WARATAH MINERALS

and its Controlled Entities

(formerly Battery Minerals Limited)

ABN 75 152 071 095

Annual Report
31 December 2023

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Corporate Information

This financial report includes the consolidated financial statements and notes of Waratah Minerals Limited and its controlled entities ("the Group"). The Group's presentation currency is Australian Dollars (AUD).

A description of the Group's operations and its principal activities is included in the Review of Operations on pages 3 to 12 and the Directors' Report on pages 13 and 14. The Directors' report is not part of the financial report.

Directors
Dr Darryl Clark
Non-Executive Chairman

Mr Peter Duerden
Managing Director

Dr Andrew Stewart
Non-Executive Director

Company Secretary
Mr Richard Willson

Registered Office
Unit 1, Ground Floor, 72 Kings Park Road
West Perth WA 6005

Website
https://www.waratahminerals.com

Auditor
KPMG
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Perth WA 6000

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Westpac Banking Corporation
Level 13, 109 St Georges Terrace
Perth WA 6000

Solicitors
Steinepreis Paganin
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Perth WA 6000

Stock Exchange
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Level 40, Central Park
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ASX Code: **WTM** (formerly **BAT**)

Share Registry
Automic Registry Services
Level 5, 191 St Georges Terrace
Perth WA 6000
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Chairman's Report

Dear Fellow Shareholders,

The 2023 calendar year was another active year for the Company. The year saw the company complete the sale of the Montepuez and Balama Central graphite projects and become a major shareholder in Tirupati Graphite plc, an emerging producer of flake graphite across two existing operations.

The sale of the Mozambique assets enabled the company to focus on its Australian gold-copper discovery strategy where a maiden diamond drilling program at the Stavely-Stawell Gold-Copper Project identified wide zones of gold anomalism and upgraded the prospectivity of the White Rabbit-Wonga gold corridor for intrusion-related gold (IRG) mineralisation.

In December 2023, the Company completed the acquisition of the advanced Spur Project in the heart of the Lachlan Fold Belt in NSW and located 5km west from Newmont's Cadia Valley Operations, one of the world's largest gold and copper mining operations. Within a month of completing the acquisition, the Company commenced drilling activities, including beneath existing intercepts of 86m @ 1.56g/t Au and 536ppm Cu (ASX: WTM 17 October 2023).

Corporately the Company undertook a share consolidation, and there were a number of changes to the Board with the resignations of Mr David Flanagan and Mr Jeff Dowling, and the appointment of Dr Andrew Stewart. I am confident that we have the right mix of skills and experience on the Board to push the Company's projects ahead.

Late in 2023 shareholders approved the change of Company name to 'Waratah Minerals Limited' reflecting a rebrand and refresh of the corporate image as the company continues to build a portfolio of high-quality, gold-copper discovery opportunities. The change of name was affected early in January 2024.

Your board looks forward to creating value for shareholders with a strategy to deliver discovery events commencing with drilling at the Spur Project in early 2024.

I would like to express my heartfelt thanks to all of the Waratah team including my fellow Directors Dr Andrew Stewart and Managing Director, Mr Peter Duerden, for the progress that has been made throughout the year.

Yours sincerely

Dr Darryl Clark
Chairman

Review of Operations

WARATAH MINERALS DEVELOPMENT STRATEGY

Waratah Minerals Limited (ASX: WTM) ("Waratah Minerals" or "the Company") (formerly Battery Minerals) is pleased to report on its activities during 2023.

The year was a pivotal one for the Company, with the completion of the sale of the Montepuez and Balama Central graphite projects to Tirupati Graphite (TGR: LSE or 'Tirupati'). The deal provides exposure to the development of the projects and the broader graphite market via Tirupati's rapidly expanding production profile, and allows the company to focus on its gold-copper discovery strategy in Australia.

The year also saw the strengthening of the company's Australian discovery portfolio, with the acquisition of the advanced Spur Project in the heart of the Lachlan Fold Belt in New South Wales. This project includes drill ready gold-copper drill targets, beneath open, wide historic intercepts, including 86m @ 1.56g/t Au, 536ppm Cu (SD010) (ASX: WTM 17 October 2023).

Exploration activity during the year was focused at the Stavely-Stawell Project where 19.4-line kilometres of IP geophysics, 61 aircore holes for 2,771m and 8 diamond holes for 2,138m were completed. The activity resulted in the identification of wide zones of Intrusive-related gold alteration (IRG) in the White Rabbit District.

SPUR PROJECT: GOLD-COPPER (EL5238, WTM 100%)

The Spur Project (EL5238) is located 5km west from Newmont Mining's Cadia Valley Operations (32.1Moz Au, 7.2Mt Cu, Measured and Indicated Mineral Resources, Newcrest 2023)[1] in central western New South Wales (Figure 1).

Exploration Rationale

The Project encompasses the wider Cargo Gold-Copper Porphyry Field where much of the historical exploration focus has been for copper porphyry-style mineralisation within the main Cargo Intrusive Complex. Waratah's exploration focus will be outside the main Cargo Intrusive Complex, where previous drilling has intercepted shallow epithermal-porphyry related gold-copper mineralisation at the Spur Prospect, highlighting an opportunity to test for extensions to mineralisation down dip and southwards down plunge from existing intercepts. Relogging of historic core highlights the prospectivity of the Spur area and indicates gold is largely associated with intermediate-sulphidation epithermal sulphide stringers and alkalic porphyry alteration.

[1] Newcrest Mining Ltd (ASX:NCM) 11 August 2020 'Annual Mineral Resources and Ore Reserves Statement'

Review of Operations (continued)

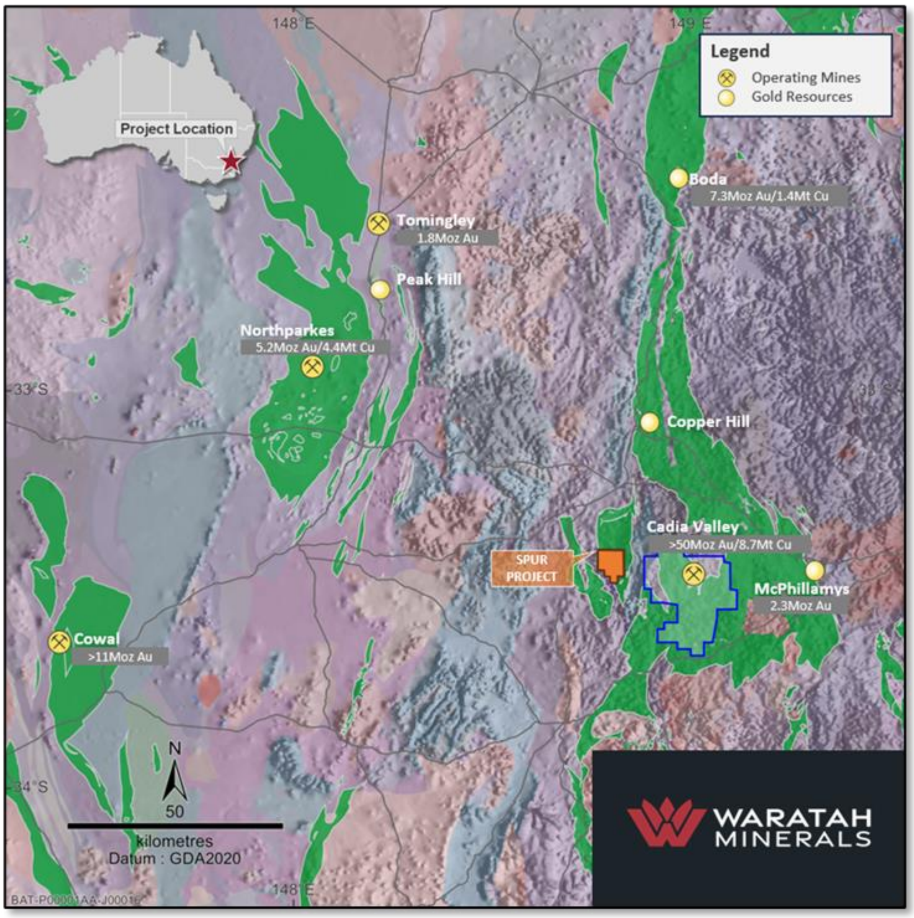

Figure 1: Spur Project location (total metal endowment – refer references: Phillips 2017, Newcrest 2023, CMOC 2023, Evolution 2023, Alkane 2023, Regis 2023)

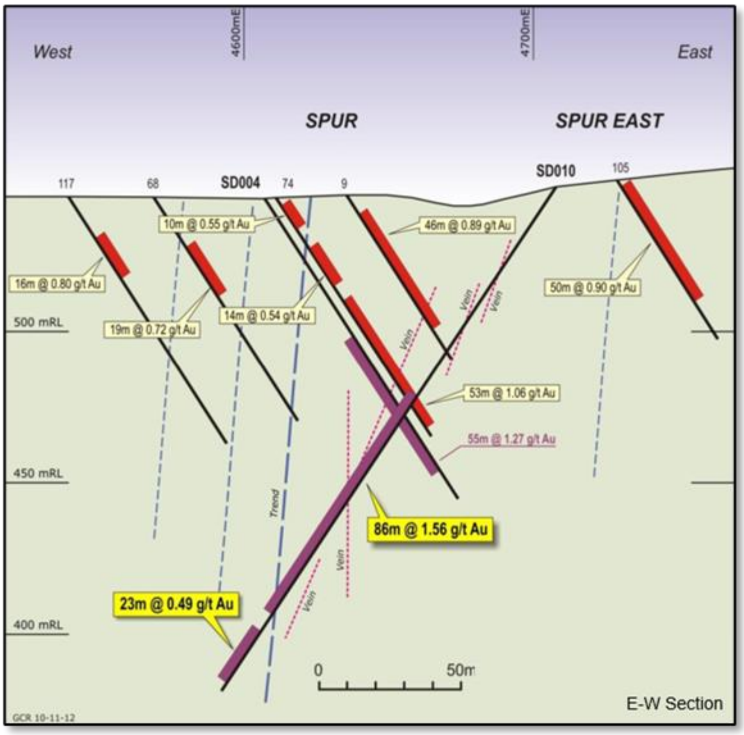

Figure 2: Spur Prospect cross section, showing drill results (ASX: WTM 17 October 2023)

Review of Operations (continued)

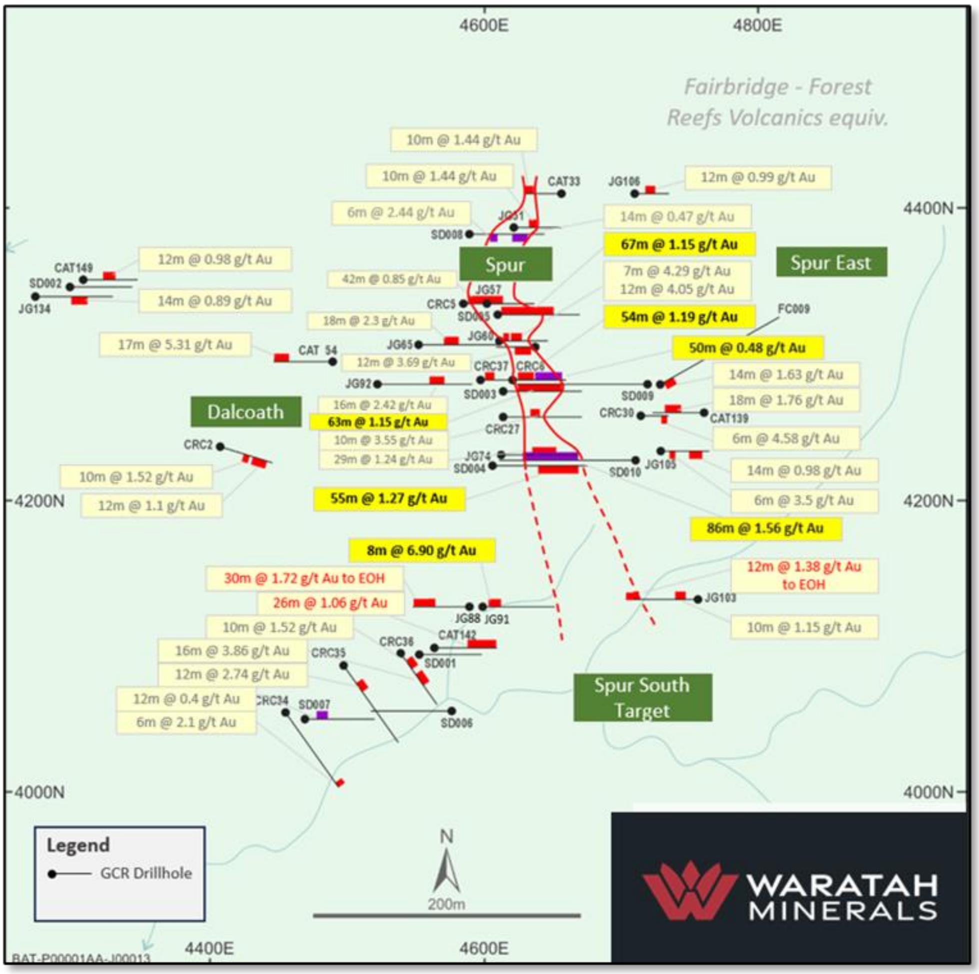

Figure 3: Spur-Spur South Prospect Summary Map (ASX: WTM 17 October 2023)

STAVELY-STAWELL PROJECT: GOLD-COPPER (EL6871, WTM 100%)

The Stavely-Stawell Project comprises a single exploration license (EL6871) covering a 65km strike of the Stawell Gold Corridor and northern extents of the Stavely-Dryden Belt in western Victoria.

Exploration Rationale

This project is considered highly prospective for multiple styles of mineralisation, including Intrusion-related gold mineralisation, as evidenced by the Wonga IRG Deposit, located 12km northeast and at the southern end of the ~6Moz Stawell Gold Field (Stawell Gold Mines Pty Ltd - Arete Capital Partners) (Figure 4).

The White Rabbit District lies along the same regional, northeast trending structural corridor that contains the Wonga Deposit (Figure 4) (Miller and Wilson, 2004), with recent exploration results upgrading the prospectivity of this corridor for significant Intrusion-related gold mineralisation.

Exploration activity during the year included 19.4-line kilometres of IP geophysics, 61 aircore holes for 2,771m and 8 diamond holes for 2,138m. The activity resulted in the identification of wide zones of Intrusive-related gold alteration (IRG) in the White Rabbit District.

Review of Operations (continued)

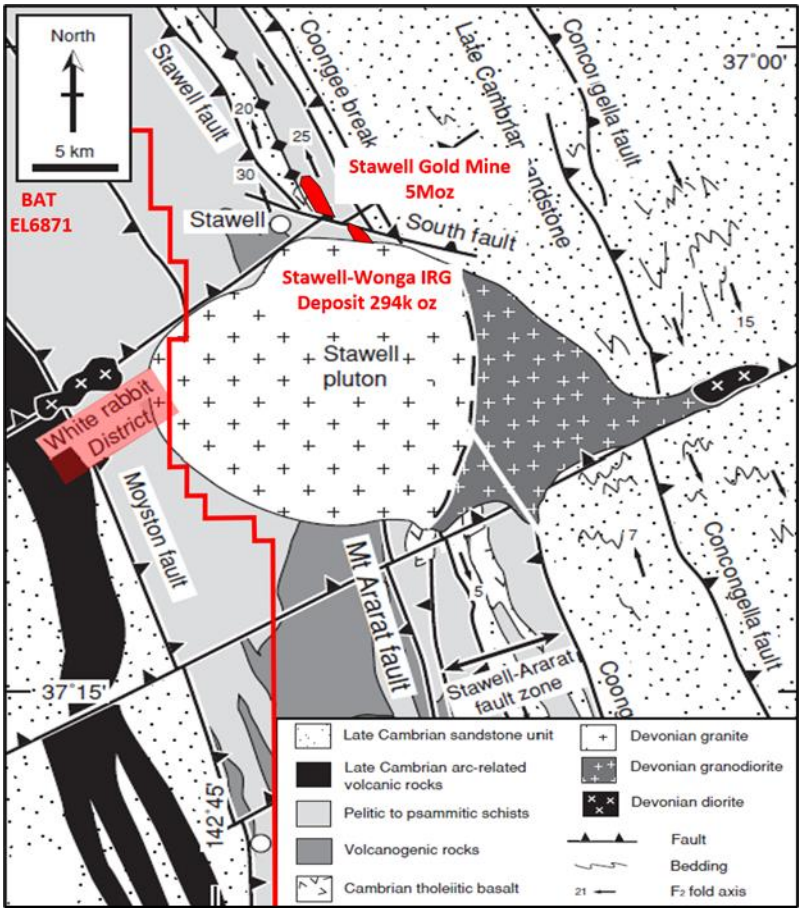

Figure 4: Geological summary map of Stawell Region, modified from Miller and Wilson 2004

The diamond drilling activity was designed to test multiple Intrusion-Related Gold targets in the White Rabbit District, including the Coxs Find, Coxs Find North, Frankfurt and Cosmopolitan Prospects, with 8 drillholes completed for 2,138m.

The identification of a wide zone of massive albite-silica-arsenopyrite stringer alteration at Coxs Find is considered particularly significant, given:

- Its likely IRG association, as indicated by the mineralogy and strong pathfinder element association (Sb-As)
- It represents a prospective gold host, as indicated by its character at Frankfurt, where it carries a higher concentration of sulphides (compared to Coxs Find) and hosts gold mineralisation (23BATDD007)
- It highlights priority drill targets at Coxs Find, where its increasing thickness and pathfinder Sb-As anomalism indicates a northerly vector and follow up drill target at the margin of the White Rabbit Diorite/Granite (alteration zone widens from 7 to 18m between drillholes 23BATDD003 and 6)

Results from Frankfurt show wide zones of low-level gold and strong IRG pathfinder anomalism, including 118.9m @ 0.1g/t Au and 11.8ppm Mo from 17.1m (Frankfurt - 23BATDD009).

Review of Operations (continued)

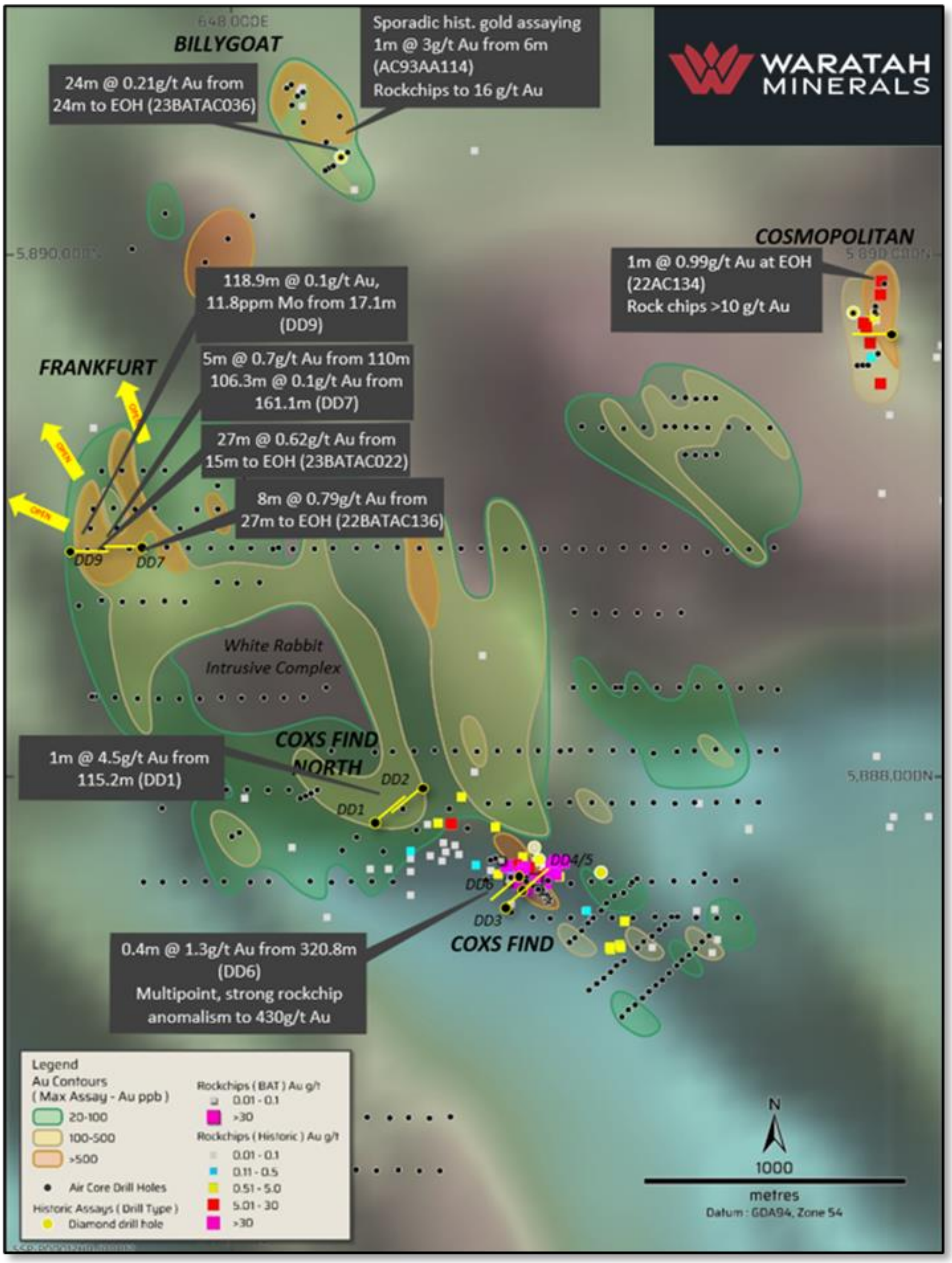

Figure 5: White Rabbit District, showing main prospects, drilling coverage, AC, rockchip geochem over RTP magnetics

Review of Operations (continued)

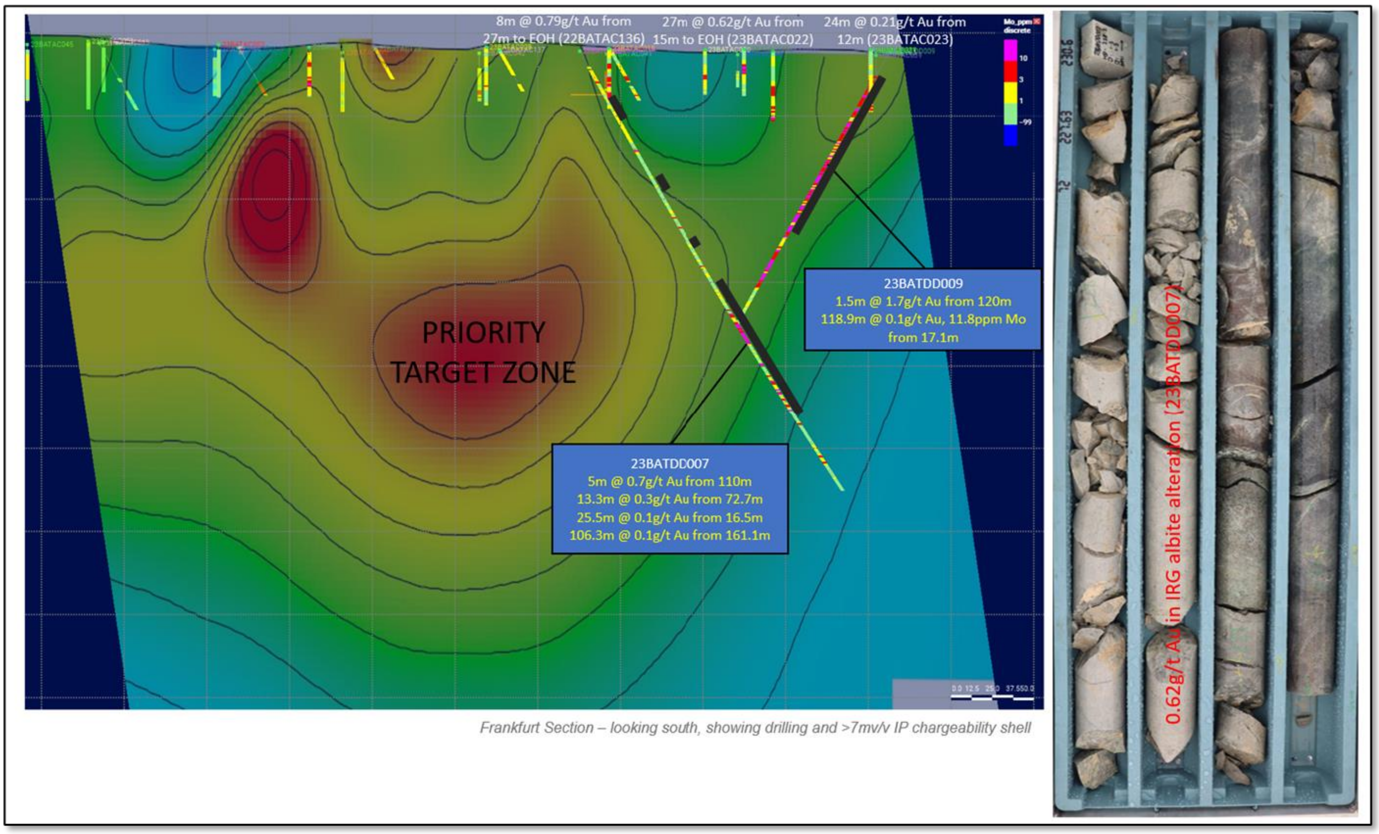

Figure 6: Frankfurt Prospect, section, looking south, showing drilling and >7mv/v IP chargeability shell, 23BATDD007 core photography: gold mineralisation associated with pervasive albite IRG alteration

AZURA PROJECT: COPPER-NICKEL-GOLD (E80/4944, E80/5116, E80/5347, E80/5348, WTM 100%)

The Azura Project comprises three granted exploration licenses (E80/4944, E80/5116, E80/5347) and one application (E80/5348), covering 258km^2 of the Halls Creek Mobile Zone within the East Kimberley region of Western Australia.

Exploration Rationale

The area includes widespread zones of strong surface copper anomalism, up to 29.9% in rock chips, with the Company currently planning a drilling program targeting recently identified strong VTEM conductors and areas of surface anomalism.

The drilling program planned for the Azura Copper-Nickel-Gold Project comprises a nominal 6 diamond holes for 1,170m and has been designed to test priority EM and geochemical targets. Several contingency drill sites will also be prepared to allow for flexibility in the drilling schedule based on ongoing results.

Heritage clearance has been completed and the report received, with additional environmental permitting requested by the regulator prior to the Company being permitted to commence drilling activity.

The timing of exploration activity at the project will be reassessed following drilling activity at the Spur Project, enabling the Company to rank its discovery opportunities across the portfolio.

Review of Operations (continued)

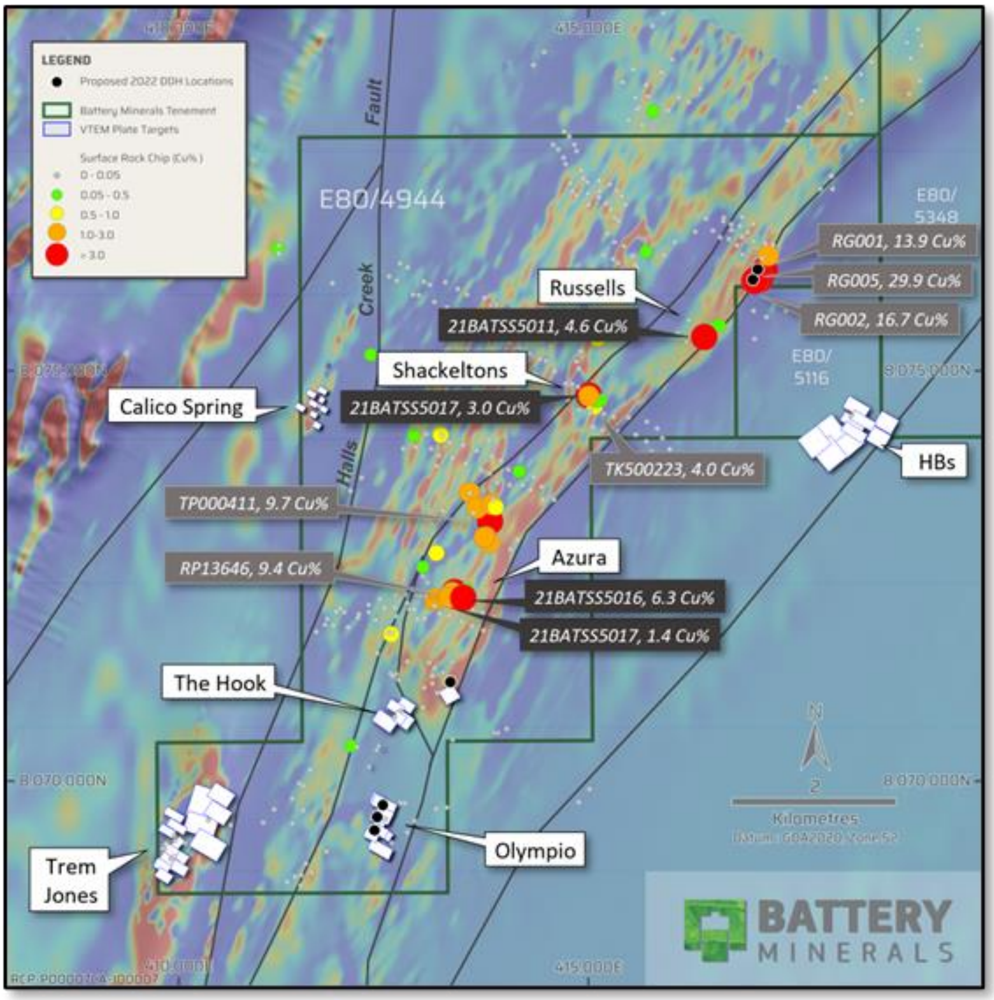

Figure 7: Azura Project: Targets Summary with rockchip geochemistry, RTP magnetics, modelled VTEM conductor plates

MOZAMBIQUE GRAPHITE PROJECTS

Disposal to Tirupati Graphite plc (TGR:LSE)

In April 2023, the Company completed the sale of its Montepuez and Balama Graphite Projects in Mozambique through the sale of all the shares and debt in its subsidiary Suni Resources SA and intellectual property to London Stock Exchange listed company, Tirupati Graphite plc (Tirupati, TGR:LSE) for total consideration of $500k in cash and 12,065,500 ordinary shares in TGR. Refer to the Directors Report for full details of this transaction.

Review of Operations (continued)

CORPORATE

Share Placement and Share Purchase Plan raises $2M

In April 2023 the Company announced a capital raising via a share placement raising $1,548,500 through the issue of 407,500,000 shares at $0.0038 per share (Tranche 1) with an additional 21,052,632 Shares at $0.0038 per Share to raise an additional $80,000 via director participation (Tranche 2). The tranche 2 shares were issued to the Company's Directors following approval by shareholders at the Annual General Meeting held on 31 May 2023.

The accompanying Share Purchase Plan raised an additional $500,000 via the issue of 131,578,947 shares at $0.0038.

Capital Consolidation and Unmarketable Share Sale Facility

In conjunction with the Share Purchase Plan and as approved at the Annual General Meeting on 31 May 2023, the Company consolidated its issued capital on a 1 for 30 basis in order to provide an improved platform for future growth and a capital structure that will result in a share price level that is more attractive to a wider range of investors. In addition, the Company implemented a Share Sale Facility for those Shareholders whose holding didn't constitute a marketable parcel under the ASX Operating Rules, being a shareholding with a market value of at least $500.

Board Changes

Several board movements occurred during the year, supporting the company's transition from a Mozambican graphite developer to an Australian gold-copper explorer. Dr Darryl Clark was appointed as Non-Executive Chairman, replacing the departing Mr David Flanagan, whilst Dr Andrew Stewart joined as Non-Executive Director, replacing Mr Jeff Dowling. Mr Richard Willson joined as Company Secretary replacing Ms Nerida Schmidt (ASX: WTM 4 September 2023).

Share Placement raises $560K

In December 2023, the Company announced a private placement to strategic investors via the issue of 14,760,000 shares at $0.038 per share, raising $560,880, as it positioned to complete the Spur acquisition and rapidly commence drill testing in early 2024 (ASX: WTM 8 December 2023).

Spur Project Acquisition

In December 2023 the Company completed the acquisition of the Spur Project in western New South Wales following shareholder approval obtained on 15 December 2023 to issue the shares and options to secure the acquisition. A total of 15,000,000 shares at $0.115 per share and 40,000,000 options were issued.

Change of Company Name

At the General Meeting held on 15 December 2023 the Company received shareholder approval to change the company name from Battery Minerals Limited to Waratah Minerals Limited. The change of name became effective on ASX on 5 January 2024 with the ASX Code changing from BAT to WTM.

Issue of Performance Rights

Also at the General Meeting held on 15 December 2023 the Company received shareholder approval for the issue of 4,750,000 Tranche A performance rights and 4,750,000 Tranche B performance rights to Directors. The rights have expiry dates four years from the date of issue and were issued on 29 January 2024. Refer to the Subsequent Event note for additional details.

Review of Operations (continued)

SUSTAINABILITY

Waratah Minerals Limited is committed to being a leading and sustainable Australian mining company built on exploration and corporate success for the benefit of all of its stakeholders.

During the year, the Company has reviewed and revised its sustainability policies. These policies apply to all our people and implementation of these policies and their supporting standards and procedures are required across all operations.

Environment

Waratah Minerals is committed to being effective environmental stewards and managing our impacts, whilst both achieving operational excellence and fulfilling our corporate social responsibilities. The Company is committed to positive environmental management outcomes to maintain and enhance performance.

Waratah Minerals acknowledges the threat posed by climate change and will work to interact with the environments in which we operate in a measured, proportionate and sustainable manner.

Health and Safety

Waratah Minerals aspires to minimise the harm caused by workplace hazards whilst both achieving operational excellence and fulfilling our corporate social responsibilities. The Company is committed to leadership in health and safety through the use of responsible and reliable management systems to maintain and enhance performance.

Community Engagement

Waratah Minerals is committed to create enduring value for our host communities and limiting our negative impacts, whilst both achieving operational excellence and fulfilling our corporate social responsibilities.

During the year, Waratah Minerals continued the identification of key community groups and stakeholders within its project areas to ensure that its activities are conducted in a manner that meets relevant statutory legislation and represents best practice.

Governance

Waratah Minerals and its Board are committed to achieving and demonstrating the highest standards of corporate governance. The Company has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.

The 2023 Corporate Governance Statement was approved by the Board on 12 March 2024. The Group's current corporate governance practices are set out in the Group's Corporate Governance Statement which can be viewed at www.waratahminerals.com.

Review of Operations (continued)

Tenement Summary as at 31 December 2023

1. TENEMENTS HELD				
Tenement Reference	**Location**	**Nature of interest**	**Interest at beginning of Year**	**Interest at end of Year**
8770C	Mozambique	Mining Licence Granted	100%	Nil (Note 1)
10031C	Mozambique	Mining Concession Granted	100%	Nil (Note 1)
8555	Mozambique	Exploration License Granted	100%	Refer Note 2
8609	Mozambique	Exploration License Granted	100%	Refer Note 2
EL5238	NSW, Australia	Exploration License Granted	-	100% (Note 3)
EL6871	Victoria, Australia	Exploration License Granted	100%	100%
E80/4944	WA, Australia	Exploration License Granted	100%	100%
E80/5116	WA, Australia	Exploration License Granted	100%	100%
E80/5347	WA, Australia	Exploration License Granted	100%	100%
E80/5348	WA, Australia	Exploration License Pending	100%	100%

Note 1: These tenements were subject to the Sale Agreement with Tirupati Graphite plc completed on 3 April 2023 (ASX: WTM 3 April 2023).

Note 2: An agreement was reached in December 2018 to dispose of these tenements. The agreement between the Company, its subsidiaries and Nedeel LLC, was for $50,000 in cash and a 1% royalty (which may be sold for US$1m up to the date of 730 days after the grant of a Mining Concession on either or both of the tenements).

Note 3: This tenement was acquired via the acquisition of Deep Ore Discovery Pty Ltd, completed on 19 December 2023 (ASX: WTM 19 December 2023).

2. **MINING TENEMENTS DISPOSED:** 8770C and 10031C

3. **BENEFICIAL % INTERESTS HELD IN FARM-IN OR FARM-OUT AGREEMENTS:** Nil.

4. **BENEFICIAL % INTERESTS HELD IN FARM-IN OR FARM-OUT AGREEMENTS ACQUIRED/DISPOSED:** Nil.

Competent Person's Statement

The information in this announcement that relates to Exploration Results is based on information compiled by Mr Peter Duerden who is a Registered Professional Geoscientist (RPGeo) and member of the Australian Institute of Geoscientists. Mr Duerden has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Duerden consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

REFERENCES

CMOC 2023, China Molybdenum Company Limited, 2022 Annual Report, www.cmocinternational.com

Evolution 2023, Annual Mineral Resources and Ore Reserves Statement, www.evolutionmining.com.au

Miller and Wilson, 2004, Stress Controls on Intrusion-Related Gold Lodes, Wonga Gold Mine, Economic Geology Journal, Vol 99

Newcrest 2023, Mining Annual Mineral Resources and Ore Reserves Statement, www.newcrest.com

Phillips, G N (Ed), 2017. Australian Ore Deposits (The Australasian Institute of Mining and Metallurgy: Melbourne)

Regis Resources 2023, Annual Mineral Resource and Ore Reserve Statement 20 June 2023, www.regisresources.com.au

Alkane 2023, Annual Mineral Resources and Ore Reserves Statement, www.alkane.com

Directors' Report

The Board of Directors present the following report on Waratah Minerals Limited and its controlled entities (referred to hereafter as "the Group") for the year ended 31 December 2023.

Directors

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

Director	Position	Appointed	Resigned
Dr Darryl Clark	Non-Executive Chairman	4 September 2023	-
	Non-Executive Director	22 October 2020	4 September 2023
Mr Peter Duerden	Managing Director	10 January 2022	-
Dr Andrew Stewart	Non-Executive Director	4 September 2023	-
Mr David Flanagan	Non-Executive Chairman	10 January 2022	4 September 2023
	Executive Chairman	25 March 2021	10 January 2022
	Non-Executive Chairman	1 July 2019	25 March 2021
Mr Jeff Dowling	Non-Executive Director	8 April 2019	4 September 2023
	Non-Executive Chairman	25 January 2018	8 April 2019

Dividends

No dividends were paid during the financial year (31 December 2022: Nil).

Principal Activities

Waratah Minerals Limited, an ASX listed company (ASX:WTM) is a diversified minerals exploration company dedicated to exploring for and developing mineral deposits. In December 2023 the Company completed the acquisition of the Spur Project in western NSW. The Company continues to explore the Stavely-Stawell Gold Project in western Victoria and the Azura Copper Project in the Kimberley region of Western Australia. During the year, the Company completed the sale of its graphite projects in Mozambique.

Review of Operations

a. Group Overview

In August 2021, the Company announced that it had entered into agreements, together with its subsidiary Rovuma Resources Limited, to sell its Mozambique graphite assets, through the sale of all of the shares and debt in its subsidiary Suni Resources SA, to the London Stock Exchange listed company, Tirupati Graphite plc.

During 2022, variations were made to the original agreement to enable obtaining all necessary Mozambique government approvals for the transaction. The Mozambique Government advised that prior to conditional approval of the sale of the Montepuez and Balama graphite projects to Tirupati the following conditions precedent were required to be satisfied:

- Agreement to pay A$2.5 million capital gains tax (CGT) assessment to the Mozambique Tax Office; and
- Putting in place a performance bond for the development of the Balama Graphite Project.

The Deed of Variation stated that the capital gains tax liability would be shared equally between Tirupati at A$1.25 million and Waratah Minerals at A$1.25 million. It also provided that the obligation of Waratah Minerals would be settled out of a reduction in the proceeds to be paid by Tirupati from A$12.5 million to A$11.25 million. On completion and after payment of the CGT, the variation provided that Waratah Minerals would receive total consideration of A$9.75 million in Tirupati Graphite shares and A$1.5 million in cash with no outstanding liabilities. The share consideration would comprise between 2,511,639 and 5,023,278 Tirupati shares at completion date and 2,511,639 and 5,023,278 Tirupati shares 8 months after the completion date with the issue price per share to be equal to 110% of the VWAP of Tirupati shares for the five trading days prior to the completion date, with these shares being escrowed for 6 months and 14 months respectively. As such, the ultimate value of the share consideration received would be dependent upon the AUD/GBP exchange rate and the market value of the Tirupati shares upon the date of issue of the shares noting that as the shares were subject to escrow the ultimate proceeds to be received would be determined after expiration of the respective escrow periods.

Directors' Report (continued)

The Balama performance bond was put in place and funded by Tirupati and the capital gains tax assessment was paid.

Full details of the transaction are included in Appendix 1 of the ASX announcement by the Company dated 5 December 2022, which tracks the changes to the original agreements and the various Deeds of Variation.

On 3 April 2023, the Company announced completion of the transaction, receiving total consideration of $500,000 in cash and 12,065,500 ordinary shares in Tirupati comprising 5,518,944 Tirupati shares at completion date and 6,546,556 Tirupati shares 8 months after the completion date, with both tranches of shares having no escrow. Further details in regard to completion of the transaction are included in the ASX Announcements dated 3 April 2023 and 19 April 2023.

The Group incurred a loss after tax for the year of $8,101,664 (2022 restated: profit of $532,142) which included exploration and evaluation costs of $1,768,148 (2022: $2,896,721), loss on disposal of listed securities of $1,065,619 and loss on fair value of investment of $2,469,587. The exploration and evaluation costs relate to the Australian projects and these costs are expensed as incurred in the early stages of the project life except for acquisition costs which are capitalised.

b. Highlights & Significant Changes in State of Affairs

Refer to the Group Overview above in relation to the disposal of the Mozambique graphite assets and intellectual property to Tirupati Graphite plc.

In April 2023 the Company announced a capital raising via a share placement raising $1,548,500 through the issue of 407,500,000 shares at $0.0038 per share (Tranche 1) with an additional 21,052,632 shares at $0.0038 per Share to raise an additional $80,000 via director participation (Tranche 2). The tranche 2 shares were issued to the Company's Directors following approval by shareholders at the Annual General Meeting held on 31 May 2023. The accompanying Share Purchase Plan raised an additional $500,000 via the issue of 131,578,947 shares at $0.0038.

In conjunction with the Share Purchase Plan and as approved at the Annual General Meeting on 31 May 2023, the Company consolidated its issued capital on a 1 for 30 basis. In addition, the Company implemented a Share Sale Facility for those Shareholders whose holding didn't constitute a marketable parcel under the ASX Operating Rules.

In September 2023, several board movements occurred. Dr Darryl Clark was appointed as Non-Executive Chairman, replacing the departing Mr David Flanagan, whilst Dr Andrew Stewart joined as Non-Executive Director, replacing Mr Jeff Dowling. Mr Richard Willson joined as Company Secretary replacing Ms Nerida Schmidt.

In December, the Company announced a private placement to strategic investors of 14,760,000 shares at $0.038 per share, raising $560,880, as it positioned to complete the Spur Project acquisition and rapidly commence drill testing in early 2024.

On 15 December 2023 the Company held a General Meeting to seek shareholder approval to change the company name from Battery Minerals Limited to Waratah Minerals Limited, the issue of shares and options to secure the acquisition of the Spur Project in NSW and for the issue of performance rights to Directors. All seven resolutions were passed on a poll.

Likely Developments and Expected Results

The Company intends to continue to actively explore its Spur Project in western NSW, the Stavely-Stawell Project in western Victoria and its Azura Copper Project in the Kimberley region of WA.

The Group's long-term strategic objective is to explore and develop its projects, ensure all activities are carried out in a transparent, sustainable and responsible way and contribute to the well-being of local communities, in addition to increasing shareholders' value.

Factors and Business Risks Affecting Future Business Performance

The following factors and business risks could have a material impact on the Company's ability to deliver its strategy:

Access to funding
The Company's ability to continue to explore and evaluate its projects is contingent upon its ability to source timely access to additional equity funding as it is required. The Company closely monitors and controls its available funding and actions equity raising activities as required. Refer also to Note 3B in relation to going concern.

Directors' Report (continued)

Commodity demand and pricing
The Company is exposed to adverse global demand for commodities and/or adverse commodity price movements. This could affect the Company's ability to raise equity to fund its activities or successful exploration and evaluation of its assets.

Tenure risks
The Company is exposed to loss of its tenure holding if it is unable to meet its tenement commitments due to lack of funding or the inability to meet any of the other tenement requirements. The Company actively manages its tenure holding and exploration budgets to ensure that funds are available to meet commitments and engages with external tenement management consultants as required.

Operational risks
The Company is exposed to several operational risks including unsuccessful exploration efforts, environmental issues and health and safety issues. The Company has policies in place to manage these risks where possible.

Climate risks
The Company is committed to being an effective environmental steward and managing our climate impacts, whilst fulfilling our corporate social responsibilities. The Company is committed to positive environmental management outcomes. The Company acknowledges the threat posed by climate change and works to interact with the environments in which we operate in a measured, proportionate and sustainable manner.

Risk Management
The Board is responsible for ensuring that risks, and opportunities, are identified on a timely basis and that activities are aligned with these risks and opportunities. The Company believes that it is crucial for all Board members to be a part of this process, and as such the Board has not established a separate risk management committee. The Board has a number of mechanisms in place to ensure that management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- Board approval of the Company's current strategy.
- Implementation of Board approved operating plans and budgets and Board monitoring of progress against these.
- A Risk Management Policy to help identify and manage risks.

Environmental Regulation
The Group is subject to significant environmental regulation in respect of mineral exploration activities. The Group operates within the resources sector and conducts its business activities with respect for the environment while continuing to meet the expectations of shareholders, employees and suppliers. The Group's exploration activities are currently regulated by significant environmental regulation under the laws of NSW, Victoria and WA. The Group aims to ensure that the highest standard of environmental care is achieved, and that it complies with all relevant environmental legislation.

The Directors are mindful of the regulatory regime in relation to the impact of the organisation's activities on the environment. There have been no known material breaches by the Group during the year.

After Reporting Date Events
Subsequent to the end of the year and following shareholder approval received at the General Meeting held on 15 December 2023, the Company issued a total of 6,200,000 Tranche A performance rights and 6,200,000 Tranche B performance rights to Directors (two tranches of 4,750,000 performance rights) and consultants (two tranches of 1,450,000 performance rights). Both tranches have an expiry date 4 years from the date of issue. The Tranche A rights vest upon announcement of a minimum 500,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects. The Tranche B rights vest upon announcement of a minimum 1,000,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects.

In January 2024, following shareholder approval in December 2023, the Company changed its name from Battery Minerals Limited to Waratah Minerals Limited. The change of name and code (ASX: WTM) became effective on ASX on 5 January 2024.

Apart from the above, there are no other events after the end of the Reporting Period to disclose.

Directors' Report (continued)

Information on Directors

Dr Darryl Clark	Non-Executive Chairman (appointed 4 September 2023)
	Non-Executive Director (appointed 22 October 2020 – resigned 4 September 2023)
Qualifications	PhD, BSc (Hons),F AUSIMM. Graduate of CODES UTAS.
Experience	Dr Clark has decades of global exploration and operating experience in the mining industry. Through his career, Dr. Clark has held a wide range of executive roles across a number of metal and mineral sectors, with both junior and major mining companies. His experience consists of periods working in uranium, coal, copper, gold and oil sands. Dr. Clark's precious metal experience includes roles at Great Central Mines during the period of rapid resource discovery in the 90's that transformed the West Australian Goldfields. Additional greenfield and project experience was gained at Sunrise Dam, Ivanhoe Mines Mongolia, Vale and SRK consulting. Dr. Clark has over 10 years of experience as a Non-Executive Director on ASX listed companies. Dr Clark holds a PhD in Economic Geology from the University of Tasmania and is currently the Executive Vice President Exploration and Development for IsoEnergy Ltd (ISO:TSX).
Current Directorships	Nil.
Former Directorships in last 3 years	Non-Executive Director, Peako Ltd (resigned 20 September 2021) Non-Executive Director, Terra Uranium Limited (resigned 28 January 2023)

Mr Peter Duerden	Managing Director (appointed 10 January 2022)
Qualifications	BSc Hons (EconGeo), M (EconGeo), RPGeo
Experience	Mr Duerden has over 20 years' experience in the mining and exploration industry working across a wide range of commodities and deposit styles. He has held Managing Director roles for multiple junior explorers along with senior management positions within successful exploration teams at Newcrest Mining Limited and Alkane Resources Limited. Mr Duerden holds a Masters of Economic Geology and is a Registered Professional Geoscientist (RPGeo) and member of the Australian Institute of Geoscientists (AIG).
Current Directorships	Nil.
Former Directorships in last 3 years	Magmatic Resources Limited (resigned 17 December 2021)

Dr Andrew Stewart	Non-Executive Director (appointed 4 September 2023)
Qualifications	BSc, PhD, MAIG, FSEG, MAICD
Experience	Dr Stewart is an exploration geologist with over 20 years' experience in mineral exploration; primarily focused on project generation, project evaluation and exploration strategy development throughout Asia, Australia and Eastern Europe. Dr Stewart has particular expertise in porphyry copper-gold and epithermal gold deposits however has worked across a diverse range of commodities. He has previously worked for Ivanhoe Mines, Oxiana and Vale, and during this time held various technical and management positions in Mongolia and Indonesia and has been involved in several greenfields discoveries. Dr Stewart holds a BSc (Hons) from Macquarie University and a PhD from the Centre of Ore Deposits and Exploration Studies at the University of Tasmania. He is a Fellow of the Society of Economic Geologists and the Australian Institute of Geoscientists.
Current Directorships	Nil.
Former Directorships in last 3 years	Non-Executive Director, Bastion Minerals Limited (resigned 6 December 2022) Non-Executive Director, Godolphin Resources (resigned 30 April 2020)

Directors' Report (continued)

Information on Directors (continued)

Mr David Flanagan	Non-Executive Chairman (appointed 10 January 2022 – resigned 4 September 2023) Executive Chairman (appointed 25 March 2021 – resigned 10 January 2022) Non-Executive Chairman (appointed 1 July 2019 – resigned 25 March 2021) Executive Chairman (appointed 8 April 2019 – resigned 1 July 2019) Managing Director (appointed 25 January 2018 – resigned 8 April 2019) Executive Chairman (appointed 30 March 2017 – resigned 25 January 2018) Non-Executive Chairman (appointed 11 October 2016 – resigned 30 March 2017)
Qualifications	BSc, WASM, MAusIMM, FAICD
Experience	Mr Flanagan is a geologist with more than 30 years' experience in the mining and mineral exploration industry in Australia, Indonesia and Africa. Mr Flanagan was the founding Managing Director at Atlas Iron. During his tenure at Atlas Iron he oversaw its growth from a junior exploration company, to an ASX top 100 listed iron ore exporter, and the operator of three iron mines producing at a rate of 12Mtpa. Mr Flanagan is the past Chancellor of Murdoch University, and during 2014 was named Western Australian of the Year. He was awarded an Eisenhower Fellowship in 2013 and remains active in the not-for-profit sector. In January 2018, David was awarded the prestigious Member of the General Division of the Order of Australia Award.
Current Directorships	Managing Director, Arrow Minerals Limited
Former Directorships in last 3 years	Executive Chairman, Delta Lithium Limited (resigned 12 September 2023) Non-Executive Director, MACA Limited (resigned 28 October 2022) Non-Executive Chairman, CZR Resources Limited (resigned 10 September 2021) Non-Executive Director, Magmatic Resources Limited (resigned 4 February 2021).

Mr Jeff Dowling	Non-Executive Director (appointed 8 April 2019 – resigned 4 September 2023) Non-Executive Chairman (appointed 25 January 2018 – resigned 8 April 2019)
Qualifications	Bachelor of Commerce from the University of Western Australia and is a fellow of the Institute of Chartered Accountants, the Australian Institute of Company Directors and the Financial Services Institute of Australasia.
Experience	Mr Dowling is a proficient corporate leader with 38 years' experience in professional services with Ernst & Young. He held numerous leadership roles within Ernst & Young including at national level being a member of the executive management team and a Board Member. His professional expertise centres around audit, risk and financial acumen derived from acting as lead partner on large public company audits, capital raisings and corporate transactions principally in the resources, retail and insurance industries. Mr Dowling's career with Ernst & Young culminated in his appointment as Managing Partner of the Ernst & Young Western Region for a period of 5 years. He also led Ernst & Young's Oceania China Business Group responsible for building Ernst & Young's Oceania relationships with Chinese Corporations.
Current Directorships	Non-Executive Chairman, Arrow Minerals Limited Non-Executive Director, S2 Resources Limited Non-Executive Director, NRW Holdings Limited Non-Executive Director, Fleetwood Corporation Ltd
Former Directorships in last 3 years	Nil.

Directors' Report (continued)

Director Meetings

The number of Directors' meetings and number of meetings attended by each of the Directors of the Group during the year is as follows:

	Number of Meetings Eligible to Attend	Number of Meetings attended
Director		
Dr Darryl Clark	9	9
Mr Peter Duerden	9	9
Dr Andrew Stewart	2	2
Mr David Flanagan	7	7
Mr Jeff Dowling	7	7

Retirement, election and continuation in office of Directors

In accordance with the Constitution, the appropriate Directors will retire at the annual general meeting and, being eligible, offer themselves for re-election.

Company Secretary

Mr Richard Willson was appointed as Company Secretary on 4 September 2023. Mr Willson is an experienced Company Secretary, Non-Executive Director and CFO with more than 20 years' experience predominantly within the mining sector for both publicly listed and private companies.

Ms Nerida Schmidt resigned as Company Secretary on 4 September 2023.

Directors' Report (continued)

Financial Performance and Financial Position

Financial Performance / Position	**31-Dec-23** **$**	31-Dec-22 $	Change %
Cash and cash equivalents	1,288,231	693,082	85.9%
Net assets	24,082,577	23,065,637	4.4%
(Loss)/Profit for the period*	(8,101,664)	532,142	(1,622%)
(Loss)/Profit per share (cents)*	(6.72)	0.60	(1,220%)

*The comparative year profit and earnings per share figures have been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources and retrospectively adjusted for the 1 for 30 share consolidation completed in June 2023.

The net assets of the Group have increased from $23,065,637 as at 31 December 2022 to $24,082,577 as at 31 December 2023. The Group's working capital (current assets less current liabilities) has decreased from $8,167,322 as at 31 December 2022 to $3,474,290 as at 31 December 2023, due predominantly to the realisation of assets held for sale.

Shares under Options

Unissued ordinary shares of Waratah Minerals Limited under options as at 31 December 2023 are summarised as follows:

	Non-Vested	**Vested**	**Total**
Directors (current)	2,833,337	-	2,833,337
Directors (former)	2,500,000	-	2,500,000
Employees (current)	216,668	283,336	500,004
Employee (former)	-	133,333	133,333
Project Acquisitions	2,333,336	40,000,000	42,333,336
Brokers (joint lead manager fees)	-	1,666,668	1,666,668
	7,883,341	**42,083,337**	**49,966,678**

Refer to Note 28 for the exercise prices and the expiry dates for the unlisted options detailed in the table above.

Insurance of Directors and Officers Liability

The Group has executed a policy with an appropriate level of Directors' and Officers' insurance cover.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the Officers in their capacity as Officers of entities in the Group, and any other payments arising from liabilities incurred by the Officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the Officers or the improper use by the Officers of their position or of information to gain advantage for them or someone else or to cause detriment to the Group.

Indemnity and Insurance of Auditors

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Non-Audit Services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in Note 27 of the financial statements. The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are of the opinion that the services as disclosed in Note 27 to the financial statements do not compromise the external auditor's independence.

Directors' Report (continued)

Proceedings on Behalf of the Group

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party, for the purpose of taking responsibility on behalf of the Group for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Group with leave of the Court under section 237 of the Corporations Act 2001.

Audited Remuneration Report

This report for the year ended 31 December 2023 outlines the remuneration arrangements of the Group in accordance with the requirements of the Corporations Act 2001 ('the Act') and its regulations. This information has been audited as required by section 308(3C) of the Act.

The Remuneration Report details the remuneration arrangements for Directors and Key Management Personnel ('KMP') who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Parent company.

The Remuneration Report is set out under the following main headings:

A Principles used to determine the nature and amount of remuneration
B Details of remuneration
C Service agreements
D Share-based compensation
E Director and KMP share and option holdings
F Additional information

The names of the Directors and Key Management Personnel (KMP) in office during the period are as follows:

Director	Position	Appointed	Resigned
Dr Darryl Clark	Non-Executive Chairman	4 September 2023	-
	Non-Executive Director	22 October 2020	4 September 2023
Mr Peter Duerden	Managing Director	10 January 2022	-
Dr Andrew Stewart	Non-Executive Director	4 September 2023	-
Mr David Flanagan	Non-Executive Chairman	10 January 2022	4 September 2023
	Executive Chairman	25 March 2021	10 January 2022
	Non-Executive Chairman	1 July 2019	25 March 2021
Mr Jeff Dowling	Non-Executive Director	8 April 2019	4 September 2023
	Non-Executive Chairman	25 January 2018	8 April 2019

Mr Richard Willson assumed the role of Company Secretary effective 4 September 2023. Mr Willson is not considered KMP as he does not have authority and responsibility for planning, directing and controlling the activities of the entity.

Directors' Report (continued)

Audited Remuneration Report (continued)

A Principles Used to Determine the Nature and Amount of Remuneration

(i) Board Oversight

For 2023, the Board elected not to establish a Remuneration Committee based on the size of the organisation and has instead agreed to meet as deemed necessary and allocate the appropriate time at its Board meetings.

The following items are considered and discussed as deemed necessary at the Board meetings:

- The remuneration of Directors, senior officers and general staff;
- The terms and conditions of employment for the Managing Director;
- Review of the Managing Director's performance, at least annually, including setting the Managing Director's goals for the coming year and reviewing progress in achieving those goals;
- The recommendations of the Managing Director for the remuneration of all direct reports;
- Board structure and Director evaluation;
- Consideration of Non-Executive Directors remuneration;
- Ensuring that remuneration policies and structures are fair and competitive and aligned with the long-term interests of the Company.

(ii) Remuneration Philosophy

The Company's current remuneration policy is based on its status as a junior mineral resources company. The entity's performance is dependent upon its exploration, project evaluation and project development successes**,** and as such remuneration is maintained at a reasonable level to enable the attraction of key employees.

The Company's broad remuneration strategy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

To ensure the maximum amount of the Company's capital where possible is directed toward its exploration, project evaluation and project development activities, the Company issues options as a "non-cash" method of remunerating and incentivising Directors and Key Management Personal to align their goals with the Company and its shareholders.

(iii) Non-Executive Directors

a) Fees and Payments

Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non-Executive Directors' fees and payments are reviewed annually by the Board. The Chair's fees are determined independently to the fees of Non-Executive Directors based on comparative roles in the external market.

Non-Executive Directors have up to the date of this report, been offered performance rights and zero exercise price options with the objective of ensuring Director goals are aligned with the Company and its shareholders. The vesting of the options issued are subject to minimum service periods and other performance milestones.

b) Base Fees

The current base fees paid to Non-Executive Directors were last reviewed with effect from 25 November 2020. The Directors' share, performance rights and/or option holdings ensure that their goals are aligned with the Company's share price.

Non‑Executive Directors' fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The Directors' fee pool will be reviewed for adequacy periodically.

Directors' Report (continued)

Audited Remuneration Report (continued)

The maximum currently stands at $500,000 cash remuneration per annum and was approved by shareholders via the adoption of a revised constitution at a general meeting of shareholders on 6 July 2012.

c) Options & Performance Rights

Issue of options and performance rights to Non-Executive Directors as part of their overall remuneration package is subject to shareholder approval. Options and performance rights granted to Non-Executive Directors are linked to continuous service as a Non-Executive Director with the Company and other performance milestones.

d) Additional Fees

A Non-Executive Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director and are based on commercial rates.

A Non-Executive Director may also be reimbursed for out-of-pocket expenses incurred as a result of their Directorship or any special duties.

e) Retirement Allowances for Directors

Current base fees are inclusive of superannuation contributions. Superannuation contributions required under the Australian Superannuation Guarantee Legislation will be made as part of the Directors' overall fee entitlements where applicable. No other retirement allowances are paid.

iv) Executive Remuneration

The nature and amount of remuneration of Executives is assessed on a periodic basis with the overall objective of ensuring maximum stakeholder benefit from the retention of high performing Executives.

Given the current phase of the Company's development the Board does not consider earnings during the current and previous financial years when determining, and in relation to, the nature and amount of remuneration of Executives.

The Executive remuneration framework has two components:

- Base pay and benefits, including superannuation; and
- Equity incentives.

Directors' Report (continued)

Audited Remuneration Report (continued)

Base Pay

Base Pay consists of base salaries, as well as employer contributions to superannuation funds. Base Pay is reviewed annually by the Board. The process consists of a review of Company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices. No external remuneration consultants were used during the financial year.

The Company does not currently have a short-term incentive plan in place.

Additional Information

The earnings of the Group and the factors that are considered to affect total shareholders return for the five years to 31 December 2023 are summarised below:

	2023	2022	2021	2020	2019
Sales revenue	Nil	Nil	Nil	Nil	Nil
Profit/(Loss) after income tax*	(8,101,664)	532,142	(6,109,524)	(6,546,835)	(36,774,169)
Share price at financial year end**	$0.12	$0.004	$0.011	$0.02	$0.006
Total dividends declared (cents per share)	Nil	Nil	Nil	Nil	Nil
Basic earnings per share (cents per share)*	(6.72)	0.60	(0.29)	(0.46)	(2.93)

*2022 profit after income tax and earnings per share have been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources.
**Share consolidation on 1 for 30 basis undertaken in June 2023 following shareholder approval obtained at the AGM on 31 May 2023.

Performance Based Remuneration - Equity Incentives Scheme

The Company has adopted an Employee Securities Incentive Plan ("ESIP") to reward KMP and key employees and contractors for long-term performance. The maximum number of securities that can be issued under the ESIP is 5% of the Company's Issued Shares.

The Company believes that performance-based remuneration helps to attract and retain its key staff, whether employees or contractors. Grants made to eligible participants under the ESIP will assist with the Company's employment strategy and will:

a) enable the Company to recruit, incentivise and retain KMP and other eligible employees to assist with the exploration and development of its projects to achieve the Company's strategic objectives;
b) link the reward of eligible employees with the achievements of strategic goals and the long-term performance of the Company;
c) align the financial interests of eligible participants of the Plan with those of Shareholders; and
d) provide incentives to eligible employees of the ESIP to focus on superior performance that creates shareholder value.

Securities granted under the ESIP to eligible participants will be linked to the achievement by the Company of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the employee securities to vest - current employee performance conditions are noted in section D below and Note 22. The employee incentives also vest where there is a change of control of the Company.

In determining the allocations of equity, the Board considers relevant comparative allocations of equity externally and internally. An independent remuneration consultant was not required to assist with the allocations of equity given the Boards current industry knowledge and experience with allocations of equity.

Options and performance rights issued to Non-Executive Directors have vesting conditions based on continuous service with the Company and other performance milestones.

Directors' Report (continued)

Audited Remuneration Report (continued)

Given the nature and current operations of the Group, the Board exercises their discretion in determining whether additional incentives are granted each year.

v) Other Benefits
No benefits other than noted above, and in the table below, are paid to Directors or Management except for expense reimbursements incurred in the normal operations of the business.

vi) Remuneration consultants
Remuneration consultants have not been used in determining the remuneration paid.

B Details of Remuneration

Amounts of Remuneration

Details of the remuneration of the Directors and Key Management Personnel of the Group as at 31 December 2023 are summarised in the table below:

	Fixed Remuneration $				Performance Based Remuneration $			Total	% of variable remuneration
	Short- term employee benefits		Other long-term benefits	Post-employment benefits	Share-based payments				
31 December 2023	Salary & fees	Termination benefit		Super-annuation	Options [2]	Shares	Rights		%
Directors									
Non-Executive Directors									
Darryl Clark	44,345	-	-	4,821	37,730	11,513	-	98,409	50%
Andrew Stewart	16,667	-	-	-	-	-	-	16,667	0%
David Flanagan	52,440	-	-	5,576	312,538	-	-	370,554	84%
Jeff Dowling	19,177	-	-	2,053	152,469	11,513	-	185,212	89%
Sub-total	**132,629**	**-**	**-**	**12,450**	**502,737**	**23,026**	**-**	**670,842**	**78%**
Executive Directors									
Peter Duerden	242,783	-	-	24,997	124,018	78,520	-	470,318	43%
Sub-total	**242,783**	**-**	**-**	**24,997**	**124,018**	**78,520**	**-**	**470,318**	**43%**
Key Management Personnel (KMP)									
Nil									
Sub-total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Directors and KMP compensation (Group)	**375,412**	**-**	**-**	**37,447**	**626,755**	**101,546**	**-**	**1,141,160**	**64%**

The above table includes values for share-based payments (options) at their fair value.

[1] The option expense for Mr Flanagan includes additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement. The option expenses for Mr Flanagan and Mr Dowling include expenses bought forward on options retained upon their resignations on 4 September 2023.

Directors' Report (continued)

Audited Remuneration Report (continued)

Details of the remuneration of the Directors and Key Management Personnel of the Group as at 31 December 2022 are summarised in the table below. The option expenses for Mr Flanagan and Mr Walsh have been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources.

	Fixed Remuneration $				Performance Based Remuneration $			Restated Total	Restated % of variable remuneration
	Short- term employee benefits		Other long-term benefits	Post-employment benefits	Share-based payments				
31 December 2022	Salary & fees	Termination benefit		Super-annuation	Restated Options [2]	Shares	Rights		%
Directors									
Non-Executive Directors									
David Flanagan [1][2]	75,587	-	-	7,751	203,472	-	-	286,810	71%
Jeff Dowling	50,000	-	-	-	37,570	-	-	87,570	43%
Darryl Clark	45,352	-	-	4,648	30,494	-	-	80,494	38%
Sub-total	**170,939**	-	-	**12,399**	**271,536**	-	-	**454,874**	**60%**
Executive Directors									
Peter Duerden (appointed 10 January 2022)	302,543	-	-	31,026	157,796	-	-	491,365	32%
David Flanagan [1]	16,770	-	-	1,677	-	-	-	18,447	0%
Sub-total	**319,313**	-	-	**32,703**	**157,796**	-	-	**509,812**	**32%**
Key Management Personnel (KMP)									
Tony Walsh (resigned 25 November 2022) [2]	136,667	-	-	-	141,029	-	-	277,696	51%
Sub-total	**136,667**	-	-	-	**141,029**	-	-	**277,696**	**51%**
Total Directors and KMP compensation (Group)	**626,919**	-	-	**45,102**	**570,361**	-	-	**1,242,382**	**45%**

The above table includes values for share-based payments (options) at their fair value.

(1) On 10 January 2022, Mr Flanagan changed roles from Executive Chairman to Non-Executive Chairman.
(2) The option expenses for Mr Flanagan and Mr Walsh have been restated by $157,731 and $104,396 respectively to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources which were not recognised in the 31 December 2022 financial statements. Refer to Note 33 for details of the restatement.

C Service Agreements

Non-executive Directors

On appointment to the Board, all Non-Executive Directors enter into a service agreement with the Group in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation, relevant to a Director. The following table summarises the remuneration of Directors as per service agreements in place as at 31 December 2023.

Name	Term of Agreement [1]	Base Salary including Superannuation	Termination Benefit
Non-Executive			
Chairman – Darryl Clark	Open. Subject to re-election by shareholders.	$85,000	Nil
Director – Andrew Stewart	Open. Subject to re-election by shareholders.	$50,000	Nil

(1) Subject to clause 13.2 of the Company's constitution, at the Company's Annual General Meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

Non-Executive Directors are subject to standard terms and conditions including duties to the Group, confidentiality and disclosure.

Directors' Report (continued)

Audited Remuneration Report (continued)

Key Management Personnel
Remuneration and other terms of employment for the Managing Director and Key Management Personnel are formalized in their service agreements. Employees are eligible for long-term incentive benefits under the Waratah Minerals Employee Securities Incentive Plan.

***Mr Peter Duerden**, Managing Director (appointed 10 January 2022)*
- Base Remuneration - $341,000 inclusive of superannuation.
- Termination – six months' notice by either party.

D Share-based Compensation

Options

There were no options issued to Directors as remuneration during the financial year.

Performance Rights

Subsequent to the end of the year and following shareholder approval received at the General Meeting held on 15 December 2023, the Company issued a total of 4,750,000 Tranche A performance rights and 4,750,000 Tranche B performance rights to Directors. Both tranches have an expiry date 4 years from the date of issue. The Tranche A rights vest upon announcement of a minimum 500,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects. The Tranche B rights vest upon announcement of a minimum 1,000,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects.

Directors' Report (continued)

Audited Remuneration Report (continued)

The following options have been granted in previous years. All options unvested at 31 December 2023 may also have an impact on future year's remuneration. Conditions are shown below. The number of options and the value per option have been retrospectively adjusted to reflect the 1 for 30 share consolidation completed in June 2023.

	Date Options Granted	Number of Options Granted	Vesting Date	Expiry Date	Exercise Price	Value per option at grant date $	Total Fair Value $	% vested	% forfeited
Peter Duerden (T2)	28-Feb-22	333,334	10-Jan-24	31-Jan-27	Nil	0.24	80,000	0%	0%
Peter Duerden (T3)	28-Feb-22	333,334	10-Jan-25	31-Jan-27	Nil	0.24	80,000	0%	0%
Peter Duerden (T4)	28-Feb-22	583,334	Ref. Note 1	31-Jan-27	Nil	0.189	109,375	0%	0%
Peter Duerden (T5)	28-Feb-22	583,334	Ref. Note 2	31-Jan-27	Nil	0.177	104,081	0%	0%
Darryl Clark (T4)	28-Feb-22	500,000	Ref. Note 1	31-Jan-27	Nil	0.189	93,750	0%	0%
Darryl Clark (T5)	28-Feb-22	500,000	Ref. Note 2	31-Jan-27	Nil	0.177	89,212	0%	0%
David Flanagan (T4)	28-Feb-22	750,000	Ref. Note 1	31-Jan-27	Nil	0.189	140,626	0%	0%
David Flanagan (T5)	28-Feb-22	750,000	Ref. Note 2	31-Jan-27	Nil	0.177	133,819	0%	0%
Jeff Dowling (T4)	28-Feb-22	500,000	Ref. Note 1	31-Jan-27	Nil	0.189	93,750	0%	0%
Jeff Dowling (T5)	28-Feb-22	500,000	Ref. Note 2	31-Jan-27	Nil	0.177	89,212	0%	0%
		5,333,336					1,013,825		

Note 1 – Options vest when the 20-day VWAP of shares is greater than the tranche 4 strike price for a minimum period of 20 continuous ASX trading days during the life of the tranche 4 options. The tranche 4 strike price is 150% above the 5-day VWAP of the Company's shares prior to the date of the General Meeting held on 28 February 2022, being 75 cents (2.5 cents pre-consolidation).

Note 2 – Options vest when the 20-day VWAP of shares is greater than the tranche 5 strike price for a minimum period of 20 continuous ASX trading days during the life of the tranche 5 options. The tranche 5 strike price is 200% above the 5-day VWAP of the Company's shares prior to the date of the General Meeting held on 28 February 2022, being 90 cents (3.0 cents pre-consolidation).

A total of 7,065,837 Director and KMP options were on issue at the start of the year. Of this balance 150,000 options held by Mr Dowling expired during the period, 1,516,668 options held by various KMP were converted to shares and 65,833 listed options were issued under a prior period Placement (Mr Flanagan 47,500 options and Mr Dowling 18,333 options) and were therefore not granted as remuneration, equating to the 5,333,336 options listed in the table above.

Options granted carry no dividend or voting rights.

A total of 1,516,668 shares were issued on the exercise of options by KMP during the financial year. When exercised each option is convertible into one ordinary share of Waratah Minerals Limited.

Shares

During the financial year 967,105 shares at $0.0035 per share were issued to Directors or Key Management Personnel in lieu of fees and salary. The shares were issued to Mr Duerden, Dr Clark and Mr Dowling in lieu of directors fees forgone during the period January to March 2023.

E Director and Key Management Personnel Share and Option Holdings

Shareholdings

The numbers of shares in the Group held during the financial period by each Director of Waratah Minerals Limited and other Key Management Personnel of the Group, including their personally related parties are set out below.

Directors' Report (continued)

Audited Remuneration Report (continued)

The number of shares have been retrospectively adjusted to reflect the 1 for 30 share consolidation completed in June 2023.

31 December 2023 Name	Balance at the start of the year, number of shares	Participation in capital raisings	Shares issued in lieu of directors fees	Shares issued upon conversion of options	Held upon termination [1]	Balance at the end of the year, number of shares
Directors						
Peter Duerden	128,205	438,598	747,807	333,333	-	1,647,943
Darryl Clark	404,044	43,861	109,649	-	-	557,554
Andrew Stewart	-	-	-	-	-	-
David Flanagan	361,455	-	-	933,334	(1,294,789)	-
Jeff Dowling	345,804	263,160	109,649	250,001	(968,614)	-
Total	**1,239,508**	**745,619**	**967,105**	**1,516,668**	**(2,263,403)**	**2,205,497**

(1) Shares held upon resignation on 4 September 2023.

Option holdings

The numbers of options over ordinary shares in the Group held during the financial period by each Director of Waratah Minerals Limited and Key Management Personnel of the Group, including their personally related parties are set out below.

The number of options have been retrospectively adjusted to reflect the 1 for 30 share consolidation completed in June 2023.

31 December 2023	Balance at start of the year [1]	Granted as Remuneration	Exercised	Expired	Held upon termination [2]	Balance at end of the year	Vested and exercisable	Unvested
Directors								
Peter Duerden	2,166,669	-	(333,333)	-	-	1,833,336	-	1,833,336
Darryl Clark	1,000,000	-	-	-	-	1,000,000	-	1,000,000
Andrew Stewart	-	-	-	-	-	-	-	-
David Flanagan	2,480,834	-	(933,334)	(47,500)	(1,500,000)	-	-	-
Jeff Dowling	1,418,335	-	(250,001)	(168,334)	(1,000,000)	-	-	-
Total	**7,065,838**	**-**	**(1,516,668)**	**(215,834)**	**(2,500,000)**	**2,833,336**	**-**	**2,833,336**

(1) Includes listed options issued under a prior period Placement (Mr Flanagan 47,500 options and Mr Dowling 18,333 options.
(2) Options held upon resignation on 4 September 2023.

Performance rights

Subsequent to the end of the year and following shareholder approval received at the General Meeting held on 15 December 2023, the Company issued a total of 4,750,000 Tranche A performance rights and 4,750,000 Tranche B performance rights to Directors. Both tranches have an expiry date 4 years from the date of issue. The Tranche A rights vest upon announcement of a minimum 500,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects. The Tranche B rights vest upon announcement of a minimum 1,000,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects.

Directors' Report (continued)
Audited Remuneration Report (continued)

F Additional Information

Loans to Key Management Personnel

There were no loans made to Directors of the Company or other Key Management Personnel during the year ended 31 December 2023.

There were no other transactions with Key Management Personnel during the year ended 31 December 2023.

-End of the Audited Remuneration Report-

Adoption of Key Management Personnel Remuneration Report

At the 2023 Annual General Meeting, Waratah Minerals received 98% of votes in favour of the adoption of the Remuneration Report for the 2022 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

This report of Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of Directors.

Directors' Report (continued)

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001.

The lead auditor's independence declaration is set out on page 75 for the year ended 31 December 2023.

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

Peter Duerden
Managing Director

Perth, Western Australia

14 March 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 December 2023

	Note	Consolidated 31-Dec-23 $	Restated (1) Consolidated 31-Dec-22 $
Continued operations			
Other Income	6	7,449	620,329
Net foreign exchange gain		2,922	15,299
Corporate and administrative costs		(743,912)	(573,076)
Personnel costs		(688,230)	(859,416)
Exploration and evaluation costs		(1,768,148)	(2,896,721)
Share based payment expense	22,28(c)	(688,348)	(703,112)
Loss on disposal of assets		(6,763)	(23,511)
Loss on disposal of listed securities		(1,065,619)	-
Loss on fair value of investment		(2,469,587)	-
Other expenses	7	(266,179)	(439,710)
		(7,686,415)	**(4,859,918)**
Interest income		21,298	6,020
Loss before tax from continued operations		**(7,665,117)**	**(4,853,898)**
Income tax expense	8	(140,710)	-
Loss from continued operations		**(7,805,827)**	**(4,853,898)**
(Loss)/Profit after tax from discontinuing operations	32	(295,837)	5,386,040
(Loss)/Profit for the period		**(8,101,664)**	**532,142**
Other comprehensive income/(loss):			
Items that will be reclassified subsequently to profit or loss:			
Exchange difference on translation of foreign operations		71,418	(14,895)
Total comprehensive (loss)/profit for the period		**(8,030,246)**	**517,247**
Earnings per share			
Basic and diluted loss per share from continued operations (cents)	9	(6.47)	(5.48)
Basic and diluted (loss)/profit per share from discontinuing operations (cents)	9	(0.25)	6.08
Total (loss)/profit per share (cents)	9	(6.72)	0.60

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

(1) Comparative information has been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	Consolidated 31-Dec-23 $	Restated [1] Consolidated 31-Dec-22 $
ASSETS			
Current Assets			
Cash and cash equivalents	11	1,288,231	693,082
Other receivables	12	117,548	115,650
Financial assets at fair value through profit or loss	17	2,442,151	-
Assets held for sale	32	-	7,809,731
Total Current Assets		**3,847,930**	**8,618,463**
Non-Current Assets			
Property, plant and equipment	13	54,315	87,431
Intangible assets	14	-	-
Right-of-use Asset	15	-	11,724
Exploration and evaluation expenditure	16	20,553,972	14,799,160
Total Non-Current Assets		**20,608,287**	**14,898,315**
Total Assets		**24,456,217**	**23,516,778**
LIABILITIES			
Current Liabilities			
Trade and other payables	18	295,483	317,167
Provisions	19	78,157	56,128
Lease liabilities	20	-	12,250
Liabilities held for sale	32	-	65,596
Total Current Liabilities		**373,640**	**451,141**
Non-Current Liabilities			
Lease liabilities	20	-	-
Total Non-Current Liabilities		**-**	**-**
Total Liabilities		**373,640**	**451,141**
NET ASSETS		**24,082,577**	**23,065,637**
EQUITY			
Issued Capital	21	107,091,806	102,859,686
Reserves	22	5,202,112	462,806
Accumulated Losses	23	(88,211,341)	(80,256,855)
TOTAL EQUITY		**24,082,577**	**23,065,637**

The above consolidated statement of financial position is to be read in conjunction with the accompanying notes.

(1) Comparative information has been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	Note	Consolidated 31-Dec-23 $	Consolidated 31-Dec-22 $
Cash flows from operating activities			
Payments to suppliers and employees		(1,546,755)	(1,751,143)
Payments for exploration and evaluation		(1,798,695)	(3,071,562)
Payments for care and maintenance		(238,266)	(795,772)
Government grant received		-	363,636
Sundry income		7,449	-
Interest received		77,568	126,776
Net cash outflow from operating activities	24	**(3,498,699)**	**(5,128,065)**
Cash flows from investing activities			
Proceeds from disposal of Gabon interests	6	-	250,000
Proceeds from sale of assets		3,636	599
Proceeds from disposal of listed equities		1,280,319	-
Payments made for property, plant and equipment		(2,479)	(32,620)
Net proceeds from disposal of subsidiary		408,283	-
Payments to acquire entity (including costs)		(126,004)	-
Payments for security deposits		-	(3,249)
Net cash inflow from investing activities		**1,563,755**	**214,730**
Cash flows from financing activities			
Proceeds from share issue		2,689,380	1,950,000
Capital raising costs		(175,930)	(167,905)
Net cash inflow from financing activities		**2,513,450**	**1,782,095**
Net increase/(decrease) in cash and cash equivalents		578,506	(3,131,240)
Cash and cash equivalents at beginning of year		720,429	3,914,463
Effect of exchange rate fluctuations on cash held		(10,704)	(62,794)
Cash and cash equivalents at end of year	11	**1,288,231**	**720,429**

The above consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

Consolidated for the year ended 31 December 2022	**Issued Capital** $	**Share based payment reserve** $	**Foreign currency translation reserve** $	**Accumulated losses** $	**Total** $
Balance at 31 December 2021 as previously reported	**99,809,516**	**619,872**	**(1,683,708)**	**(79,950,572)**	**18,795,108**
Impact of restatement	-	1,048,017	-	(1,048,017)	-
Restated balance at 1 January 2022 (1)	99,809,516	1,667,889	(1,683,708)	(80,998,589)	18,795,108
Restated profit for the year (1)	-	-	-	532,142	532,142
Other comprehensive income	-	-	(14,895)	-	(14,895)
Restated total comprehensive income/(loss) for the year (1)	**-**	**-**	**(14,895)**	**532,142**	**517,247**
Transactions with owners of Waratah Minerals Limited					
Shares issued net of transaction costs	3,050,170	-	-	-	3,050,170
Restated share-based payments (1)	-	703,112	-	-	703,112
Transfer of prior year lapsed options	-	(209,592)	-	209,592	-
Total transactions with owners of Waratah Minerals Limited	**3,050,170**	**493,520**	**-**	**209,592**	**3,753,282**
Restated Balance at 31 December 2022	**102,859,686**	**2,161,409**	**(1,698,603)**	**(80,256,855)**	**23,065,637**

Consolidated for the year ended 31 December 2023	**Issued Capital** $	**Share based payment reserve** $	**Foreign currency translation reserve** $	**Accumulated losses** $	**Total** $
Balance at 1 January 2023	**102,859,686**	**2,161,409**	**(1,698,603)**	**(80,256,855)**	**23,065,637**
Loss for the year	-	-	-	(8,101,664)	(8,101,664)
Other comprehensive income	-	-	71,418	-	71,418
Total comprehensive income/(loss) for the year	**-**	**-**	**71,418**	**(8,101,664)**	**(8,030,246)**
Transactions with owners of Waratah Minerals Limited					
Shares issued net of transaction costs	4,232,120	-	-	-	4,232,120
Share based payments	-	4,815,066	-	-	4,815,066
Transfer of prior period lapsed option expense	-	(147,178)	-	147,178	-
Total transactions with owners of Waratah Minerals Limited	**4,232,120**	**4,667,888**	**-**	**147,178**	**9,047,186**
Balance at 31 December 2023	**107,091,806**	**6,829,297**	**(1,627,185)**	**(88,211,341)**	**24,082,577**

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

(1) 31 Dec 2021 and 31 Dec 2022 balances have been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

Notes to the Consolidated Financial Statements

1. Reporting entity

Waratah Minerals Limited is an ASX listed public company, incorporated and domiciled in Australia. Waratah Minerals is a for-profit entity for the purposes of preparing these financial statements.

These consolidated financial statements comprise Waratah Minerals Limited and its subsidiaries (together referred to as the 'Group'). The Group is primarily involved in exploration and evaluation activities relating to its mining operations.

2. Basis of Accounting

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASBs) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) adopted by the International Accounting Standards Board (IASB). They were authorised by the Board of Directors for issue on 14 March 2024.

The financial report has been prepared on an accrual basis and is based on historical costs, modified, where applicable, by the measurement at fair value of financial assets and financial liabilities.

Details of the Group's material accounting policies are included in Note 3. Changes to material accounting policies are described in Note 4.

3. Material Accounting Policies

The Group has consistently applied the following accounting policies to all periods presented in these consolidated financial statements, except if mentioned otherwise.

In addition, the Group adopted *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)* from 1 January 2023. The amendments require the disclosure of 'material' rather than 'significant', accounting policies. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in Note 3 in certain instances (see Note 4 for further information).

Certain comparative amounts in the Consolidated Statement of Profit or Loss and Other Comprehensive Income have been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources (see Note 33).

A. Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Waratah Minerals Limited (''**Company**'' or ''**Parent Entity**'') as at 31 December 2023 and the results of all subsidiaries for the year. Waratah Minerals Limited and its subsidiaries together are referred to in this financial report as "**the Group**" or "**the consolidated entity**".

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct activities of the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences. They are de-consolidated from the date that control ceases. The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

Investments in subsidiaries and joint venture entities are accounted for at cost in the financial statements of the Company. Dividends received from associates are recognised in the parent entity's statement of profit or loss and other comprehensive income, rather than being deducted from the carrying amount of these investments.

B. Going Concern Basis of Preparation

The financial statements have been prepared on the going concern basis which assumes the Company and Group will have sufficient funds to pay its debts, as and when they become payable, for a period of at least 12 months from the date the financial report was authorised for issue.

As at 31 December 2023, the consolidated entity has net assets of $24,082,577 (2022: $23,065,637) of which $20,553,972 is capitalised exploration expenditure. During the financial year the consolidated entity had cash outflows from operating activities of $3,498,699 (2022: $5,128,065). The consolidated entity has expenditure commitments as set out in Note 30.

The ability of the Group to continue as a going concern is principally dependent upon the ability of the Company to realise proceeds from the sale of listed securities, raise capital from equity markets and managing cashflow in line with available funds. The Group will need to raise additional funds to meet expenditure commitments for its Australian exploration assets and to support its current level of corporate overheads to continue as a going concern. The Directors will continue their focus on maintaining an appropriate level of corporate overheads in line with available cash resources.

Based on the cash flow forecasts, the Directors are satisfied that the going concern basis of preparation is appropriate. Given the Company's history of raising capital to date, the Directors are confident of the Company's ability to raise additional funds as and when they are required, should the need arise.

However, the completion of any potential capital raise will be dependent on investor support, shareholder participation and prevailing capital market volatility. If the Group is not successful in securing sufficient funds either through raising further capital or the sale of its listed securities, there is a material uncertainty that may cast significant doubt on whether the Group is able to continue as a going concern and as to whether the Group will be able to realise its assets in the normal course of business and at amounts stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

C. Foreign Currency Translation

Functional and presentation currency

The consolidated financial statements are presented in Australian dollars, which is Waratah Minerals Limited's functional and presentation currency. Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency').

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss and other comprehensive income, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss and other comprehensive income on a net basis within other income or other expenses.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign Operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into the presentation currency of the Group at the exchange rates at the reporting date. The income and expenses of foreign operations are translated at the exchange rates at the dates of the transactions. Foreign currency differences are recognised in other comprehensive income/loss and accumulated in the translation reserve.

When a foreign operation is disposed of the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interest.

D. Impairment of Assets

At each reporting date, or more frequently if events or changes in circumstances indicate that assets might be impaired, the Group reviews the carrying values of its tangible and intangible assets to determine whether the assets have been impaired. If such an indication exists, the recoverable amount of the asset is the higher of the asset’s fair value less costs to sell and value in use, compared to the asset’s carrying value. Any excess of the asset’s carrying value over its recoverable amount is expensed to the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Non-financial assets other than goodwill that suffered any impairment are reviewed for possible reversal of impairment at the end of each reporting period.

E. Leases

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group’s incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group’s estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

F. Use of Estimates and Judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses.

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 entity and that are believed to be reasonable under the circumstances. Revisions to estimates are recognised prospectively.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed in the notes indicated below:

- Going Concern – Note 3B
- Impairment of exploration and evaluation expenditure– Note 16
- Estimation of Fair Value less cost to sell of the disposal group – Note 32
- Financial Assets at fair value through profit or loss – Note 17.

Measurement of fair values
Some of the Group's accounting policies and disclosures require the measurement of fair values for non-financial assets and liabilities. The Board reviews all significant fair value measurements.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 17: Financial Assets at fair value through profit or loss
- Note 28: Share-based payments
- Note 32: Loss from discontinuing operations/Asset held for sale.

G. New Standards on Issue

In the year ended 31 December 2023, the Group has reviewed all the new and revised standards and interpretations issued by the Australian Accounting Standards Board that are relevant to its operations and effective for the current year. It has been determined by the Group that there is no impact, material or otherwise, of the new and revised standards and interpretations on its business and, therefore no restatement of prior year comparatives is necessary to the Group's financial statements.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

H. Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative Statement of Profit or Loss and Other Comprehensive Income is re-presented as if the operation had been discontinued from the start of the comparative year.

I. Assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment reversal on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, investment property or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on remeasurement are recognised in profit and loss.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

J. Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

(i) Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either:

(i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or
(ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

(ii) Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

K. Standards issued not yet effective

Title of standard	Nature of change	Impact	Mandatory application date/ Date adopted by company
AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture AASB 2015-10 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 AASB 2017-5 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections AASB 2021-7(a-c) Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections.	The amendments require the full gain or loss to be recognised when the assets transferred meet the definition of a 'business' under AASB 3 *Business Combinations* (whether housed in a subsidiary or not). AASB 2017-5 defers the mandatory effective date of amendments to AASB 10 *Consolidated Financial Statements* and AASB 128 *Investments in Associates and Joint Ventures* that were originally made in AASB 2014-10 so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2022 instead of 1 January 2018. AASB 2021-7(a-c) further defers the mandatory effective date to periods beginning on or after 1 January 2025.	When these amendments are first adopted for the year ending 31 December 2025, there will be no material impact on the financial statements.	Annual reporting periods beginning on or after 1 January 2025.
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date	AASB 2020-1 amends AASB 101 *Presentation of Financial Statements* to require a liability be classified as current when companies do not have a substantive right to defer settlement at the end of the reporting period. AASB 2020-6 defers the mandatory effective date of amendments that were originally made in AASB 2020-1 so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2024 instead of 1 January 2023.	When these amendments are first adopted for the year ending 31 December 2024, there will be no material impact on the financial statements.	Annual reporting periods beginning on or after 1 January 2024.

Notes to the Consolidated Financial Statements (continued)

3. Material Accounting Policies (continued)

K. Standards issued not yet effective (continued)

Title of standard	Nature of change	Impact	Mandatory application date/ Date adopted by company
AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants AASB 2023-3 Amendments to Australian Accounting Standards – Disclosure of Non-current Liabilities with Covenants: Tier 2	AASB 2022-6 specified that only covenants with which an entity must comply on or before the reporting date affect the classification of a liability as current or non-current. Covenants with which the company must comply after the reporting date (i.e. future covenants) do not affect a liability's classification at that date. However, when non-current liabilities are subject to future covenants, companies will now need to disclose information to help users understand the risk that those liabilities could become repayable within 12 months after the reporting date. AASB 2022-6 further defers the mandatory effective date of amendments that were originally made in AASB 2020-1 and AASB 2020-6 so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2024 instead of 1 January 2023. AASB 2023-3 makes amendments to AASB 1060 similar to the ones described above for AASB 101.	When these amendments are first adopted for the year ending 31 December 2024, there will be no material impact on the financial statements.	Annual reporting periods beginning on or after 1 January 2024.

All other pending Standards issued between the previous financial report and the current reporting dates have no application to the Group.

L. Finance income and finance costs

The Group's finance income and finance costs include interest income. Interest income is recognised using the effective interest method.

M. Government grant

The Group has recognised an unconditional government grant related to exploration expenditure in profit or loss as other income. Grants that compensate the Group for expenses incurred are recognised in profit or loss as other income on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable.

Notes to the Consolidated Financial Statements (continued)

4. Changes in Material Accounting Policies

The Group has adopted *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)* from 1 January 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of 'material' rather than 'significant', accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Management reviewed the accounting policies and made updates to the information disclosed in Note 3 Material Accounting Policies (2022: Significant Accounting Policies) in certain instances in line with the amendments.

5. Segment Reporting

Operating Segments

The Group has determined its operating segments based on the reports reviewed by the Chief Operating Decision Makers (CODM) that are used to make strategic decisions regarding the Group's operations. Due to the size and nature of the Group, the Board is considered to be the Chief Operating Decision Maker. The Group's primary reports are prepared to show the performance and financial position of different business segments which can be distinguished by their risks and rates of return.

The CODM considers the business from functional and geographical perspectives and has identified that there are two reportable segments being:

- **Mozambique** – care and maintenance activities; and
- **Australia** – mineral exploration and evaluation, investing activities and corporate management.

Segment Reporting

The segment information is prepared in conformity with the accounting policies adopted for the preparation of the financial statements of the Group. In presenting the information of the geographical segments, the segment assets have been based on the geographic location of assets and segment expenses have been based on geographic location of supplied goods and application of provided services to the Group.

Notes to the Consolidated Financial Statements (continued)

5. Segment Reporting (continued)

31 December 2023	Mozambique* (Discontinued) $	Australia $	Total $
Interest revenue	74,348	21,298	95,646
Other segment income	-	7,449	7,449
Net foreign exchange gain/(loss)	2,984	(62)	2,922
Corporate and administration overhead	-	(2,347,558)	(2,347,558)
Exploration and evaluation costs	-	(1,768,148)	(1,768,148)
Depreciation	-	(39,111)	(39,111)
Loss on disposal of subsidiary	-	(116,306)	(116,306)
Loss on disposal of fixed asset	-	(6,763)	(6,763)
Loss on fair value of Investments	-	(2,469,587)	(2,469,587)
Loss on disposal of investments	-	(1,065,619)	(1,065,619)
Care and maintenance costs	(253,879)	-	(253,879)
Total segment expenses	**(253,879)**	**(7,813,092)**	**(8,066,971)**
Reportable segment profit/(loss)	(176,547)	(7,784,407)	(7,960,954)
Segment Assets			
Cash	-	1,288,231	1,288,231
Exploration and evaluation	-	20,553,972	20,553,972
Investment in listed securities	-	2,442,151	2,442,151
Other	51,080	120,783	171,863
Total segment assets	**51,080**	**24,405,137**	**24,456,217**
Segment Liabilities			
Creditors and other payables	(146,250)	(227,390)	(373,640)
Lease liability	-	-	-
Total segment liabilities	**(146,250)**	**(227,390)**	**(373,640)**

Capital Expenditure during the year	Mozambique (Discontinued) $	Australia $	Total $
Exploration and evaluation	-	5,888,712	5,888,712
Plant & equipment	-	4,721	4,721
Total capital expenditure	**-**	**5,893,433**	**5,893,433**

* The Mozambique operation has been discontinued. Refer to Note 32.

Notes to the Consolidated Financial Statements (continued)

5. Segment Reporting (continued)

31 December 2022	Mozambique* (Discontinued) $	Australia $	Restated (1) Total $
Interest revenue	102,302	6,020	108,322
Reversal of mine development impairment	6,079,481	-	6,079,481
Other segment income	-	620,329	620,329
Net foreign exchange gain/(loss)	2,445	12,854	15,299
Corporate and administration overhead	-	(2,458,963)	(2,458,963)
Exploration and evaluation costs	-	(2,896,721)	(2,896,721)
Depreciation	(14,162)	(116,351)	(130,513)
Loss on disposal of assets	-	(23,511)	(23,511)
Care and maintenance costs	(781,581)	-	(781,581)
Total segment expenses	**(795,743)**	**(5,495,546)**	**(6,291,289)**
Reportable segment profit/(loss)	5,388,485	(4,856,343)	532,142
Segment Assets			
Cash	5,537	687,545	693,082
Exploration and evaluation	-	14,799,160	14,799,160
Asset held for sale	7,809,731	-	7,809,731
Other	51,198	163,607	214,805
Total segment assets	**7,866,466**	**15,650,312**	**23,516,778**
Segment Liabilities			
Creditors and other payables	(9,089)	(364,206)	(373,295)
Liabilities held for sale	(65,596)	-	(65,596)
Lease liability	-	(12,250)	(12,250)
Total segment liabilities	**(74,685)**	**(376,456)**	**(451,141)**

Capital Expenditure during the year	Mozambique (Discontinued) $	Australia $	Total $
Exploration and evaluation	-	-	-
Plant & equipment	-	25,071	25,071
Total capital expenditure	**-**	**25,071**	**25,071**

* The Mozambique operation has been discontinued. Refer to Note 32.

(1) Comparative information has been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

Notes to the Consolidated Financial Statements (continued)

6. Other Income

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Government exploration grant received [1]	-	363,636
Proceeds from disposal of Gabon interests [2]	-	250,000
Sundry income	7,449	6,693
Total other income	**7,449**	**620,329**

[1] The Group has received a TARGET Minerals Exploration Initiative grant from the Victorian Department of Jobs, Precincts and Regions. The grant is for a total of $500,000 (GST inclusive) payable over three milestone instalments. The Group received two of the instalments during the prior period with the remaining instalment of $100,000 (GST inclusive) to be paid upon meeting of the third instalment requirements which had been completed as at 31 December 2023.

[2] During the prior period the Company entered into a Deed of Termination and Release with Trek Metals (ASX Code: TKM) and Apollo Minerals (ASX Code: AON) to sell its remaining interests in the Kroussou zinc-lead project in Gabon to Apollo Minerals for $250,000 cash. The Deed released Apollo from various vendor payment obligations, namely decision to mine and royalty payments.

7. Other Expenses

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Office and administrative expenses	140,181	193,194
Depreciation	39,111	116,352
IT consultants and website	80,464	66,490
Subscriptions	6,423	6,764
Accretion expense	-	56,910
Total other expenses	**266,179**	**439,710**

8. Income Tax

The income tax expense/(benefit) for the year comprises current income tax expense/(income) and deferred tax expense/(income). Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities/(assets) are therefore measured at the amounts expected to be paid to/(recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses. Current and deferred income tax expense/(income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Notes to the Consolidated Financial Statements (continued)

8. Income Tax (continued)

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

		Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
(a)	**Income tax expense**		
	Current tax	140,710	-
	Deferred tax	-	-
		140,710	-
(b)	**Reconciliation of income tax expense to prima facie tax payable:**		
	Profit/(Loss) before income tax	(7,960,954)	532,142
	Prima facie income tax at 25%	(1,990,239)	133,035
	Foreign tax rate differential	(563,665)	376,914
	Non-deductable/taxable items - Australia	172,087	228,011
	Income tax benefits not brought to account	2,522,527	(737,960)
	Income tax expense/ (benefit)	**140,710**	**-**
(c)	**Unrecognised deferred tax assets arising on timing difference and losses**		
	Carried forward tax losses – Australia	8,902,787	8,021,416
	Carried forward tax losses – foreign operations	4,713,898	4,656,818
	Other	4,388,815	1,671,351
	Total	**18,005,500**	**14,349,585**

The availability of the tax losses are subject to the satisfaction of the loss recoupment rules in the year of loss recoupment. Specifically, the continuity of ownership test, or failing the continuity of ownership test, the business continuity test, is required to be satisfied in the year of loss recoupment in order to deduct the tax losses against assessable income.

Notes to the Consolidated Financial Statements (continued)

9. Earnings per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	Consolidated 31 Dec 2023	Restated Consolidated 31 Dec 2022
(Loss)/Profit attributable to the owners of Waratah Minerals Limited ($)	(8,101,664)	532,142
Basic and diluted loss per share from continued operations (cents)	(6.47)	(5.48)
Basic and diluted (loss)/profit per share from discontinuing operations (cents)	(0.25)	6.08
Total basic and diluted (loss)/profit per share attributable to equity holders (cents)	**(6.72)**	**0.60**
Weighted average number of ordinary shares used as the denominator in calculating basic loss per share	120,580,040	88,518,709
Weighted average number of ordinary shares used in calculation of diluted loss per share	120,580,040	88,518,709

The diluted earnings per share is the same as the basic earnings per share and is therefore not separately disclosed. Options are not taken into account as the options on issue throughout the current financial year are not dilutive in effect.

10. Dividends Paid or Proposed

No amount has been paid or declared by way of a dividend to the date of this report (2022: $nil).

Notes to the Consolidated Financial Statements (continued)

11. Cash and Cash Equivalents

For the consolidated statement of cash flows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value, and bank overdrafts.

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Cash at bank and on hand	1,288,231	693,082
	1,288,231	**693,082**

Cash at bank and on hand earns interest at floating rates based on daily bank rates. Refer to Note 25(c) for additional details on the impact of interest rates on cash and cash equivalents for the period. In the prior period, cash of $27,347 has been reclassified to assets held for sale.

12. Other Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairment.

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Current		
Prepaid expenses	54,595	61,458
GST receivable	10,097	4,972
Other receivables	52,856	49,220
	117,548	**115,650**

The carrying amounts disclosed above represent their fair value.

Notes to the Consolidated Financial Statements (continued)

13. Property, Plant and Equipment

Property, plant and equipment is stated at historical cost less depreciation less accumulated impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on plant and equipment is calculated using the straight-line method or the units of production method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease. The depreciation rates vary between 20% and 33%.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater that it's estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When re-valued assets are sold, it is Group policy to transfer any amounts included in other reserves in respect of those assets to retained earnings.

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Plant and equipment at cost	250,854	314,814
Accumulated depreciation	(196,539)	(227,383)
Net carrying amount	**54,315**	**87,431**

Movements in carrying amounts

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Balance at beginning of the year	87,431	172,072
Additions during the year	4,721	25,071
Disposals during the year	(10,399)	(24,110)
Depreciation expense	(27,387)	(48,346)
Foreign currency translation movement	(51)	4,657
Reclassification to assets held for sale	-	(41,913)
Net carrying amount at the end of the year	**54,315**	**87,431**

Notes to the Consolidated Financial Statements (continued)

14. Intangible Assets

Intangible assets with finite lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives that generally range between 3 and 5 years. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Software at cost	158,872	186,905
Accumulated amortisation	(158,872)	(186,905)
Net carrying amount	**-**	**-**

Movements in carrying amounts

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Balance at beginning of the year	-	4,866
Additions during the year	-	-
Cost base of assets written off	(28,033)	-
Accumulated depreciation on assets written off	28,033	-
Amortisation expense	-	(4,866)
	-	**-**

15. Right-of-use Asset

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Buildings – Right-of-use	35,171	35,171
Accumulated depreciation	(35,171)	(23,447)
Net carrying amount	**-**	**11,724**

Movements in carrying amounts

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Balance at beginning of the year	11,724	190,542
Disposals during the year	-	(101,517)
Additions during the year	-	-
Depreciation expense	(11,724)	(77,301)
	-	**11,724**

During the prior period the Company terminated the lease on its Perth office resulting in a reduction to the right-of-use asset of $214,977 and the accumulated depreciation of $113,460. There were no additions during the year.

The Group leases a building for its office in Stawell, Victoria under an initial agreement of two years with the option to extend. On expiry of the lease the lease reverted to a monthly lease arrangement.

Notes to the Consolidated Financial Statements (continued)

16. Exploration and Evaluation Expenditure

Exploration and evaluation costs for each area of interest in the early stages of the project life are expensed as they are incurred except for acquisition costs, until they satisfy the requirements that are stated below.

Exploration and evaluation costs for each area of interest that progress to a pre-feasibility study (analysis of potential mining project) are capitalised where right of tenure of the area of interest is current and they are expected to be recouped through sale or successful development and exploitation of the area of interest or, where exploration and evaluation activities in the area of interest have not at the end of the reporting period reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, and activities and significant operations in, or in relation to, the area of interest are continuing.

When an area of interest is abandoned, or the Directors decide that it is not commercial, any accumulated costs in respect to that area are written off in the financial period the decision is made. Each area of interest is also reviewed at the end of each accounting period and capitalised costs are written off to the extent that they will not be recoverable in the future. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Once technical feasibility and commercial viability of extraction of mineral resources in a particular area of interest become demonstrable, the exploration and evaluation assets attributable to that area of interest are reclassified to a mine development asset.

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Group decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale. Factors which could impact the future recoverability include the level of proved, probable and inferred mineral resources, future technological changes which could impact the cost of mining, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

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

Acquisition
On 17 October 2023, Waratah Minerals announced that it had agreed to acquire the Spur Project near Orange in central western NSW via the purchase of Deep Ore Discovery Pty Ltd from the shareholder of that company, Yanbulla Mining Pty Ltd. The acquisition was finalised on 19 December 2023 following shareholder approval to issue the consideration shares and options which was received on 15 December 2023.

Completion Consideration
Upon signing of the Sale Agreement, Waratah issued 15,000,000 ordinary shares at $0.115 per share, 10,000,000 options exercisable at $0.08 and expiring 5 years from the date of issue (Tranche 1 Options) and 30,000,000 options exercisable at $0.16 and expiring 5 years from the date of issue (Tranche 2 Options).

Deferred Consideration
Waratah has also granted the vendor a 2.5% net smelter royalty in respect of all minerals extracted from EL5238 (being the exploration licence comprising the Spur Project).

Refer to Note 34 for further details in regard to the acquisition value.

Notes to the Consolidated Financial Statements (continued)

16. Exploration and Evaluation Expenditure (continued)

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Non-Current		
Exploration and evaluation at cost	**20,553,972**	**14,799,160**
Movement		
Balance at beginning of the year	14,799,160	14,799,160
Accrued acquisition costs reversed during the year	(133,900)	-
Acquisition costs capitalised during the year	5,888,712	-
Closing exploration and evaluation net carrying amount	**20,553,972**	**14,799,160**

Assessment of Impairment
At each reporting date the Group assesses whether impairment indicators exist that would require it to estimate the recoverable amount of the capitalised exploration and evaluation expenditure.

17. Financial Assets at Fair Value through Profit or Loss

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Listed ordinary shares – designated at fair value through profit or loss	2,442,151	-
	2,442,151	**-**

Reconciliation
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

Opening fair value	-	-
Additions (1)	7,257,679	-
Disposals	(2,345,941)	-
Revaluation increments/(decrements)	(2,469,587)	-
Closing fair value	**2,442,151**	**-**

(1) In April 2023 the Company received 5,518,944 Tirupati Graphite plc (LSE: TGR) shares representing the tranche 1 share allotment from the disposal of Suni Resources SA with a fair value on grant date of GBP 0.3225. In December 2023 the Company received the tranche 2 disposal proceeds of 6,546,556 TGR shares with a fair value on grant date of GBP 0.1525.

Refer to Note 25 for further information on fair value measurement.

Fair value measurement
Fair value hierarchy
The following table details the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Unobservable inputs for the asset or liability.

Notes to the Consolidated Financial Statements (continued)

17. Financial Assets at Fair Value through Profit or Loss (continued)

Consolidated 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value	2,442,151	-	-	2,442,151
	2,442,151	-	-	2,442,151

Consolidated 2022	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets				
Financial assets at fair value	-	-	-	-
	-	-	-	-

There were no transfers between levels during the financial year.

18. Trade and Other Payables

Trade and other payables
These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Current		
Trade and other payables	119,386	120,533
Accrued expenses	176,097	196,634
	295,483	**317,167**

19. Provisions

Provisions
Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses. Provisions are measured as the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as an interest expense.

Employee benefits
Short term obligations
Liabilities for short-term employee benefits expected to be wholly settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

Notes to the Consolidated Financial Statements (continued)

19. Provisions (continued)

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Current		
Provisions – employee benefits	78,157	56,128
	78,157	**56,128**
Movement		
Balance at beginning of the year	56,128	72,312
Employee benefits provision accrued during the year	65,160	105,183
Employee benefits paid during the year	(43,131)	(94,903)
Reclassification to liabilities held for sale	-	(26,464)
Balance at the end of the year	**78,157**	**56,128**

20. Lease liabilities

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Lease liabilities - current	-	12,250
Lease liabilities – non-current	-	-
Net carrying amount	**-**	**12,250**

Movements in carrying amounts

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Balance at beginning of the year	12,250	195,790
Additions during the year	-	-
Repayments during the year	(12,250)	(75,331)
Lease terminated during the year	-	(108,209)
	-	**12,250**

The Company leases office premises in Stawell, Victoria. The weighted average lessee's incremental borrowing rate applied to the lease liability recognised in the statement of financial position at the date of inception was 5%. The lease liability recognised at inception of the lease was $35,171. On expiry of the lease the lease reverted to a monthly lease arrangement.

During the prior year the Company terminated the lease on its Perth office resulting in a reduction to the lease liability of $108,209.

Notes to the Consolidated Financial Statements (continued)

21. Issued Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

(a) Share capital

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Ordinary shares fully paid	107,091,806	102,859,686
	107,091,806	**102,859,686**

Movements in ordinary share capital

2023		No. of Shares	Issue Price	Amount $
01-Jan-2023	Opening Balance	2,925,242,345	-	102,859,686
18-Jan-2023	Share issue – Conversion of ZEPO's	10,000,000	-	-
19-Apr-2023	Share issue – Conversion of ZEPO's	14,200,000	-	-
24-Apr-2023	Share issue – Share placement	407,500,000	$0.0038	1,548,500
2-Jun-2023	Share issue – Conversion of ZEPO's	20,000,000	-	-
2-Jun-2023	Share issue – Share placement to Directors	21,052,632	$0.0038	80,000
2-Jun 2023	Share issue – Shares in lieu of Directors fees	29,013,159	$0.0035	101,546
2-Jun-2023	Share issue – Share Purchase Plan	131,578,947	$0.0038	500,000
14-Jun-2023	Issued capital consolidation 1 for 30	(3,439,965,921)	-	-
4-Jul-2023	Share issue – Conversion of ZEPO's	133,334	-	-
18-Jul-2023	Share issue – Conversion of ZEPO's	516,668	-	-
19-Jul-2023	Share issue – Conversion of ZEPO's	333,334	-	-
8-Dec-2023	Share issue – Share placement	14,760,000	$0.038	560,880
19-Dec-2023	Share issue – Project acquisition	15,000,000	$0.115	1,725,000
	Less: Share issue costs		-	(283,806)
		149,364,498		**107,091,806**

Movements in ordinary share capital

2022		No. of Shares	Issue Price	Amount $
01-Jan-2022	Opening Balance	2,347,464,571	-	99,809,516
10-Jun-2022	Share issue – Share placement	279,230,768	$0.0065	1,815,000
27-Jun-2022	Share issue – Tremjones tenement acquisition	277,777,778	$0.0045	1,250,000
10-Aug-2022	Share issue – Share placement	20,769,228	$0.0065	135,000
	Less: Share issue costs		-	(149,830)
		2,925,242,345		**102,859,686**

Notes to the Consolidated Financial Statements (continued)

21. Issued Capital (continued)

Ordinary Shares

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

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. Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Options

Information relating to options over ordinary shares on issue, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the year is set out in Note 22 and Note 28.

On 31 July 2023, 274,484,066 listed options (ASX: WTMO) exercisable at 10 cents expired. The options were issued as free options pursuant to capital raisings undertaken in 2018 and 2019.

22. Reserves

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the foreign controlled entities where their functional currency is different to the presentation currency of the reporting entity. These foreign exchange differences are recognised in other comprehensive income as described in Note 3C and accumulated in a separate reserve account within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Share-based payments reserve

The share-based payments reserve is used to recognise the fair value of options granted by the Company.

Reserves	Consolidated 31 Dec 2023 $	Restated [1] Consolidated 31 Dec 2022 $
Foreign currency translation reserve	(1,627,185)	(1,698,603)
Share- based payments reserve [2]	6,829,297	2,161,409
	5,202,112	**462,806**

(1) Comparative information has been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

(2) Share based payment reserve comprises options issued as share-based payments. Refer to Note 28 for more details.

Notes to the Consolidated Financial Statements (continued)

22. Reserves (continued)

Movements in share-based payments reserve

2023	Details	No. of Options	Amount $
01-Jan-2023	Restated Opening Balance	336,650,000	2,161,409
18-Jan-2023	Conversion of ZEPO's by Director	(10,000,000)	-
8-Mar-2023	Options forfeited (1)	(8,675,000)	-
8-Mar-2023	Options issued to employee (2)	4,000,000	8,337
19-Apr-2023	Conversion of ZEPO's by employees	(14,200,000)	-
24-Apr-2023	Options issued to capital raising joint lead managers (3)	50,000,000	100,191
2-Jun-2023	Conversion of ZEPO's by Director	(20,000,000)	-
30-Jun-2023	Options expired (4)	(6,000,000)	-
30-Jun-2023	Issued capital consolidation 1 for 30	(320,715,817)	
4-Jul-2023	Conversion of ZEPO's by employee	(133,334)	-
16-Jul-2023	Options expired (5)	(109,169)	-
18-Jul-2023	Conversion of ZEPO's by Directors	(516,668)	-
19-Jul-2023	Conversion of ZEPO's by employee	(333,334)	-
19-Dec-2023	Options issued for Spur Project acquisition (6)	10,000,000	1,041,497
19-Dec-2023	Options issued for Spur Project acquisition (6)	30,000,000	2,985,030
	Vesting expense of prior years' options	-	270,925
	Vesting expense of options vested upon disposal of subsidiary	-	122,238
	Vesting expense bought forward upon resignation	-	286,848
	Transfer expired option expense to retained earnings	-	(147,178)
31-Dec-23	**Balance at end of year**	**49,966,678**	**6,829,297**

(1) Various options forfeited due to vesting conditions not having been met.

(2) Options issued to employee in two equal tranches exercisable at 0.0086 cents each (pre-consolidation) and expiring on 28 February 2028. Tranche 1 options lapse if employee leaves within one year of grant and Tranche 2 options lapse if employee leaves within two years of grant.

(3) Options issued to joint lead managers of capital raising in one tranche exercisable at 0.0057 cents (pre-consolidation) and expiring 24 April 2025.

(4) Vested options exercisable at $0.13 (pre-consolidation) expired.

(5) Vested options exercisable at $0.15 and $0.20 (pre-consolidation) expired.

(6) Options issued to vendor of Spur Project being 10m options exercisable at $0.08 and 30m options exercisable at $0.16. All options expire on 18 December 2028.

Notes to the Consolidated Financial Statements (continued)

22. Reserves (continued)

2022	Details	No. of Options	Restated Amount $
01-Jan-22	Restated Opening Balance	180,650,000	1,667,889
02-Mar-22	Options issued to Directors (1)	170,000,000	264,524
24-Mar-22	Options issued to employee (2)	5,000,000	13,307
22-May-22	Options expired(3)	(1,000,000)	-
21-Jun-22	Options expired(4)	(18,000,000)	-
	Vesting expense of prior years' options	-	90,902
	Vesting expense of options vested upon disposal of subsidiary	-	334,379
	Transfer expired option expense to retained earnings	-	(209,592)
31-Dec-22	**Balance at end of year**	**336,650,000**	**2,161,409**

(1) Options issued to Directors in five tranches as follows:

a. Tranche 1 – 10,000,000 options issued to Managing Director, nil exercise price, expiring 31 January 2027 and vesting one year from commencement of employment subject to continuing employment with the Company.

b. Tranche 2 – 10,000,000 options issued to Managing Director, nil exercise price, expiring 31 January 2027 and vesting two years from commencement of employment subject to continuing employment with the Company.

c. Tranche 3 – 10,000,000 options issued to Managing Director, nil exercise price, expiring 31 January 2027 and vesting three years from commencement of employment subject to continuing employment with the Company.

d. Tranche 4 – 70,000,000 options issued to Directors, nil exercise price, expiring 31 January 2027. Options vest when the 20-day VWAP of shares is greater than the tranche 4 strike price for a minimum period of 20 continuous ASX trading days during the life of the tranche 4 options. The tranche 4 strike price is 150% above the 5-day VWAP of the Company's shares prior to the date of the General Meeting held on 28 February 2022, being 2.5 cents.

e. Tranche 5 – 70,000,000 options issued to Directors, nil exercise price, expiring 31 January 2027. Options vest when the 20-day VWAP of shares is greater than the tranche 5 strike price for a minimum period of 20 continuous ASX trading days during the life of the tranche 5 options. The tranche 5 strike price is 200% above the 5-day VWAP of the Company's shares prior to the date of the General Meeting held on 28 February 2022, being 3.0 cents.

(2) Options issued to employee in two equal tranches exercisable at 2.5 cents each and expiring on 31 March 2027. Tranche 1 options lapse if employee leaves within one year of grant and Tranche 2 options lapse if employee leaves within two years of grant.

(3) Vested options exercisable at $0.20 expired on 22 May 2022.

(4) Vested options exercisable at $0.094 (10M), $0.13 (3M) and $0.20 (5M) expired on 21 June 2022.

Notes to the Consolidated Financial Statements (continued)

23. Accumulated Losses

Movement in accumulated losses	Consolidated 31 Dec 2023 $	Restated Consolidated 31 Dec 2022 $
Balance at beginning of the year	(80,256,855)	(79,950,572)
Impact of restatement	-	(1,048,017)
Transfer of expired option expense from share-based payments reserve	147,178	209,592
(Loss)/Profit attributable to the owners of Waratah Minerals Limited	(8,101,664)	532,142
Balance at end of the year	**(88,211,341)**	**(80,256,855)**

24. Operating Cash Flow Reconciliation

	Consolidated 31 Dec 2023 $	Restated Consolidated 31 Dec 2022 $
Reconciliation of operating cash flows to operating loss:		
(Loss)/Profit from ordinary activities after income tax	(8,101,664)	532,142
Adjustment for non-cash items:		
Depreciation and amortisation	39,111	116,352
Reversal of impairment of mine development	-	(6,079,481)
Interest on right-of-use asset	220	6,624
Net loss/(gain) on disposal of asset	6,763	(250,000)
Net loss on disposal of listed equities	1,065,619	-
Accretion expense on finance liability settlement	-	56,910
Share- based payments	688,348	703,112
Loss on sale of subsidiary	116,306	-
Loss on fair value of investments	2,469,587	-
Foreign currency (gain)/loss	(6,531)	(53,921)
Changes in operating assets and liabilities during the year:		
Decrease/(Increase) in trade and other receivables	87,442	28,201
Increase/(Decrease) in trade and other payables	136,100	(188,004)
Net cash outflow from operating activities	**(3,498,699)**	**(5,128,065)**

25. Financial Risk Management

Financial Risk Management

The Group's activities expose it to a variety of financial risks including foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign currency and interest rate risks and ageing analysis for credit risk.

Risk management is carried out by the Board of Directors with assistance from suitably qualified external and internal advisors as required. The Board provides written principles for overall risk management and further policies will evolve commensurate with the evolution and growth of the Group.

Notes to the Consolidated Financial Statements (continued)

25. Financial Risk Management (continued)

These disclosures are not, nor are they intended to be an exhaustive list of risks which the Group has exposure to.

(a) Market risk

Market risk arises from the Group's exposure to interest bearing financial assets and foreign currency financial instruments. There is a risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in foreign exchange rates (currency risk), interest rates (interest rate risk) and share prices (price risk).

(b) Foreign exchange risk

The functional currency of the Group is Australian dollars; however, the Group and the parent entity previously operated internationally and were exposed to various currencies, primarily with respect to US Dollars (USD) and Mozambique New Meticals (MZN), which are part of the discontinued operations.

The Group is exposed to foreign exchange risk arising from fluctuations of the Australian dollar against the US dollar (USD) at parent level and fluctuations of the Australian dollar against the Mozambique New Metical (MZN) and USD at subsidiary level. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations. The exposure to risks is measured using sensitivity analysis and cash flow forecasting.

The Group has not formalised a foreign currency risk management policy, however it monitors its foreign currency expenditure in the light of exchange rate movements. The Group does not have any other material foreign currency dealings other than the noted currencies.

The Group's exposure to US Dollar foreign currency risk at the reporting date, expressed in Australian Dollars, was as follows:

Financial assets	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Cash and cash equivalents	359	12,210
Total financial assets	**359**	**12,210**

The following conversion rates were used at the end of the financial year:

- USD/AUD 0.6811 (2022: 0.68131)

Sensitivity analysis – change in foreign currency rates

The following table demonstrates the estimated sensitivity on assets and liabilities held in foreign currency at 31 December 2023 to a 10% increase/decrease in the USD/AUD exchange rates, with all variables held constant, on post-tax profit or loss and equity. These sensitivities should not be used to forecast the future effect of movements in the Australian dollar exchange rate on future cash flows.

Impact on post tax profits and equity	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
USD/AUD +10%	34	(1,110)
USD/AUD -10%	(42)	1,357

Notes to the Consolidated Financial Statements (continued)

25. Financial Risk Management (continued)

A hypothetical change of 10% in exchange rates was used to calculate the Group's sensitivity to foreign exchange rate movements as this is management's estimate of possible rate movements over the coming year taking into account currency market conditions and past volatility (2022: 10%).

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at and during the year ended 31 December 2023, the Group had interest-bearing assets in the form of cash and cash equivalents of $1,288,231 (2022: $720,429). As such the Group's operating cash flows are exposed to movements in market interest rates due to the movements in variable interest rates on cash and cash equivalents.

The Group's policy is to monitor the interest rate yield curve out to six months to ensure a balance is maintained between the liquidity of cash assets and the interest rate return.

Sensitivity analysis – change in interest rates

Based on the financial assets held at reporting date, with all other variables assumed to be held constant, the table below sets out the notional effect on consolidated profit or loss after tax for the year and on equity at reporting date under varying hypothetical changes in prevailing interest rates.

Impact on post tax profits and equity	**Consolidated 31 Dec 2023 $**	**Consolidated 31 Dec 2022 $**
Hypothetical 80 basis points increase in interest	10,306	18,148
Hypothetical 80 basis points decrease in interest	(10,306)	(18,148)

The weighted average interest rate received on cash and cash equivalents of the Group is 3.08% (2022: 6.53%).

(d) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group measures credit risk on a fair value basis. The Group does not have any significant credit risk exposure to a single counterparty or any Group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Group's maximum exposure to credit risk without taking account of the fair value of any collateral or other security obtained.

Financial assets	**Consolidated 31 Dec 2023 $**	**Consolidated 31 Dec 2022 $**
Cash and cash equivalents	1,288,231	720,429
Other receivables	117,548	228,590
Financial assets at fair value through profit or loss	2,442,151	-
Non-current receivables	-	1,548,049
Total financial assets	**3,847,930**	**2,497,068**

Notes to the Consolidated Financial Statements (continued)

25. Financial Risk Management (continued)

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings as follows:

Financial assets	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Westpac Bank A+- rated	1,288,231	690,774
Mozambique banks BBB – rated [(1)]	-	1,577,701
Unrated	117,548	228,589
	1,405,779	**2,497,064**

(1) Prior period includes mine performance bond of MZN69.5 million (A$1.54 million equivalent) held with Nedbank in Mozambique, which was reclassified to held for sale.

(e) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profile of financial assets and liabilities. As at the reporting date the Group had sufficient cash reserves to meet its requirements.

The financial liabilities of the Group at reporting date were trade & other payables incurred in the normal course of business. These were non-interest bearing and were due within the normal 30 - 90 day terms of creditor payments.

2023	Less than 1 month $	1-3 months, $	3months - 1 year $	No set date of repayment	Total $
Trade creditors & other payables	26,322	292,608	54,710	-	373,640
Lease liabilities	-	-	-	-	-
	26,322	**292,608**	**54,710**	**-**	**373,640**
2022					
Trade creditors & other payables	38,524	342,552	57,815	-	438,891
Lease liabilities	1,510	3,038	7,702	-	12,250
	40,034	**345,590**	**65,517**	**-**	**451,141**

(f) Net fair value

Fair value estimation
The fair value of financial assets and financial liabilities held by the Group must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the Group at the balance date are recorded at amounts approximating their fair value. The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price.

(g) Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Due to the nature of the Group's activities, being mineral exploration and evaluation, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet exploration & evaluation programs and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

Notes to the Consolidated Financial Statements (continued)

25. Financial Risk Management (continued)

The working capital position of the Group at the end of the year is as follows:

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Cash and cash equivalents	1,288,231	720,429
Current trade and other receivables	117,548	228,590
Financial assets at fair value through profit or loss	2,442,151	-
Current trade and other payables	(295,483)	(356,299)
Current provisions	(78,157)	(82,592)
	3,474,290	**510,128**

26. Related Party Disclosures

Parent entities and subsidiaries

Waratah Minerals Limited is the ultimate Australian parent entity.

Interests in subsidiaries are set out below:

	Country of Incorporation	% Equity 31 December 2023	% Equity 31 December 2022
Tremjones Pty Ltd	Australia	100	100
Gippsland Prospecting Pty Ltd	Australia	100	100
Deep Ore Discovery Pty Ltd	Australia	100	-
Express Resources Pty Ltd	Australia	100	100
Index Resources Pty Ltd	Australia	100	100
Action Resources Pty Ltd	Australia	100	100
Jackal Resources Pty Ltd	Australia	100	100
Au Resources Pty Ltd	Australia	100	100
Skype Resources Pty Ltd	Australia	100	100
Battery Minerals (USA) Pty Ltd	Australia	100	100
Rovuma Resources Limited	Mauritius	100	100
Jorc Resources Limited	Mauritius	100	100
Assain Investments Limited	Mauritius	100	100
Rio Mazowe Limited	Mauritius	100	100
Suni Resources SA	Mozambique	-	100
Niassa Gold SA	Mozambique	100	100
Goldcrest Resources SA	Mozambique	100	100
Afriminas Minerais Limitada	Mozambique	100	100

Notes to the Consolidated Financial Statements (continued)

26. Related Party Disclosures (continued)

(a) Key Management Personnel

The following persons were Directors of Waratah Minerals Limited during the financial year:

Director	Position	Appointed	Resigned
Dr Darryl Clark	Non-Executive Chairman	4 September 2023	-
	Non-Executive Director	22 October 2020	4 September 2023
Mr Peter Duerden	Managing Director	10 January 2022	-
Dr Andrew Stewart	Non-Executive Director	4 September 2023	-
Mr David Flanagan	Non-Executive Chairman	10 January 2022	4 September 2023
	Executive Chairman	25 March 2021	10 January 2022
	Non-Executive Chairman	1 July 2019	25 March 2021
Mr Jeff Dowling	Non-Executive Director	8 April 2019	4 September 2023
	Non-Executive Chairman	25 January 2018	8 April 2019

(b) Other Key Management Personnel

The Group does not have any Key Management Personnel other than the Directors listed above.

(c) Key Management Personnel compensation

	Consolidated 31 Dec 2023 $	Restated [1] Consolidated 31 Dec 2022 $
Short-term employee benefits	375,412	626,919
Restated Share based payments	728,301	570,361
Post-employment benefit	37,447	45,102
Total	**1,141,160**	**1,242,382**

(1) Comparative information has been restated to reflect additional share-based payments expense following the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

(d) Loans to Key Management Personnel

There were no loans made or outstanding to Directors of Waratah Minerals Limited and other Key Management Personnel of the Group, including their personally related parties.

(e) Other transactions with Key Management Personnel

There were no other transactions with Key Management Personnel other than share based payments (refer to Note 28).

Notes to the Consolidated Financial Statements (continued)

27. Auditors' Remuneration

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Audit fees - BDO Mozambique	-	16,784
Audit and review fees - KPMG Australia	70,493	51,591
Total remuneration for auditors' services	**70,493**	**68,375**

28. Share-based payments

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions'). The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an internal valuation using a Black-Scholes option pricing model or Monte Carlo methodology as appropriate.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date').

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of options or performance rights that, in the opinion of the Directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

(a) Option Issue

During the period the Company issued 133,334 (4,000,000 pre-consolidation) options to an employee of the Company, 1,666,668 (50,000,000 pre-consolidation) options to brokers in relation to share placement joint lead manager services and 40,000,000 options to the vendor of the Spur Project in NSW. The following table discloses the details of the options issued:

Tranche	Recipient	Number of Options	Grant Date	Vesting Date	Expiry Date	Exercise Price $	Total Fair Value $
A	Employee	66,667	17/02/2023	17/02/2024	28/02/2028	$0.258	6,669
B	Employee	66,667	17/02/2023	17/02/2025	28/02/2028	$0.258	6,669
	Brokers	1,666,668	24/04/2023	Immediate	24/04/2025	$0.171	100,191
A	Vendor–Spur Project	10,000,000	19/12/2023	Immediate	19/12/2028	$0.08	1,041,497
B	Vendor-Spur Project	30,000,000	19/12/2023	Immediate	19/12/2028	$0.16	2,985,030
		41,800,002					**4,140,056**

Notes to the Consolidated Financial Statements (continued)

28. Share-based payments (continued)

For the Tranche A and B employee options the Black Scholes option pricing model was used in the valuation of the options which is suitable for options without market based vesting conditions which can be exercised at any time following vesting and up to the expiry date. The key assumptions used in the model included, an underlying share price of $0.12, share price volatility of 137%, a risk-free interest rate of 3.61% and a dividend yield of nil.

For the Broker options the Black Scholes option pricing model was used. The key assumptions used in the model included, an underlying share price of $0.105, share price volatility of 132%, a risk-free interest rate of 3.19% and a dividend yield of nil.

For the Tranche A and B Vendor options the Black Scholes option pricing model was used. The key assumptions used in the model included, an underlying share price of $0.115, share price volatility of 137%, a risk-free interest rate of 3.79% and a dividend yield of nil.

(b) Share options outstanding at the end of the year have the following terms and conditions:

The number of options issued prior to the 1 for 30 capital consolidation completed on 14 June 2023, together with the exercise price and fair value per security have been converted in the below table.

31 December 2023

Grant Date	Expiry Date	Exercise Price $	FV per security $	Balance at start of year	Granted during the year	Exercised during the year	Forfeited / expired during the year	Balance at end of the year	Vested & exercisable at end of the year
				Number	Number	Number	Number	Number	Number
27-Jun-18	30-Jun-23	3.90	0.51	150,000	-	-	150,000	-	-
27-Jun-18	30-Jun-23	3.90	0.51	50,000	-	-	50,000	-	-
27-Jun-18	3-Jul-23	0.00	0.93	666,667	-	666,667	-	-	-
27-Jun-18	13-Jul-23	0.00	0.93	360,000	-	273,334	86,666	-	-
27-Jun-18	16-Jul-23	6.00	0.42	140,000	-	-	140,000	-	-
27-Jun-18	16-Jul-23	6.00	0.42	33,334	-	-	33,334	-	-
27-Jun-18	16-Jul-23	4.50	0.42	5,000	-	-	5,000	-	-
21-May-19	20-Jun-24	0.00	0.66	800,000	-	666,667	133,333	-	-
21-May-19	20-Jun-24	0.00	0.66	516,668	-	516,668	-	-	-
22-Oct-20	22-Oct-25	0.00	1.59	1,333,334	-	-	-	1,333,334	-
22-Oct-20	22-Oct-25	0.00	1.59	666,668	-	-	-	666,668	-
22-Oct-20	22-Oct-25	0.00	1.59	333,334	-	-	-	333,334	-
23-Mar-21	31-Mar-26	1.20	0.645	166,668	-	-	-	166,668	166,668
23-Mar-21	31-Mar-26	1.65	0.621	166,668	-	-	-	166,668	166,668
28-Feb-22	31-Jan-27	0.00	0.24	333,334	-	333,334	-	-	-
28-Feb-22	31-Jan-27	0.00	0.24	333,334	-	-	-	333,334	-
28-Feb-22	31-Jan-27	0.00	0.24	333,334	-	-	-	333,334	-
28-Feb-22	31-Jan-27	0.00	0.189	2,333,334	-	-	-	2,333,334	-
28-Feb-22	31-Jan-27	0.00	0.177	2,333,334	-	-	-	2,333,334	-
22-Feb-22	31-Mar-27	0.75	0.129	83,334	-	-	-	83,334	83,334
22-Feb-22	31-Mar-27	0.75	0.129	83,334	-	-	-	83,334	-
17-Feb-23	28-Feb-28	0.258	0.099	-	133,334	-	-	133,334	-
24-Apr-23	24-Apr-25	0.171	0.06	-	1,666,668	-	-	1,666,668	1,666,668
19-Dec-23	19-Dec-28	0.08	0.1041	-	10,000,000	-	-	10,000,000	10,000,000
19-Dec-23	19-Dec-28	0.16	0.0995	-	30,000,000	-	-	30,000,000	30,000,000
				11,221,679	**41,800,002**	**2,456,670**	**598,333**	**49,966,678**	**42,083,338**

For the vesting conditions related to the unvested options refer to Section D 'Share-based Compensation' of the Remuneration Report, Note 22 and Note 28 (a).

Notes to the Consolidated Financial Statements (continued)

28. Share-based payments (continued)

The vesting conditions for the unvested 2,333,336 options expiring on 22 October 2025 are as follows:

- 1,333,334 options will vest upon definition of a JORC Code compliant Mineral Resource of at least 1,000,000 ounces of gold (or equivalent) on tenement EL6871 at a minimum average grade of 1 gram per tonne of gold (or equivalent).
- 666,668 options will vest upon completion of a pre-feasibility study and definition of a JORC Code compliant Ore Reserve of at least 750,000 ounces of gold (or equivalent) on tenement EL6871 at a minimum average grade of 1 gram per tonne of gold (or equivalent).
- 333,334 options will vest upon the Company achieving production over two consecutive months which is equal to 80% of the pro-rated production schedule pursuant to a Definitive Feasibility Study approved by the Board.

The options on issue in the prior period as listed below, together with the exercise price and fair value per security have been converted to take into account the 1 for 30 capital consolidation completed on 14 June 2023.

31 December 2022

Grant Date	Expiry Date	Exercise Price $	FV per security $	Balance at start of year	Granted during the year	Exercised during the year	Forfeited / expired during the year	Balance at end of the year	Restated [1] Vested & exercisable at end of the year
				Number	Number	Number	Number	Number	Number
8-Apr-17	22-May-22	6.00	1.77	33,333	-	-	33,333	-	-
26-May-17	21-Jun-22	28.20	1.38	333,333	-	-	333,333	-	-
26-May-17	21-Jun-22	6.00	1.14	166,666	-	-	166,666	-	-
26-May-17	21-Jun-22	3.90	1.26	100,000	-	-	100,000	-	-
27-Jun-18	30-Jun-23	3.90	0.51	150,000	-	-	-	150,000	150,000
27-Jun-18	30-Jun-23	3.90	0.51	50,000	-	-	-	50,000	50,000
27-Jun-18	3-Jul-23	0.00	0.93	666,667	-	-	-	666,667	666,667
27-Jun-18	13-Jul-23	0.00	0.93	360,000	-	-	-	360,000	273,334
27-Jun-18	16-Jul-23	6.00	0.42	140,000	-	-	-	140,000	40,000
27-Jun-18	16-Jul-23	6.00	0.42	33,334	-	-	-	33,334	33,334
27-Jun-18	16-Jul-23	4.50	0.42	5,000	-	-	-	5,000	2,500
21-May-19	20-Jun-24	0.00	0.66	800,000	-	-	-	800,000	333,334
21-May-19	20-Jun-24	0.00	0.66	516,668	-	-	-	516,668	516,668
22-Oct-20	22-Oct-25	0.00	1.59	1,333,334	-	-	-	1,333,334	-
22-Oct-20	22-Oct-25	0.00	1.59	666,668	-	-	-	666,668	-
22-Oct-20	22-Oct-25	0.00	1.59	333,334	-	-	-	333,334	-
23-Mar-21	31-Mar-26	1.20	0.645	166,668	-	-	-	166,668	166,668
23-Mar-21	31-Mar-26	1.65	0.621	166,668	-	-	-	166,668	-
28-Feb-22	31-Jan-27	0.00	0.24	-	333,334	-	-	333,334	-
28-Feb-22	31-Jan-27	0.00	0.24	-	333,334	-	-	333,334	-
28-Feb-22	31-Jan-27	0.00	0.24	-	333,334	-	-	333,334	-
28-Feb-22	31-Jan-27	0.00	0.189	-	2,333,334	-	-	2,333,334	-
28-Feb-22	31-Jan-27	0.00	0.177	-	2,333,334	-	-	2,333,334	-
22-Feb-22	31-Mar-27	0.75	0.129	-	83,334	-	-	83,334	-
22-Feb-22	31-Mar-27	0.75	0.129	-	83,334	-	-	83,334	-
				6,021,673	**5,833,338**	**-**	**633,332**	**11,221,679**	**2,232,505**

(1) Vested and exercisable options have been restated to reflect the vesting of certain ZEPO's upon the disposal of Suni Resources. Refer to Note 33 for details of the restatement.

(c) The expense recognised in profit and loss

The share-based payment expense recognised in profit and loss is $688,348 (2022: $703,112).

Notes to the Consolidated Financial Statements (continued)

29. Parent Entity Disclosure

The following table details information related to the parent entity, Waratah Minerals Limited, as at 31 December 2023. The information has been prepared on the same basis as the consolidated financial statements.

	Company 31 Dec 2023 $	Restated Company 31 Dec 2022 $
Current assets	1,375,372	772,723
Non-Current assets	34,341,567	22,222,280
Total assets	**35,716,939**	**22,995,003**
Current liabilities	227,390	364,205
Non-Current liabilities	-	12,251
Total liabilities	**227,390**	**376,456**
Contributed equity	107,091,806	102,859,686
Share based payments reserve	6,829,296	2,161,409
Accumulated losses	(78,431,553)	(82,402,548)
Total equity	**35,489,549**	**22,618,547**
Profit/(Loss) after income tax	2,441,421	(1,955,327)
Other comprehensive income/(loss) for the year	-	-
Total comprehensive income/(loss) for the year	**2,441,421**	**(1,955,327)**

Guarantees

The Parent Company has not entered into any guarantees in relation to the debts of its subsidiaries.

Contingent Liabilities and Contractual Commitments of the Parent

The Parent Company has no commitments to acquire property, plant and equipment and has no contingent liabilities as at the date of this report.

Notes to the Consolidated Financial Statements (continued)

30. Commitments and Contingent Liabilities

(a) Exploration and mining licence commitments

The following shows the commitments for exploration and mining licences held by the Group:

	Consolidated 31 Dec 2023 $	Consolidated 31 Dec 2022 $
Within one year	2,610,000	3,600,000
Later than one year but no later than five years	2,740,000	5,500,000
	5,350,000	**9,100,000**

31. Events After the End of the Reporting Period

Subsequent to the end of the year and following shareholder approval received at the General Meeting held on 15 December 2023, the Company issued a total of 6,200,000 Tranche A performance rights and 6,200,000 Tranche B performance rights to Directors (two tranches of 4,750,000 performance rights) and consultants (two tranches of 1,450,000 performance rights). Both tranches have an expiry date 4 years from the date of issue. The Tranche A rights vest upon announcement of a minimum 500,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects. The Tranche B rights vest upon announcement of a minimum 1,000,000 ounces of Inferred, Indicated and/or Measured Resources, at a minimum lower cut-off grade of 0.5 grams per tonne of gold at any of the Company's projects.

In January 2024, following shareholder approval in December 2023, the Company changed its name from Battery Minerals Limited to Waratah Minerals Limited. The change of name and code (ASX: WTM) became effective on ASX on 5 January 2024.

Apart from the above, there are no other events after the end of the Reporting Period to disclose.

32. Loss from discontinuing operations

On 3 April 2023, the Company announced completion of the disposal of its Mozambique graphite assets, through the sale of all of the shares and debt in its subsidiary Suni Resources SA, to the London Stock Exchange listed company, Tirupati Graphite plc.

Consideration comprised $500,000 in cash together with 12,065,500 ordinary shares in Tirupati comprising 5,518,944 Tirupati shares at completion date and 6,546,556 Tirupati shares 8 months after the completion date. The loss on disposal comprises the total cash and share consideration of $7,757,679 less the net assets of Suni Resources as at the date of disposal of $7,873,984 (31 December 2022: $7,744,135). Interest of $74,348 was received and care and maintenance expenses of $253,880 were incurred over the period 1 January 2023 to 31 March 2023 whilst Suni Resources remained part of the Group.

Notes to the Consolidated Financial Statements (continued)

32. Loss from discontinuing operations (continued)

Results of discontinued operation

	31 Dec 2023 $	31 Dec 2022 $
Consideration received	7,757,679	-
Less net assets held for sale	(7,873,984)	-
Loss on disposal	(116,305)	-
Interest received	74,348	102,302
Reversal of mine development impairment expense	-	6,079,481
Care & maintenance expenses	(253,880)	(795,743)
Profit/(Loss) before tax from discontinued operation	**(295,837)**	**5,386,040**
Income tax expense	-	-
Profit/(Loss) from discontinued operation	**(295,837)**	**5,386,040**

Cash flows used in discontinued operation

	31 Dec 2023 $	31 Dec 2022 $
Net proceeds from disposal of subsidiary [1]	408,283	-
Net cash used in discontinued operation	(238,266)	(675,016)
Net increase/(decrease) in cash and cash equivalents from discontinued operation	**170,017**	**(675,016)**

[1] Comprises cash consideration of $500,000 less Suni Resources cash balances held upon disposal of $91,717.

Assets and liabilities of disposal group held for sale

	31 Dec 2023 $	31 Dec 2022 $
Cash and cash equivalents	-	27,347
Other receivables	-	1,660,990
Mine development asset	-	6,079,481
Property, plant and equipment	-	41,913
Total assets held for sale	**-**	**7,809,731**
Trade and other payables	-	39,132
Provisions	-	26,464
Total liabilities held for sale	**-**	**65,596**
Net assets held for sale	**-**	**7,744,135**

Measurement of fair values
Fair value hierarchy
The non-recurring fair value measurement for the asset held for sale of $7,744,135 has been categorised as a Level 1 fair value based on the inputs to the valuation technique used (refer Note 3F).

Valuation technique and significant unobservable inputs
The valuation technique used in measuring the fair value of the asset held for sale is the cost approach.

Notes to the Consolidated Financial Statements (continued)

33. Restatement of prior year's balances

On 3 April 2023, the Company completed the disposal of its Mozambique graphite assets, through the sale of all of the shares and debt in its subsidiary Suni Resources SA, to the London Stock Exchange listed company, Tirupati Graphite plc. The disposal of the project triggered a change of control event in regard to several tranches of Zero Exercise Price Options (ZEPO's) issued in the 2018 and 2019 financial years. A total of 57,200,000 options vested upon disposal of the project. The expense related to these options had been reversed during the year ended 31 December 2019 as the non-market vesting conditions were considered unlikely to be satisfied.

However, upon signing the agreement to sell the Mozambique graphite assets, in accordance with the terms of the Option agreements, the Director's passed a resolution that the Options would meet the non-market vesting condition and 100% would vest on the completion of the sale. In accordance with AASB 2 Share Based Payments when the resolution was passed on 22nd December 2021 it became more likely that the non-market vesting conditions may be met and the expense for the period from grant date trued up with the share-based payment expense recognised over the vesting period.

As a result of this correction, $1,382,396 has been recognised in prior periods ($1,048,017 adjusted into opening retained earnings as at 1 January 2022 and $334,379 adjusted into share-based payments expense for the twelve months ended 31 December 2022). There was no impact on the Consolidated Statement of Cash Flows.

Historical financial information has been restated to account for the impact of the recognition of the share-based payment expense, as follows:

(a) Consolidated statement of profit or loss and other comprehensive income

For the twelve months ended 31 December 2022	As previously reported $	Adjustments $	As restated $
Share-based payment expense	(368,733)	(334,379)	(703,112)
Profit after income tax for the period	**866,521**	**(334,379)**	**532,142**

(b) Consolidated statement of financial position

Balances as at 31 December 2022	As previously reported $	Adjustments $	As restated $
Reserves	(919,590)	1,382,396	462,806
Accumulated losses	(78,874,459)	(1,382,396)	(80,256,855)
Total equity	**23,065,637**	**-**	**23,065,637**

Opening Balances as at 1 January 2022	As previously reported $	Adjustments $	As restated $
Reserves	(1,063,836)	1,048,017	(15,819)
Accumulated losses	(79,950,572)	(1,048,017)	(80,998,589)
Total equity	**18,795,108**	**-**	**18,795,108**

Notes to the Consolidated Financial Statements (continued)

33. Restatement of prior year's balances (continued)

(c) Earnings per share

For the twelve months ended 31 December 2022	As previously reported cents	Adjustments cents	As restated cents
Earnings per share	0.03	0.57	0.60

The adjustment is also affected by the retrospective adjustment of shares on issue following the completion of the 1 for 30 share consolidation in June 2023.

34. Acquisition of Deep Ore Discovery Pty Ltd

On 17 October 2023, Waratah Minerals announced that it had agreed to acquire the Spur Project near Orange in central western NSW via the purchase of Deep Ore Discovery Pty Ltd (Deep Ore) from the shareholder of that company, Yanbulla Mining Pty Ltd. On 19 December 2023 the Group completed the acquisition of a 100% interest in the issued capital of Deep Ore following shareholder approval to issue the consideration shares and options which was received on 15 December 2023.

Completion Consideration
Upon signing of the Sale Agreement, Waratah issued 15,000,000 ordinary shares at $0.115 per share, 10,000,000 options exercisable at $0.08 and expiring 5 years from the date of issue (Tranche 1 Options) and 30,000,000 options exercisable at $0.16 and expiring 5 years from the date of issue (Tranche 2 Options).

Deferred Consideration
Waratah has also granted the vendor a 2.5% net smelter royalty in respect of all minerals extracted from EL5238 (being the exploration licence comprising the Spur Project).

	31 Dec 2023 $
Exclusivity fee – Cash	100,000
Acquisition consideration - Shares	1,725,000
Acquisition consideration – Tranche 1 options	1,041,497
Acquisition consideration – Tranche 2 options	2,985,030
Legal expenses	37,184
	5,888,711
Net assets acquired:	
Cash	1
	1
Fair value attributable to exploration assets	**5,888,710**

This acquisition has been treated as an acquisition of assets.

Refer to Note 16 for details of the acquisition value capitalised to exploration and evaluation expenditure.

Directors' Declaration

1. In the opinion of the Directors of Waratah Minerals Limited (the 'Company'):

   (a) the consolidated financial statements and notes that are set out on pages 31 to 73 and the Remuneration Report on pages 20 to 29 in the Directors' Report, are in accordance with the *Corporations Act 2001*, including:

      (i) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and

      (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and

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

2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Managing Director and the Group Financial Controller for the financial year ended 31 December 2023.

3. The Directors draw attention to Note 2 to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors:

Peter Duerden
Managing Director

Perth, Western Australia

14 March 2024

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Waratah Minerals Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Waratah Minerals Limited for the financial year ended 31 December 2023 there have been:

i. no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Matthew Hingeley
Partner

Perth
14 March 2024

Independent Auditor's Report

To the shareholders of Waratah Minerals Limited (formerly Battery Minerals Limited)

Report on the audit of the Financial Report

Opinion

We have audited the ***Financial Report*** of Waratah Minerals Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the ***Group's*** financial position as at 31 December 2023 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The ***Financial Report*** comprises:

- Consolidated statement of financial position as at 31 December 2023;
- Consolidated statement of profit or loss and other comprehensive income, Consolidated Statement of changes in equity, and Consolidated Statement of cash flows for the year then ended;
- Notes, including material accounting policies; and
- Directors' Declaration.

The ***Group*** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the *Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter – Restatement of comparative balances

We draw attention to Note 33 to the financial statements, which states that amounts reported in the previously issued 31 December 2022 financial report have been restated and disclosed as comparatives in this financial report. Our opinion is not modified in respect of this matter.

Material uncertainty related to going concern

We draw attention to Note 3B, "Going Concern" in the financial report. The conditions disclosed in Note 3B, indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report. Our opinion is not modified in respect of this matter.

In concluding there is a material uncertainty related to going concern we evaluated the extent of uncertainty regarding events or conditions casting significant doubt in the Group's assessment of going concern. Our approach to this involved:

- Evaluating the quantum and timing of the Group's plans to sell listed securities and to raise additional shareholder funds to address going concern;
- Assessing the Group's cash flow forecasts incorporating the Group's operations and plans to address going concern, in particular in light of the history of loss-making operations; and
- Determining the completeness of the Group's going concern disclosures for the principle matters casting significant doubt on the Group's ability to continue as a going concern, the Group's plans to address these matters, and the material uncertainty.

Key Audit Matters

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the ***Key Audit Matters***:

- Valuation of capitalised exploration and evaluation expenditure.

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<table>
<tr><th colspan="2">Valuation of capitalised exploration and evaluation expenditure ($20,553,972)</th></tr>
<tr><td colspan="2">Refer to Note 16 to the Financial Report</td></tr>
<tr><td>The key audit matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>The valuation of capitalised exploration and evaluation expenditure is a key audit matter due to:
• the significance of the balance to the balance sheet (being 84% of total assets); and
• the greater level of audit effort to evaluate the Group's application of the requirements of the accounting standard AASB 6 Exploration for and Evaluation of Mineral Resources, in particular the presence of impairment indicators. The presence of impairment indicators would necessitate a detailed analysis by the Group of the value of capitalised exploration and evaluation expenditure. Given the criticality of this to the scope and depth of our work, we involved senior team members to challenge the Group's assessment of the presence of impairment indicators.
In assessing the presence of impairment indicators, we focused on those which may draw into question the commercial continuation of exploration and evaluation activities where significant carrying value of capitalised exploration and evaluation expenditure exists.
Given the financial position of the Group, we paid particular attention to:
• documentation available regarding rights to tenure, via licensing, and compliance with relevant conditions, to maintain current rights to an area of interest.
• the Group's intention and capacity to continue and fund the relevant exploration and evaluation activities; and
• the results from latest activities regarding the existence or otherwise of economically recoverable mineral resources.</td><td>Our procedures included:
• Evaluating the Group's accounting policy to recognise capitalised exploration and evaluation expenditure against criteria of the accounting standards;
• Assessing the Group's determination of its areas of interest for consistency with the definition in the accounting standards. This involved analysing the licences in which the Group hold an interest and the exploration programmes planned for those for consistency with documentation such as planned work programmes.
• For the significant areas of interest, we assessed the Group's current rights to tenure. This included checking the ownership of the relevant license for mineral resources to government registries and evaluating agreements in place with other parties. We also tested for compliance with conditions, such as minimum expenditure requirements, on a sample of licences.
• Evaluating the Group's documents for consistency with their stated intentions for continuing exploration and evaluation activities in certain areas. This included:
    • the Group's internal plans and budgets;
    • minutes of board and internal meetings;
    • announcements made by the Group to the Australian Securities Exchange including results from latest activities; and
    • corroboration through interviews with key personnel.
• Assessing the corporate budgets identifying areas with existing funding and those requiring alternate funding sources against underlying data. We identified those areas relying on alternate funding sources and evaluated the capacity of the Group to secure such funding; and
• Analysing the Group's determination of recoupment of resources through successful development and exploitation of the area by evaluating the Group's documentation of planned future/continuing activities including work programmes and corporate budgets for each area.</td></tr>
</table>

Other Information

Other Information is financial and non-financial information in Waratah Minerals Limited's annual report which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Review of Operations and Directors' report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at:
https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf.
This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Waratah Minerals Limited (the Company) for the year ended 31 December 2023 complies with *Section 300A* of the *Corporations Act 2001*.

Directors' responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with *Section 300A* of the *Corporations Act 2001*.

Our responsibilities

We have audited the Remuneration Report included in pages 20 to 29 of the Directors' report for the year ended 31 December 2023.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

Other matter

We draw attention to footnote (2) of the table on page 25 of the Remuneration Report for 31 December 2022, which describes the effect of the restatement of options disclosed as comparatives. Our opinion is not modified in respect of this matter.

KPMG

KPMG

Matthew Hingeley

Partner

Perth

14 March 2024

ASX Additional Information

Additional information required by the Australian Stock Exchange Listing Rules and not disclosed elsewhere in this Report as at 19 February 2024 is set out below.

Share Capital
The issued capital of the Company is 149,364,498 ordinary fully paid shares.

Ordinary shares (ASX Code: WTM)

Twenty Largest Shareholders
The twenty largest quoted shareholders held 55.39% of the fully paid ordinary shares as follows:

	Holder Name	Holding	%
1	YANBULLA MINING PTY LTD	15,000,000	10.04%
2	GLADSTONE MINING (WA) PTY LTD <STUART TONKIN INVEST A/C>	13,286,316	8.90%
3	ICOPPER PTY LTD	11,311,059	7.57%
4	LOTAKA PTY LTD	9,754,386	6.53%
5	FARJOY PTY LTD	5,606,604	3.75%
6	MR DAVID MARK ROCCI	4,930,125	3.30%
7	CITICORP NOMINEES PTY LIMITED	4,813,055	3.22%
8	PACIFIC DEVELOPMENT CORPORATION PTY LTD	2,181,559	1.46%
9	MR WILLIAM ROBERT RICHMOND	2,166,667	1.45%
10	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,917,818	1.28%
11	BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	1,847,792	1.24%
12	DUERDEN INVESTMENTS PTY LIMITED <DUERDEN INVESTMENTS A/C>	1,519,737	1.02%
13	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	1,373,244	0.92%
14	MR KENNETH JOSEPH HALL <HALL PARK A/C>	1,361,484	0.91%
15	BNP PARIBAS NOMS PTY LTD	1,274,899	0.85%
16	LUNAR CO PTY LTD <THE H&A DORSCH FAMILY A/C>	1,000,000	0.67%
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	992,993	0.66%
18	DAVID FLANAGAN	933,334	0.62%
19	ALBION BAY PTY LTD <DESIGN CO-ORDINATING S/F A/C>	765,000	0.51%
20	MR JASON TRAVIS PAGE & MISS ATASHA JOY GALLAGHER	700,000	0.47%
	Total held by top 20 registered shareholders	**82,376,072**	**55.39%**
	Total Issued Capital	**149,364,498**	**100.00%**

Distribution of Ordinary Shares (ASX Code: WTM)
The total distribution of fully paid shareholders, being the only class of equity, was as follows:

Range	Total Holders	Number of shares	%
1 - 1,000	150	50,801	0.03%
1,001 - 5,000	300	1,095,363	0.73%
5,001 - 10,000	485	3,612,200	2.42%
10,001 - 100,000	851	28,521,981	19.10%
100,001 and over	160	116,084,153	77.72%
Totals	**1,946**	**149,364,498**	**100.00%**

ASX Additional Information (continued)

Unmarketable parcels of Ordinary Shares
As at 19 February 2024, 502 shareholders held less than a marketable parcel (based on the closing share price of $0.089).

Class of Shares and Voting Rights
The voting rights attached to ordinary shares, as set out in the Company's Constitution, are that every member in person or by proxy, attorney or representative, shall have one vote on a show of hands and one vote for each share held on a poll.

Home Exchange
The Company is listed on the Australian Stock Exchange. The Home Exchange is Perth.

Other information
Waratah Minerals Limited, incorporated and domiciled in Australia, is a publicly listed company.

On Market Buy Back
There is no current on market buy-back.

Unquoted Securities

Class	Quantity
Unlisted Options – Exercise price $0.171, Expiry 24-04-2025	1,666,668
Unlisted Options – Exercise price $Nil, Expiry 22-10-2025	2,333,336
Unlisted Options – Exercise price $1.20, Expiry 31-03-2026	166,668
Unlisted Options – Exercise price $Nil, Expiry 31-01-2027	5,333,336
Unlisted Options – Exercise price $0.75, Expiry 31-03-2027	166,668
Unlisted Options – Exercise price $1.65, Expiry 31-03-2026	166,668
Unlisted Options – Exercise price $0.258, Expiry 28-02-2028	133,334
Unlisted Options – Exercise price $0.08, Expiry 19-12-2028	10,000,000
Unlisted Options – Exercise price $0.16, Expiry 19-12-2028	30,000,000
Performance Rights - Class A - Expiry 4-1-2028	6,200,000
Performance Rights - Class B - Expiry 4-1-2028	6,200,000
Total unquoted securities	**62,366,678**

ASX Additional Information (continued)

Substantial Holders
The number of shares held by substantial shareholders and their associates is set out below (as per substantial shareholder notices received by the Company):

Name	Number of Shares	% Holding
Yanbulla Mining Pty Ltd	15,000,000	11.16%
Waratah Minerals Limited (Yanbulla voluntary escrow)	15,000,000	11.16%
Gladstone Mining (WA) Pty Ltd	13,286,316	9.89%
ICopper Pty Ltd (received pre consolidation)	339,331,770	11.56%
Lotaka Pty Ltd	9,754,386	7.26%
Farjoy Pty Ltd (received pre consolidation)	216,764,886	6.09%

Voluntary Escrow
There are 15,000,000 Ordinary Shares subject to voluntary escrow. The escrow period ends on 19 December 2024.

Group cash and assets
In accordance with Listing Rule 4.10.19, the Group confirms that it has been using the cash and assets for the year ended 31 December 2023 consistent with its business objective and strategy.

Tenure
See Review of Operations.

Competent Persons Statement
See Review of Operations.

Important Notice
This Report does not constitute an offer to acquire or sell or a solicitation of an offer to sell or purchase any securities in any jurisdiction. In particular, this Report does not constitute an offer, solicitation or sale to any U.S. person or in the United States or any state or jurisdiction in which such an offer, tender offer, solicitation or sale would be unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and neither such securities nor any interest or participation therein may not be offered, or sold, pledged or otherwise transferred, directly or indirectly, in the United States or to any U.S. person absent registration or an available exemption from, or a transaction not subject to, registration under the United States Securities Act of 1933.

Forward Looking Statements
Statements and material contained in this document, particularly those regarding possible or assumed future performance, resources or potential growth of Waratah Minerals Limited, industry growth or other trend projections are, or may be, forward looking statements. Such statements relate to future events and expectations and, as such, involve known and unknown risks and uncertainties. Such forecasts and information are not a guarantee of future performance and involve unknown risk and uncertainties, as well as other factors, many of which are beyond the control of Waratah Minerals Limited.