



CHILWA MINERALS LIMITED

ABN 43 656 965 589

INTERIM FINANCIAL REPORT

**FOR THE HALF-YEAR ENDED
31 DECEMBER 2024**

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2024 and any public announcements made by Chilwa Minerals Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

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INTERIM FINANCIAL REPORT 31 DECEMBER 2024**DIRECTORS REPORT**

Your directors are pleased to present their report on the consolidated entity (referred to hereafter as the Group) consisting of Chilwa Minerals Limited (Chilwa or the Company) and the entities it controlled at the end of, or during, the half-year ended 31 December 2024.

Corporate Directory

The names of the directors who held office during or since the end of the half-year, to the date of this report, are:

Mr Alexander Shaw	Chairman
Mr Cadell Buss	Managing Director
Mr Manuel Mota	Non-Executive Director
Mr Dennis Wilkins	Non-Executive Director and Company Secretary

All Directors were in office from 1 July 2024 until the date of this report.

Registered Office

Suite 3 / L1, 17 Ord Street,
West Perth 6005

Operations Office

Nasra House
City Centre, Lilongwe 3
Malawi

Stock exchange listing

Australian Securities Exchange
ASX code CHW -Ordinary shares

ABN: 43 656 965 589

Share Register

Automic Group
191 St Georges Terrace,
Perth, Western Australia 6000
Ph: 1300 288 664

Auditor

PKF Perth
905 Hay Street,
Perth 6000
Ph: (08) 9426 8999

Bankers

National Australia Bank (NAB)
Standard Bank - Malawi

INTERIM FINANCIAL REPORT 31 DECEMBER 2024

DIRECTORS' REPORT (continued)

Financial Review

A summary of consolidated revenues and results for the half-year is set out below:

	Dec 2024		Dec 2023	
	Revenue & Other Income	Results	Revenue & Other Income	Results
Consolidated Revenue and Other Income	\$53,366	\$(1,287,879)	\$111,831	\$(947,052)

Review of Operations

Chilwa Minerals Limited (Chilwa or the Company) is an Australian listed public company established in 2021 and listed on the ASX in July 2023.

The Company's primary exploration targets are critical mineral deposits, specifically heavy mineral sands (ilmenite and zircon) as well as garnet (silicate mineral group). The area is also highly prospective for rare earth elements.

The project area covers approximately 878.7 km² and includes several deposits such as Mposa, Bimbi, Halala, Namanja, and Mpyupyu.



Figure 1: Chilwa Critical Minerals Project location

DIRECTORS' REPORT (continued)

The reporting period saw the Company investigate the potential for a multi commodity project and based on its findings, defined its twin parallel strategy for the Chilwa Critical Minerals Project, with dedicated teams focused on the Heavy Mineral Sands (**HMS**) and Rare Earth Element (**REE**) potential of the project.



Figure 2: Chilwa Critical Minerals Project Location Plan and Prospects

SUMMARY AND HIGHLIGHTS DURING THE REPORTING PERIOD

Multicommodity Strategy

- A diamond rig program has commenced to test for the 47 anomalous rare earth targets identified following the airborne geophysics work carried out in August 2024.
- A second sonic drill rig arrived to increase exploration efforts on the mineral sands' potential at the Lake Chilwa Project
- The second sonic rig has the capability to convert to a diamond drill rig and selected holes will be deepened using diamond to assess the rare earth potential below the mineral sand horizons. The company now has three drill rigs, including a sonic rig at Mposa and a diamond drill rig to test the rare earth element (REE) potential.

The company has a multi-commodity strategy for the Chilwa Project, with dedicated teams focused on mineral sands and rare earth element potential.

DIRECTORS' REPORT (continued)



Figure 3. New Sonic drill rig with capacity to convert to Diamond drilling

Heavy Minerals Sands

- During the reporting period, the Company completed sonic drilling of the Mposa deposit, with over 7,000 metres drilled on a close spaced pattern. The drilling density is sufficient for an upgrade of the existing mineral resource estimate from the Inferred category to a higher level of confidence.
- The drilling has consistently demonstrated thicker mineralised zones at higher grades than the historical aircore drilling, with higher recoveries due to the drilling method a major contributing factor.
- Mposa metallurgical results initial findings indicate higher quality mineralogy. These results can serve as a benchmark for an HMS project

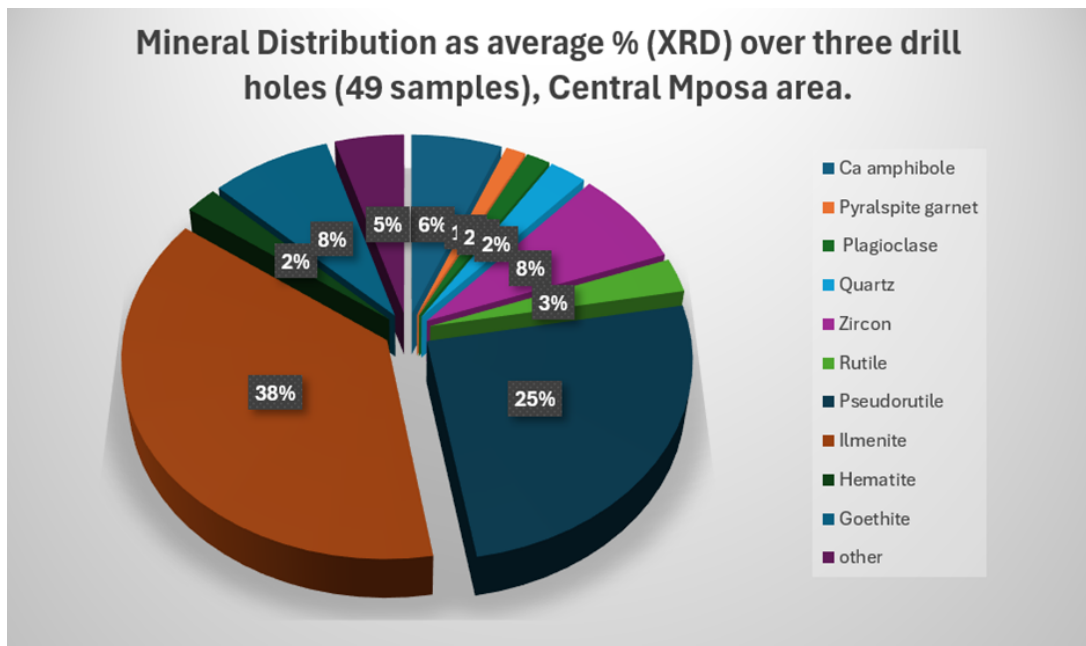


Figure 4 Mineralogical distribution measured by X-Ray diffraction on three drill holes (49 Samples) from the central Mposa deposit

- The current program has been completed with seven batches created. Batches five and six are currently with ALS Perth, while batch seven is enroute.

DIRECTORS' REPORT (continued)

- A number of assay results from Mposa are still outstanding and expected to be announced in the March quarter, ahead of a planned Mineral Resource Estimate upgrade for Mposa.

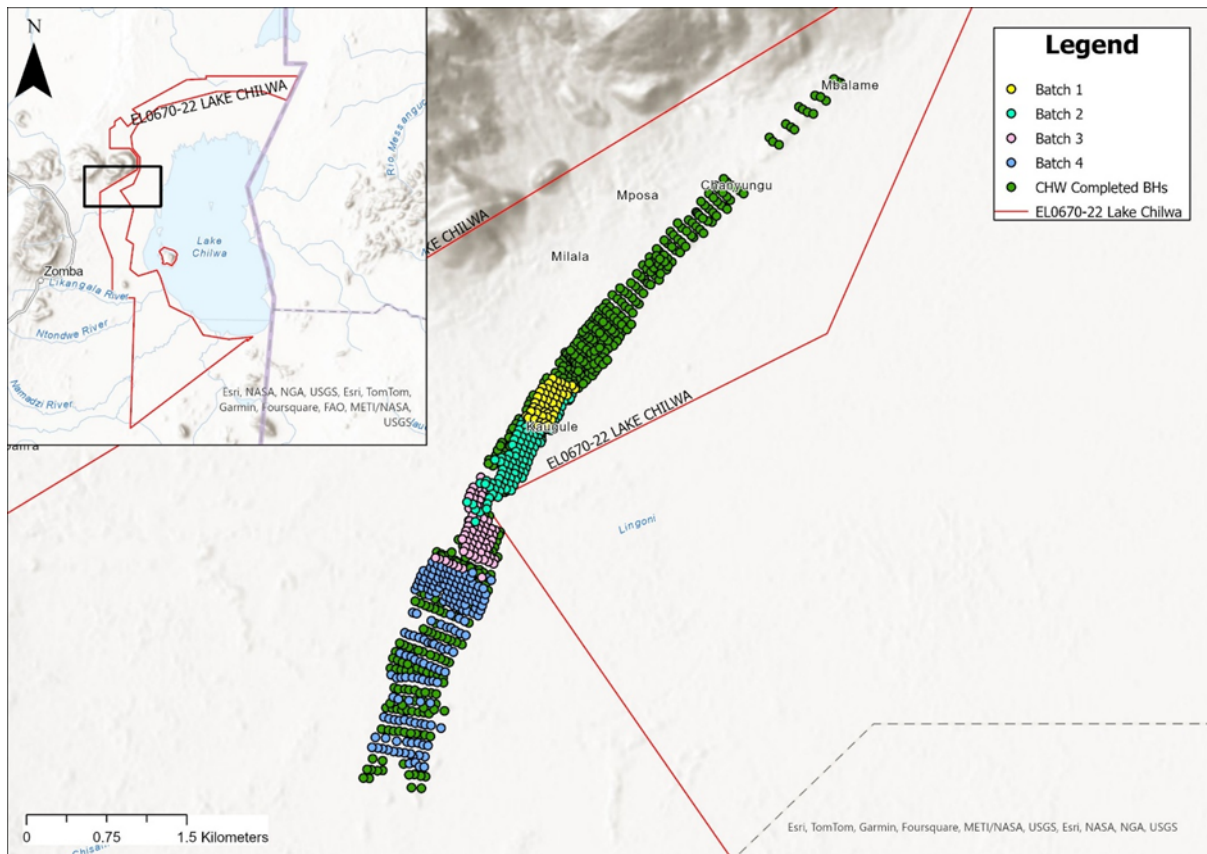


Figure 5 Image showing batches completed to date and those remaining (Darker green). The deposit is continuous but for a 500m section in the far north for which hand augering indicated no significant heavy mineral concentrations. Overall strike length of deposit circa 7km.

SCOPING STUDY HMS

TZMI was the company engaged by Mota Engil in 2015 to complete a Scoping Study. TZMI has been overseeing all current metallurgical work and will be responsible for updating the scoping study. This is a critical component of assessing the project's viability, and updating resource estimates will significantly enhance the economic feasibility of the project.

RARE EARTH ELEMENTS

The carbonatite structure identified through airborne geophysics has revealed 47 targets and suggests a potentially large system. Initial geochemistry results from 11 targets have been encouraging, with pathfinder analysis indicating a high likelihood of significant prospects, especially given the numerous targets within our tenement.

DIRECTORS' REPORT (continued)

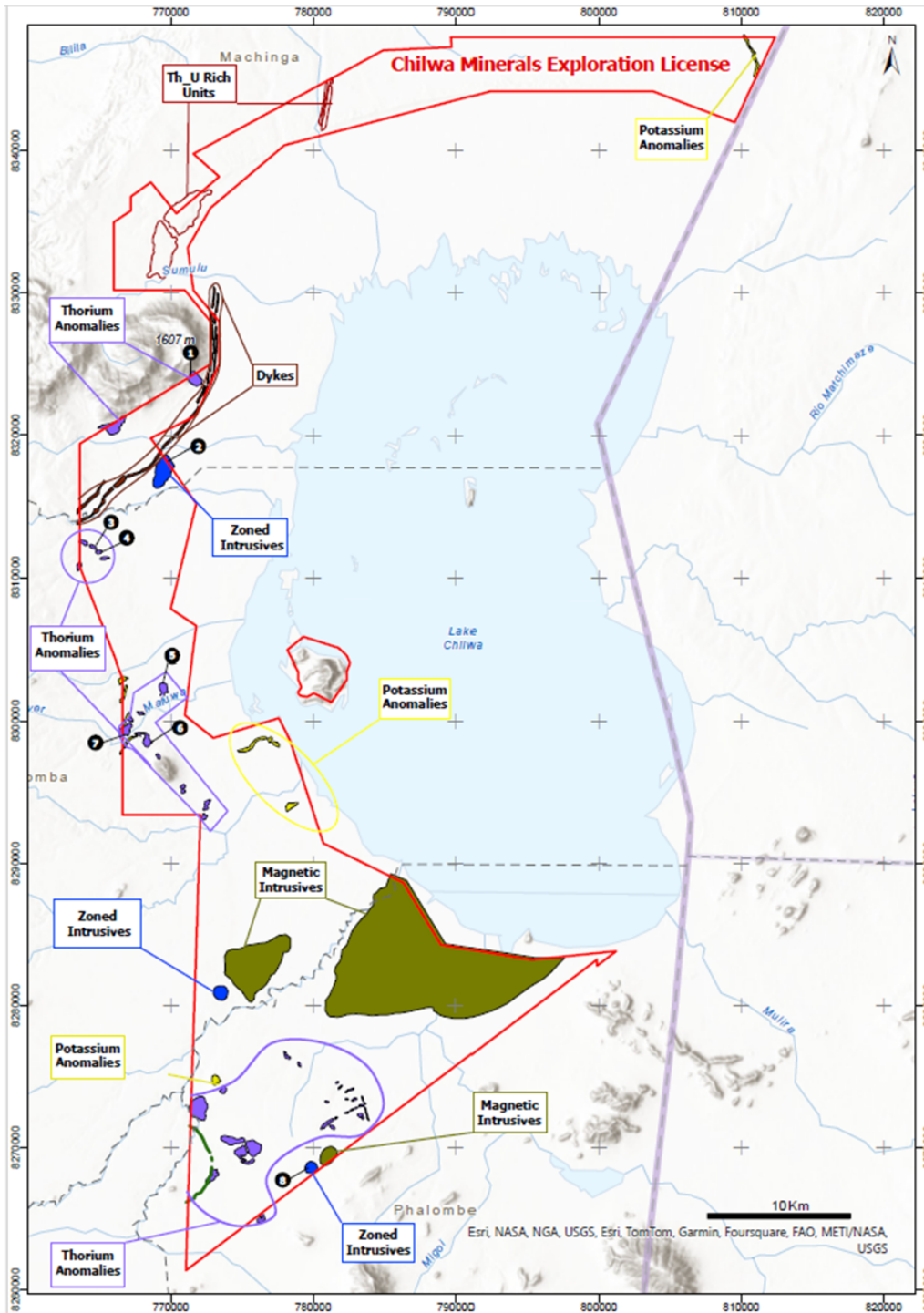


Figure 6 Locations of areas of interest

DIRECTORS' REPORT (continued)

LICENCING

Transitioning from an exploration licence to a mining licence is an important step. International law firm Pinsent Masons have been engaged to assist with the first step, which is establishing a commercial agreement for a Mining Development Agreement.

COMMISSIONING OF ON-SITE NEW SAMPLE PREP LAB

- During the reporting period, the Company completed the installation of the new sample preparation lab and has commenced preparation of samples on site for dispatch to the assay lab for analysis.
- The Preparation Laboratory was officially inaugurated on 29th November 2024 by the then Minister of Mining, Hon. Monica Chang'anamuno, at the Zalewa camp site.
- The on-site prep lab is expected to result in significant cost savings as well as speed up the processing of samples, enabling faster reporting of results.



Figure 7: L to R - DC Rodrick Mateaum, Mr Cadell Buss Managing Director CHW, Minister of Mining Hon. Monica Chang'anamuno

Figure 8: L to R - Secretary for Mining Dr Joseph Mkandawire, Mr Cadell Buss Managing Director CHW, Minister of Mining Hon. Monica Chang'anamuno and Mota Engil representative Mr Sergio Siva

- The Preparation Laboratory is now fully operational and can process samples for both HMS and REE. The laboratory has the capacity to operate three shifts around the clock, if necessary. This consideration is particularly important due to the operation of three rigs.
- The establishment of the laboratory has proven to be a highly effective strategy, resulting in not only improved turnaround times, reduced costs but also contributing to local employment opportunities.

DIRECTORS' REPORT (continued)

ASSAYING

The Company has been focused on finding a solution to decrease sample turnaround times and significantly reduce costs

CAPITAL RAISE

The company successfully completed a private placement in October 2024 along with a SPP for existing shareholders. The total funds raised was \$6.75 million at \$0.86.

A 330% increase from the listing price of \$0.20 in July 2024.

AEROMAGNETIC AND RADIOMETRIC SURVEYS

Chilwa identified a pipeline of 47 carbonatite targets at the Lake Chilwa Project. These targets were identified through high-resolution aeromagnetic and radiometric surveys, which also assessed the rare earth elements (REE) and niobium potential of the project. The geophysical interpretation revealed 46 targets that may represent carbonatites or alkaline intrusives, plus one dyke, which could be sources for REE and niobium mineralization. These targets cover an area of approximately 31 square kilometres, highlighting the prospectivity of the region.

Of particular note was the significant number of targets defined in the Southern Extension, with over 20 targets identified for follow up ground truthing.

Carbonatites are significant because they are the most important economic source of rare earth elements (REE). Most carbonatites are characteristically enriched in REE compared to other rock types. The presence of distinct RE mineral micro-assemblages in fenite at some distance from carbonatite could be developed as an exploration indicator of REE enrichment. This makes the identification of these 47 carbonatite targets particularly promising for the future development of the Lake Chilwa Project.

At Nkotamo, located to the north of the Mposa deposit, a new target measuring 6.5km x 650m was highlighted by a strong radiometric response.

PLANS FOR H1 FY2025

- The Company has an expansive program planned for H1 FY2025 as it looks to build on the success of the results to date.
- The sonic drill rigs will complete the drilling at Mpyupyu before moving to the next prospects, being Bimbi and Namasalima.
- A Mineral Resource Estimate for the HMS at Mposa will be completed in H1 and will form the basis for the Scoping Study, expected in H2 to support a Mining Agreement for the Project.
- The rare earths program is targeting both secondary clay-hosted mineralisation as well as primary carbonatite-hosted mineralisation. Drilling is expected to continue for most of 2025.

DIRECTORS' REPORT (continued)**EVENTS OCCURRING AFTER REPORTING DATE**

On 16 January 2025, the Company issued 2,638,851 fully paid ordinary shares to raise \$2,269,412. All of the parties that were issued shares are related parties of the Company.

No other matter or circumstance has arisen since 31 December 2024, which has significantly affected, or may significantly affect the operations of the Group, the result of those operations, or the state of affairs of the Group in subsequent financial periods.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 10.

This report is made in accordance with a resolution of the board of directors and is signed for and on behalf of the directors by:

**Cadell Buss**

Managing Director

Perth, 14 March 2025



PKF Perth
ABN 64 591 268 274
Dynons Plaza,
Level 8, 905 Hay Street,
Perth WA 6000
PO Box 7206,
Cloisters Square WA 6850
Australia

+61 8 9426 8999
perth@pkfperth.com.au
pkf.com.au

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF CHILWA MINERALS LIMITED

In relation to our review of the financial report of Chilwa Minerals Limited for the half year ended 31 December 2024, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

A handwritten signature in black ink that reads 'Simon Fermanis'.

PKF PERTH

A handwritten signature in black ink that reads 'Simon Fermanis'.

SIMON FERMANIS
PARTNER

14 March 2025
PERTH,
WESTERN AUSTRALIA

CONDENCED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	Note	Half-Year	
		31 Dec 2024	31 Dec 2023
		\$	\$
Revenue			
Interest income		53,366	110,345
Other income		-	1,486
Expenses			
Administration expenses		(228,583)	(68,915)
Compliance and regulatory costs		(231,607)	(102,368)
Consulting expenses		(89,335)	(174,556)
Depreciation expense		(24,639)	(11,626)
Personnel expenses		(431,188)	(505,301)
Other expenses		(26,741)	(76,529)
Share-based payments expense	6	(309,152)	(119,588)
Loss Before Income Tax		(1,287,879)	(947,052)
Income tax benefit /(expense)		-	-
Loss After Tax Attributable to Owners		(1,287,879)	(947,052)
Other comprehensive income		(2,811)	-
Total Comprehensive Loss Attributable to Owners		(1,290,690)	(947,052)
Basic and diluted loss per share attributable to the owners of Chilwa Minerals Limited (cents)		(1.88)	(1.42)

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Note	31 Dec 2024 \$	30 Jun 2024 \$
Current Assets			
Cash and cash equivalents		4,645,734	4,151,024
Trade and other receivables		85,432	51,058
Total Current Assets		4,731,166	4,202,082
Non-Current Assets			
Plant and equipment	4	960,866	67,254
Right-of-use of assets		71,580	74,160
Exploration and evaluation assets	3	9,730,635	6,853,914
Total Non-Current Assets		10,763,081	6,995,328
Total Assets		15,494,248	11,197,410
Current Liabilities			
Trade and other payables		714,853	987,002
Borrowings		46,163	42,900
Employees benefit provision		52,466	26,636
Lease liabilities		76,302	76,302
Total Current Liabilities		889,784	1,132,840
Total Liabilities		889,784	1,132,840
Net Assets		14,604,463	10,064,570
Equity			
Contributed equity	5	16,665,333	11,863,857
Reserves	5	2,258,910	1,232,614
Accumulated losses		(4,319,780)	(3,031,901)
Total Equity		14,604,463	10,064,570

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

CHILWA MINERALS LIMITED

INTERIM FINANCIAL REPORT 31 DECEMBER 2024

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	Contributed Equity \$	Share-based Payments Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2023	820,001	-	-	(1,289,156)	(469,155)
Loss for the half-year	-	-	-	(947,052)	(947,052)
Total Comprehensive Loss for the Period	-	-		(947,052)	(947,052)
<i>Transactions with Owners in Their Capacity as Owners</i>					
Shares issued	11,800,000		-	-	11,800,000
Share issue transaction costs	(756,144)	309,100		-	(447,044)
Options and performance rights issued	-	478,350	-	-	478,350
Balance at 31 December 2023	11,863,857	787,450	-	(2,236,208)	10,415,099
Balance at 1 July 2024	11,863,857	1,260,601	(27,987)	(3,031,901)	10,064,570
Loss for the half-year	-	-	-	(1,287,879)	(1,287,879)
Foreign currency translation of foreign operations	-	-	(2,811)	-	(2,811)
Total comprehensive Loss for the Period			(2,811)	(1,287,879)	(1,290,690)
<i>Transactions with Owners in Their Capacity as Owners</i>					
Shares issued	4,825,212	-	-	-	4,825,212
Share issue transaction costs	(23,736)	-	-	-	(23,736)
Options and performance rights issued	-	1,029,107	-	-	1,029,107
Balance at 31 December 2024	16,665,333	2,289,708	(30,798)	(4,319,780)	14,604,463

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

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2024

	Note	Half-year 31 Dec 2024 \$	31 Dec 2023 \$
Cash Flows from Operating Activities			
Payments to suppliers and employees		(1,066,145)	(1,321,244)
Interest received		53,366	110,345
Net cash (outflow) from operating activities		(1,012,779)	(1,210,899)
Cash Flows from Investing Activities			
Payments for exploration expenditure capitalised		(2,458,270)	(761,679)
Payments for plant and equipment		(808,657)	(70,277)
Net cash (outflow) from investing activities		(3,266,927)	(831,956)
Cash Flows from Financing Activities			
Proceeds from issue of shares	5	4,825,212	-
Payments of share issue transaction costs		(23,736)	(447,044)
Net cash (outflow) from financing activities		4,801,476	(447,044)
Net increase (decrease) in cash and cash equivalents		521,770	(2,489,899)
Cash and cash equivalents at the beginning of the half-year		4,151,024	8,022,417
Effects of exchange rate changes		(27,060)	-
Cash and Cash Equivalents at the End of the Period		4,645,734	5,532,518

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL STATEMENTS

This consolidated interim financial report for the half-year reporting period ended 31 December 2024 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

This consolidated interim financial report does not include all the notes of the type normally included in an annual financial report and therefore cannot be expected to provide a full understanding of the financial performance, financial position and financing and investing activities of the Group as full financial statements. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by Chilwa Minerals Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

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

These half-year financial statements were authorised for issue by a resolution of directors on 13 March 2025.

New and amended standards adopted by the Group/

A number of amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards.

Impact of standards issued but not yet applied by the Group

The Group has also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the half-year ended 31 December 2024. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change necessary to Group accounting policies.

NOTE 2. SEGMENT INFORMATION

Industry and geographical segment

The Group operates in one segment, being the mining exploration segment in Malawi, Africa.

In determining operating segments, the Group has had regard to the information and reports the chief operating decision maker uses to make strategic decisions regarding resources. The Managing Director is the chief operating decision maker and is empowered by the Board of Directors of the Company to allocate resources and assess the performance of the Group.

	31 Dec 2024	30 Jun 2024
Non-Current Assets	\$	\$
Australia	94,381	128,893
Malawi	10,668,700	6,866,435
	10,763,081	6,995,328

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3. EXPLORATION AND EVALUATION ASSETS

	31 Dec 2024	30 Jun 2024
	\$	\$
Exploration and evaluation assets	9,730,635	6,853,914
Balance at the beginning of the period	6,853,914	-
Expenditure incurred	2,876,721	3,128,079
Acquisition of Chilwa Project	-	3,725,835
Balance at the end of the period	9,730,635	6,853,914

Tenure to all tenements is current and secure.

Exploration and evaluation costs are carried forward 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 yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

When an area of interest is abandoned or the directors decide that it is not commercial, any accumulated expenditures in respect of that area are impaired in the financial period the decision is made.

Re-classification

As described the Company's annual report for the year ended 30 June 2024, the company acquired Chilwa on 1 July 2023. In the Company's annual report consideration for the acquisition is described as 19,000,000 fully paid ordinary shares in the Company and 18,750,000 performance rights, with the total value of the consideration for the acquisition at 30 June 2024 stated as \$4,513,625. This amount included \$3,800,000 in respect to the fully paid ordinary shares and \$713,625 in respect to the performance rights.

In this reporting period, the board has reconsidered the terms of the acquisition, and the consideration payable and has determined that the performance rights were issued for the provision of on-going services by the vendor (Luso Global Mining BV) over the vesting period of the rights.

Accordingly, in the table below, and above, the value for the acquisition of the Chilwa project and value of expenditure incurred on the project to 30 June 2024 has been re-classified.

	2024 Annual Report (\$)	Re-classification (\$)	Re-classified value (\$)
Exploration and evaluation assets	2,414,454	713,625	3,128,079
Acquisition of Chilwa Project	4,439,460	(713,625)	3,725,835
	6,853,914	-	6,853,914

This re-classification has had no impact on the value of the Company's exploration and evaluation assets.

In respect to the current reporting period, the value of expenditure incurred (\$2,876,721) includes \$719,955 in respect to the continued vesting of these performance rights.

CHILWA MINERALS LIMITED

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 4. PROPERTY, PLANT AND EQUIPMENT

	31 Dec 2024	30 Jun 2024
	\$	\$
Property, plant and equipment	1,011,756	96,072
Accumulated depreciation	(50,890)	(28,818)
	960,866	67,254
Balance at the beginning of the period	67,254	7,924
Additions ¹	914,899	84,692
Depreciation	(22,072)	(25,195)
Foreign exchange movement	785	(167)
Balance at the end of the period	960,866	67,254

¹ Additions include a purchase of the drill rig that will be used exclusively for Chilwa Minerals drilling contract work by Mota Engi Malawi. The total value of the drill rig, and associated items incurred by Chilwa to 31 December 2024, and included in the value of additions above is \$501,101.

Each class of property, plant and equipment is carried at historical cost less, where applicable any accumulated depreciation and impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation of plant and equipment is calculated using a straight-line or reducing balance method, depending on a type of an asset, and it allocates their cost or revalued amounts, net of their residual values, over their estimated useful lives. The depreciate rates vary between 10% and 33.3% per annum.

NOTE 5. EQUITY

Contributed Equity

Ordinary share capital	31 Dec 2024		31 Dec 2023	
	Shares	\$	Shares	\$
Ordinary shares – fully paid	73,126,617	17,445,213	67,200,001	12,620,001
Transaction costs	-	(779,880)	-	(756,144)
	73,126,617	16,665,333	67,200,001	11,863,857

Ordinary Share Capital	31 Dec 2024		31 Dec 2023	
	Shares	\$	Shares	\$
As at 1 July	67,200,001	11,863,857	8,200,001	820,001
<i>Issued during the half-year</i>				
Placement shares issued at \$0.86	4,287,070	3,686,880	-	-
Placement shares issued at \$0.86	1,139,546	979,999	-	-
Options exercised at \$0.25	166,666	41,667	-	-
Options exercised at \$0.30	166,666	50,000	-	-
Options exercised at \$0.40	166,666	66,667	-	-
Issued as consideration for acquisition of Chilwa Project	-	-	19,000,000	3,800,000
Issued at Initial Public Offer at \$0.20	-	-	40,000,000	8,000,000
Transaction costs	-	(23,736)	-	(756,144)
As at 31 December	73,126,617	16,665,333	67,200,001	11,863,857

CHILWA MINERALS LIMITED

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Reserves

The table below provides a reconciliation of the movement in the Company's share-based payment reserve during the period.

Share based payments reserve	Dec 2024	Dec 2023
	\$	\$
At 1 July	1,260,601	-
Share based payment expense	309,152	119,588
Value recognised in exploration and evaluation asset	719,955	358,762
Options to lead manager of the IPO ('share issue transaction costs')	-	309,100
At 31 December	2,289,708	787,450

Foreign currency translation reserve	Dec 2024	Dec 2023
	\$	\$
At 1 July	(27,987)	-
Foreign currency translation of foreign operations	(2,811)	-
At 31 December	(30,798)	-

Accordingly, the total value of the Company's reserves at 31 December 2024 are \$2,258,910 (31 December 2023: \$787,450).

NOTE 6. SHARE-BASED PAYMENTS

The table below provides a reconciliation of the number of options on issue by the Company.

Options	Number of options	
	31 Dec 2024	31 Dec 2023
As at 1 July	3,000,000	-
Options exercised at \$0.25	(166,666)	-
Options exercised at \$0.30	(166,666)	-
Options exercised at \$0.40	(166,666)	-
Issued, unlisted, exercisable at \$0.25 before 30 June 2027	-	1,000,000
Issued, unlisted, exercisable at \$0.30 before 30 June 2027	-	1,000,000
Issued, unlisted, exercisable at \$0.40 before 30 June 2027	-	1,000,000
As at 31 December	2,500,000	3,000,000

The weighted average remaining contractual life of the share options outstanding at the end of the reporting period was 2.5 years (31 December 2023: 3.5 years).

The options exercised during the reporting period were exercised on 29 July 2024, the weighted average price of the Company's shares on this date was \$0.57.

CHILWA MINERALS LIMITED
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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The table below provides a reconciliation of the number of performance rights on issue by the Company.

Performance Rights	Number of performance rights	
	31 Dec 2024	31 Dec 2023
As at 1 July	25,000,000	-
Issued, expiring 30 November 2028 ¹	3,750,000	-
Issued, Class A expiring 30 June 2025	-	10,000,000
Issued, Class B expiring 30 June 2027	-	5,000,000
Issued, Class C expiring 30 June 2027	-	5,000,000
Issued, Class D expiring 30 June 2028	-	5,000,000
As at 31 December	28,750,000	25,000,000

¹ Performance rights were issued to the directors of the Company in accordance with the shareholders' approval at the annual general meeting held on 7 November 2024.

The vesting condition for the performance rights is the approval and issue of a mining license for the Chilwa Critical Minerals Project by 30 November 2028. During the half-year period an expense of \$69,167 in relation to these securities was recognised in profit or loss.

During the period, the Company continued to recognise expense in respect to performance rights which were issued to key management personnel in July 2023. The total expense recognised in the period in relation to these rights was \$239,985 (31 December 2023: \$119,588). Accordingly, the total expense recognised in the period in relation to performance rights is \$309,152 (31 December 2023: \$119,588).

During the period, the Company continued to recognise the continued vesting of those performance rights which were issued to Luso Global Mining BV in July 2023 for the provision of on-going services over the vesting period of the rights. Further disclosure on these rights, including the re-classification which has occurred is provided at note 3 above. The amount recognised in this current period in respect to these rights is \$719,955 (31 December 2023: \$358,762). This amount is recognised within Exploration and Evaluation assets and forms part of the \$2,876,721 expenditure incurred value at note 3.

NOTE 7. DIVIDENDS

No dividends were paid during the half-year. No recommendation for payment of dividends has been made.

NOTE 8. COMMITMENTS

In order to maintain current rights of tenure to exploration and mining tenements, the Group will be required to outlay the amounts disclosed in the below table. These amounts are discretionary, however if the expenditure commitments are not met then the associated exploration and mining leases may be relinquished.

	31 December 2024	30 June 2024
	\$	\$
Within one year	452,547	2,085,546
Later than one year but not later than five years	-	668,199
	452,547	2,753,745

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**NOTE 9. CONTINGENCIES**

There are no material contingent assets or liabilities as at the reporting date.

NOTE 10. RELATED PARTY TRANSACTIONS

There has been no material change to related party transactions in the half-year ended 31 December 2024, other than the issue of performance rights to key management personnel as shown in the table below.

Key Management Personnel	No of Performance Rights
Cadell Buss	1,500,000
Alexander Shaw	1,000,000
Manuel Mota	750,000
Dennis Wilkins	500,000
	3,750,000

NOTE 11. EVENTS OCCURRING AFTER REPORTING DATE

On 16 January 2025, the Company issued 2,638,851 fully paid ordinary shares to raise \$2,269,412. All of the parties that were issued shares are related parties of the Company.

No other matter or circumstance has arisen since 31 December 2024, which has significantly affected, or may significantly affect the operations of the Group, the result of those operations, or the state of affairs of the Group in subsequent financial periods.

CHILWA MINERALS LIMITED

INTERIM FINANCIAL REPORT 31 DECEMBER 2024

DIRECTORS' DECLARATION

In the opinion of the directors of Chilwa Minerals Limited:

1. the financial statements and notes set out on pages 11 to 20 are in accordance with the *Corporations Act 2001*, including:
 - (a) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (b) giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
2. there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

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



Cadell Buss

Managing Director
Perth, 14 March 2025

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF CHILWA MINERALS LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Chilwa Minerals Limited (the company) and its controlled entities (consolidated entity) which comprises the statement of financial position as at 31 December 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the half-year ended on that date, and notes to the financial statements, including material accounting policy information and the directors' declaration of the company at 31 December 2024, or during the half year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Chilwa Minerals Limited is not in accordance with the Corporations Act 2001 including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report.

Independence

We are independent of the company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

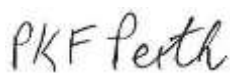
Directors' Responsibility for the Half-Year Financial Report

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

Auditor's Responsibilities for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the company's financial position as at 31 December 2024 and its performance for the half year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporation Regulations 2001.

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



PKF PERTH



SIMON FERMANIS

PARTNER

14 MARCH 2024

PERTH,

WESTERN AUSTRALIA