,334,698	100%

* at date report signed

Registered Office & Principal Place of Business

Level 1, 187 Queen Street, Auckland Central, Auckland 1010, New Zealand

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Web: www.tigamm.co.nz

Company Number 5824110

NZBN 9429042010715

Incorporation Date 5 October 2015

Auditors Hall Chadwick NSW

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DIRECTORS' REPORT

The Directors present their report of Taiko Critical Minerals Limited (formerly TiGa Minerals & Metals Limited) for the year ended 31 March 2025.

Directors

The following persons were directors of Taiko Critical Minerals Limited during the whole of the financial year and up to the date of this report, unless noted otherwise):

Philip Thick	Non-Executive Chairman
Robert Brand	Managing Director & Chief Executive Officer
Geoffrey Donohue	Non-Executive Director
Christine Pears	Non-Executive Director (appointed 15 October 2025)
Francois Tumuhai	Non-Executive Director (appointed 15 October 2025)

Principal activities

The principal activity of TiGa Minerals & Metals Limited during the year was exploration and evaluation of the Barrytown Mineral Sands Project (**Project**) in the South Island of New Zealand. During the year there was no change in the nature of this activity.

Financial results

The loss of the Company after providing for income tax for the year ended 31 March 2025 was \$2,954,331 (2024: loss \$4,140,311).

Dividends

No dividends have been declared since the end of the previous financial year and no dividends have been recommended by the Directors.

Significant changes in the state of affairs

During the year there has been no significant change in the state of affairs of the Company.

Operations and financial review

The Company has continued to develop the Project. Significant achievements include:

- Granting of Resource Consent on 29 April 2024.
- Successful resolution of an appeal against the granting of Resource Consent in October 2024.
- Inclusion of the Project in the schedule of projects for the Fast Track Approvals Bill, which was legislated by the New Zealand Government in December 2024.

The Company is continuing to upgrade the Project pre-feasibility study to full feasibility level.

At Balance date the Company had net liabilities of \$1,527,735 (2024: net assets of \$615,711). The decrease in net assets of \$2,143,466 arose primarily from the loss for the year of \$2,954,331, net of shares issued of \$206,057 and vested performance rights of \$604,828.

Events since the end of the financial year

- (a) The Company drew down A\$2m of the A\$2m loan facility with Altus Construction Pty Ltd (refer to note 15).
- (b) The terms of all convertible notes on issue at 31 March 2025 were amended to extend the expiry date to 31 December 2027. All other terms remain unchanged. (refer Note 13).
- (c) Convertible notes with a face value of \$650,000 were issued on 21 August 2025. These notes were issued with an interest rate of 10% pa, a conversion price at a 25% discount to any future IPO price and expiring 31 December 2027.
- (d) Convertible notes on issue with value of \$2.785m, including accrued interest, were converted to 25,315,978 shares in the Company on 1 October 2025 at a conversion price of A\$0.10 or NZ\$0.11.

- (e) The name of the Company was changed to Taiko Critical Minerals Limited on 23 September 2025.
- (f) The auditor of the Company was changed to Hall Chadwick (NSW) Limited.
- (g) The following directors were appointed on 15 October 2025:
 - Christine Pears
 - Francois Tumahai
- (h) An Entitlement Offer and associated Shortfall Offer opened on 10 September 2025. The Entitlement Offer closed 26 September 2025, while the Shortfall Offer remains open. As at the date of signing of this report 47,098,328 shares have been issued under these offers to raise NZ\$5.189m.

Except for the matters above, there has not arisen, in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the results of those operations, or the state of affairs of the Company in future financial years.

Likely developments and expected results of operations

The Directors are not aware of any developments that might have a significant effect on the operations of the Company in subsequent financial years not already disclosed in this report.

Environmental regulation

The Company is subject to significant environmental regulation in respect of its exploration and evaluation activities. Exploration and mining permits in New Zealand are granted subject to a number of conditions, including adherence to environmental regulations with strict controls on clearing, pollution, protection of wildlife and rehabilitation of sites on completion of activities.

TiGa Minerals & Metals Limited conducts its exploration and evaluation activities in an environmentally sensitive manner and is not aware of any breach of statutory conditions or obligations.

Auditors' remuneration

During the year the following fees were paid or payable for audit services:

Hall Chadwick WA Audit Pty Ltd	\$23,108 (2024: \$26,102)
Hall Chadwick NSW	\$23,604 (2024: \$23,604)

Director's remuneration

Total Director remuneration for the year was \$265,405 (2024: \$309,738). Directors have invoiced, but not fully settled, directors' fees of \$22,004 (2024: \$27,274).

Statutory Disclosures Pursuant to Section 211 of the Companies Act 1993

Directors' Interests

The following entries were recorded in the Interests Register during the financial year ended 31 March 2025:

Director	Nature of Interest ²	Date of Entry
Philip Thick	Issued 1,874,506 ordinary shares under performance rights	1 March 2025
Robert Brand ¹	Granted Class B performance rights (5,474,548 shares) and bonus rights following capital raise milestone	20 November 2024
Geoffrey Donohue	-	n/a

Directors' Remuneration and Other Benefits

The total remuneration and other benefits received by each director during the financial year ended 31 March 2025 are set out below:

Director	Director Fees (\$)	Share-Based Payments (\$)	Other Benefits (\$)	Total (\$)
Robert Brand ^{1, 3}	-	-	-	-
Philip Thick	66,342	154,928	-	221,270
Geoffrey Donohue	44,135	-	-	44,135
Total	110,477	154,928	-	265,405

¹ Performance rights issued in respect of the services of Robert Brand are issued to Eclipse Resource Management Pty Ltd (**Eclipse**), an entity unrelated to him though controlled by his non-dependent, adult children. The Company recorded an expense of \$604,828 relating to these rights.

² Refer to Note 24 of the financial statements for further details of performance rights.

³ Fees of \$395,059 were paid to Eclipse for services provided by Robert Brand as Managing Director and CEO. In addition, a bonus of \$137,550 is payable to Eclipse for Mr Brand's services (refer to Note 24 of the financial statements).

The Company has a Directors & Officers Liability insurance policy in place covering claims against Directors and officers of the Company for alleged wrongful acts.

Non-audit services

During the year ended 31 March 2025 and in the previous financial year there were no fees paid or payable for non-audit services provided by the auditors of TiGa Minerals & Metals Limited.

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

P Thick
Chairman

R Brand
Managing Director

Auckland
10 November 2025

TAIKO CRITICAL MINERALS LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2025

	Note	2025 \$	2024 \$
Other income		4,943	6,991
Project feasibility and resource consent application expenditure	4(a)	(1,153,930)	(2,715,560)
Administration expenses	4(b)	(229,104)	(289,319)
Corporate and regulatory expenses	4(c)	(1,018,817)	(1,123,069)
Revaluation of derivative	14	883,517	485,399
Finance costs	4(d)	(1,440,940)	(504,752)
Loss before income tax		(2,954,331)	(4,140,310)
Income tax benefit		-	-
Loss after income tax		(2,954,331)	(4,140,310)
Loss attributable to owners of TiGa Minerals & Metals Limited		(2,954,331)	(4,140,310)
Other comprehensive income for the year		-	-
Total comprehensive loss for the year attributable to the ordinary equity holders of the Company		(2,954,331)	(4,140,310)
Loss per share attributable to the ordinary equity holders of the Company			
Basic and diluted loss per share (cents per share)	6	(0.9)	(1.3)

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

TAIKO CRITICAL MINERALS LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2025

	Note	2025 \$	2024 \$
CURRENT ASSETS			
Cash and cash equivalents	19(c)	159,860	282,642
Trade and other receivables	8	68,743	117,151
Total Current Assets		228,603	399,793
NON-CURRENT ASSETS			
Exploration & evaluation	9	5,188,748	4,360,824
Right of use asset	10	121,836	-
Total Non-Current Assets		5,310,584	4,360,824
TOTAL ASSETS		5,539,187	4,760,617
CURRENT LIABILITIES			
Trade and other payables	11	1,351,865	1,493,461
Advances	12	182,729	247,367
Convertible notes	13	5,373,527	2,378,530
Derivative	14	40,812	25,548
Lease liability	10	18,187	-
Total Current Liabilities		6,967,120	4,144,906
NON-CURRENT LIABILITIES			
Lease liability	10	99,802	-
Total Non-Current Liabilities		99,802	-
TOTAL LIABILITIES		7,066,922	4,144,906
NET (LIABILITIES)/ASSETS		(1,527,735)	615,711
EQUITY			
Contributed equity	16	10,041,548	9,835,491
Reserves	17	1,179,573	574,745
Accumulated losses	18	(12,748,856)	(9,794,525)
TOTAL (DEFICIT)/EQUITY		(1,527,735)	615,711

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

**TAIKO CRITICAL MINERALS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2025**

	Contributed equity	Share- based payment reserve	Performance rights reserve	Accumulated losses	Total equity / (deficit)
	\$	\$	\$	\$	\$
Balance at 31 March 2023	8,643,924	-	-	(5,654,215)	2,989,709
Total comprehensive loss for the year:					
Loss for the year	-	-	-	(4,140,310)	(4,140,310)
Total comprehensive loss for the year	-	-	-	(4,140,310)	(4,140,310)
Transactions with owners in their capacity as owners					
Issue of shares net of costs	1,191,567	-	-	-	1,191,567
Issue of options	-	57,874	-	-	57,874
Performance rights vested though not exercised	-	-	516,871	-	516,871
Balance at 31 March 2024	9,835,491	57,874	516,871	(9,794,525)	615,711
Total comprehensive loss for the year:					
Loss for the year	-	-	-	(2,954,331)	(2,954,331)
Total comprehensive loss for the year	-	-	-	(2,954,331)	(2,954,331)
Transactions with owners in their capacity as owners					
Issue of shares net of costs	206,057	-	-	-	206,057
Performance rights vested though not exercised	-	-	604,828	-	604,828
Balance at 31 March 2025	10,041,548	57,874	1,121,699	(12,748,856)	(1, 527,735)

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

TAIKO CRITICAL MINERALS LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2025

	Note	2025 \$	2024 \$
Cash flows from operating activities			
Payments in the course of operations		(3,127,189)	(3,473,664)
Interest received		4,943	6,991
Net cash outflow from operating activities	19(a)	<u>(3,122,246)</u>	<u>(3,466,673)</u>
Cash flows from investing activities			
Exploration and evaluation		(566,708)	-
Net cash outflow from investing activities		<u>(566,708)</u>	<u>-</u>
Cash flows from financing activities			
Proceeds from issue of shares net of costs		-	964,909
Proceeds from issue of convertible notes		3,630,810	2,685,875
Repayment of advances		(64,638)	-
Net cash inflow from financing activities		<u>3,566,172</u>	<u>3,650,784</u>
Net increase in cash and cash equivalents		(122,782)	184,111
Cash and cash equivalents at the beginning of the financial year		282,642	98,531
Cash and cash equivalents at the end of the financial year	19(c)	<u>159,860</u>	<u>282,642</u>

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

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

1. CORPORATION INFORMATION

The financial statements presented here are for TiGa Minerals and Metals Limited, a company registered under the Companies Act 1993. TiGa Minerals and Metals Limited is engaged in the business of mineral exploration and extraction.

These financial statements were authorised for issue and approved by the directors on the date noted on page 2.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

In order to assist in the understanding of the financial statements, the following summary explains the material accounting policies that have been adopted in the preparation of the accounts.

Basis of Preparation

The financial statements are presented in New Zealand dollars (**NZD, \$**), which is also the company's functional currency. References to Australian dollars are designated **A\$**.

Amounts are rounded to the nearest dollar, unless otherwise stated.

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). These financial statements have been prepared in accordance with New Zealand Equivalents to International Financial Reporting Standards Reduced Disclosure Regime (NZ IFRS (RDR)).

The company is a Tier 2 for-profit entity and has elected to report in accordance with NZ IFRS (RDR) as issued by the New Zealand External Reporting Board (XRB). The company is eligible to report in accordance with NZ IFRS (RDR) on the basis that it does not have public accountability and is not a large for-profit public sector entity.

The preparation of financial statements in compliance with adopted NZ IFRS (RDR) requires the use of certain critical accounting estimates. It also requires the company management to exercise judgment in applying the company's accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed within the notes as a significant estimate.

Measurement Base

The financial statements of TiGa Minerals and Metals Limited have been prepared on an historical cost basis, except as noted otherwise below. The information is presented in New Zealand dollars and has been rounded to whole dollars, unless otherwise stated

Going Concern

The financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business

For the year ended 31 March 2025, the Company incurred a loss from operations of \$2,954,331 (2024: \$4,140,310) and recorded cash outflows from operating activities and exploration and evaluation of \$3,688,954 (2024: \$3,466,673). As at 31 March 2025, the Company had a net working capital deficit of \$6,738,517 (2024: \$3,745,113) with cash of \$159,860 (2024: \$282,642) available and an unused loan facility of A\$2,000,000.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Going Concern (continued)

The Company is continuing evaluation of the Barrytown Mineral Sands Project and was successful in obtaining resource consent for part of this project in April 2024. The Company's ability to continue as a going concern is dependent upon it maintaining sufficient funds to continue this evaluation and meet its commitments. To fund this work, the Company is in the process of raising further capital via the issue of convertible notes, loans or the issue of shares.

The Directors are satisfied the Company will be successful in raising the additional funds, having demonstrated this with the raising of \$3,630,811 through the issue of convertible notes during the year and obtaining a loan facility of A\$2,000,000 which is unused as at year end and. Subsequent to year end, The Company has raised \$650,000 from the issue of convertible notes, successfully negotiated an extension of maturity dates for convertible notes, converted \$2.785m of convertible notes to shares and raised in excess of \$5 million from a rights issue and shortfall offer which is still open as at the date of signing this report.

Based on cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate.

Should the Company be unable to raise sufficient funds, there is material uncertainty whether it would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts or classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

New Accounting Standards, interpretations and amendments adopted by the Company

The accounting standards and interpretations relevant to the operations of the Company are consistent with those of the previous financial year.

A number of new standards, amendments to standards and interpretations which are not yet mandatorily applicable to the Company have not been applied in preparing these financial statements and none are expected to be relevant to the Company. The Company does not plan to adopt these standards early.

There have been no changes in accounting policies. All policies have been applied on a basis consistent with those used in the previous year.

The principal accounting policies adopted in the preparation of these financial statements are set out below.

(a) Revenue

Sales of goods and/or services are recognised when they have been delivered and accepted by the customer.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Cash and Cash Equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand, and term deposits repayable on demand with a financial institution. The cash and cash equivalents balance primarily consists of funds on term deposit with original maturity at time of purchase of three months or less that are readily convertible to known amounts of cash and which are subject to minimal risk of changes in value.

(c) Trade and Other Receivables

Trade receivables are recognised initially at fair value, less any allowance for expected credit losses.

(d) Exploration, Evaluation and Development Expenditure

Exploration and evaluation costs are expensed in the period incurred. Tenement acquisition costs are capitalised. Development and evaluation costs relating to specific properties are capitalised once management determines the tenement is likely to be developed. A development decision is made based upon consideration of project economics, including future metal prices, reserves and resources, and estimated operating and capital costs.

(e) Impairment of Non-Financial Assets

At each balance date, non-financial assets are classified into four categories: assets measured at fair value; assets currently available that the Company intends to use to the end of their useful life; assets intended to be sold prior to the end of their useful life; and assets damaged or idle at balance date.

Assets measured at fair value or assets the Company intends to use to the end of their useful life are not reviewed for impairment at balance date.

Assets intended to be sold prior to the end of their useful life or assets damaged or idle at balance date are reviewed to determine if any indicators of impairment exist. If indicators exist the asset is tested for impairment to ensure that the carrying amount of the asset is recoverable.

If the recoverable amount of an asset is determined to be less than its carrying amount, then the resulting difference is recognised as an impairment loss for that period.

(f) Goods and Services Tax

Revenue, expenses, and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables, payables, and accruals are stated inclusive of the amount of GST receivable or payable. The net amount of GST receivable from, or payable to, the taxation authority is included with other receivables or payables as operating cash flow.

Cash flows are presented on a net basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow

(g) Taxation

Current tax is calculated by reference to the amount of income taxes payable or receivable in respect of taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantially enacted by the reporting date. Current tax for the current periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Trade and Other Payables

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company 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.

(i) Convertible notes

a. Debt component

The conversion feature of convertible notes (**notes**) is required to be separated from the notes and is accounted for separately as a derivative financial liability. As a result, the notes are initially recognised at a discounted amount. The discount is amortised as interest expense using the effective interest method over the terms of the notes.

b. Embedded derivative – conversion feature

The conversion feature in the notes represents the embedded derivative financial instrument in the host debt contract. The conversion feature represents the Company's obligation to issue Company shares at a discount to any future IPO price on conversion of the notes.

The embedded derivatives are carried in the Statement of Financial Position at their estimated fair value taking market participant assumptions into consideration, with any changes in fair value recognised in the Statement of Profit or Loss and Other Comprehensive Income.

c. Settlement of convertible notes

Where notes are settled by issue of shares, the related financial liabilities are derecognised at their carrying value with the corresponding increase to share capital. Any costs incurred are recognised in profit or loss.

Where notes are settled by payment of cash, the related financial liabilities are derecognised at their carrying value and the difference between total cash consideration paid and the carrying value of the financial liabilities derecognised is recognised in profit or loss

(j) Capitalised transaction costs

The Company incurred transaction costs upon the issuance of the notes. Costs are amortised to finance expense over the term of the notes using the effective interest method.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Financial Instruments – Financial Assets

At initial recognition, the Company determines the classification of financial assets as either held at fair value, cost, or amortised cost. Financial assets are measured initially at fair value, estimated at the transaction price less any associated transaction costs.

Amortised Cost

Includes assets where the Company intends to earn contractual cash flows principal and interest payments. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, as well as through the amortisation process.

Cost

Equity instruments are classified as held at cost. Assets are stated at cost less any accumulated impairment loss. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired.

Fair Value

Financial assets not held at amortised cost or cost are held at fair value and include financial derivatives such as forward contracts and interest rate swaps. Assets are subsequently measured at fair value only when the fair value of the instrument can be reliably measured based on a quoted price for an identical asset in an active market. Where no active market price is available, the instrument shall be measured at the fair value for a prior year less any accumulated impairment loss.

Gains and losses are recognised in profit or loss for movements in the fair value of the assets and when the assets are derecognised

(l) Financial Instruments – Financial Liabilities

Financial liabilities, including borrowings and bank overdrafts, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method. Interest expenses are recognised in profit or loss on an effective yield basis.

(m) Foreign Currency

Foreign bank accounts are represented at the closing exchange rate as at balance date. Transactions are recognised as an asset or liability at the date of the transaction and marked at the corresponding exchange rate on that day. The foreign exchange rate gain or loss is derived from the gain or loss from the original date of the liability or asset and the date of the exchange rate of the date of receipt or payment, giving rise to a gain or loss.

(n) Share Based Payments

Share-based payments are measured at the fair value of the equity instrument at the grant date. The cost of these equity-settled transactions is measured by reference to fair value at the date they are granted.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share-based payments reserve.

Where Ordinary Shares are issued, the transaction is recorded at fair value based on the last issue price of Ordinary Shares at the date of issue. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Loss Per Share

Basic Loss Per Share

Basic loss per share is determined by dividing the operating loss attributable to the equity holders of the Company after income tax by the weighted average number of ordinary shares outstanding during the financial period.

Diluted Loss Per Share

Diluted loss per share adjusts the figures used in determination of basic earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will arise from the exercise of options outstanding during the period.

(p) Contributed Equity

Financial instruments issued by the company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Accounting for capitalised exploration and evaluation expenditure

The Company's accounting policy is stated at Note 2(d). There is some subjectivity involved in the carrying forward as capitalised or writing off to the statement of profit or loss and other comprehensive income of tenement acquisition costs, however management give due consideration to the value of the tenements on a regular basis and are confident that decisions to either write off or carry forward such expenditure fairly reflect the prevailing situation.

Judgement is required to determine whether future economic benefits are likely from exploitation or sale. In addition to these judgements, the Company has to make certain estimates and assumptions such as the determination of a JORC resource which is itself an estimation process that involves varying degrees of uncertainty depending on how the resources are classified (i.e. measured, indicated or inferred). These estimates directly impact when to capitalise exploration, evaluation and development expenditure. The capitalisation policy requires management to make certain estimates and assumptions as to future events and circumstances, in particular, the assessment of whether economic quantities of reserves will be found. Any such estimates and assumptions may change as new information becomes available. The recoverable amount of capitalised expenditure can be sensitive to variations in key estimates and assumptions. If a variation in key estimates or assumptions has a negative impact on recoverable amount it could result in a requirement for impairment.

Share-based payments

The Company measures share-based payments at fair value at the grant date. The fair value is determined using a valuation technique appropriate for the instrument being valued.

Deferred tax balances

Deferred tax assets in respect of tax losses are not recognised in the financial statements as management considers that it is currently not probable that future taxable profits will be available to utilise those tax losses. Management reviews on a regular basis the future profitability of the Company to consider if tax losses should be recognised and to ensure that any tax losses recognised will be utilised.

Mineral resource and reserves estimates

The Company determines and reports ore reserves under the Australian Code for Reporting of Mineral Resources and Ore Reserves known as the JORC Code. The information on mineral resources and ore reserves is prepared by or under the supervision of Competent Persons as defined in the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources and reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Changes in reported ore reserves may affect the Company's financial position and results, including asset carrying value, amortisation expenses based on the units of production method and provision for restoration and rehabilitation

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

3. SEGMENT INFORMATION

Management has determined that the Company has one reportable segment, being mineral sands exploration, evaluation and development in New Zealand. The Board periodically monitors performance based on actual versus budgeted exploration, evaluation and development expenditure incurred. This internal reporting framework is most relevant to assist the Board with making decisions regarding the Company and its ongoing programmes and activities, while also taking into consideration the results of exploration, evaluation and development work that has been performed to date.

4. REVENUE & EXPENSES

	Notes	2025 \$	2024 \$
<i>(a) Project feasibility and resource consent application expenditure</i>			
Drilling, assays and resource analysis		-	244,833
Feasibility		64,905	301,717
Permitting and approvals		577,190	1,497,773
Support		511,835	671,237
		<u>1,153,930</u>	<u>2,715,560</u>
<i>(b) Administration</i>			
Consultants		5,532	89,423
Travel		64,585	55,028
Community & Investor Relations		44,316	122,188
Other		114,671	21,196
		<u>229,104</u>	<u>287,835</u>
<i>(c) Corporate and Regulatory</i>			
Director fees		110,477	496,906
Director remuneration - share-based payments		154,928	201,307
Consulting fees		658,387	205,047
Corporate support services		11,935	149,586
Audit and regulatory		54,186	49,705
Legal		28,447	20,479
Other		457	39
		<u>1,018,817</u>	<u>1,123,069</u>
<i>(d) Finance costs</i>			
Amortisation of issue costs of convertible notes	13(i)	312,683	133,851
Amortisation of embedded derivative	13(ii)	692,662	276,748
Convertible notes - interest		435,391	94,153
Lease interest		204	-
		<u>1,440,940</u>	<u>504,752</u>

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

5. TAXATION

	2025	2024
	\$	\$
(a) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss before income tax:	(2,954,331)	(4,140,310)
Prima facie tax benefit at the tax rate of 28% (2024: 28%)	(827,213)	(1,159,287)
Tax effect of amounts which are not deductible in calculating taxable income	62,846	37,884
Tax losses not recognised	764,367	1,121,403
Total income tax benefit	<u>-</u>	<u>-</u>
(b) Tax losses		
Revenue losses	11,939,978	9,266,833
Total	<u>11,939,978</u>	<u>9,266,823</u>
Potential tax benefit at the tax rate of 28%	<u>3,343,194</u>	<u>2,594,713</u>
(c) Deferred tax asset not brought to account and carried forward in relation to tax losses	<u>3,343,194</u>	<u>2,594,713</u>

Net deferred tax assets have not been brought to account as it is not probable within the immediate future that tax profits will be available against which deductible temporary differences and tax losses can be utilised.

Income tax Act 2007 section IS2 provides that losses of mineral miners may be carried forward and deducted from future net income, even if the general shareholder continuity provisions are not met. The Company is a mineral miner and, even though it is still in an exploration and development phase, the Company is able to carry forward these tax losses.

The Company's ability to use tax losses in the future is subject to the Company satisfying the relevant tax authority's criteria for using these losses at that time.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

6. LOSS PER SHARE

	2025	2024
	\$	\$
Loss used in calculation of basic and diluted loss per share	(2,954,331)	(4,140,310)
Basic loss per share (cents per share)	(0.9)	(1.3)
Diluted loss per share (cents per share)	(0.9)	(1.3)
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted loss per share.	315,783,388	308,131,743

Options on issue were not considered to be dilutive as their impact would have been to increase the loss per share.

7. DIVIDENDS

No dividend has been declared for the year ended 31 March 2025 (2024: nil).

8. TRADE AND OTHER RECEIVABLES

	2025	2024
	\$	\$
<i>Current</i>		
Trade and other receivables	68,743	117,151

Trade and other receivables are denominated in New Zealand dollars and are interest free with settlement terms of between 7 and 30 days. No trade receivables were past due or impaired as at 31 March 2025 (2024: nil). Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for doubtful receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

The amounts held in trade and other receivables do not contain impaired assets and are not past due. Based on the credit history of these trade and other receivables, it is expected that these amounts will be received when due.

Due to the short-term nature of these receivables their carrying value is assumed to be their fair value. Please refer to Note 20(d) for information on credit risk.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

9. EXPLORATION AND EVALUATION

	2025	2024
	\$	\$
Balance at the beginning of the year	4,360,824	4,360,824
Evaluation expenditure	827,924	-
Balance at the end of the year	<u>5,188,748</u>	<u>4,360,824</u>

The balance brought forward represents the acquisition cost of tenement EP 51803. This tenement was subsequently converted to MP 60785 on 25 January 2024 and includes the Barrytown mineral sands project, which is in the exploration and evaluation phase.

Tiga Minerals and Metals Limited is the sole owner and operator of MP 60785 and the owner of related assets (including data and drill hole samples). The Ministry of Economic Development via NZ Petroleum and Minerals granted Minerals Mining Permit 60785, pursuant to Section 36 of the Crown Minerals Act 1991, to Tiga Minerals and Metals Limited on 25 January 2024 with the permit expiring 20 July 2042. The Company is continuing to explore and evaluate tenement MP 60785 for areas not covered by Resource Consent.

The Company received Resource Consent for a portion of MP 60785 on 29 April 2024. This consent was subject to appeal which was successfully resolved in October 2024. Following the granting of Resource Consent for a portion of MP 60785 management determined it is likely the tenement will be developed, hence costs incurred after this date have been capitalised in accordance with the accounting policy (refer note 2(d)).

The Barrytown South mineral resource section within MP 60785 is included in the Fast Track legislation of the New Zealand Government and an application for resource consent for this area is expected to be submitted mid-2025. An application for Resource Consent for the mineral separation plant has been submitted and is currently being assessed.

Ultimate recoupment of exploration expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of respective areas.

10. LEASE

	2025	2024
	\$	\$
Right of use assets:		
Property	121,836	-
Total right of use assets	<u>121,836</u>	<u>-</u>
Lease liabilities:		
Current	18,187	-
Non-current	99,802	-
Total lease liabilities	<u>117,989</u>	<u>-</u>

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

11. TRADE AND OTHER PAYABLES

	2025	2024
	\$	\$
Trade payables	590,992	1,279,590
Accrued interest	529,543	94,152
Other accruals	231,330	119,719
	1,351,865	1,493,461

Trade and other payables are non-interest bearing and are normally settled on 30 day terms.

The carrying value of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

12. ADVANCES

	2025	2024
	\$	\$
<i>Current</i>		
Advances	182,729	247,367

Advances of \$161,938 are non-interest bearing and repayable following completion of an IPO or a capital raising of A\$6 million. The remaining balance is non-interest bearing and repayable at call. The balance includes \$182,729 (2024: \$215,917) due to a related party (refer note 23(c)).

The carrying value of advances are assumed to be the same as their fair values, due to their short-term nature.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

13. CONVERTIBLE NOTES

	2025 \$	2024 \$
<i>Current</i>		
Convertible notes	5,373,527	2,378,530
Movement in convertible notes on issue	No	\$
Opening balance	2,500,000	2,378,530
Issue at A\$1 per note – 3 May 2024	500,000	550,310
Issue at A\$1 per note – 16 July 2024	1,000,000	1,111,475
Issue at A\$1 per note – 20 November 2024	1,780,400	1,969,026
Borrowing costs – movement in year	(i) -	(429,695)
Embedded derivative – movement in year	(ii) -	(206,119)
	5,780,400	5,373,527

The key terms of the convertible notes (**Notes**) are:

- Priced at A\$1 per Note.
- Mandatory conversion to shares in the Company, at a price that is a 50%/25% discount to the IPO price, on the Company completing an IPO on a recognised stock exchange. The discount rate for Notes issued after July 2024 is 25% while the discount rate for Notes issued prior to that date is 50%.
- Coupon rate of 10%.
- If the Notes do not convert by the repayment date, the outstanding balance of the Notes are repayable together with any accrued and unpaid interest.
- Expiry date – 31 December 2025.

During the year the Company amended the terms of all Notes on issue at 1 July 2024 to extend the expiry date to 31 December 2025 and to increase the interest rate from 5% to 10%, effective from 1 July 2024.

Subsequent to year end the Company amended the terms of all Notes on issue at 31 March 2025 to extend the expiry date to 31 December 2027. All other terms remain unchanged.

(i) Movement in costs of issuing Notes

	\$
Opening balance	73,147
Costs of issuing Notes – performance rights and bonus (refer note 24)	742,378
Amortisation of costs of issuing Notes	(312,683)
Closing balance	502,842

Paid via the issue of a right to shares to Eclipse Resource Management Pty Ltd following achievement of performance hurdles of Class A performance rights in April 2023 (refer Note 24).

(ii) Movement in embedded derivative

	\$
Opening balance	234,199
Value on recognition of embedded derivative (refer note 14)	898,781
Amortisation of embedded derivative ¹	(692,662)
Closing balance	440,318

¹ The value on recognition of the embedded derivative is amortised over the life of the convertible note to which it relates.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

14. DERIVATIVE

	2025 \$	2024 \$
<i>Current</i> Derivative	40,812	25,548
Opening balance	25,548	-
Value on recognition of embedded derivative	898,781	510,947
Revaluation of embedded derivative at year end	(883,517)	(485,399)
Closing balance	40,812	25,548

The embedded derivative arises from the terms of the conversion price of convertible notes, being at a 25% or 50% discount to a future IPO price (refer Note 13). The value of the derivative changes with time based on the probability of an IPO occurring during the life of the convertible note.

15. LOAN FACILITY

The Company entered into a A\$2,000,000 loan facility with Altus Construction Pty Ltd (**Altus**) in March 2025 and drew down all of this facility subsequent to year end.

The loan is unsecured, accrues interest at 10% per annum and is repayable on completion of the current convertible note raising of A\$7,000,000. If the Convertible Note Raising is not fully subscribed on or before 31 December 2025 the shortfall, up to a maximum of \$2,000,000, will be issued towards repayment of the loan. Altus may elect to subscribe for Convertible Notes up to the balance of the loan outstanding at any time prior to 31 December 2025.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

16. CONTRIBUTED EQUITY

	2025	2024
	\$	\$
(a) Fully paid ordinary shares		
ordinary fully paid shares	10,041,548	9,835,491

Movements in ordinary shares during the past two years were as follows:

	Number	Issue Price	\$
		\$	\$
Balance at 31 March 2023	301,420,414		8,643,924
Issue of shares for cash received prior year	1,577,743	0.05	174,340
Issue of shares for cash received this year	8,949,950	0.11	964,909
Conversion of performance rights	1,874,506	0.11	200,241
Payment for services	1,496,000	0.11	161,949
Share issue costs ¹	-		(309,872)
Balance at 31 March 2024	315,318,613		9,835,491
Conversion of performance rights	1,874,506	0.11	206,057
Balance at 31 March 2025	317,193,119		10,041,548

¹Paid via the issue to Eclipse Resource Management Pty Ltd of a right to shares in the Company following achievement of performance hurdles of Class A performance rights in April 2023 (refer Note 24).

Ordinary shares participate in dividends. On winding up of the Company any proceeds would be distributed to the number of shares held.

At shareholder meetings on a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

	2025	2024
	Number of options	Number of options
(b) Options over ordinary shares		

Unissued ordinary shares for which options are outstanding:

Exercise price of A\$0.30 expiring 31 March 2026	173,590,010	173,590,010
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Options issued during the year were issued on a one for one basis with shares issued for cash and services.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

17. RESERVES

	2025 \$	2024 \$
(a) Share-based payment reserve		
Balance at beginning of year	57,874	-
Options issued for payment of services (refer note 16(b) for terms)	-	57,874
Balance at end of year	57,874	57,874
(b) Performance rights reserve		
Balance at beginning of year	516,871	-
Performance rights vested during year (refer note 24)	604,828	516,871
Balance at end of year	1,121,699	516,871
Total balance at end of year	1,179,573	574,745
(c) Nature and purpose of reserves		
- The share-based payments reserve is used to record the fair value of options issued by the Company.		
- The performance rights reserve is used to record the fair value of vested, unexercised performance rights issued by the Company.		

18. ACCUMULATED LOSSES

	2025 \$	2024 \$
Balance at beginning of year	9,794,525	5,654,215
Loss for year	2,954,331	4,140,310
Balance at end of year	12,748,856	9,794,525

19. NOTES TO THE STATEMENT OF CASH FLOWS

	2025 \$	2024 \$
(a) Reconciliation of net loss to cash flows used in operating activities		
Loss after income tax	(2,954,331)	(4,140,310)
Share-based payments	154,928	201,307
Revaluation of derivative	(883,517)	(485,399)
Amortisation of borrowing costs	1,005,345	410,600
Amortisation of right of use asset	4,282	-
Change in operating assets and liabilities during the financial year:		
Increase in trade and other receivables	48,409	(51,932)
Increase/(decrease) in trade and other payables	(497,362)	599,061
Net cash outflow from operating activities	(3,122,246)	(3,466,673)
(b) Non-cash payments		
Services paid by the issue of options and shares in the Company	-	219,823
(c) Reconciliation of cash		
<i>Cash balance comprises:</i>		
Cash and cash equivalents	159,860	282,642

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

20. FINANCIAL AND CAPITAL RISK MANAGEMENT

(a) Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern. In managing its capital, the Company's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders. In order to achieve this object, the Company seeks to maintain a capital structure that balances risks and returns at an acceptable level and also to maintain a sufficient funding base to enable the Company to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, either through new share issues, or sourcing of debt, the Company considers not only its short-term position but also its long-term operational and strategic objectives.

There have been no significant changes to the Company's capital management objectives, policies and processes in the year nor has there been any change in what the Company considers to be its capital.

The capital structure of the Company consists of cash and cash equivalents (Note 19(c)), debt through the issue of convertible notes and a loan facility and equity attributable to equity holders of the Company, comprising issued capital and accumulated losses as disclosed in Notes 16 and 18.

(b) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 of the financial statements.

(c) Categories of financial instruments

	2025	2024
	\$	\$
Financial assets		
<i>Current</i>		
Cash and cash equivalents	159,860	282,642
Trade and other receivables	68,743	117,151
Total Current Financial Assets	228,603	399,793
Total Non-Current Financial Assets	-	-
Financial liabilities		
<i>Current</i>		
Trade and other payables	1,351,864	1,493,461
Converting notes	5,373,527	2,378,530
Derivative	40,812	25,548
Advances	182,729	247,367
Lease liability	18,187	-
Total Current Financial Liabilities	6,967,119	4,144,906
<i>Non-Current</i>		
Lease liability	99,803	-
	99,803	-

(d) Credit risk exposure

As at the reporting date, the Company has no significant concentrations of credit risk. The carrying amount reflected above represents the Company's maximum exposure to credit risk.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

20. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

(e) Interest rate risk exposure

The Company's exposure to interest rate risk arises from assets bearing variable interest rates. The weighted average interest rate on cash holdings was 1.5% at 31 March 2025 (2024: 1.5%). All other financial assets and liabilities are non-interest bearing. The net fair value of the Company's financial assets and liabilities approximates their carrying value.

The Company invests its surplus funds on deposit with Australian banking financial institutions. For banks and financial institutions, only independently rated parties with a minimum rating of AA- are accepted.

The table below summarises the impact of an increase/decrease in interest rates received on financial instruments held at year end on the Company's pre-tax for the year and on equity. The analysis is based on the assumption that rates increased/decreased proportionally by 10% of the current weighted average interest rate with all other variables held constant.

Impact on profit and equity	2025	2024
	\$	\$
Increase of 10%	494	699
Decrease of -10%	(494)	(699)

(f) Liquidity risk

The liquidity position of the Company is managed to ensure sufficient liquid funds are available to meet financial commitments in a timely and cost-effective manner. The Board reviews the Company's liquidity position on a regular basis, including cash flow statements, to determine the forecast liquidity position and maintain appropriate liquidity levels. Notes 10 and 11 detail the Company's current obligations which are all due within 12 months and reflect the actual cash flows given the short-term nature of these liabilities.

There are no unused borrowing facilities from any financial institution.

(g) Fair values

The carrying amounts and estimated fair values of financial assets and financial liabilities are as disclosed in the balance sheet.

The methods and assumptions used to estimate the fair value of financial instruments are outlined below:

Cash

The carrying amount is fair value due to the liquid nature of these assets.

Receivables/payables

Due to the short-term nature of these financial rights and obligations, their carrying amounts are estimated to represent their fair values.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

21. CONTINGENCIES

Contingent liabilities

There are no contingent liabilities or contingent assets as at 31 March 2025.

22. COMMITMENTS

Capital commitments

There are no capital expenditure commitments for the Company as at 31 March 2025.

Operating commitments

The Company sold the rights to all future production of gold from tenement EP51803 (**Rights**) to Gold Streaming Company Pte Ltd (**GSC**) for 4,300,000 Singapore Dollars in an agreement dated 6 December 2021. Under the terms of the agreement, if the Company cannot deliver at least 4,000 oz of gold to GSC then GSC have the right to convert the funds paid for the Rights to shares in the Company at a price per share of the lower of:

- The Company's next equity raising price;
- An independent valuation of the Company; or
- The conversion price of any convertible note issued between 4 November 2022 and 3 November 2023.

The Company has an obligation to carry out a minimum work programme set out in the minerals mining permit covering the Barrytown mineral sands project area. The work programme includes activities such as resource drilling, sample analysis and developing a feasibility study and mine plan.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

23. RELATED PARTY TRANSACTIONS

(a) Key management personnel

The following people were key management people of the Company during the year:

Philip Thick Chairman
 Robert Brand¹ Managing Director
 Geoff Donohue Non-executive Director

¹ Fees for the services of Robert Brand are paid to Eclipse Resource Management Pty Ltd, an entity unrelated to him.

(b) Key management personnel compensation

	2025 \$	2024 \$
Director & consulting fees	110,477	108,431
Post-employment benefits	-	-
Share-based payments	154,928	201,307
	265,405	309,738

(c) Balances with related parties

	2025 \$	2024 \$
Due to Philip Thick (Director) for director fees	11,002	16,364
Due to Geoffrey Donohue (Director) for director fees	11,002	10,910
Advance owed to DPXS Pty Ltd ¹	182,729	215,917
	204,733	243,191

¹ David Straface, a former director of the Company, is a director and owner of DPXS Pty Ltd. David Straface resigned as a director of the Company on 31 March 2023, at which point he ceased to be a related party. The balance of \$215,917 is for settlement of outstanding fees for the period from 1 April 2018 to 31 December 2020 and includes \$161,938 repayable following completion of an IPO or a capital raising of A\$6 million. The remaining balance is repayable at call. All amounts are non-interest bearing.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

24. SHARE-BASED PAYMENTS

The following performance rights were on issue during the past two years:

Recipient	Position	Issue date	Terms
Phil Thick ¹	Chairman	1 January 2022	Issue of 2% of equity of the Company at time of appointment awarded evenly over a three year period in six-monthly instalments.
Phil Thick	Chairman	1 January 2022	Issue of equivalent in number to 2% of equity of the Company at 1 January 2022 awarded on successful admission of the Company to the official list of the ASX. The options will have a strike price of twice the IPO price and expire 5 years from date of issue.
Eclipse Resource Management Pty Ltd (Eclipse) ²	Employer of Robert Brand (Managing Director)	1 February 2023	Class A Performance Rights - 1% of fully diluted issued capital on date of raising an interim funding amount of at least AUD\$1,000,000.
Eclipse ³	As above	1 February 2023	Class B Performance Rights - 1% of fully diluted issued capital on date of raising an interim funding amount of at least AUD\$5,000,000 (this is in addition to the amount raised for the Class A Performance Rights). In addition, an amount equal to 2.5% of the total of all funds raised under the pre-IPO funding will be paid in cash.
Eclipse	As above	1 February 2023	Class C Performance Rights - 1% of fully diluted issued capital on date of raising an IPO funding amount of at least AUD\$20,000,000. In addition, an amount equal to 2.5% of the total of all funds raised under the IPO funding will be paid in cash.

¹ The Company issued 1,874,506 shares to Phil Thick during the year under the terms of his performance rights. The expense recorded for the year in respect of these performance rights is \$154,928 (2024: \$201,307). These performance rights expired on 31 December 2024.

² During the previous financial year the Company granted to Eclipse the right to apply for 4,802,295 ordinary shares in the Company following achievement of the vesting criteria of the Class A Performance Rights during the year. The expense recorded for this transaction of \$516,871 was apportioned between costs of issuing convertible notes (\$206,999) and share issue costs (\$309,872, refer Note 16(a)) in proportion to the amount of funds raised through the issue of converting notes and shares. As at balance date Eclipse had not requested the issue of these shares.

³The Company granted to Eclipse the right to apply for 5,474,548 ordinary shares in the Company and awarded a bonus of 2.5% of funds raised following achievement of the vesting criteria of the Class B Performance Rights during the year. The expense recorded for this transaction of \$742,378 is included in the costs of issuing convertible notes (the expense includes \$604,828 relating to performance rights and \$137,550 relating to the 2.5% bonus noted above, refer Note 13). As at balance date Eclipse had not requested the issue of these shares.

TAIKO CRITICAL MINERALS LIMITED
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

25. REMUNERATION OF AUDITORS

	2025	2024
	\$	\$
Amounts paid or payable at 31 March to the auditors for:		
- audit of financial statements	54,185	49,705
Total remuneration for audit services	54,185	49,705

26. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) The Company drew down A\$2m of the A\$2m loan facility with Altus Construction Pty Ltd (refer to note 15).
- (b) The terms of all convertible notes on issue at 31 March 2025 were amended to extend the expiry date to 31 December 2027. All other terms remain unchanged. (refer Note 13).
- (c) Convertible notes with a face value of \$650,000 were issued on 21 August 2025. These notes were issued with an interest rate of 10% pa, a conversion price at a 25% discount to any future IPO price and expiring 31 December 2027.
- (d) Convertible notes on issue with value of \$2.785m, including accrued interest, were converted to 25,315,978 shares in the Company on 1 October 2025 at a conversion price of A\$0.10 or NZ\$0.11.
- (e) The name of the Company was changed to Taiko Critical Minerals Limited on 23 September 2025.
- (f) The auditor of the Company was changed to Hall Chadwick (NSW) Limited.
- (g) The following directors were appointed on 15 October 2025:
 - Christine Pears
 - Francois Tumahai
- (h) An Entitlement Offer and associated Shortfall Offer opened on 10 September 2025. The Entitlement Offer closed 26 September 2025, while the Shortfall Offer remains open. As at the date of signing of this report 47,098,328 shares have been issued under these offers to raise NZ\$5.189m.

Other than the matters outlined above, there has not arisen, in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the results of those operations, or the state of affairs of the Company in future financial years.

**TAIKO CRITICAL MINERALS LIMITED
DIRECTORS' DECLARATION**

In accordance with a resolution of the directors of TiGa Minerals and Metals Limited, the directors declare that:

1. The financial statements and notes comply with the:
 - Financial Reporting Act 2013;
 - Companies Act 1993; and
 - Applicable New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) or other approved standards as appropriate.
2. The financial statements give a true and fair view of the financial position of the company as at 31 March 2025 and of its financial performance and cash flows for the year then ended.
3. In the directors' opinion, the company has been operating in accordance with its constitution and is able to pay its debts as they become due and payable, subject to the matters disclosed in Note 2 to the financial statements.

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



Director Name: P Thick

Date: 10 November 2025



Director Name: R Brand

Date: 10 November 2025

**TAIKO CRITICAL MINERALS LIMITED
NZBN 942 904 2010 715**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
TAIKO CRITICAL MINERALS LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Taiko Critical Minerals Limited (the company), which comprises the statement of financial position as at 31 March 2025, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements, present fairly, in all material respects, the financial position of the company as at 31 March 2025, and its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to IFRS Accounting Standards Reduced Disclosure Regime ('NZ IFRS RDR') issued by the New Zealand Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with Professional and Ethical Standard 1, International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board, as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with Professional and Ethical Standard 1. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the company.

Material uncertainty related to going concern

We draw attention to Note 2 in the financial statements which indicates that the company incurred a loss after tax of \$2,954,331 and recorded cash outflows from operating activities of \$3,688,954. As at 31 March 2025, the company had a net working capital deficit of \$6,738,517 with cash of \$159,860 available. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the company's annual report for the year ended 31 March 2025 but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements 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 statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, 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.

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
TAIKO CRITITCAL MINERALS LIMITED**

Responsibilities of the Directors for the Financial Statements

The directors of the company are responsible for the preparation of the financial statements that gives a true and fair view in accordance with NZ IFRS RDR and IFRS and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

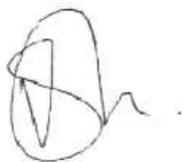
A further description of our responsibilities for the audit of the financial statements is located on the External Reporting Board's website at:

<https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1-1/>

This description forms part of our auditor's report.

Hall Chadwick (NSW)

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000



VINAY SHEORAN

Partner

Dated: 10 November 2025