



Interim Financial Report for the half year ended 30 June 2024

ASX: TRE

Developing West Africa's Next Gold Mine

Toubani Resources Limited



Toubani Resources Limited (formerly Toubani Resources Inc.)

Corporate directory

30 June 2024

Directors	Scott Perry (Non-Executive Chairman) Phil Russo (Managing Director) Danny Callow (Non-Executive Director) Tim Kestell (Non-Executive Director) Matthew Wilcox (Non-Executive Director)
Company secretaries	Kevin Hart Aaron Gates
Registered office	1202 Hay Street, West Perth WA 6005
Principal place of business	1202 Hay Street, West Perth WA 6005
Share register	Automic Group Level 5, 191 St Georges Terrace Perth, WA 6000
Auditor	BDO Audit Pty Ltd Level 9, Mia Yellagonga Tower 2 5 Spring Street Perth WA 6000
Solicitors	Thomson Geer Level 29, Central Park Tower 152-158 St Georges Terrace Perth WA 6000
Stock exchange listing	Toubani Resources Limited (formerly Toubani Resources Inc.) shares are listed on the Australian Securities Exchange (ASX code: TRE)
Website	www.toubaniresources.com

Toubani Resources Limited (formerly Toubani Resources Inc.)

Directors' report

30 June 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Toubani Resources Limited (formerly Toubani Resources Inc.) (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2024.

Directors

The following persons were directors of Toubani Resources Limited (formerly Toubani Resources Inc.) during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Phil Russo (Managing Director)
Scott Perry (Non-Executive Chairman)
Tim Kestell (Non-Executive Director)
Danny Callow (Non-Executive Director)
Matthew Wilcox (Non-Executive Director) - appointed 27 May 2024
Mark Strizek (Non-Executive Director) - resigned 13 February 2024

Principal activities

Toubani Resources Limited (formerly Toubani Resources Inc.) (the "Company" or "TRE") is incorporated in Australia and is a gold exploration and development company engaged in the exploration and development of properties located in Mali, West Africa.

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$3,853,651 (30 June 2023: \$5,023,624).

During the period the consolidated entity incurred \$2,725,110 (30 June 2023: \$2,486,435) in exploration and evaluation expenditure largely relating to resource definition drilling campaign conducted at the Kobada gold project in Mali.

Cash and cash equivalents decreased during the period, from \$2,243,636 at 31 December 2023 to \$2,136,876 at 30 June 2024.

Significant changes in the state of affairs

Toubani Resources was registered as an Australian company effective from 8 January 2024. The Company's name has also changed to Toubani Resources Limited.

The Company completed a placement of 33,466,415 shares at \$0.115 each to new and existing sophisticated and professional investors raising \$3,848,638 before costs.

There were no other significant changes in the state of affairs of the consolidated entity during the financial half-year.

Matters subsequent to the end of the financial half-year

On 31 July 2024 at a general meeting of shareholders the below issues were approved:

- the issue of 1,304,348 Shares at \$0.115 to Mr Tim Kestell pursuant to Tranche 2 of the May 2024 placement;
- the issue of 3,500,000 options (with an exercise price of \$0.23 per Option) to the Joint Lead Managers of the May 2024 placement;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Tim Kestell;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Scott Perry;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Danny Callow; and
- the issue of 13,000,000 performance rights to Mr Phil Russo.

On 21 August 2024 Toubani announced it successfully raised A\$10.0 million through the receipt of binding commitments for a two tranche placement of approximately 58.8 million new fully paid ordinary shares at an issue price of A\$0.17 per share to institutional, sophisticated, and professional investors. On 28 August 2024 42,209,106 fully paid shares under Tranche 1 were issued raising approximately A\$7.2 million under the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A. Tranche 2 to raise approximately A\$2.8 million via the issue of approximately 16.6 million New Shares subject to shareholder approval at a forthcoming general meeting ("GM"), expected to be held in October 2024.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Toubani Resources Limited (formerly Toubani Resources Inc.)

Directors' report

30 June 2024

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors

A handwritten signature in black ink, appearing to be 'SP', with a long horizontal stroke extending to the right.

Scott Perry
Non-Executive Chairman

3 September 2024

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF TOUBANI RESOURCES LIMITED

As lead auditor for the review of Toubani Resources Limited for the half-year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Toubani Resources Limited and the entities it controlled during the period.



Dean Just
Director

BDO Audit Pty Ltd
Perth
3 September 2024

Toubani Resources Limited (formerly Toubani Resources Inc.)

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30 June 2024

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Toubani Resources Limited (formerly Toubani Resources Inc.)
Statement of profit or loss and other comprehensive income
For the half-year ended 30 June 2024

		Consolidated	Restated 30
	Note	30 June 2024	June 2023
		\$	\$
Revenue			
Interest income		10,316	9
Expenses			
Consulting and personnel costs		(622,164)	(635,465)
Share based payments		(185,755)	(1,242,159)
Amortization		(18,854)	(12,807)
Administrative and general		(312,076)	(600,533)
Exploration and evaluation expenditure		(2,725,110)	(2,486,435)
Foreign exchange (gain) loss		(8)	(46,234)
Loss before income tax expense		(3,853,651)	(5,023,624)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Toubani Resources Limited (formerly Toubani Resources Inc.)	8	(3,853,651)	(5,023,624)
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		(33,304)	108,003
Other comprehensive income for the half-year, net of tax		(33,304)	108,003
Total comprehensive loss for the half-year attributable to the owners of Toubani Resources Limited (formerly Toubani Resources Inc.)		(3,886,955)	(4,915,621)
		Cents	Cents
Basic earnings per share	11	(2.66)	(4.92)
Diluted earnings per share	11	(2.66)	(4.92)

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

Toubani Resources Limited (formerly Toubani Resources Inc.)
Statement of financial position
As at 30 June 2024

		Consolidated	
	Note	30 June 2024	31 December 2023
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	5	2,136,876	2,243,636
Trade and other receivables		58,476	24,108
Other current assets		160,228	197,064
Total current assets		<u>2,355,580</u>	<u>2,464,808</u>
Non-current assets			
Property, plant and equipment		436,413	456,925
Intangibles		6,562	8,750
Total non-current assets		<u>442,975</u>	<u>465,675</u>
Total assets		<u>2,798,555</u>	<u>2,930,483</u>
Liabilities			
Current liabilities			
Trade and other payables		483,036	582,730
Borrowings		67,654	-
Employee benefits		13,778	13,778
Total current liabilities		<u>564,468</u>	<u>596,508</u>
Total liabilities		<u>564,468</u>	<u>596,508</u>
Net assets		<u>2,234,087</u>	<u>2,333,975</u>
Equity			
Issued capital	6	111,000,472	107,437,660
Reserves	7	3,356,226	3,477,174
Accumulated losses	8	(112,122,611)	(108,580,859)
Total equity		<u>2,234,087</u>	<u>2,333,975</u>

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

Toubani Resources Limited (formerly Toubani Resources Inc.)
Statement of changes in equity
For the half-year ended 30 June 2024

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 January 2023 - Restated	103,875,289	(3,382,493)	(95,459,475)	5,033,321
Loss after income tax expense for the half-year	-	-	(5,023,624)	(5,023,624)
Other comprehensive income for the half-year, net of tax	-	-	108,003	108,003
Total comprehensive loss for the half-year	-	-	(4,915,621)	(4,915,621)
Share based payments	-	1,242,159	-	1,242,159
Expiry of warrants	-	(1,129,391)	1,129,391	-
Balance at 30 June 2023 - Restated	<u>103,875,289</u>	<u>(3,269,725)</u>	<u>(99,245,705)</u>	<u>1,359,859</u>
Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 January 2024	107,437,660	3,477,174	(108,580,859)	2,333,975
Loss after income tax expense for the half-year	-	-	(3,853,651)	(3,853,651)
Other comprehensive income for the half-year, net of tax	-	(33,304)	-	(33,304)
Total comprehensive loss for the half-year	-	(33,304)	(3,853,651)	(3,886,955)
Shares issued during the year, net of issue costs	3,601,312	-	-	3,601,312
Share based payments	(38,500)	224,255	-	185,755
Expiry of options	-	(311,899)	311,899	-
Balance at 30 June 2024	<u>111,000,472</u>	<u>3,356,226</u>	<u>(112,122,611)</u>	<u>2,234,087</u>

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

Toubani Resources Limited (formerly Toubani Resources Inc.)
Statement of cash flows
For the half-year ended 30 June 2024

		Consolidated	
	Note	30 June 2024	Restated 30 June 2023
		\$	\$
Cash flows from operating activities			
Payments to suppliers and employees		(3,737,612)	(4,436,869)
Interest received		10,316	9
		<u>(3,727,296)</u>	<u>(4,436,860)</u>
Net cash used in operating activities			
Net cash from investing activities		<u>-</u>	<u>-</u>
Cash flows from financing activities			
Proceeds from issue of shares	6	3,848,638	-
Proceeds from borrowings		75,550	-
Share issue transaction costs		(247,326)	-
Repayment of borrowings		(7,897)	-
		<u>3,668,965</u>	<u>-</u>
Net cash from financing activities			
Net decrease in cash and cash equivalents		(58,331)	(4,436,860)
Cash and cash equivalents at the beginning of the financial half-year		2,243,636	5,344,635
Effects of exchange rate changes on cash and cash equivalents		(48,429)	101,858
		<u>(48,429)</u>	<u>101,858</u>
Cash and cash equivalents at the end of the financial half-year		<u><u>2,136,876</u></u>	<u><u>1,009,633</u></u>

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

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 1. General information

The financial statements cover Toubani Resources Limited (formerly Toubani Resources Inc.) as a consolidated entity consisting of Toubani Resources Limited (formerly Toubani Resources Inc.) and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Toubani Resources Ltd's functional and presentation currency.

Toubani Resources Limited is a listed public company limited by shares, incorporated in Ontario, Canada on 2 October 2002 and registered in Australia on 8 January 2024. It's registered office and principal place of business is 1202 Hay Street, West Perth WA 6000.

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 3 September 2024.

Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 30 June 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 December 2023 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

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

Going concern

The financial statements have been prepared on the going concern basis which contemplates the continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

The directors believe the Group will continue as a going concern, after consideration of the following factors:

- the Company completed the first Tranche of a two tranche placement on 28 August 2024 raising \$7.2 million;
- the level of expenditure can be managed;
- the Directors are confident that the Group will be able to source sufficient future funding from equity raises; and
- the Company has historically been successful in raising further capital when required.

At the date of this report and having considered the above factors the Directors are of the opinion that the Group will be able to continue as a going concern.

Note 3. Restatement of comparatives

Change in functional and presentation currency

As Toubani Resources Limited has moved management from Canada to Australia, major cash outflows are now denominated in Australian Dollars. On this basis, the parent entity has changed its functional currency to Australian Dollars, effective 1 July 2023.

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 3. Restatement of comparatives (continued)

The Directors elected to change the Group's presentation currency from Canadian dollars to Australian dollars. The Directors believe that as the Company was registered as an Australian company effective from 8 January 2024 and the change provides investors and other stakeholders with a clearer and more reliable understanding of the Group's global business performance as a whole and is more comparable to the Company's peers, many of which are presented in Australian dollars. The change is accounted for retrospectively and as such comparative information has been restated in Australian dollars.

The financial report has been restated to Australian dollars using the procedures below:

Foreign currency amount	Applicable exchange rate
Income and expenses	Average rate prevailing for the relevant period
Assets and liabilities	Period-end rate
Equity	Equity Historical rate*
Statement of cashflows	Average rate prevailing for the relevant period

* - Opening balances were restated based on period-end rate.

Where necessary, comparative information has been reclassified to achieve consistency in disclosure with period-end amounts and other disclosures.

Note 4. Operating segments

Identification of reportable operating segments

The consolidated entity's operations are in one reportable business segment, being the exploration and development for gold. The Company operates in one geographical segment, being Mali.

The operating segment information is the same information as provided throughout the consolidated financial statements and therefore not duplicated. The information reported to the CODM is on a monthly basis

Note 5. Current assets - cash and cash equivalents

	Consolidated	
	30 June 2024	31 December 2023
	\$	\$
Cash at bank	2,136,876	2,243,636

Note 6. Equity - issued capital

	Consolidated			
	30 June 2024	31 December 2023	30 June 2024	31 December 2023
	Shares	Shares	\$	\$
Share capital	167,332,081	133,865,666	111,000,472	107,437,660

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 January 2024	133,865,666		107,437,660
Placement	2 May 2024	33,466,415	\$0.115	3,848,638
Share issue costs		-	\$0.000	(247,326)
Share issue costs - Share based payments		-	\$0.000	(38,500)
Balance	30 June 2024	167,332,081		111,000,472

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 6. Equity - issued capital (continued)

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Note 7. Equity - Reserves

	Consolidated	
	30 June 2024	31 December 2023
	\$	\$
Foreign currency reserve	63,431	96,735
Share-based payments reserve	<u>3,292,795</u>	<u>3,380,439</u>
	<u><u>3,356,226</u></u>	<u><u>3,477,174</u></u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Movements in reserves

Movements in each class of reserve during the current financial half-year are set out below:

Consolidated	Foreign currency translation reserve \$	Share based payments reserve \$	Total \$
Balance at 1 January 2024	96,735	3,380,439	3,477,174
Foreign currency translation	(33,304)	-	(33,304)
Expiry of options	-	(311,899)	(311,899)
Share based payments	-	224,255	224,255
	<u>63,431</u>	<u>3,292,795</u>	<u>3,356,226</u>

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 7. Equity - Reserves (continued)

	30 June 2024	30 June 2024	31 December 2023	31 December 2023
	#	Weighted average exercise price	#	Weighted average exercise price
Movement in options & warrants		\$		\$
Opening balance	11,414,593	0.44	19,668,710	0.72
Granted	600,000	0.25	3,950,000	0.33
Expired	(224,442)	0.75	(12,204,117)	0.82
Closing balance	11,790,151	0.42	11,414,593	0.44

The following table represents the Company's outstanding balance of options as at 30 June 2024:

Grant date	Expiry date	Exercise price	Number on issue	Number vested
07/08/2019	07/08/2024	CAD 0.75	33,333	33,333
13/08/2019	13/08/2024	CAD 0.75	333,333	333,333
02/03/2020	02/03/2025	CAD 0.60	400,000	400,000
10/08/2020	10/08/2025	CAD 0.84	1,918,886	1,918,886
31/03/2021	31/03/2026	CAD 0.45	933,329	933,329
14/12/2021	14/12/2026	CAD 0.42	166,666	166,666
21/11/2022	21/11/2025	AUD 0.26	990,795	990,795
21/11/2022	21/11/2025	AUD 0.28	990,794	990,794
21/11/2022	21/11/2025	AUD 0.30	990,794	990,794
04/05/2022	04/05/2027	CAD 0.30	482,221	482,221
09/01/2023	09/01/2026	AUD 0.35	1,000,000	1,000,000
09/01/2023	09/01/2026	AUD 0.50	1,000,000	-
15/02/2023	15/03/2026	AUD 0.35	1,000,000	1,000,000
01/09/2023	06/09/2026	AUD 0.35	950,000	950,000
15/06/2024	17/06/2027	AUD 0.25	600,000	600,000
			<u>11,790,151</u>	<u>10,790,151</u>

Fair value for Incentive options granted during the current financial year has been determined by using the Hoadley's ESO1 model. The valuation model inputs used to determine the fair value at the grant date, are as follows:

Fair value of option	\$0.0964
Exercise price	\$0.25
Valuation date	15 June 2024
Vesting Date	15 June 2024
Expiry date	17 June 2027
Number of options	600,000
Dividend yield	nil
Expected volatility (%)	97%
Risk-free interest rate (%)	3.74%
Expected life of options (years)	3.01 years
Model used	Hoadley's ESO1 Model
Expense for the six months	\$57,840

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 7. Equity - Reserves (continued)

Fair value for performance rights granted with market based vesting conditions during the current financial year has been determined by using the using a combination of Hoadley's Barrier1 Model and Hoadley's Parisian Model. The valuation model inputs used to determine the fair value at the grant date, are as follows:

	Tranche 1
Number of performance rights issued	275,000
VWAP target for at least 10 consecutive days	\$0.25
Implied barrier price (calculated from Hoadley's Parisian Model)	\$0.3162
Years to expiry	3.06
Volatility (%)	96%
Risk free rate (%)	3.88%
Dividend yield	nil
Date of grant	27 May 2024
Estimated vesting date	17 June 2027
Expense for the six months	\$1,056

Fair value for performance rights granted with non-market based vesting conditions during the current financial year has been determined by the share price on the grant date. The inputs used to determine the fair value at the grant date, are as follows:

	Tranche 2	Tranche 3
Number of performance rights issued	200,000	625,000
Date of grant	27 May 2024	27 May 2024
Share price on date of grant	\$0.145	\$0.145
Years to expiry	3.05	3.05
Estimated vesting date	11 July 2024	14 October 2024
Expense for the six months	\$21,911	\$22,009

Vesting Milestone 1 - The release of an ASX announcement by the Company of a JORC Code Indicated Mineral Resource at the Kobada Gold Project that has increased by at least 200,000oz compared to that announced in August 2023.

Vesting Milestone 2 - The release of an ASX announcement by the Company of the results of a definitive feasibility study (DFS) which contains: (i) production rate which is greater than the production rate in the Company's previously announced feasibility study in September 2021; and (ii) the results of the DFS maintaining positive economics.

Note 8. Equity - Accumulated losses

	Consolidated	
	30 June 2024	31 December 2023
	\$	\$
Accumulated losses at the beginning of the financial half-year	(108,580,859)	(101,955,833)
Loss after income tax expense for the half-year	(3,853,651)	(6,625,026)
Transfer from share-based payments reserve	311,899	-
Accumulated losses at the end of the financial half-year	<u>(112,122,611)</u>	<u>(108,580,859)</u>

Note 9. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial half-year.

Toubani Resources Limited (formerly Toubani Resources Inc.)
Notes to the financial statements
30 June 2024

Note 10. Events after the reporting period

On 31 July 2024 at a general meeting of shareholders the below issues were approved:

- the issue of 1,304,348 Shares at \$0.115 to Mr Tim Kestell pursuant to Tranche 2 of the May 2024 placement;
- the issue of 3,500,000 options (with an exercise price of \$0.23 per Option) to the Joint Lead Managers of the May 2024 placement;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Tim Kestell;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Scott Perry;
- the issue of 250,000 options (with an exercise price of \$0.25 per Option) to Mr Danny Callow; and
- the issue of 13,000,000 performance rights to Mr Phil Russo.

On 21 August 2024 Toubani announced it successfully raised A\$10.0 million through the receipt of binding commitments for a two tranche placement of approximately 58.8 million new fully paid ordinary shares at an issue price of A\$0.17 per share to institutional, sophisticated, and professional investors. On 28 August 2024 42,209,106 fully paid shares under Tranche 1 were issued raising approximately A\$7.2 million under the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A. Tranche 2 to raise approximately A\$2.8 million via the issue of approximately 16.6 million New Shares subject to shareholder approval at a forthcoming general meeting ("GM"), expected to be held in October 2024.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 11. Earnings per share

	Consolidated	Restated 30
	30 June 2024	June 2023
	\$	\$
Loss after income tax attributable to the owners of Toubani Resources Limited (formerly Toubani Resources Inc.)	<u>(3,853,651)</u>	<u>(5,023,624)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>144,714,669</u>	<u>102,198,999</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>144,714,669</u>	<u>102,198,999</u>
	Cents	Cents
Basic earnings per share	(2.66)	(4.92)
Diluted earnings per share	(2.66)	(4.92)

Toubani Resources Limited (formerly Toubani Resources Inc.)

Directors' declaration

30 June 2024

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

On behalf of the directors



Scott Perry
Non-Executive Chairman

3 September 2024

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Toubani Resources Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Toubani Resources Limited (the Company) and its subsidiaries (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 half-year ended on that date, material accounting policy information and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply 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 financial performance for the half-year ended on that date; and
- ii. Complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for conclusion

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

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

Responsibility of the directors for the financial report

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



Auditor's responsibility for the review of the financial report

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

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

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'Dean Just', positioned below the printed name.

Dean Just

Director

Perth, 3 September 2024