

31 October 2024

Quarterly Activity Report for period ending 30 September 2024

Highlights

Salta Lithium Project, Argentina

- **Bespoke, project-specific development strategy executed for the core assets at Salta Lithium Project**
- **Power has secured separate development partners for the key projects;**
 1. **Rincon Project - Joint Venture Agreement and Convertible Loan Agreement (CLA) with Navigate Energy Technology and Repenergy Investment Private for funding and development of Rincon Project;**
 2. **Incahuasi Project - Binding Term Sheet (including JV terms) with Summit Nanotech for funding and development of Incahuasi Project; and**
 3. **Pular Project - Binding Term Sheet with Heng Li Binding Term Sheet for funding and development of Pular Project.**

Niobio Niobium, REE and Lithium Project, Brazil

- **Acquisition of Niobio Project completed - fieldwork ongoing**
- **Initial fieldwork continued to deliver high-grade niobium, tantalum and REE results from multiple targets across the project area**
- **LiDAR (Light Detection and Ranging) survey identified priority exploration targets**
- **Option Agreement to expand Brazil project area via the acquisition of the Tântalo niobium, tantalum, REE and lithium-prospective Project, immediately south of the Nióbio Project**

Corporate

- **Board and management: New Company Secretary and Non-executive Director appointed**
- **\$2.4m Placement completed to drive South American assets**
- **Company initiates steps to appoint receiver to recover Ultra Lithium debt**
- **Cash position of \$1.405m at 30 September 2024**

Diversified minerals company Power Minerals Limited (ASX: **PNN**) (Power or **the Company**) is pleased to provide the following update on its activities for the quarter ending 30 September 2024.

Power is a South American-focused exploration and development company, committed to developing the Salta Lithium Project in the lithium triangle in the Salta Province of Argentina, and advancing exploration of its Niobio Niobium, Rare Earth Elements (REE) and Lithium Project in Brazil. At the Salta Project, Power executed a Joint Venture Agreement (JVA) for the development of the Rincon Project and a Binding Term Sheet (BTS) agreement for the development of the Pular Project during the quarter. It now has development agreements in place for the three main projects within the Salta Project – the Incahuasi, Rincon and Pular Projects – which cover the Salta Project’s total current JORC Mineral Resource base.

OPERATIONS

Salta Lithium Brine Project, Argentina

The Salta Lithium Project is 100%-owned by Power and is located in the Salta province in northwest Argentina. It is situated within the Lithium Triangle, the world’s leading lithium brine region. The Project consists of five salares (salt lakes) that sit within seven mining leases, over a total area of 147.07km² (Figure 1).

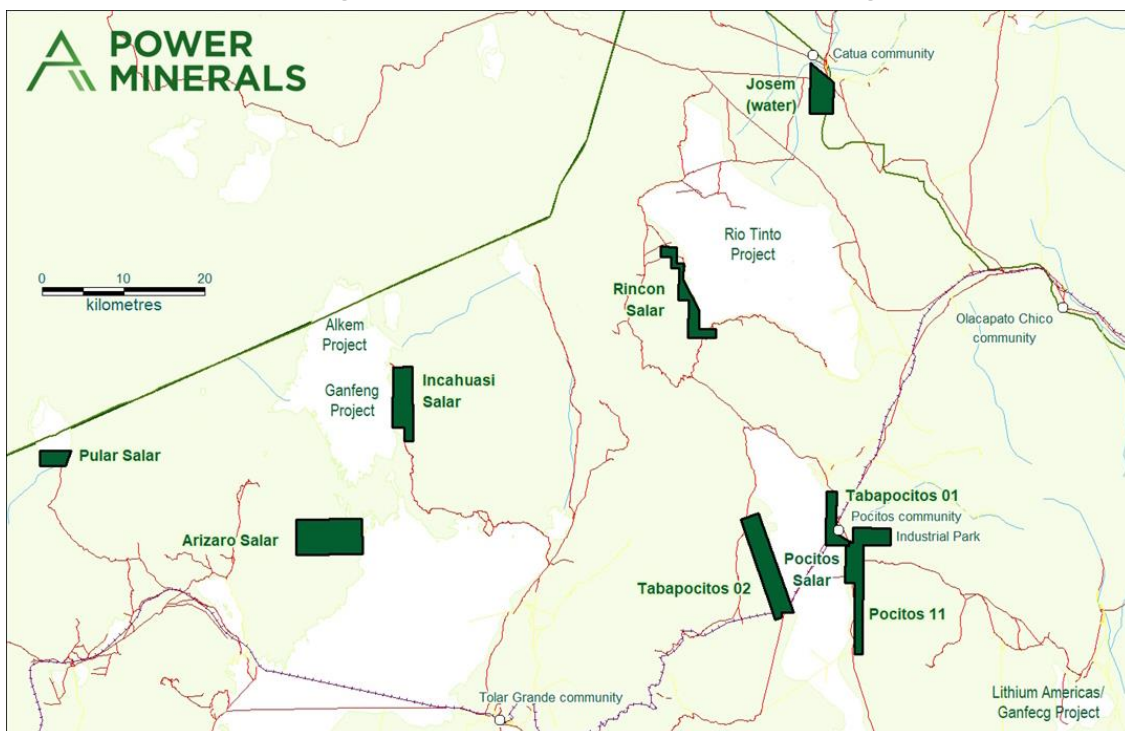


Figure 1: Salta Lithium Project location map, including the key Pular, Rincon and Incahuasi projects.

Salta Lithium Brine Project development strategy

Power is focused on the accelerated development of the assets within the Salta Lithium Project into potential, future lithium producing operations, and has executed a bespoke, project-specific strategy to develop the Project’s core assets; the Rincon, Incahuasi and Pular projects.

Acknowledging the different attributes and properties of each salar (project), Power has secured separate development partners for each of these key projects:

1. **Rincon Project** - Joint Venture Agreement with Navigate Energy Technology Limited (Navigate) and Repenergy Investment Private Limited (REP);
2. **Incahuasi Project** - Binding Term Sheet agreement with Summit Nanotech Corporation; and
3. **Pular Project** - Binding Term Sheet agreement with Zhejiang Hengli New Energy Co, Ltd (HengLi).

The execution of this project-specific development strategy has multiple benefits, which include:

- Enables Power to attract and secure the right development partner for each project, whose specific technology is best suited to the brines at each project;
- Easier to manage development timelines; each project is able to progress without potential delays that may present in a larger scale, project-wide operation;
- Lower and more manageable project funding and cost bases for each individual project compared to one large operation;
- Provides three separate development projects within the wider project area with outcomes not tied to success of developing a single, project-wide operation; and
- Provides an achievable development pathway for the Salta Project's core assets, and to deliver shareholder value.

The current status of agreements covering the core assets within the Salta Project is outlined in Table 1. Further details of Power's Salta Lithium Project development strategy are provided in ASX announcement of 9 October 2024.

Table 1: Current status of key project development agreements - Rincon, Incahuasi and Pular - within the Salta Lithium Project

Project	Partner	Agreement Status	Next Steps	Total Current JORC 2012 Mineral Resource [#]
Rincon	Navigate Energy Technology and Repenergy Investment Private	Joint Venture Agreement	Establish incorporated JV Entity under the signed incorporated JV Agreement (subject to satisfaction of conditions precedent)	144,700 Measured 12,400 Indicated 135,400 Inferred 292,564t TOTAL LCE
Incahuasi	Summit Nanotech	Binding Term Sheet (BTS)	<ul style="list-style-type: none"> • Pre-feasibility Study • Binding unincorporated JV Agreement under the signed BTS (subject to Pre-feasibility Study, pilot testing and a further US\$1M strategic investment in PNN) 	160,600 Measured 742,500 Indicated 14,200 Inferred 249,300t TOTAL LCE
Pular	Heng Li Technology	Binding Term Sheet	Binding incorporated JV Agreement (due diligence complete – JV being negotiated))	91,000 Measured 82,000 Inferred 173,000t TOTAL LCE

[#] Total current JORC 2012 Mineral Resource = Total current Measured, Indicated and Inferred Resources at each Project. Further details on the current Salta Mineral Resource are provided in ASX announcement dated 2 November 2023.

Minor discrepancies may occur due to rounding of values to significant digits. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Average lithium grade for the Total resource category are weighted averages.

Binding Funding and Development Agreement for Pular Lithium Project

Power entered into a BTS with lithium extraction technology provider HengLi for the development of the Pular Project at the Salta Lithium Project during the quarter (ASX announcement 11 July 2024).

Under the BTS, Power and HengLi undertook to negotiate and execute a formal Transaction Agreement in the form of an incorporated Joint Venture (Pular JV), designed to secure the development of the Pular Project into a lithium-producing operation utilising HengLi’s lithium extraction technology.

Subsequent to entering the BTS, the parties undertook a period of due diligence, which was successfully completed and reported (ASX announcement 10 October 2024). The parties now plan to negotiate and execute the proposed Transaction Agreement.

In addition to the development of the Pular Project, as part of the proposed Transaction Agreement, HengLi also proposes to purchase 100% of the lithium concentrate offtake, in the form of lithium chloride or lithium carbonate, produced from the Pular Project. Heng Li’s technology uses a combination of direct lithium extraction (DLE) and evaporation and has the ability to deliver cost, water and energy savings compared to DLE and evaporation methods.

Heng Li also agreed to invest US\$50,000 (AUD\$75,732.44) in Power via a share placement of 540,946 PNN shares at an issue price of AUD\$0.14 per share. Receipt of funds is expected imminently. The Pular Project is located on the Pular Salar in the northwest of Salta Province, Argentina (Figure 2).

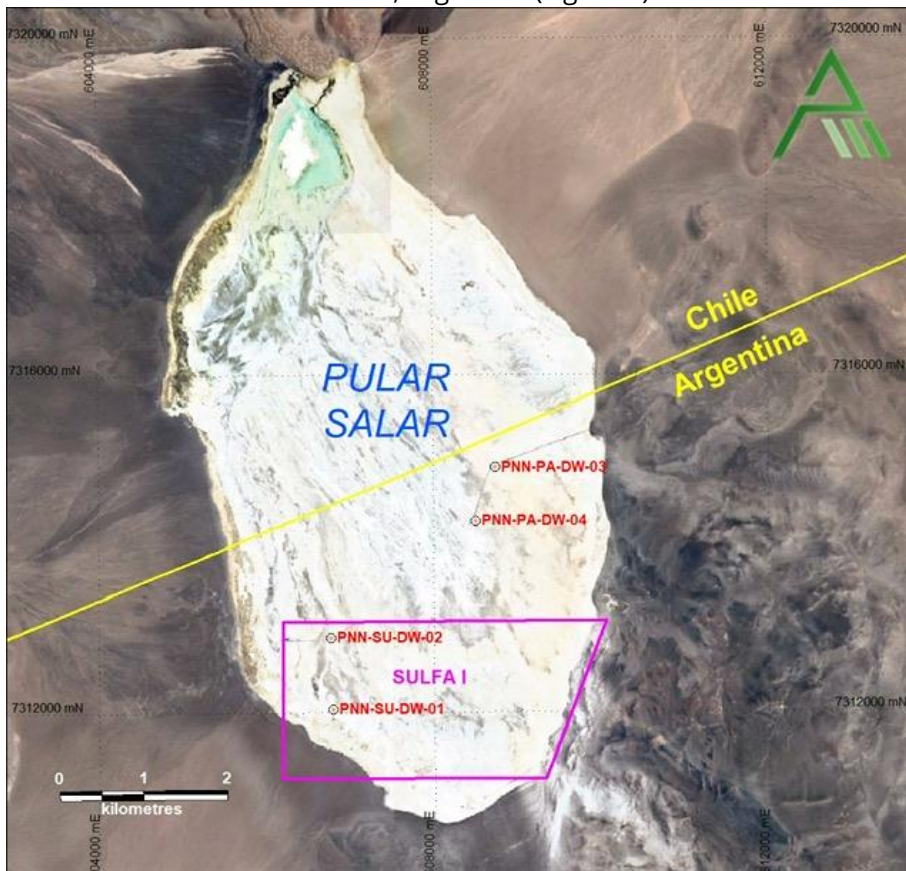


Figure 2: Pular Lithium Project location map.

The key terms of the proposed Transaction Agreement are outlined in ASX announcement of 10 October 2024. The final binding terms of the Transaction Agreement are subject to the negotiation and execution by the parties.

HengLi's lithium extraction technology

HENG LI has successfully deployed its lithium extraction technology in Qinghai and Tibet Provinces, China, producing 9,000 tons of lithium carbonate in aggregate per year since November 2021.

Its lithium enrichment and extraction technology has environmental advantages relative to membrane and adsorption technologies in that there is no waste discharge, and it operates under a closed extraction system utilising recycled water. It also has the potential to deliver cost, water and energy savings compared to DLE and evaporation methods for lithium extraction.

Joint Venture Agreement executed for development of the Rincon Project

During the quarter, Power executed an incorporated Joint Venture Agreement (JVA) for the development of the Rincon Project within the Company's Salta Lithium Project (ASX announcement 2 September 2024).

Power entered into a BTS and Convertible Loan Agreement (CLA) in relation to the development of the Rincon Project in the previous quarter (ASX announcement 17 May 2024). The parties to the BTS subsequently successfully completed due diligence in respect of the JVA, and executed the JVA. The BTS terminated on execution of the JVA.

The JVA is a multi-party agreement. The parties to the JVA are:

1. Power Minerals Ltd (Power) and its wholly owned Subsidiaries PepinNini Minerals International Pty Ltd (PMIPL) and Power Minerals Sociedad Anonima (PMSA);
2. Chinese entity Navigate Energy Technology Limited (Navigate), a wholly owned subsidiary of Chinese Entity Li Energy Technology Limited (Li Energy); and
3. Singaporean entity Repenergy Investment Private Limited (REP).

Under the JVA, the parties propose to collaborate to secure funding for the development and construction of the Rincon Project into a significant lithium-producing operation. The parties propose to undertake the following obligations under the JVA;

- REP will organise and procure financing for the Rincon Project, including financing for the manufacture and installation of plant, equipment and LCE plant. It will also be responsible for the organisation and management of construction and operation of the proposed DLE plant at Rincon. REP will manage all interactions between the participating investment parties and Power; and
- Navigate is the investor and party to the proposed Rincon JV (and will be the controlling shareholder), and will provide a US\$4 million direct equity investment into the Rincon JV Entity. It will provide the processing technologies, processing technique plus design scheme of plant and equipment planning for the proposed LCE plant.

Power will be responsible for;

- incorporating the Rincon JV Entity and transferring the Rincon Project to the Rincon JV Entity;
- supporting preliminary planning and supporting activities prior to the incorporation of the Rincon JV Entity;
- ensuring the Rincon Project permits are maintained in good standing and that all licensing arrangements needed for the operation of the Rincon JV Entity, and planned construction and production are in place; and
- co-ordination of community relations and for managing project infrastructure requirements including water, electricity and gas, and all related permits.

With the JVA now executed, the Rincon JV Entity will be established subject to a collaborative process to satisfy the following conditions precedent;

Overseas Direct Investment (ODI) approval by the Chinese government not later than 5 months following the signing of the JVA;

- Power incorporating the Rincon JV Entity within 3 months of the completion of ODI approval;
- Navigate contributing US\$4 million capital for a 59% interest in the share capital of the Rincon JV Entity;
- PMSA executing a deed of transfer to transfer the Rincon Project to the Rincon JV Entity, in return for a 41% interest in the share capital of the Rincon JV Entity. The shares will be held in the name of PMSA and PMIPL; and
- Power will grant Navigate a board nomination right to the Power Board.

Convertible Loan Agreement

Power entered into the CLA as per the terms set out in Power's ASX announcement of 17 May 2024. The terms of the CLA have been updated, and are outlined below;

Li Energy has been replaced by Navigate as a party to the CLA. The other parties to the CLA, being Power, Legendary Star Investment Asia Pte. Ltd. (LS) and REP remain unchanged.

The CLA provides for an initial investment into Power by LS in 2 tranches;

1. US\$500,000, received by Power 24 May 2024; and
2. US\$500,000, received by Power 20 September 2024.

Further details on the CLA are provided in ASX announcement of 2 September 2024.

Niobio Niobium, REE and Lithium Project, Brazil

Power completed the acquisition of the Niobio Niobium Project in Paraiba State, Brazil during the quarter, following the successful completion of due diligence. Completion of the acquisition came after Power announced an option to acquire the Project earlier in the quarter.

The Project comprises three permits and is considered highly prospective for niobium, REE and lithium. It is located immediately adjacent to, and contiguous to Summit Minerals' (ASX: SUM) Equador Niobium Project, which has returned sampling assay results of up to; **53.07% Nb₂O₅, 47.17% Ta₂O₅ and 24,760ppm (2.47%) partial rare earth oxides (PREO)** (SUM: ASX Announcement, 24 June 2024).

Project Acquisition Terms

Power entered a binding Heads of Agreement with Ita Iron Mineracao to acquire the Niobio Project. Power paid a \$30,000 upfront payment for an exclusive option over the Project, and conducted a period of due diligence. Key acquisition terms are;

- **Term:** 60-day due diligence period
- **Exclusivity/Option Fee:** \$30,000 upfront payment
- **Upon successful due diligence:** \$300,000 cash payment and \$270,000 in PNN shares (at a 20-day VWAP, escrowed for six months) will be paid to vendors as consideration for the full acquisition of the three licences that make up the Niobio Project.

Initial field work delivers high-grade niobium, tantalum and REE results

Power has commenced initial field work at the Niobio Project. To date, this has comprised sampling programs targeting different areas of the Project, which have returned high-grade results at multiple locations across the entire length of the Project (Figure 3).

The first phase of sampling targeted the southern extent of the project area, close to the southern boundary with SUM's Equador Project. Highlight results in this area included;

- 63.7% Nb₂O₅ and 9.5% Ta₂O₅ with 2354ppm partial REO
- 43.5% Ta₂O₅ and 17.5% Nb₂O₅ with 1062ppm partial REO
- 41.3% Nb₂O₅ and 11.99 % Ta₂O₅ with 1793 ppm partial REO
- 48.4% Nb₂O₅ and 6.3% Ta₂O₅ with 4975ppm partial REO

Note: Partial REO (rare earth oxide) includes only values available for La₂O₃, CeO₂, Pr₆O₁₁ and Nd₂O₃. Values for other REO are available but are qualitative only (simply confirming their presence) and can't be relied upon.

A further round of sampling was also completed during the quarter, which returned additional high-grade niobium, tantalum and REE results. These results were taken from three separate areas within the Niobio project area – in the central area of the Project, in the northern area and also near the northern boundary. Highlight results included;

- 40.9% Nb₂O₅ and 21.4% Ta₂O₅ in sample P0560/24
- 38.4% Ta₂O₅ and 11.7% Nb₂O₅ in sample P0561/24
- 30,040 ppm (3%) PREO in sample P0558/24
- 27,080 ppm (2.8%) PREO in sample P0556/24

Note: Partial REO includes only values available for La₂O₃, CeO₂, Pr₆O₁₁ and Nd₂O₃. Values for other REO are available but are qualitative only (simply confirming their presence) and can't be relied upon.

Figure 4 shows sample results reported at the Niobio Project to date by Power and samples reported by Summit Minerals at its Equador Project.

Further details of Power's initial sampling results at the Niobio Project are provided in ASX announcements of 28 August and 22 July 2024.

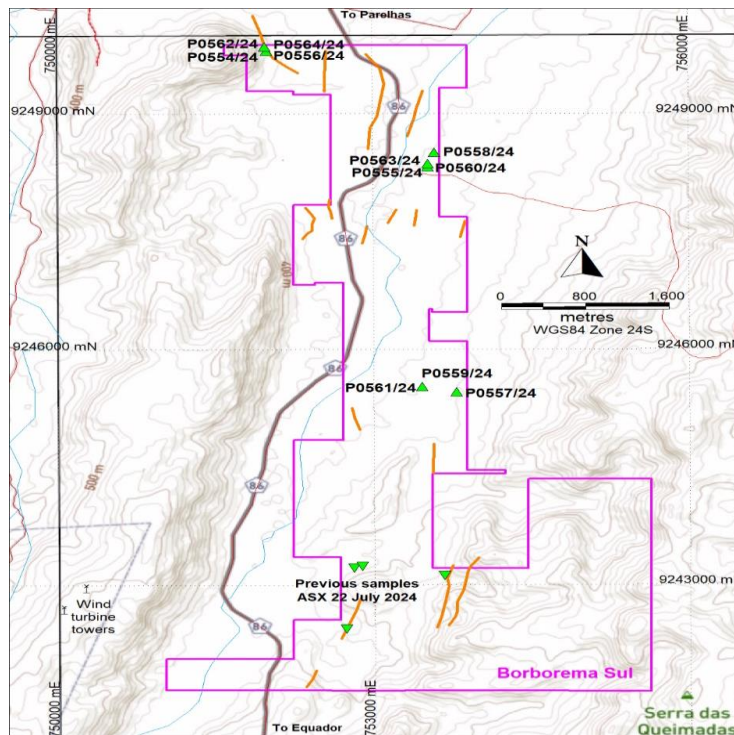


Figure 3: Niobio project location map showing sampling areas to date across the Project area.

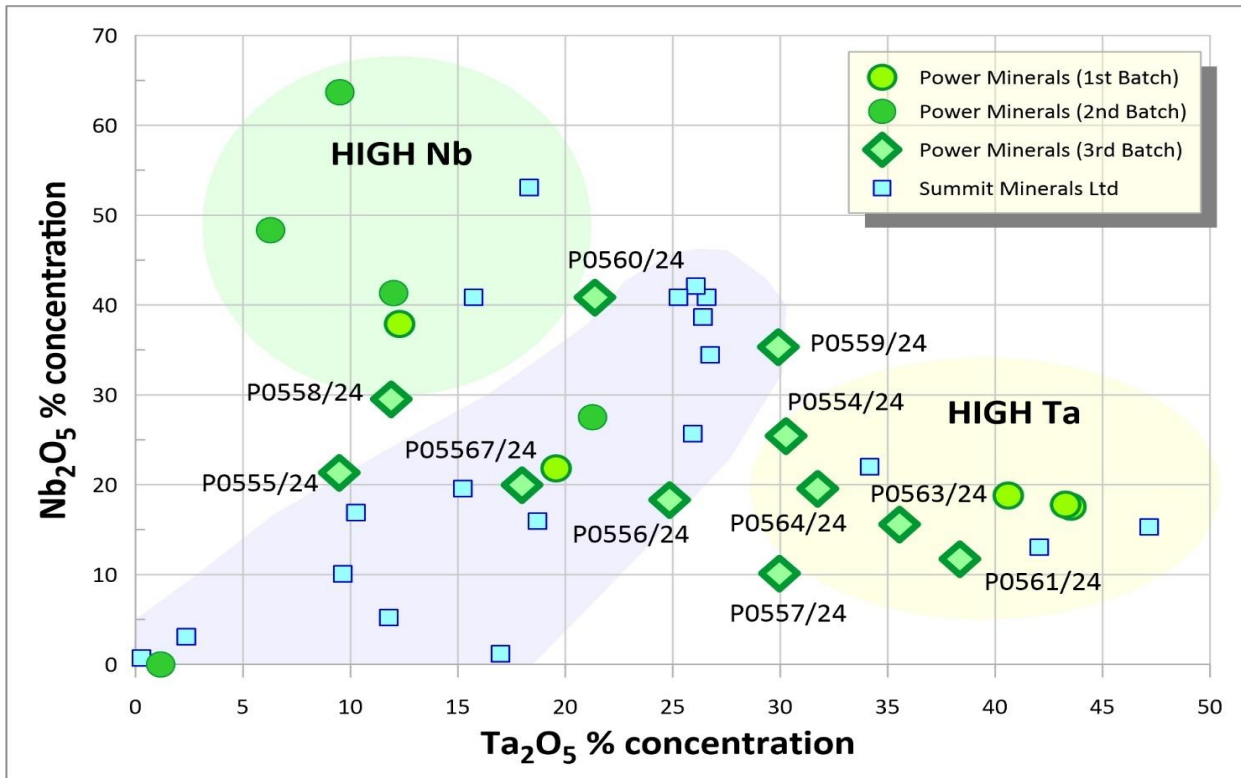


Figure 4: Results of samples reported to date by Power at the Niobio Project, and samples reported by Summit Minerals at its Equador Project, which is adjacent to the Niobio Project (ASX: SUM, ASX announcement 24 June 2024).

Power’s samples were collected with the same method as SUM used at its project. Power’s samples show very similar populations as the reported Summit samples, with examples of Nb-rich, Ta-rich and intermediate sub-groups as seen in the Summit project area.

LiDAR (Light Detection and Ranging) survey LiDAR survey identifies priority targets at Nióbio Project

The Company conducted a LiDAR (Light Detection and Ranging) survey over the Nióbio Project area during the quarter as part of its appraisal of the Project (Figure 5). The survey was successful and identified multiple high-quality exploration targets (ASX announcements 21 August and 1 October 2024).

The results of the LiDAR survey identified several linear topographic features that may represent previously unmapped pegmatite dykes and ground disturbances linked to historical artisanal mining (Figures 6 and 7). This mirrors the success of LiDAR surveys conducted at neighbouring projects, such as at Summit Minerals’ (ASX: SUM) Equador Project, which helped identify priority exploration targets.

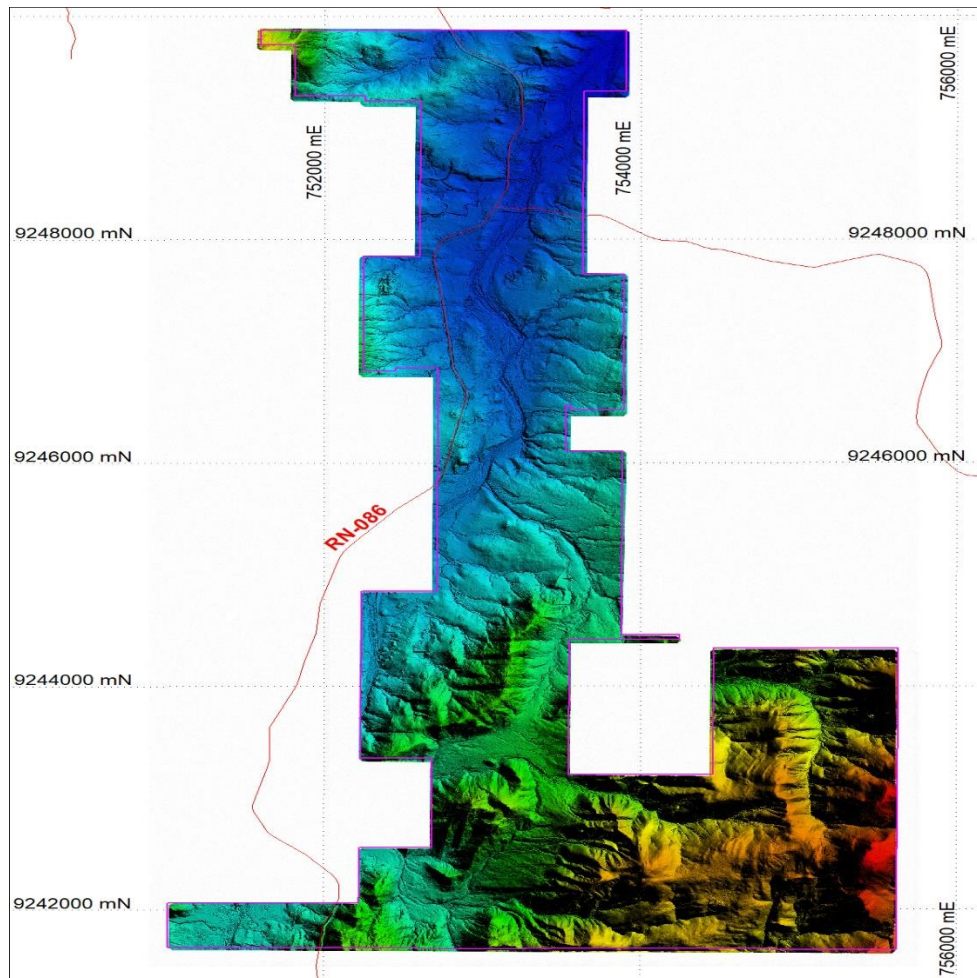


Figure 5: LiDAR image over Power's Nióbio Project in Brazil

LiDAR survey commentary

LiDAR is a cost effective optical remote-sensing technique that uses laser light to densely sample the earth's surface and is able to produce highly accurate measurements. It is designed to provide very high-resolution imagery to identify pegmatite trends and facilitate detailed mapping of the survey area.

Power's LiDAR survey also provided a detailed 3D topography image of the terrain including existing artisanal workings (Garimpeiros), which will further aid in mapping the pegmatite trends.

Pegmatite dykes often produce a linear line of outcrop (or thin long ridges) in the soil due to being more resistive to weathering and younger than host bedrock. A LiDAR survey may detect and map these linear features, even under vegetation. Each linear target may then be confirmed as pegmatite by on-ground assessment. Priority will be given to linear targets which appear to show evidence of ground disturbance by artisanal miners at the Project area, and these will be inspected and sampled for mineralisation.

For subtle linear features in deeper soil covered areas, auger drilling may be completed to confirm the presence of pegmatite outcrop covered by a thin layer of transported sediment and soil.

Further details on the outcomes of Power's LiDAR survey are provided in ASX announcement of 1 October 2024.

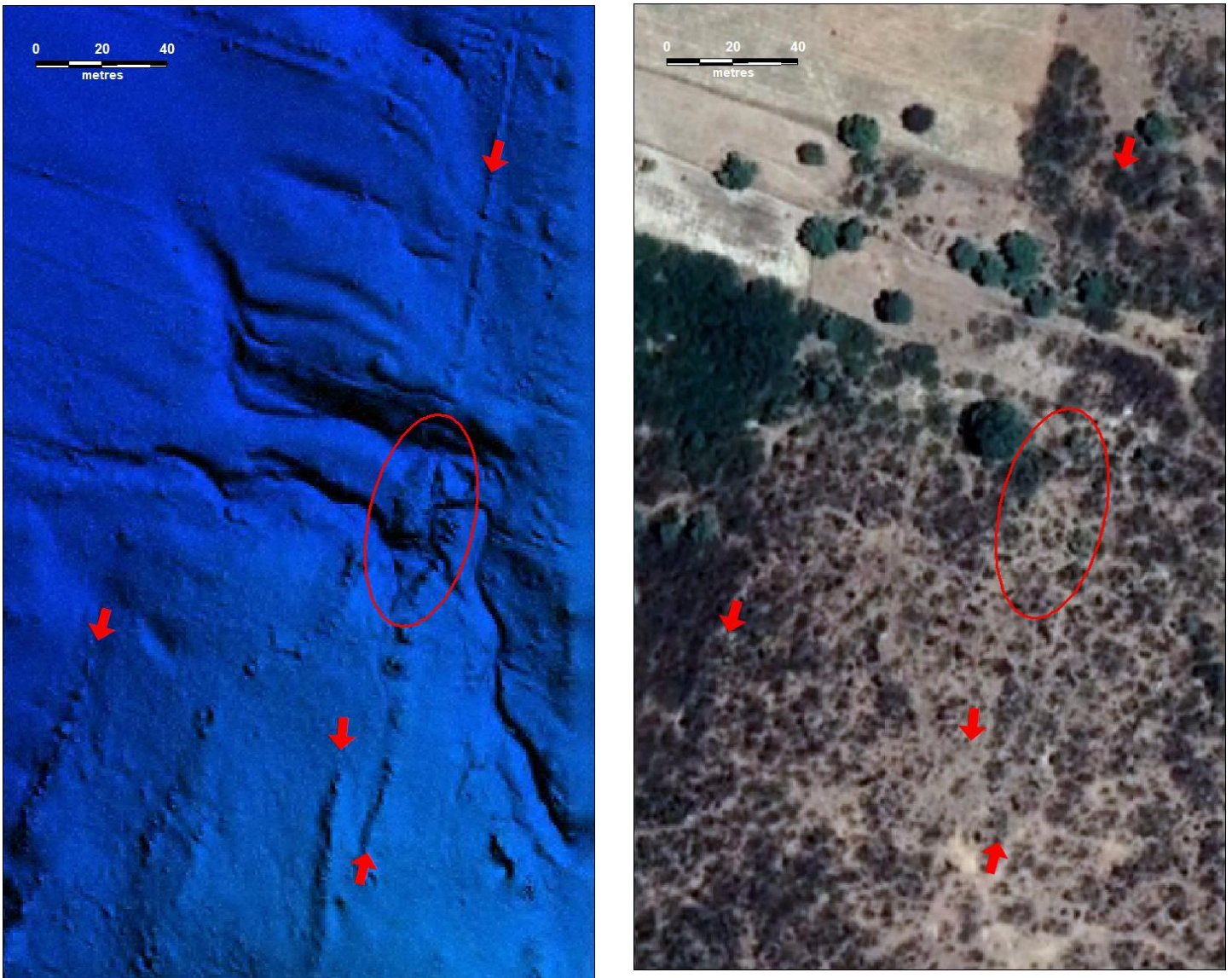


Figure 6: LiDAR image (left) showing possible pegmatite dyke outcrops and possible workings in creek, the same area is shown using Google Earth image on the right.

Next Steps at Niobio Project

Power will use the results from the LiDAR survey in conjunction with ongoing sampling programs to define and prioritise exploration targets. Ground disturbances identified by the LiDAR survey, particularly those believed to be linked to historical artisanal mining, will be assessed and sampled to confirm potential mineralisation. The Company will also focus on mapping the limits of transported alluvial material using the highly detailed topographic data from the LiDAR survey. This work forms part of Power's strategy to expedite exploration at the Nióbio Project, with the ultimate goal of delivering targets for a first-phase drilling program.

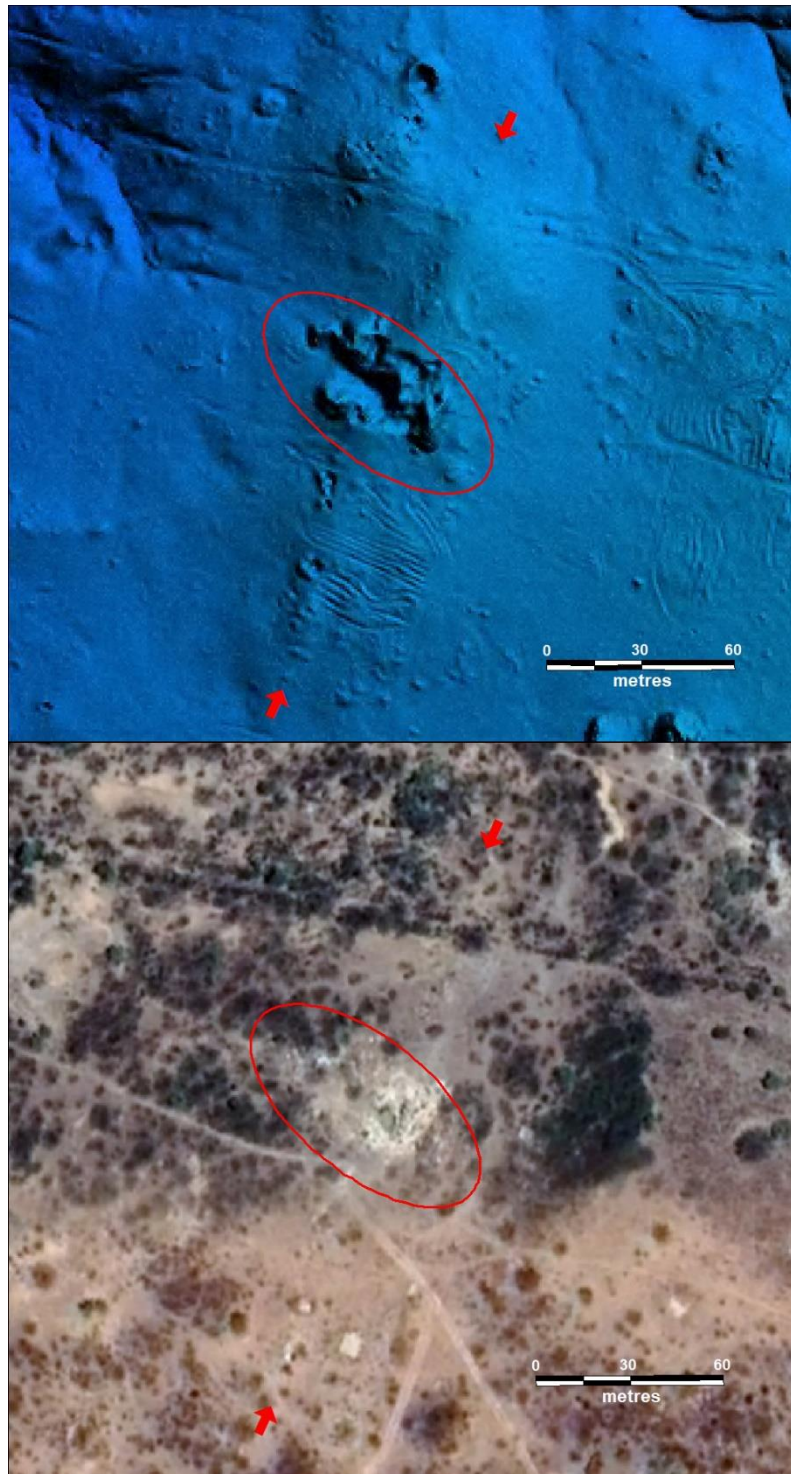


Figure 7: LiDAR image (top) showing possible trench across a possible pegmatite with image below showing the same area as a Google Earth image.

Option Agreement to expand Brazil project area

During the quarter, Power executed a Term Sheet for an exclusive option to expand its Brazilian project portfolio via the strategic acquisition of the Tântalo Project in Brazil (ASX announcement 25 September 2024). The Project is located immediately south of Power’s Nióbio Project (Figure 8). The acquisition would represent a major, material expansion of Power’s niobium, tantalum, REE and lithium-prospective ground position in Paraíba state, Brazil.

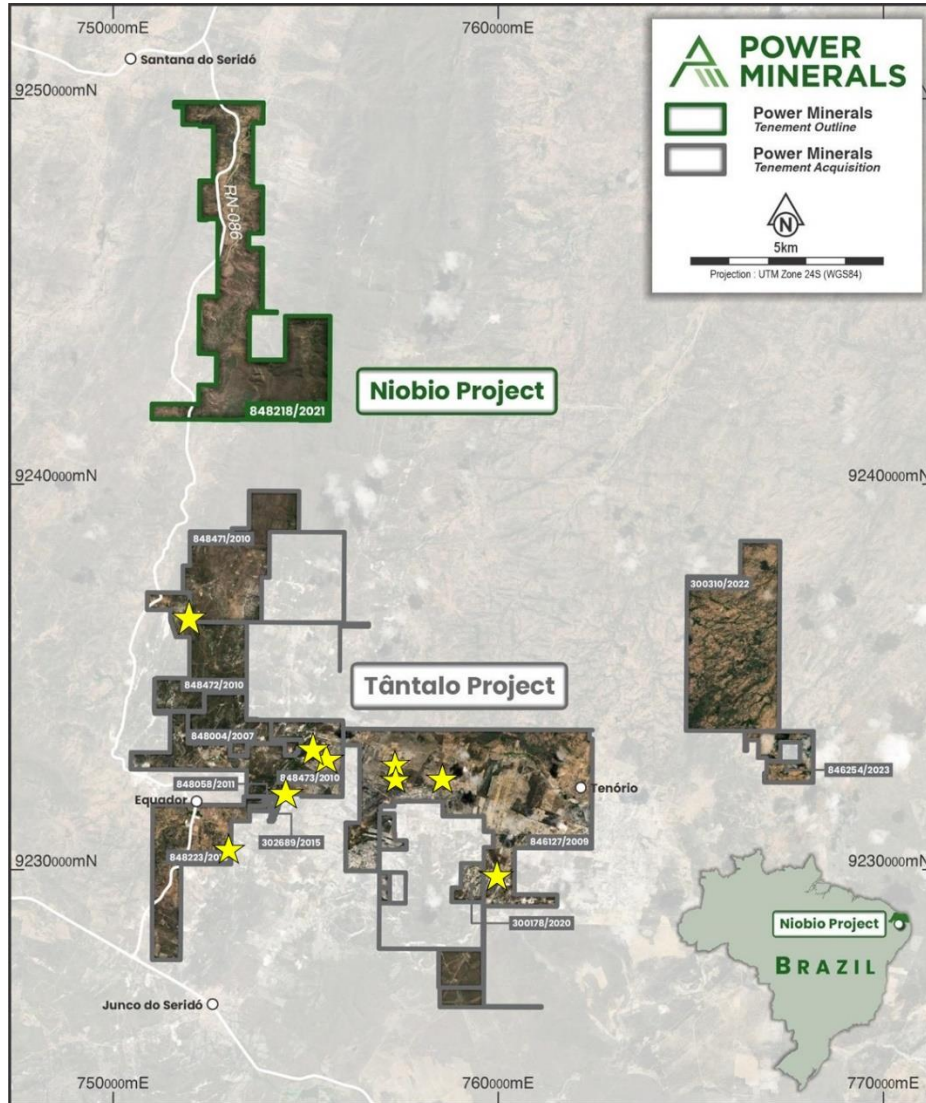


Figure 8: Project location map, showing the permits of the Tântalo Project located south of Power’s Nióbio Project. The yellow stars reference areas currently being operated by artisanal miners.

Tântalo Project background

The Tântalo Project consists of 12 granted permits covering 5,780.54 hectares (57.80km²). The permits include a number of Garimpo Licence titles, which provide a potentially easier and shorter approval pathway for the commencement of on-ground fieldwork, including drilling.

A simplified environmental licence called a "Licença de Operação para Pesquisa (LOP)" is required prior to the commencement of on-ground exploration work and drilling. This process is often accelerated when Garimpo Licence titles are in place.

This licence regime may potentially position Power to commence first-phase drilling at the Tântalo Project in the current calendar year (subject to exploration results). Artisanal miners are currently active on the Tântalo Project area (Figure 9).



Figure 9: Sub-surface artisanal mining area at the Tântalo Project.

Tântalo Project Acquisition Terms

Power has signed a Term Sheet for an exclusive Option with Brazilian company, Cooperativo dos Trabalhadores de Minerio e Agricultura de Equador e Serido (COOTMAES), to acquire the Tântalo Project. Power will make a non-refundable upfront payment of A\$50,000 for the Option over the Tântalo Project, and will then undertake a 60-day period of due diligence. Key terms of the Term Sheet include:

Term: 60-day due diligence period;

Exclusivity/Option Fee: A\$50,000 upfront payment from Power to COOTMAES;

Subsequent Payments: A\$150,000 to be paid by Power to COOTMAES at the six-month anniversary of executing the Term Sheet, with further payments of A\$150,000 to be paid every six months up to the three-year anniversary of executing the Term Sheet. At its sole discretion, Power may, at any time surrender its option right over the Tântalo Project, and would not be required to make any further payments from that time on;

Milestone Payment: A\$600,000 payment will be payable by Power to COOTMAES upon Power confirming and reporting a JORC 2012 Mineral Resource Estimate of 10Mt niobium (Nb) at a concentration of a minimum of 1% Nb as a result of Power's operations at the Tântalo Project area; and

Royalty: Power would also pay a Net Smelter Royalty (NSR) of 2% of the gross revenue generated from the sale of mineral product(s) as a result of Power's operations at the Project area.

COOTMAES may continue to carry out mining activities at the Project area during the Option period, but is not permitted to extract niobium, tantalum or lithium during this period. At the same time, Power can undertake its exploration activities at the Tântalo Project area.

In addition to its right to surrender its Option over the Tântalo Project at any time, Power may decide to exercise the Option to acquire the Tântalo Project area in its totality, or may decide to exercise the Option to acquire specific permit areas within the Tântalo Project area.

Waterlander niobium and REE prospective project, Western Australia

Power announced the strategic expansion of its project portfolio via the addition of the Waterlander Project (E80/6046) in the West Arunta province in the north-west of Western Australia in the previous quarter (ASX announcement 13 May 2024).

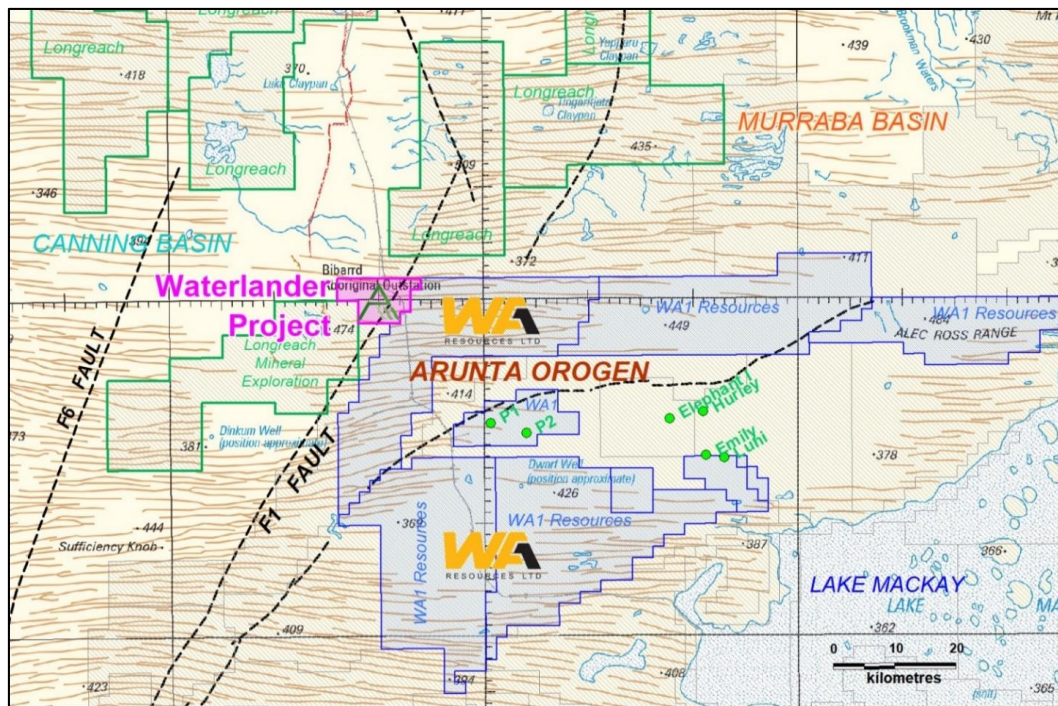


Figure 10: Waterlander Project (E80/6046) location on regional topographic map. Niobium-REE carbonatite targets shown in green circles (source: WA1 Resources and Encounter Resources ASX releases, 2023).

The Waterlander Project is considered prospective for niobium and REE is located immediately adjacent to WA1 Resources’ (ASX: WA1) world-class Luni niobium discovery at its West Arunta Project (Figure 10), approximately 420km south of Halls Creek. The Project expands Power’s REE and niobium footprint, and provides it with an exciting opportunity to secure an early entry to an emerging world-class niobium province.

E80/6046 is under application, and once the licence is granted, Power proposes to commence targeted field work designed to define drill targets (subject to exploration results). Initial planned activities include ground gravity surveys and geophysical (passive seismic) surveys, designed to identify drill targets associated with magnetic features within the Project area. Detailed magnetic surveys are also planned to assist in mapping concealed basement lithology.

Eyre Peninsula Kaolin-Halloysite Project, South Australia

The Eyre Peninsula Project consists of four Exploration Licences (EL6677, EL6681, EL6689 and EL6961) covering a total area of 1,860km². It is strategically located adjacent to Andromeda Metals' (ASX: ADN) Kaolin-Halloysite projects on the western side of the Eyre Peninsula.

The Company has previously reported high-grade REE results from its drilling programs at the Eyre Peninsula Project. The most recent drilling results were provided in ASX announcement of 2 February 2024.

Musgrave Nickel-Copper-Cobalt Project, South Australia

The Musgrave Project comprises two Exploration Licences and eight Exploration Licence Applications (ELAs) held, or under farm-in, by wholly-owned Power subsidiary, NiCul Minerals Ltd. The Project covers 14,003km² within the Anangu Pitjantjatjara Yankunytjatjara (APY) Lands, in the Musgrave Province of north-west South Australia.

The priority target at the Project is the Pink Slipper geophysical anomaly, which is part of a Farm-in and Joint Venture Agreement (FJVA) with Rio Tinto Exploration Pty Ltd (a wholly owned subsidiary of Rio Tinto Ltd) covering four ELAs. Pursuant to the FJVA with Rio Tinto Exploration, Power has the right to earn a 51% equity in the four FJVA ELAs by progressing the Pink Slipper ELA to grant and meeting certain farm- in expenditure obligations.

Santa Ines Copper-Gold Project, Argentina

Power executed a binding sale and purchase agreement (Agreement) with Fuyang Mingjin New Energy Development Co., Ltd (Mingjin) for the sale of the Santa Ines Project for an all-cash consideration of A\$1.5 million (ASX announcement, 16 May 2023).

As previously reported, Mingjin has completed its due diligence process, and regulatory steps in China required to complete the transaction continued to be progressed towards completion.

CORPORATE

South American experienced Non-Executive Director appointed

During the quarter the Company announced the appointment of Caue (Paul) Araujo as a Non Executive Director, effective as of 1 October 2024 (ASX announcement 26 September 2024). Mr. Araujo is a qualified Australian-Brazilian geologist and an experienced mining industry professional, with more than 20 years' experience across the natural resources sector.

He has held senior leadership roles at ASX-listed exploration companies and global advisory firms. His expertise encompass geology, exploration, mining, project evaluations/valuations, business development, and technical and commercial leadership.

Mr. Araujo is a member of the Australasian Institute of Mining & Metallurgy (MAusIMM), the Australian Institute of Company Directors (MAICD) and has an MBA (Project Management, Business and Finance) from Ibmecc University, Brazil. He has dual citizenship (Brazil/Australia) and speaks fluent English and Portuguese, with basic level of Spanish.

Change of Company Secretary

Post the end of the quarter, Power appointed David McEntaggart as Company Secretary following the resignation of Jay Stephenson (ASX announcement 22 October 2024). Mr McEntaggart is a Chartered Accountant and member of the Governance Institute of Australia (Chartered Secretary), with more than 15 years' experience in the resources sector and accounting profession. He provides services to several ASX-listed companies, specialising in corporate compliance and financial accounting.

The Board thanks Mr Stephenson for his efforts and wishes him well in his future endeavours.

For the purposes of ASX Listing Rule 12.6, David McEntaggart will be the person responsible for communication between the Company and ASX.

\$2.4m Placement to advance South America exploration

The Company received firm commitments to raise \$2.4 million in a Share Placement to sophisticated and professional investors during the quarter (ASX announcement 8 July 2024). Power Managing Director Mena Habib subscribed for \$50,000 worth of shares in the Placement.

The funds raised will be predominantly used to accelerate exploration and development of Power's South American assets, including its Niobio Project in Brazil.

Under the Placement Power issued approximately 17,142,858 fully paid ordinary shares at a price of \$0.14 per share using its placement capacity under ASX Listing Rules 7.1 and 7.1A. The issue price represented a ~10% discount to Power's five-day VWAP of \$0.156 per share and a ~1% discount to the 15-day VWAP of \$0.142 per share.

The Company also issued 17,142,858 attaching options exercisable at \$0.30 expiring on 05 June 2029 to participating investors on a one-for-one basis. Included in the Placement Shares and Attaching Options are 357,142 shares and 357,142 options to managing director, Mena Habib. The issue of options to participating investors and to the Company's managing director were subject to shareholder approval which was granted at a General Meeting of shareholders held on 24 September 2024 .

Boutique capital management firm Peak Asset Management were Joint Lead Managers to the Placement with Sydney-based GBA Capital.

Power to appoint receiver over Ultra Lithium debt

During the quarter, Power announced that it was commencing the process to appoint a receiver to Ultra Lithium Inc. (TSXV: ULT) (Ultra Lithium) to recover the full amounts outstanding under a convertible loan agreement (CLA) between the two companies (original CLA ASX announcement 16 May 2023).

Power has appointed Hall Chadwick in Western Australia as a key advisor to manage the debt recovery process. Hall Chadwick will assist with engaging Canadian-based insolvency firms to appoint a receiver to Ultra Lithium and recover the debt. When appointed, the receiver may exercise Power's CLA rights to either enforce the securities interests by sale of Ultra Lithium's assets or convert the debt into Ultra Lithium shares.

Power remains open to a settlement of the amounts outstanding under the CLA prior to the receivership process commencing. Power also remains committed to ensuring that its rights under the CLA and the associated securities interests are maintained and enforced.

Background

Power Minerals and Ultra Lithium entered into a binding term sheet on 11 May 2023 (BTS) which contemplated the entry into the CLA. Power attempted to complete the BTS transaction, however as per PNN ASX announcement dated 19 July 2023, Power confirmed that it had identified key matters of concern, which, in conjunction with Ultra Lithium's lack of substantive engagement in respect of the BTS transaction, had caused serious concerns as to whether the BTS transaction would complete.

Under the CLA, Power advanced an interest-bearing loan of AUD \$1.13 million to Ultra Lithium on 12 May 2023. The loan, together with accrued interest, was repayable on demand by Power by the issue of shares in Ultra Lithium Inc. or in cash at any time after 30 June 2024. On 25 October 2023, Power received a part payment of AUD \$150,000 under the CLA. The balance of the loan amount plus accruing interest has continued to remain unpaid. As such, Power initiated steps to secure the full repayment of the amounts outstanding under the CLA.

On 1 July 2024, Power issued a **Cash Notice** to Ultra Lithium under the CLA demanding that Ultra Lithium repay the full amount due as at 30 June 2024, being AUD \$1,098,246, within 10 business days of receipt of the Cash Notice. Failure to pay within this timeframe would constitute a default under the CLA and would allow Power to initiate enforcement actions to recover the debt, including by enforcing the security interests held against Ultra Lithium's Argentinian and Canadian mineral projects (ASX announcement 1 July 2024). Ultra Lithium did not repay the amount outstanding under the CLA within the 10-business day period.

On 17 July 2024 Power issued a **Default Notice** to Ultra Lithium for the full repayment of the amounts outstanding under the CLA at the date of the Default Notice, being an amount of AUD \$1,102,542, which included interest of AUD \$4,295.89 accrued from 1 July 2024 to 16 July 2024.

Under the Default Notice, Ultra Lithium was formally notified that it was in default under the CLA and outlined Power's rights generally to recover the debt, enforce the security interests held against Ultra Lithium's Argentinian and Canadian mineral projects and be indemnified against any loss and damage arising from enforcement actions (ASX announcement 17 July 2024).

As at the date of this release, the residual debt remains unpaid.

Cash Position

The Company maintained a strong cash position of \$1.405 million as at 30 September 2024.

ASX Listing Rule Information

The Company provides the following information pursuant to ASX Listing Rule requirements:

- ASX Listing Rule 5.3.1 - Approximately A\$0.573 million was spent on exploration expenditure during the quarter, primarily relating to the Brazil Niobio Niobium, REE and Lithium Project and the Salta Lithium Brine Project.
- ASX Listing Rule 5.3.2: Mining production and development activity expenditure for the quarter was nil and there were no substantive mining exploration activities for the quarter.
- The aggregate amount of payments to related parties and their associates included in the September Quarter cash flows, as per Item 6.1 from the Appendix 5B from operating activities was A\$59k director salaries, superannuation and consultancy fees and the total amount paid to related parties and their associates, as per Item 6.2 from the Appendix 5B from investing activities was A\$50k comprising director salaries, superannuation and consultancy fees.

Authorised for release by the Board of Power Minerals Limited.

-ENDS-

For further information please contact:

Power Minerals Limited

E: admin@powerminerals.com.au T: +61 8 6385 2299

Additional information is available at www.powerminerals.com.au

About Power Minerals Limited

Power Minerals Limited is an ASX-listed exploration and development company. We are committed to the development of our lithium assets in Argentina into significant lithium producing operations, the exploration of the Lítio Niobium Project in Brazil and delivering value from our non-core Australian assets.

Tenement Schedules
Australia

Project	Tenement	Name	Type	Granted	Area km ²	Power Interest	Title Holder	Expiry
South Australia								
Musgrave	EL6597	Mt Harcus	Exploration Licence	25/10/2020	1607	100	NiCul	24/10/2025
Musgrave	EL6148	Mt Caroline	Exploration Licence	25/02/2018	1918	100	NiCul	24/02/2029
Musgrave	ELA1996/0118	Anerinna Hills	Licence Application		2415	100	NiCul	
Musgrave	ELA1996/0185	Willugudinna	Licence Application		823	100	NiCul	
Musgrave	ELA2009/0367	Mt Caroline West	Licence Application		46	100	NiCul	
Musgrave	ELA2009/0368	Hanging Knoll	Licence Application		34	100	NiCul	
Musgrave	ELA2015/0189	Katalina	Licence Application		2360	100	NiCul	
Musgrave	ELA2015/0190	Mt Agnes	Licence Application		1342	100	NiCul	
Musgrave	ELA2015/0191	Krewinkel Hill	Licence Application		1256	100	NiCul	
Musgrave	ELA2015/0197	Ironwood Bore	Licence Application		2202	100	NiCul	
Musgrave	ELA2015/0211	Tjintalka	Licence Application		184	Earning 51%	Rio Tinto	
Musgrave	ELA2015/0212	Kapura	Licence Application		160	Earning 51%	Rio Tinto	
Musgrave	ELA2015/0213	Jalukana	Licence Application		234	Earning 51%	Rio Tinto	
Musgrave	ELA2015/0214	Tjalukana	Licence Application		37	Earning 51%	Rio Tinto	
Eyre	EL6689	Kapinnie	Exploration Licence	1/11/2021	548	80	PNK	31/10/2027
Eyre	EL6681	Cungena	Exploration Licence	1/10/2021	581	80	PNK	30/09/2027
Eyre	EL6677	Yeelanna	Exploration Licence	24/09/2021	284	100	PRC	23/09/2027
Eyre	EL6961	Whichelby	Exploration Licence	18/12/2023	447	100	PRC	17/12/2029
Western Australia								
Arunta West	E80/6046	Waterlander	Licence Application		76.2	100	PPR	
	Total				19			
					16,554			

Argentina								
Project	Tenement	Name	Type	Granted	Area Ha	Power Interest	Title Holder	
Salta Metals								
Santa Ines Cu-Au	1201	Mina Santa Ines	Mina	20/09/2011	18	100	SIC SA	Perpetual
Santa Ines Cu-Au	22074	Santa Ines VIII	Mina	28/08/2014	3000	100	SIC SA	Perpetual
Santa Ines Cu-Au	22373	Santa Ines XII	Mina	30/11/2015	2609	100	SIC SA	Perpetual
Santa Ines Cu-Au	22372	Santa Ines XIII	Mina	9/09/2015	514	100	SIC SA	Perpetual
					6141	Subtotal		
Salta Lithium Brine								
Salar de Pular	19188	Sulfa 1	Mina	30/06/2016	657	100	PNN SA	Perpetual
Salar del Rincon	19565	Villanovena 1	Mina	22/10/2016	1586	100	PNN SA	Perpetual
Salar del Rincon	20088	Josem	Mina	4/01/2010	1415	Option to 100%	Rodrigo Castaneda Nordmann	Perpetual
Salar Pocitos	20017	Tabapocitos 02	Mina	25/10/2016	2970	100	PNN SA	Perpetual
Salar Pocitos	19565	Tabapocitos 01	Mina	14/05/2021	994	100	PNN SA	Perpetual
Salar Pocitos	22741	Pocitos 11	Mina	18/08/2017	3000	100	PNN SA	Perpetual
Salar de Arizaro	19607	La Maderita	Mina	21/05/2020	3000	100	PNN SA	Perpetual
Incahuasi Salar	20545	Sisifo	Mina	29/04/2019	2000	100	PNN SA	Perpetual
					15622	Subtotal		
	Total		11		21,763			
Brazil								
Project	Tenement	Name	Type	Granted	Area Ha	Power Interest	Title	
Ltlio Nb-Ta	848.218/2021	Borborema Sul	Permit	27/12/2021	1560	Option to 100%	ITA Iron	26/12/2024
Ltlio Nb-Ta	846.244/2021	Borborema Central	Permit	11/05/2022	328	Option to 100%	ITA Iron	10/05/2025
Ltlio Nb-Ta	848.219/2021	Borborema Norte	Permit	8/10/2021	821	Option to 100%	ITA Iron	7/10/2024
	Total		3		2,709			

Note: The Ltio Nb-Ta Borborema tenure is held by Adelong Gold Limited on bare trust, pending retransfer to the Company following the incorporation of the Company's Brazilian project entity. Renewal for Permit 848.219/2021 (Borborema Norte) has been lodged.

No mining tenement interests were acquired during the quarter.

No mining tenement interests were relinquished during the quarter.

Competent Persons Statement

The information in this document that relates to the kaolin and Santa Ines projects has been prepared with information compiled by Steven Cooper, FAusIMM. Mr Steven Cooper is the Australian Exploration Manager and is a full-time employee of the Company. Mr Steven Cooper has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Steven Cooper consents to the inclusion in the announcement of the matters based on his information in the form and context in which it appears.

The information contained herein that relates to the lithium brine laboratory test work and study development related activities have been directed by Mr. Marcelo Bravo. Mr. Bravo is Chemical Engineer and managing partner of Ad-Infinitem Spa. with over 25 years of working experience and he is a Member of the Chilean Mining Commission (register 0412) and has sufficient experience which is relevant to the activity which they are undertaking to qualify as a Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Bravo consents to the inclusion of his name in the matters based on the information in the form and context in which it appears.

This announcement regarding the Salta Lithium project has been prepared with information compiled by Marcela Casini, MAusIMM. Marcela Casini is an experienced and highly qualified hydrologist working with PNN Argentina. She has sufficient experience relevant to the style of mineralisation and type of deposit under consideration 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". Marcela Casini consents to the inclusion in the report of the matters based on her information in the form and context in which it appears.

Forward looking Statements

This announcement contains 'forward-looking information' that is based on the Company's expectations, estimates and projections as of the date on which the statements were made. This forward-looking information includes, among other things, statements with respect to the Company's business strategy, plans, development, objectives, performance, outlook, growth, cash flow, projections, targets and expectations, mineral reserves and resources, results of exploration and related expenses. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as 'outlook', 'anticipate', 'project', 'target', 'potential', 'likely', 'believe', 'estimate', 'expect', 'intend', 'may', 'would', 'could', 'should', 'scheduled', 'will', 'plan', 'forecast', 'evolve' and similar expressions. Persons reading this announcement are cautioned that such statements are only predictions, and that the Company's actual future results or performance may be materially different. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information.

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

Power Minerals Limited

ABN

55 101 714 989

Quarter ended ("current quarter")

30 September 2024

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (3 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	1	1
1.2 Payments for		
(a) exploration & evaluation		
(b) development		
(c) production		
(d) staff costs	(171)	(171)
(e) administration and corporate costs	(572)	(572)
1.3 Dividends received (see note 3)		
1.4 Interest received	6	6
1.5 Interest and other costs of finance paid	(8)	(8)
1.6 Income taxes paid		
1.7 Government grants and tax incentives		
1.8 Other (provide details if material)		
1.9 Net cash from / (used in) operating activities	(744)	(744)

2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities		
(b) tenements	(300)	(300)
(c) property, plant and equipment		
(d) exploration & evaluation	(573)	(573)
(e) investments		
(f) other non-current assets		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities		
	(b) tenements		
	(c) property, plant and equipment		
	(d) investments		
	(e) other non-current assets		
2.3	Cash flows from loans to other entities		
2.4	Dividends received (see note 3)		
2.5	Other (provide details if material) (cash gains on converting USD to Argentinian Pesos. Based on the official rate converted at the market rate)	22	22
2.6	Net cash from / (used in) investing activities	(851)	(851)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	2,450	2,450
3.2	Proceeds from issue of convertible debt securities	733	733
3.3	Proceeds from exercise of options		
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(205)	(205)
3.5	Proceeds from borrowings		
3.6	Repayment of borrowings	(450)	(450)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	Net cash from / (used in) financing activities	2,528	2,528

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	473	473
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(744)	(744)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(851)	(851)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	2,528	2,528

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	(1)	(1)
4.6	Cash and cash equivalents at end of period	1,405	1,405

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	1,405	473
5.2	Call deposits		
5.3	Bank overdrafts		
5.4	Other (provide details)		
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1,405	473

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	59
6.2	Aggregate amount of payments to related parties and their associates included in item 2	50

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7. Financing facilities	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
<i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>		
7.1 Loan facilities	1,000	-
7.2 Credit standby arrangements		
7.3 Other (please specify)		
7.4 Total financing facilities	1,000	-
7.5 Unused financing facilities available at quarter end		1,000
7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		
The Company secured a \$1 million funding facility (ASX Announcement 25 January 2024). This is a loan from the managing director, Mena Habib. The unsecured loan is for 12 months and repayment of the loan will be due in full at this time. The interest payable is at a rate of 5% per annum and will be capitalised and payable at this time.		

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (item 1.9)	(744)
8.2 (Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	(573)
8.3 Total relevant outgoings (item 8.1 + item 8.2)	(1,317)
8.4 Cash and cash equivalents at quarter end (item 4.6)	1,405
8.5 Unused finance facilities available at quarter end (item 7.5)	1,000
8.6 Total available funding (item 8.4 + item 8.5)	2,405
8.7 Estimated quarters of funding available (item 8.6 divided by item 8.3)	1.8
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>	
8.8 If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1 Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: The entity expects that it will continue to have this level of net operating cash flows for the time being.	

8.8.2 Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: The Company is due to receive US\$50,000 (AUD \$75,732) from Zhejiang Hengli New Energy Co for shares to be issued under the terms of a binding term sheet, refer to ASX Announcement 11 July 2024.

The Company received \$3.125M in October 2023 for the strategic share placement to Summit Nanotech Corporation (Summit). Refer to ASX Announcement 14 August 2023, shareholder approval on 26 October 2023, and ASX Announcement 31 October 2023. The company is due to receive an additional USD\$1M for the second tranche of the strategic investment for the funding and development of the Incahuasi project by 9 February 2025.

The Company is due to receive \$1.5M cash before costs for the sale of the Company's non-core Santa Ines Copper Gold project to Fuyang Mingjin New Energy Development Co. Ltd. The Company expects to receive this during the December 2024 quarter.

The Company is owed \$980,000 principal plus interest from Ultra Lithium Inc for a loan advanced to them in May 2023, refer to ASX Announcement 16 May 2023. The Company has issued a default notice and is considering enforcement options to facilitate Ultra repaying the loan plus interest.

The Company also has the ability to raise funds through equity placements if and as required and expects to be successful based on previous capital raisings.

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: The entity expects that it will be able to continue its operations and to meet its business objectives for the reasons noted in 8.8.2 above.

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

31 October 2024

Date:

The Board

Authorised by:
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.