



ANNUAL REPORT 30 JUNE 2019

FIJI

Figure 1 – Tenement Location Map



Table of Contents

Chairman's Message	1
Directors' Report	3
Auditor's Independence Declaration	30
Corporate Governance Statement	31
Consolidated Statement of Profit or Loss and Other Comprehensive Income	32
Consolidated Statement of Financial Position	33
Consolidated Statement of Changes in Equity.....	34
Consolidated Statement of Cash Flows	35
Notes to the Consolidated Financial Statements.....	36
Directors' Declaration.....	65
Independent Auditor's Report.....	66
ASX Additional Information	69
Corporate Directory	72

Chairman's Message

Dear Shareholder

I am pleased to present the Annual Report of Dome Gold Mines Limited for the year ended 30 June 2019.

Over the past twelve months the principal focus of Dome's activities has been the Sigatoka Ironsand Project, where the signing of a contract with Brisbane-based IHC Robbins in December, 2018, has led to the commencement of a definitive feasibility study for development of Sigatoka as a multi-product sand mining operation.

The definitive feasibility study ("DFS") is being conducted in stages, with the results of each stage guiding the emphasis of the work that follows. To begin with, three bulk samples of sand from Sigatoka, each amounting to about 850kg, were collected in the field and then shipped to IHC Robbins' facilities in Brisbane. These three samples came respectively from the Sigatoka River, the foreshore and the Koroua Island resource areas. At IHC Robbins each sample in turn was subjected to a systematic pilot plant metallurgical test work programme, aimed at identifying the main constituents and their variability across the different resource areas, while assessing the potential to produce commercial products from that material. At the same time, various options for future development were considered, including the optimal scale of production, the suitability of different mining methods and the possible economics of each case.

Results from this work to date have been most encouraging. The main constituents of each sample are quartz and acid igneous lithic fragments, with subordinate basic igneous fragments and sedimentary rock fragments. There is some variation in the proportions of these components between river, foreshore and island sources but not so much as to require different processing methods. Deleterious components are minimal or absent and the slime content is low in each case. Importantly, it is becoming clear that the application of a simple sand processing flowsheet, involving washing, size grading, gravity and magnetic separation, is able to generate commercial grade products. These include magnetite (iron ore), as well as high quality industrial sand and gravel products that would comply with Australian standards. In particular, each processed sand product meets Australian standards for fine aggregate in terms of particle size and alkali-silica reactivity. Together these products seem capable of forming the basis of a sand mining operation that would have robust economics and continue for a long period.

The DFS work so far has indicated that the best development option is likely to involve staged development, beginning with sand mining in the foreshore area using specialised sand pumps, such as those manufactured by IHC Robbins' parent company, Royal IHC of The Netherlands. This approach would minimise initial capital requirements, have a low environmental impact and lead to rapid generation of significant cash flow. The products from such an operation would include a magnetite concentrate for export and substantial quantities of industrial sand for which there is a ready market in Fiji. The relative quantities of these and other possible products will be determined more precisely as the DFS continues and will be driven by the actual make-up of the resource that is mined in the first operational stage.

Dome has identified a strong demand for industrial sand in other parts of the Pacific Basin, especially in Asia, and we believe that our product would easily meet the quality requirements of those markets. The expectation, therefore, is that the Sigatoka project would expand production fairly rapidly as those export markets are captured and regular supply lines are set up. This could lead to a trebling of initial production within three years of commencement of mining, with commensurate increase in the cash flow generated and an increase in profit margins as economies of scale are realised.

Substantial DFS work remains to be done, including defining the process flowsheet in detail, specifying and selecting the equipment needed for mining and processing, site planning and establishing personnel requirements. The existing environmental study will also need to be updated and fine-tuned to the specifics of the proposed mining operation. That work will take another six to nine months and we must be patient as these critical, behind-the-scene studies are carried out.

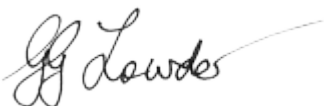
Chairman's Message

Elsewhere, Dome's exploration activities in Fiji over the past year have been low-key, recognising the importance of advancing our flagship project at Sigatoka as rapidly as possible. At Nadrau, a substantial quantity of valuable data from past exploration activity by other companies has been identified, analysed and compiled into our exiting database. Those earlier results strongly support our belief in the potential for discovery of a major copper-gold deposit, of porphyry type, in this area. Further work at Nadrau will take place in the coming year but the project is unlikely to see major exploration activity until Sigatoka is in production and generating a healthy cash flow. Similarly, the attractive gold exploration targets at Ono Island will see only minimal activity while Sigatoka feasibility and development are underway.

The Dome Board has continued to function effectively throughout the year and I thank my fellow directors, Mr Tadao Tsubata and Ms Sarah Harvey, for their commitment and wise counsel. Mr Tsubata forms a critical link to our Japanese shareholders and he has spent a great deal of time keeping these important stakeholders informed of our progress. I am particularly grateful to him for this valuable role and it has been my pleasure to join Mr Tsubata in meeting and greeting some of these shareholders during short visits I have made to Tokyo in the period.

Finally, I would like to thank the staff and contractors of Dome, who have continued to serve the company with loyalty and belief in our future. Mr Jack McCarthy, who retired as Chief Executive Officer at the end of May, 2019, has provided strong leadership and firm control of our programme. I wish him well in his retirement. Dr Matthew White has been appointed as exploration manager for Dome on a contractual basis and has very successfully led our team in the field. Ms Jean White has once again been effective in her role of community liaison in Fiji. These key operatives have been well supported by a small group of administrative staff in Sydney and by a very effective team in Fiji.

Dome is on the cusp of major growth as the DFS continues and leads to the expected development of mining at Sigatoka. I join all other shareholders in looking forward with keen anticipation to the realisation of the economic potential we have painstakingly identified over the past several years in Fiji.



G. G. LOWDER
Chairman

Dome Gold Mines Ltd

and its controlled entities

Directors' Report

The Directors of Dome Gold Mines Ltd present their report, together with the financial statements of the consolidated entity, being Dome Gold Mines Ltd ('Dome' or 'the Company') and its controlled entities ('the Group') for the financial year ended 30 June 2019.

DIRECTORS' DETAILS

The following persons were Directors of Dome during or since the end of the financial year.

Dr Garry Lowder

Bachelor of Science with 1st Class Honours in Geology (University of Sydney)

Doctor of Philosophy (University of California, Berkeley)

Advanced Management Program (Harvard University)

Fellow, Australasian Institute of Mining and Metallurgy

Member, Australian Institute of Company Directors

Chairman

Independent Non-Executive Director

Member of Audit Committee

Director since 1 March 2012

Dr Garry Lowder is a geologist who has spent over 45 years in the Australian and international mining industries. As an exploration geologist, Garry has worked in Australia, Indonesia and Papua New Guinea, playing key roles in the discovery of several mineral deposits, including the Northparkes copper, Cowal gold and Conrad silver deposits in NSW, the Paddington gold and Wodgina tantalum deposits in WA and the North Sulawesi porphyry copper deposits in Indonesia.

Over the past 30 years Garry has held senior management positions with Australian mining companies and also spent four years in government as Director General of Mineral Resources in NSW. In 1997 he founded Malachite Resources Limited, listing it on the ASX (MAR) in 2002 and retiring as managing director late in 2011; he retired from the position of non-executive Chairman of Malachite at the end of November, 2012.

Garry was also an independent, non-executive director (and for three years, chairman) of ASX- listed Straits Resources Limited from 1997 until he retired from that Board in mid-2011.

Other current Directorships: None

Previous Directorships (last 3 years): None

Interests in shares: 570,000 shares

Interests in options: 500,000 options

Mr Tadao Tsubata

Bachelor of Arts in Economics (Kokushikan University, Tokyo)

Non-Executive Director

Director since 8 July 2011

Mr Tadao Tsubata studied at Kokushikan University, Tokyo, in the Department of Politics and Economics, graduating in 1991 with a B.A. in Economics.

From 1991 to 1997, Tadao worked in corporate finance at a large Japanese securities company. From this role he moved to a major international life insurance and investment company where he was involved in retail offerings and distribution of the business in Japan.

Establishing his first business in life insurance distribution and agencies in 2001, this formed the basis of a new business being a Japanese focused asset management company.

Directors' Report

In early 2010 the activities of both the insurance business and the asset management company grew to the extent that a private investment advisory firm was established to specifically target international investments in mining exploration, primary production and other growth industries. Tadao continues in the role of Chief Executive Officer of this business and its international operations including in Australia.

Other current Directorships: None

Previous Directorships (last 3 years): None

Interests in shares: 52,342,393 shares

Interests in options: 500,000 options

Ms Sarah Harvey

Bachelor of Arts (University of Adelaide)

Bachelor of Laws (University of Adelaide)

Master of Laws (College of Law, Sydney)

Certificate in Governance Practice (Governance Institute of Australia)

Appointed 27 July 2017

Independent Non-Executive Director

Chair of Audit Committee

Ms Sarah Harvey has worked for over 15 years, in both private practice and in the corporate sector.

In recent years Sarah has been focused on company secretariat services, providing board and director advice in strategic planning and review, due diligence, risk compliance and corporate governance. She holds a BA, LLB, MA (Law) and Certificate in Governance Practice from the GIA.

Other current Directorships: None

Previous Directorships (last 3 years): None

Interests in shares: 20,776,499 shares

Interests in options: 500,000 options

COMPANY SECRETARY

Mr Marcelo Mora holds a Bachelor of Business degree and Graduate Diploma of Applied Corporate Governance. Mr Mora has been a Company Secretary and an accountant for more than 30 years and has experience in resources and mining companies both in Australia and internationally, providing financial reporting and company secretarial services to a range of publicly listed companies. Marcelo has been the Company Secretary since Dome was incorporated on 8 July 2011.

Directors' Report

PRINCIPAL ACTIVITIES

The principal activities of the Group have been the continuing exploration and evaluation of its Projects in Fiji. No significant changes in the nature of these activities occurred during the year.

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

Projects

Dome, through its wholly owned Fijian subsidiaries, Dome Mines Ltd and Magma Mines Ltd holds 100% of three Special Prospecting Licences (SPL) in Fiji, namely, SPL1495 (Sigatoka Iron Sand Project), SPL1451 (Ono Island Project) and SPL1452 (Nadrau Project) (see Figure 1).

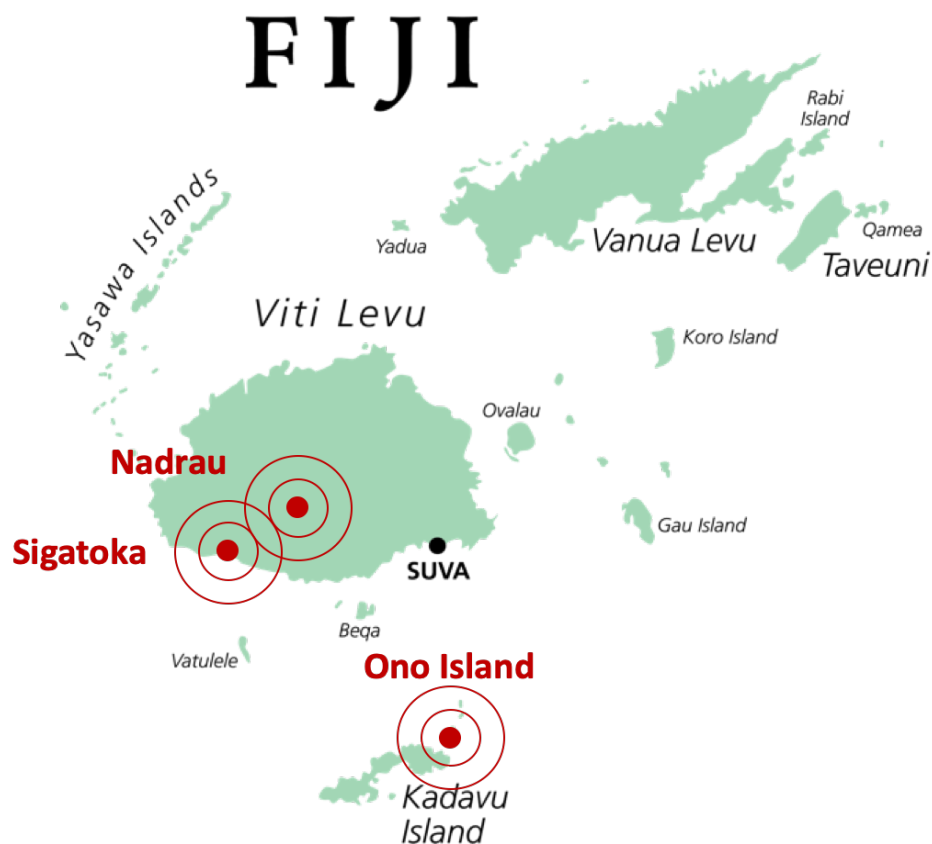


Figure 1 – Dome Gold Mine's Fiji project location map

SPL 1495 Sigatoka Iron Sand Project

- Special Prospecting Licence (SPL) 1495 was renewed for a further 3-year period on February 11, 2019
- This tenement of 2,522.69ha is located on the south coast of Viti Levu and covers the plains at the mouth of the Sigatoka River, the river itself and an area offshore.
- It is Dome's most advanced project, with a Definitive Feasibility Study (DFS) commenced by IHC Robbins in December 2018 to support an application for a Mining Lease. An Environmental Impact Assessment report produced December 2014 will also be updated during the DFS.
- Pre-feasibility Study report completed early 2015.
- An Initial JORC 2012 resource estimate was published in October 2014.
- An update of the initial JORC 2012 resource estimates will be produced during 2019 following completion of sonic drill programs on parts of the deposit not drilled previously.
- A report by IHC Robbins on pilot plant scale metallurgical test programs on 3 x 850kg samples was completed in June 2019.

Directors' Report

- The pilot plant produced titano-magnetite with between 56.9 and 57.9% Fe, 6.5 and 6.6% Ti and 0.4% V.
- Washed sand also produced in the pilot plant meets Australian Standards for construction sand.

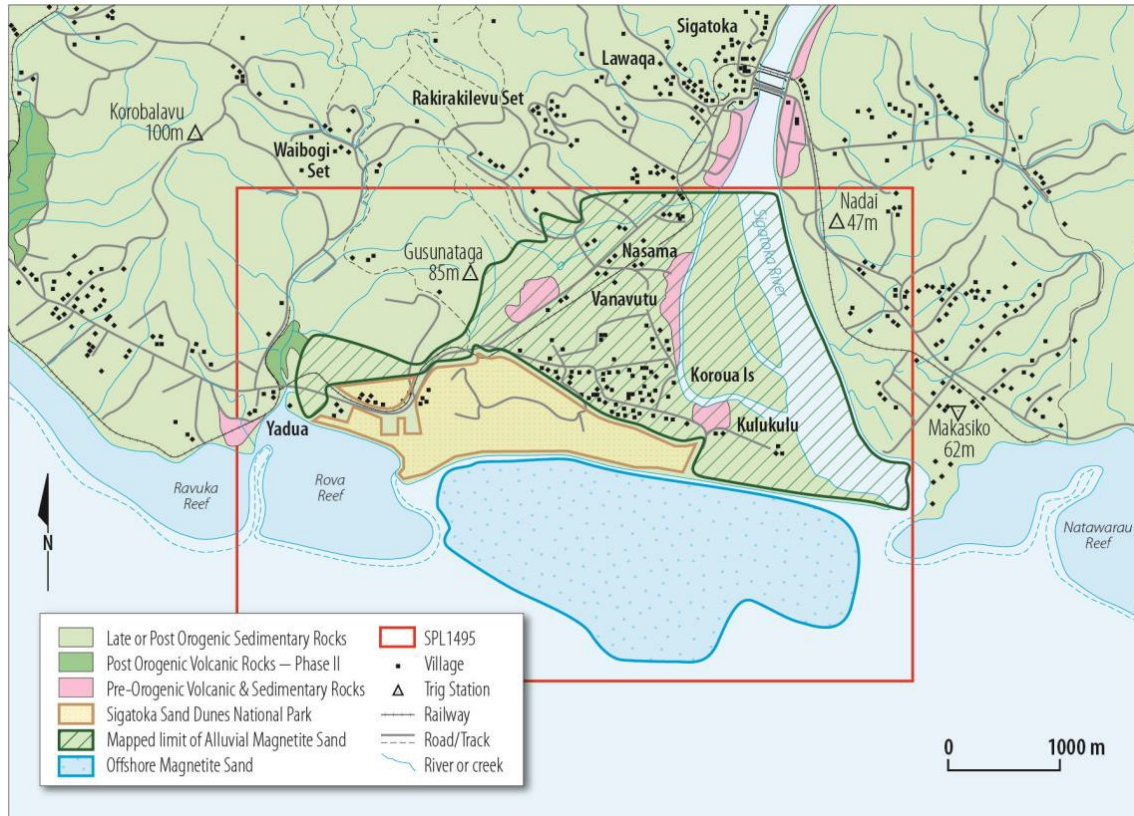


Figure 2 – Special Prospecting Licence (SPL) 1495 map showing extent of sand deposit

In October 2014 the company announced a maiden JORC 2012 Resource Estimate for its 100%-owned Sigatoka Iron Sand Project, located on the main island of Viti Levu, Fiji (see Figures 2 & Table 1). The maiden Resource Estimate of 131.6 million tonnes included Indicated Mineral Resources of 25 million tonnes @11.6% HM at Sigatoka River and Inferred Mineral Resources of 100.7 Mt @ 17% HM at the onshore Kulukulu deposit and 5.9 million tonnes @ 11% HM at Sigatoka River.

The Resource consists of lithic fragments and quartz rich sand containing detrital titano-magnetite and other heavy minerals. The deposit formed in a coastal environment over an extended period of geological time.

Directors' Report

SIGATOKA RIVER INDICATED AND INFERRED RESOURCE ESTIMATE SUMMARIES																					
JORC Classification	ZONE	VOLUME (m ³)	DENSITY (g/cm ³)	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM Feed	%HM in Sand	+4mm Sand	1-4mm Sand	38micron-1mm Sand	-38micron	Average MAGSUS	%MAG1 in Feed	%V in MAG1	%TiO ₂ in MAG1	%Fe in MAG1	%SiO ₂ in MAG1	%Al ₂ O ₃ in MAG1	%P in MAG1	%S in MAG1
Indicated	Lower Fine Sand [ZONE 1]	10,455,000	1.8	18,819,000	2,176,686	344,765	11.6	15.8	8.7	10.5	73.1	7.6	16.6	1.8	0.35	6.6	56.4	4.6	3.8	0.06	0.92
	Upper Coarse Sand [ZONE 2]	3,616,875	1.8	6,510,375	749,895	98,882	11.5	19.7	17.5	20.3	58.3	3.9	14.3	1.5	0.36	6.6	57.1	4.2	3.7	0.07	0.57
	Subtotal	14,071,875	1.8	25,329,375	2,926,581	443,648	11.6	16.8	11.0	13.0	69.3	6.7	16.0	1.8	0.35	6.6	56.6	4.5	3.7	0.06	0.83
Inferred	Lower Fine Sand [ZONE 1]	2,547,188	1.8	4,584,938	488,976	75,814	10.7	15.7	10.4	13.1	68.6	7.9	12.9	1.7	0.36	6.6	56.9	4.4	3.7	0.06	1.08
	Upper Coarse Sand [ZONE 2]	749,063	1.8	1,348,313	145,771	15,437	10.8	19.9	21.1	20.9	53.5	4.5	11.7	1.1	0.36	6.6	57.4	4.3	3.8	0.07	0.36
	Subtotal	3,296,250	1.8	5,933,250	634,747	91,251	10.7	16.6	12.8	14.9	65.2	7.1	12.6	1.5	0.36	6.6	57.0	4.4	3.7	0.06	0.91
	TOTAL	17,368,125	1.8	31,262,625	3,561,328	534,899	11.4	16.8	11.3	13.4	68.5	6.8	15.4	1.7	0.4	6.6	56.7	4.5	3.7	0.1	0.8

KULUKULU INFERRED RESOURCE ESTIMATE SUMMARIES

JORC Classification	ZONE	VOLUME (m ³)	DENSITY (g/cm ³)	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM in Feed	%HM in Sand	+4mm Sand	1 - 4mm Sand	45micron-1mm Sand	-45micron	Average MAGSUS	%MAG1 in Feed	%Fe in MAG1	%TiO ₂ in MAG1	%SiO ₂ in MAG1	%Al ₂ O ₃ in MAG1
Inferred	Lower Fine Sands [ZONE 1]	26,503,750	1.8	47,706,750	6,482,038	1,371,544	13.6	17.0	4.2	9.4	79.6	6.8	19.4	2.9	53.8	6.5	7.7	4.5
	Upper Coarse Sands [ZONE 2]	23,972,500	1.8	43,150,500	9,044,127	1,120,794	21.0	24.4	3.3	6.7	85.3	4.7	21.7	2.6	53.8	6.5	8.0	4.4
	Elluvial Sands [ZONE 3]	5,166,250	1.8	9,299,250	1,723,947	243,101	18.5	25.0	6.5	9.3	72.6	11.5	19.7	2.6	53.9	6.5	7.8	4.5
	TOTAL	55,642,500	1.8	100,156,500	17,250,111	2,735,439	17.2	20.9	4.0	8.2	81.4	6.3	20.4	2.7	53.8	6.5	7.8	4.5

Note: The table presents the Indicated and Inferred estimates without rounding and this is not intended to convey an increase in the precision of the estimates.

The cut-off grade used is 8% HM.

Mag 1 represents magnetic minerals captured at 300 Gauss.

Table 1 – Details of the Initial JORC 2012 resource estimates based on analytical analyses of sonic drill core samples from the Sigatoka Deposit.

In addition to titano-magnetite concentrate, sand and gravel suitable for construction or land reclamation uses are also expected to be produced during processing. A shortage of construction sand is an emerging issue in Fiji as restrictions on upland river mining are being enforced.

During July 2017, a program of 67 sonic drill holes commenced on Koroua Island, a part of the heavy mineral and magnetite bearing sand deposit that is not yet part of the JORC 2012 resource estimate (see Figure 3). The drilling confirmed that the island is composed of thick (up to 26m) sand and gravel deposits containing an average of 13% heavy minerals. Figure 4 is a geological cross section showing the distribution of the sand and gravel tested during drilling.

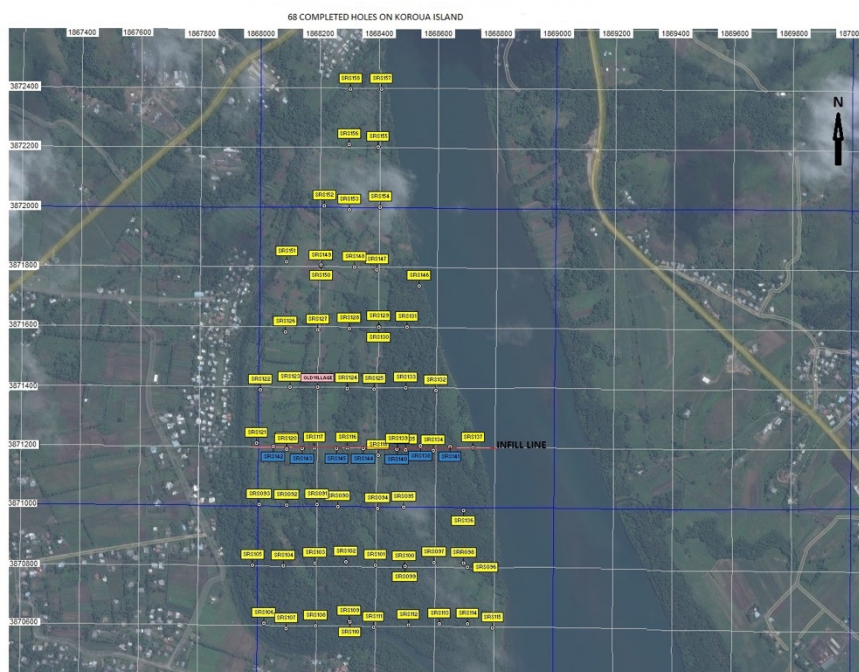


Figure 3 – Koroua Island sonic drill holes completed in 2017, a part of the deposit that is not yet included in the JORC 2012 resource estimates.

Directors' Report

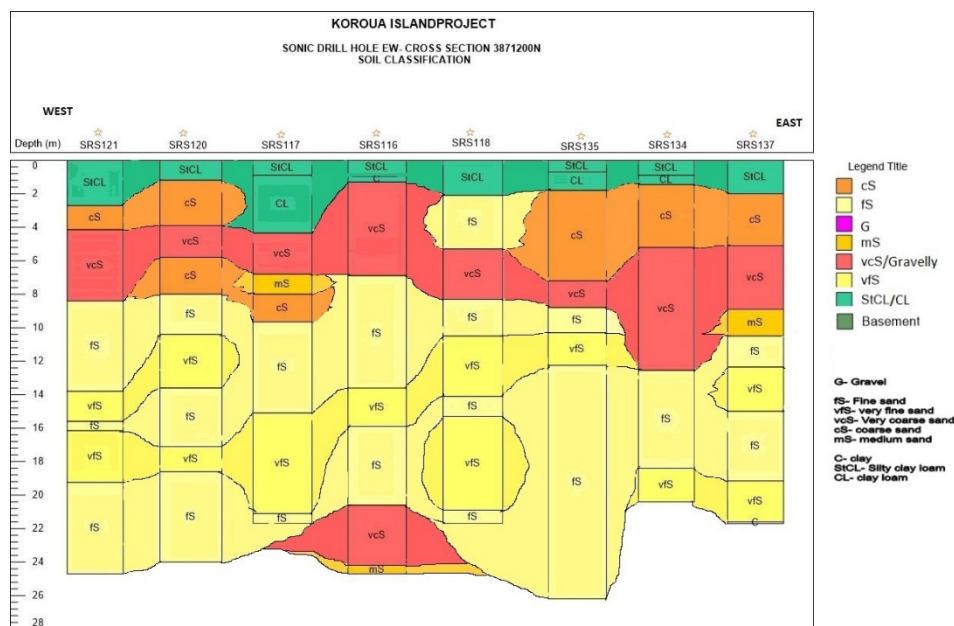


Figure 4 – Geological cross section central Koroua Island showing thickness and continuity of sand and gravel deposit.

On July 30, 2018 Dome announced that a binding Heads of Agreement (“HoA”) had been entered into between Dome and IHC Robbins, a wholly owned subsidiary of Royal IHC of the Netherlands (“IHC”). The HoA establishes a strategic relationship between Dome and IHC that will initially involve completion of a DFS on the Sigatoka Iron Sand project. Assuming the DFS concludes that mining is viable, IHC will, subject to documentation at the time, assume the role of Engineering, Procurement and Construction manager.

IHC is a major international corporation that has been in the marine vessel and dredge building industry since the mid-17th century and has “in-depth expertise in the engineering and manufacture of high-performance integrated vessels and equipment”, particularly for use in sensitive marine environments. Importantly to Dome and its wholly owned subsidiary Magma Mines Ltd., which holds title at Sigatoka, IHC is committed to social responsibility and environmental accountability in every aspect of its operations and ensures their principles apply to suppliers, sub-contractors and society as a whole.

In the first phase of the DFS, three bulk samples were prepared from retained half drill core stored onsite at Sigatoka. The samples, of approximately 850 kilograms each, represented the river bed, the southern part of Koroua Island and the foreshore sand deposits. They were processed in pilot plant scale mineral processing equipment (see Plates 1, 2 and 3 below) to produce titano-magnetite, washed sand and gravel.

Test work has progressed well producing results that are similar to those obtained during earlier laboratory analysis of half-core samples.

The preliminary results indicate that a simple process, combining gravity and magnetic separation methods, can efficiently recover magnetite and washed sand and gravel as commercial products. An analysis of development options has identified a staged development program as the best approach and this option will undergo detailed engineering and costing studies in the next phase of the DFS.

The metallurgical pilot test work included a series of steps (see Plates 1 – 3). These included:

1. Feed Characterisation Stage (preparation of a representative head sample)
2. Feed Preparation Process (sample screening plus sand analyses)
3. Wet Concentration Process (spiral and table tests to produce heavy mineral concentrates, plus sand and heavy mineral concentrate analyses)
4. Concentrate Upgrade Process (low intensity magnetic separator tests, plus sand and heavy mineral concentrate analyses)

Directors' Report

5. Construction Sand Process (up current classifier and screening optimisation tests as well as sand analyses)

The final report on results from the metallurgical pilot test program completed by IHC Robbins was delivered to Dome on June 12, 2019. This report has been reviewed by Dome's Staff and Consultants, and further evaluation of the results is on-going.

The report concluded based on the test results that a simple sand washing process flowsheet will produce:

1. Titano-magnetite concentrate; and
2. Construction sand and gravel products that comply with Australian standards.

The development process combines gravity and magnetic separation methods, which can efficiently recover magnetite and washed construction sand (plus minor gravel), as commercial products for export and sale to local Fiji markets.



Plate 1 – Spirals used to separate heavy minerals from bulk sand samples, during metallurgical testing at IHC Robbins metallurgical facility in Brisbane.

Directors' Report



Plate 2 – Darker heavy minerals (including magnetite) are concentrated toward the centre of the spirals, where they are separated for recovery.



Plate 3 – Titano-magnetite from Sigatoka bulk samples being recovered in a Low Intensity Magnetic Separator test (LIMS).

A project development options study was also completed by IHC Robbins over the last 2 quarters. This study has identified that the most favourable development approach at Sigatoka is a multi-stage strategy with on-land mining as a first stage. This development strategy will undergo more detailed evaluation, engineering studies and detailed costing analysis, during the next phase of the DFS.

Directors' Report

The potential to generate stable revenue by producing multiple products for sale, as well as its coastal location, give the Sigatoka Project commercial advantages that many other iron ore projects do not possess.

SPL 1451 Ono Island Project

- SPL1451 was renewed for a three-year period on February 12, 2017.
- This tenement of 3,028ha on Ono Island, the eastern most island of the Kadavu Group, covers a number of hydrothermally altered and mineralised areas and caldera/volcanic centres.
- Two high sulphidation epithermal gold-silver targets and possible deeper porphyry copper-gold exploration targets (Naqara East and Naqara West) have been identified by geological mapping.
- The prospect is spatially associated with shoshonitic volcanic centres that appear similar in alteration style, geological formation and metal geochemical anomalism to the Lepanto gold-copper deposit in the Philippines. Induced Polarisation (IP) arrays were completed in October 2016, identifying anomalies that justified testing.
- A 7-hole exploration diamond drill program commenced in March 2018 and was completed in early July 2018 for a total of 2276m of drilling. Inspection of drill core showed strong sulphide mineralised zones coincident with the Induced Polarisation conductive anomalies, confirming the veracity of the IP interpretations.
- Further review of all data and 3-D modelling of exploration results to date will be undertaken before proceeding with the next phase of drilling.

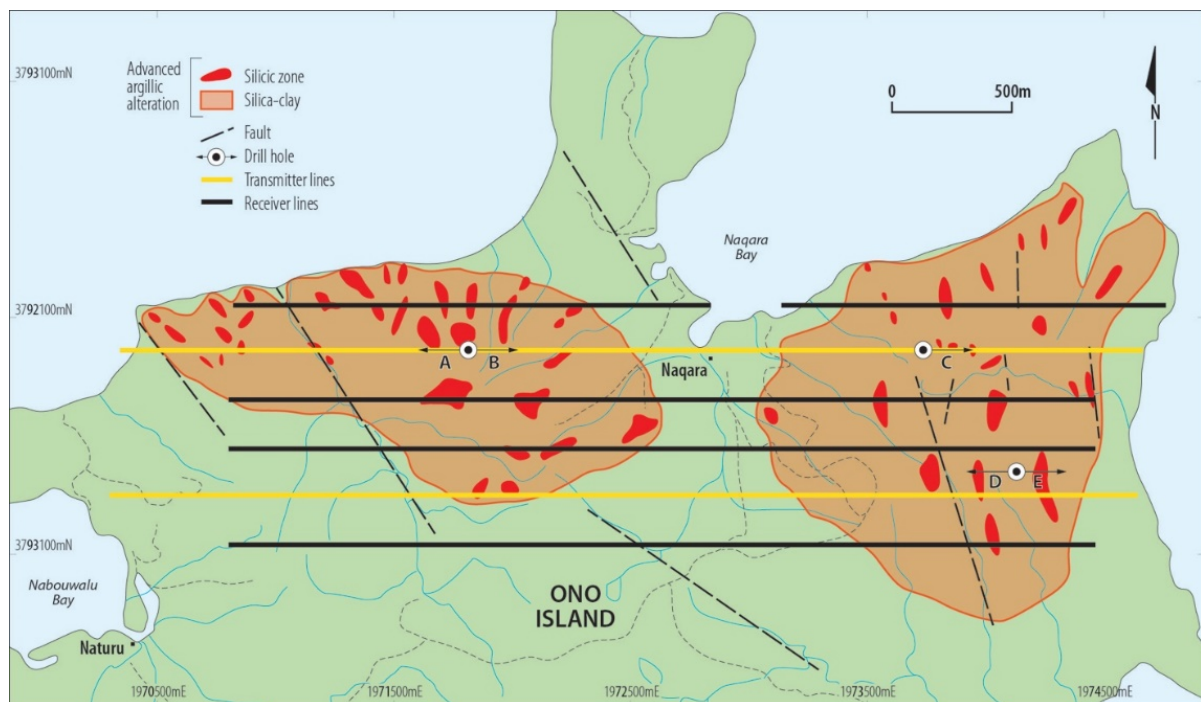
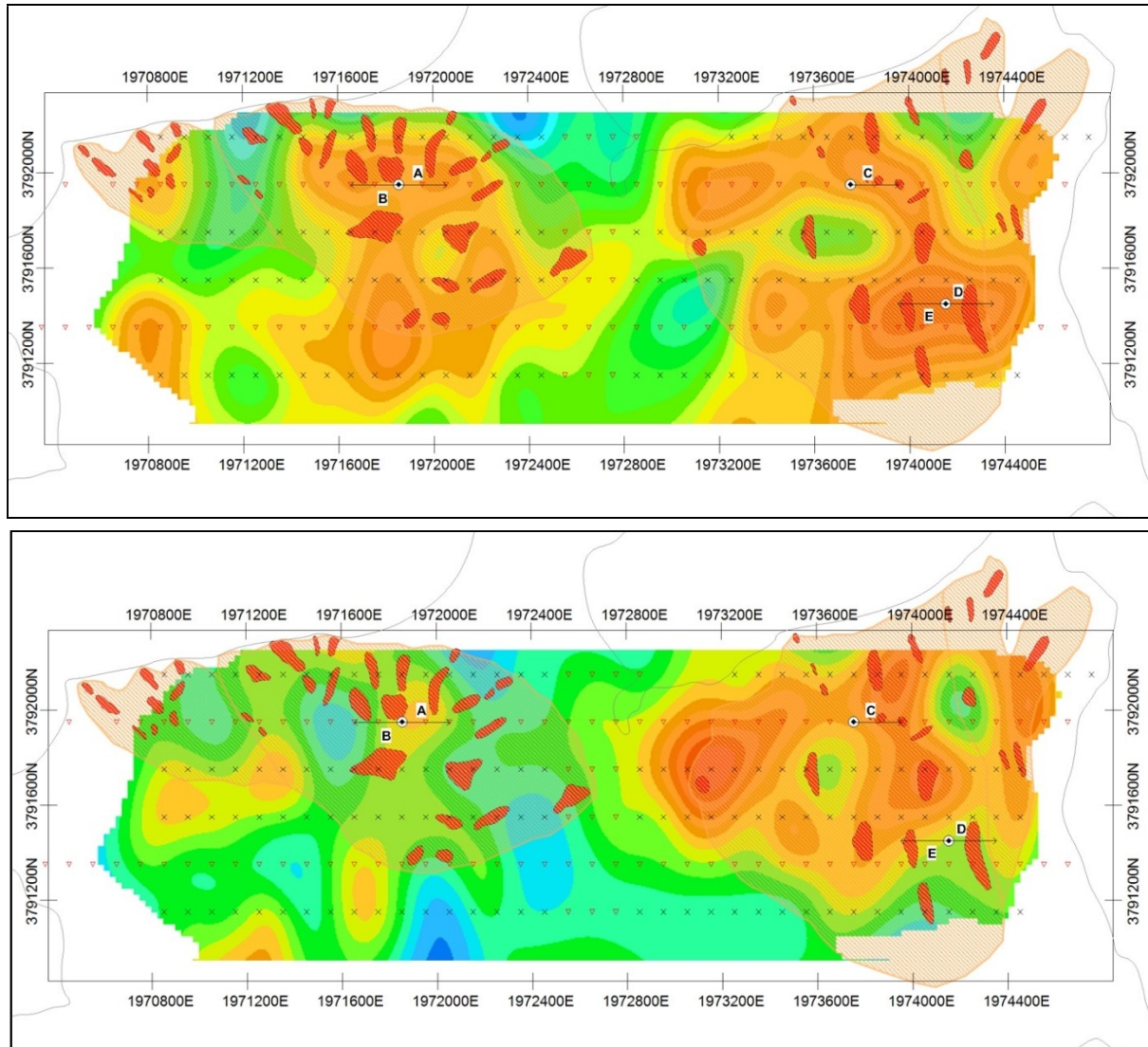


Figure 5 – Naqara East and West Prospects on Ono Island showing the extent of hydrothermal alteration and the IP survey lines. Proposed drill hole locations (A to E) are based on the IP results and surface geology

Prior to the exploration diamond drilling, an offset pole-dipole IP survey involving 4 arrays, 2 over each prospect (see Figure 5) was completed. Transmitter electrodes were placed along a central cut line at 100m intervals with 3 to 4 additional electrodes at the end of each receiver line for totals of between 31 and 32 points per array (gold coloured lines on Figure 5). Receiver electrodes were placed at 100m intervals along the two survey lines either side of the transmitter line (34 points).

Directors' Report

Two 32 channel IP receivers were used to take 3 to 4 readings at each electrode. Figures 6 & 7 are compilations of surface alteration and the processed IP data for the East and West Naqara prospects. The area had previously been covered by soil sampling and geological mapping campaigns that identified locations of intense argillic alteration and zones of silicification and anomalous geochemistry.



Figures 6 & 7 – Plots of the chargeability (top) and resistivity responses at an apparent depth of 250m with the outline of the argillic (hatch) and silicification (red) superimposed as well as locations recommended for exploration drilling.

The offset pole-dipole survey has been successful in assisting with location of an initial exploration drilling program on Ono Island, one of the few remaining untested epithermal targets along the so-called “Rim of Fire” in the South West Pacific. The schematic model in Figure 8 shows how the hydrothermal alteration, anomalous geochemistry, present land surface and IP data may indicate the presence of gold-silver bearing sulphide mineralisation in this environment.

Directors' Report

The Company announced on 19 June 2017 that on-site preparations had commenced in advance of the drill program designed to sample the IP anomalies detected. In January 2018, Dome engaged a Fiji-based drilling contractor, Geodrill, to undertake a diamond drilling program at Ono Island. The drilling commenced on 6 March 2018 and the program was completed on 3 July 2018 for a total of 2276 m. The drilling program tested several epithermal gold targets at two prospects on the Ono Island (Naqara East and Naqara West).

Five drill holes were initially proposed (Targets A to E), and another two targets (F and G) were added during the drilling program. Seven diamond holes (ONODDH001 to 7) were drilled to test the Naqara East and Naqara West prospects. One drill hole ONODDH002 was twinned due to hole problems, with the second hole named ONODDH002A. A drill hole location map is included as Figure 9. A table showing the GPS collar co-ordinates for the program is included below in the Table below.

Hole	Site	Collar East WGS84	Collar Nth WGS84	Collar RL (m)	Azimuth (Mag)	Azimuth (Grid)	Dip	Depth (m)	Total Samples
ONODDH001	C	658082	7911718	175	57	70	-60	431.55	215
ONODDH002	E	658343	7911380	218	237	250	-65	131.6	0
ONODDH002A	E	658345	7911382	218	237	250	-66	117.5	11
ONODDH003	E Alt	658270	7911359	182	347	0	-90	548.8	169
ONODDH004	G	656695	7911979	48	237	250	-60	350.5	59
ONODDH005	B	656121	7911774	163	257	270	-60	151.1	58
ONODDH006	A	656127	7911777	160	77	90	-70	251.3	69
ONODDH007	F	657444	7911679	35	77	90	-70	293.7	159
TOTAL								2276.1	740

The Diamond drilling program produced PQ and HQ size drilled core that was laid into core trays for logging and sampling. The drilling was problematical at times and progress was slow. This was due to the high-degree of fracturing and clay alteration causing some holes to collapse in places. Cementing was carried out, in order to secure the holes in areas of poor ground conditions and thus reach deeper levels.

Holes were designed to test the strongest IP chargeability anomalies at depth. (see Figure 8). These IP chargeability anomalies lie directly below IP resistivity anomalies (see Figure 9). Drill hole ONODDH001 returned wide zones of clay-magnetite alteration with zones of sulphide mineralisation up to 5% in places (dominantly pyrite) within the host andesitic volcanic rocks. Drill hole ONODDH007 also returned zones of clay alteration within andesitic host rocks, with zones of stronger sulphide mineralisation up to 7% in places (dominantly pyrite).

A photo of the sulphide-bearing rock in drill core from ONODDH007 is shown in Plate 4, from 225.7 m depth. The presence of sulphide in the lower part of holes ONODDH001 and 7 explains the IP chargeability responses. This provides Dome with a high degree of confidence that the IP geophysical technique has worked well and is able to detect zones of sulphide mineralisation at depth.

Directors' Report

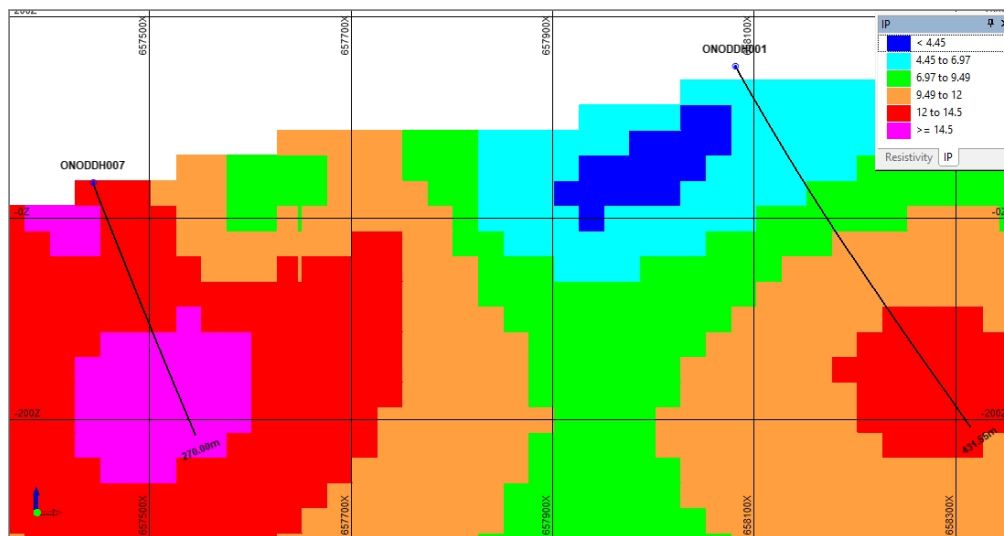


Figure 8 – IP chargeability cross-section, section showing the trace of drill holes ONODDH001 and 7. These holes tested the high chargeability anomalies (red/purple zones) in the lower part of the hole.

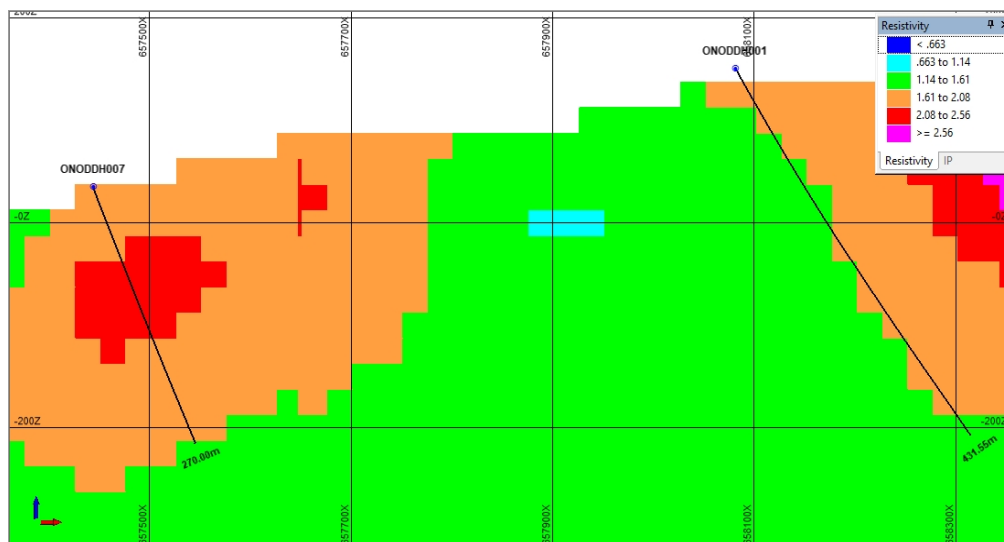


Figure 9 – IP resistivity cross-section, section showing the trace of drill holes ONODDH001 and 7.

Directors' Report



Plate 4 – Altered and mineralized volcanic host rock with up to 7% metallic sulphide in drill hole ONODDH007, HQ core from 355.5 m depth - Ono Island Project, Fiji

Assays for all holes ONODDH001 to ONODDH007 were carried out by ALS Laboratories. Drill hole ONODDH001 (Naqara East), returned anomalous copper assays (to 0.3% Cu) and anomalous molybdenum assays (to 0.2% Mo). The best Mo intercept is 5.05 m @ 0.0643% (643 ppm Mo), from 323 to 328.05 m. This intercept comprises 5 contiguous one metre samples ranging from 110 ppm to 2040 ppm Mo.

The gold-silver assay results are slightly anomalous within areas of strong alteration and sulphide mineralisation, but are well below economic levels, with maximum assay values of 0.036 g/t Au and 3.6 g/t Ag.

The elevated Cu and Mo and weakly anomalous Au and Ag indicates a metal-bearing epithermal system is present at Naqara, and that further exploration drilling could define gold mineralisation nearby.

In summary, a large sulphide-bearing system weakly anomalous in several metals has been defined at Naqara prospect on Ono Island, SPL 1451. This system has many similarities to other Pacific Rim gold-copper deposits. The strong epithermal alteration, sulphide mineralisation, elevated Cu-Mo and weakly anomalous Au-Ag in drill core samples is encouraging. Additional systematic drilling is recommended to discover anomalous gold zones within these large sulphide bodies.

Rehabilitation, Community Work and Safety

A comprehensive rehabilitation program was completed as part of the drill program. The key outcomes from this work are summarised below.

Access track preparation was carried out by a 12 tonne Hitachi excavator mobilised from Suva. Pre-existing historical tracks through the Pine Forests were re-established (total of 2812 m), and new tracks to the drill pads were also constructed (total of 2967 m). Many of these access roads were left open at the end of the program as they will help Naqara Village to remove pine logs to the saw mill in the village.

The excavator and a number of casual workers from Naqara were used to carry out rehabilitation on all drill pads and along drill tracks. The sumps were filled back in and all rubbish was removed after

Directors' Report

drilling. The collar for each hole was capped with a cement block, with the hole name labelled into the cement.

Pine trees and grasses were planted on the drill pads and access tracks areas. Two weeks were spent completing the rehabilitation work associated with the program. Just one week after planting, the pine trees and grasses had already started growing back.

Compensation payments for land disturbance were paid directly to the Landowners, Lease Holders and Lands Department. The Pine assessment fees were paid to Forestry Department in Nausori.

A number of community projects were also supported by Dome during the drilling program including:

- Completion of the new Naqara School Dormitory.
- Demolish old school building.
- Clearing house pads.
- Digging rubbish dumps and toilet sumps.
- Deepening Naqara creek and repairing the seawall at the shoreline.

The drilling program was completed safely without any lost-time incidents. Prior to departure the villages on Ono were visited to let the local people know that this phase of the exploration program had concluded and to thank them for their assistance and cooperation.

SPL 1452 Nadrau Project

- The 2-year term of SPL1452 expired on February 13, 2019 and an application for a further renewal was submitted on February 11, 2019. SPL 1452 was renewed for a further 3-year period on September 12, 2019. The SPL remained in force during the renewal process.
- This tenement of 33,213ha on Fiji's main island, Viti Levu, is adjacent to the world class Namosi Porphyry copper-gold Project that reportedly contains 2.1 billion tonnes grading 0.37% Copper (Cu) and 0.12g/t Gold (Au).
- The Dome tenement contains two large copper-gold-silver ionic leach geochemical anomalies (Namoli and Wainivau prospects) interpreted to be related to intrusive centres that are as yet largely untested by drilling.
- Geological mapping and rock chip sampling have discovered porphyry intrusive complexes at both the Namoli and Wainivau Prospects with alteration, mineralisation and vein types typical of mineralised systems.
- Copper-magnetite bearing veins have been discovered in outcrop at the Wainivau prospect.
- Also, in the eastern section of the tenement is the large Wainivalau Intrusive Complex that has yet to be investigated for porphyry copper-gold systems analogous to those at Namosi-Wasoi to the south.

Dome announced in July 2014 that its geologists had discovered outcropping copper mineralisation during exploration field work at the Wainivau Prospect, part of the Nadrau Porphyry Copper-Gold Project on Fiji's main island of Viti Levu. Dome found the copper minerals (malachite and chalcopyrite) associated with magnetite and pyrite in veinlets within outcropping and hydrothermally altered porphyry intrusive rocks. The veins and their geological setting are interpreted to be typical of the roof of a mineralised porphyry system.

During the July to September 2018 quarter, Dome carried out work on its Nadrau Copper-Gold Project on Viti Levu, Fiji. The Nadrau Project includes two key prospects, Namoli and Wainivau, which are highly prospective for large-scale porphyry copper-gold mineralisation. The Namoli and Wainivau prospects lie within SPL 1452, located adjacent to the very large undeveloped Namosi porphyry copper-gold resource, held by Newcrest, which contains 8 million ounces of gold and 8.6 million tonnes of contained copper metal based on published JORC 2012 resource estimates. Namosi is a giant undeveloped copper-gold resource that is currently in the Prefeasibility Stage. A location map showing the regional geological setting of SPL 1452, the Namoli and Wainivau prospects, and their proximity to Newcrest's Namosi project, is included on Figure 10.

Directors' Report

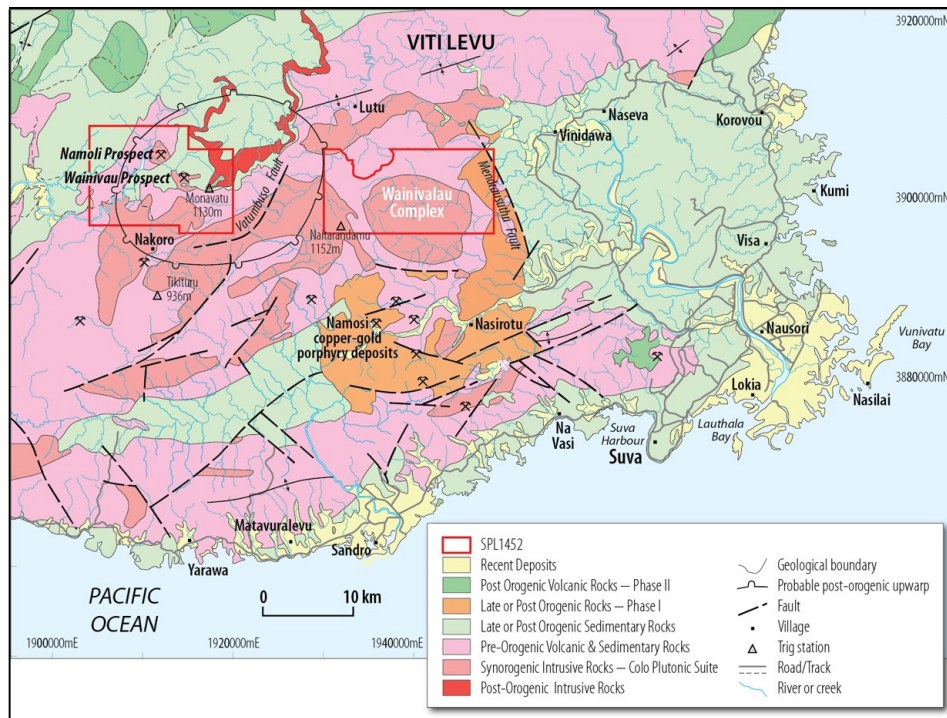


Figure 10 - Map showing the location of SPL1452 and the Namoli-Wainivau prospects, in proximity to the large Namosi Cu-Au deposit managed by Newcrest.

The following work was completed on the Nadrau Project during the financial year:

- Site visits to Korolevu and Namoli villages and meetings with the village leaders.
- Field trips to Namoli-Wainivau prospects to review the geology, alteration and mineralisation at surface.
- Compilation of previous exploration data over Namoli and Wainivau, completed by Amoco, CRA and Placer Dome between 1974 and 1994.
- Compilation of historical exploration results into a new GIS database to allow new interpretations and targeting for future Dome exploration programs.
- A new stream sediment Bulk Leach Extractable Gold (BLEG) sampling program at Namoli-Wainivau was completed.

Amoco carried out significant exploration programs at Namoli-Wainivau in the mid-1970s, including collection of stream sediment samples, rock chip samples, ridge and spur samples, channel sampling, ground magnetics, IP and diamond drilling (5 holes). Dome has been aware of this historical work for some years, but a decision was made recently to digitally capture all of this data into a comprehensive GIS database, to assist with new interpretations and targeting work.

The Amoco IP survey included 25 lines at 200 m spacing over an area of approximately 3.5 square kilometres. Several IP anomalies were defined. However, only 2 the 6 IP targets defined by Amoco were drill tested by Amoco. Furthermore, some of the IP anomalies continue to the edge of the survey boundary, particularly in the north and are likely to extend further north. New IP surveys would be required to test the true extents of these IP anomalies.

The Amoco drilling program consisted of 5 diamond drill holes for a total of 1168 m. The drilling returned anomalous copper mineralisation associated with sulphide mineralisation in most of the holes. Drill core assays were recorded up to 1740 ppm Cu, with wide zones of low-grade copper in some holes (e.g. hole SFA-74-1 returned 48.2m @ 475 ppm Cu). Higher-grade copper mineralisation could occur at depth below this relatively shallow drilling program or could be associated with one of the other untested IP anomalies nearby.

Directors' Report

CRA carried out regional exploration work in the Namoli-Wainivau area during 1989-1992. The CRA reports held on file at the MRD Library in Suva (SPL1325) were reviewed by Dome personnel. The CRA work included rock chip sampling around Namoli-Wainivau, with the best sample returning 1.1 g/t Au near Korolevu village (siliceous breccia gossanous float). Another 6 rock chip samples range from 0.1 to 0.32 ppm Au.

Placer Dome also carried out regional exploration work in the Namoli-Wainivau during 1993-94. The Placer report was reviewed at the MRD Library in Suva (SPL1356). Placer collected a number of stream sediment BLEG samples and -80# stream sediment samples at Namoli-Wainivau. Placer's highest stream sediment BLEG gold assay returned 11 ppb Au, and the highest -80# stream sediment assay was 58 ppb Au. The highest Placer rock chip gold assay was 0.277 g/t Au, taken at the Wainivau Prospect.

Placer geologists concluded that Namoli-Wainivau includes a very large copper-gold (Cu-Au) geochemical anomaly, approximately 60 square km in area, and that the area is very prospective for porphyry Cu-Au deposits similar to Namosi. Placer also noted as had Dome geologists that Amoco's drilling in 1975, did not adequately test the best soil and IP anomalies, and that their 5 drill holes are largely outside the main Copper geochemical soil anomaly. Placer did not complete any further work after 1994.

A field geological program to Namoli-Wainivau was conducted by Dome geologists between 29 October and 3 November 2018. A total of 46 Stream Sediment Samples and 8 rock chip samples were collected over a period of 6 days. Field operations were based from Korolevu village and several local workers were engaged by Dome from Korolevu and Namoli, to assist with the sampling program.

Assay results from samples collected during the geochemical program were received from ALS in early December 2018. The stream sediment gold and copper plots are shown below on Figures 11 and 12 and they highlight the anomalous gold-copper in the area around Wainivau. Anomalous gold-copper in stream sediments also extends to the NW of Wainivau towards Namoli. This trend is broadly coincident with a mapped NW-trending zone of iron-oxide breccia observed in the field. The breccia itself contains anomalous metals.

The rock chip samples collected by Dome around Wainivau-Namoli returned weakly anomalous copper assays up to 157 ppm and gold assays up to 0.022 g/t Au. The iron in these samples is significant (up to 14.5% Fe), which is consistent with the large amount of Fe-oxide observed in some of the breccia samples.

The new stream sediment data acquired by the Company are consistent with the historical copper-gold geochemical data from Amoco, CRA, and Placer reports. Dome now has a much higher degree of confidence in the historical data.

The data shows very encouraging signs that a Cu-Au porphyry system similar to Namosi has potential to be discovered in the Namoli-Wainivau area. In addition, the exploration GIS dataset provides significant new insights into this project and new targets for Dome to follow up geologically. Dome's recent geochemical surveys using modern laboratories and analytical techniques verify the historical results. These data confirm that the Namoli-Wainivau targets are prospective for copper-gold mineralised porphyritic intrusive deposits.

Directors' Report

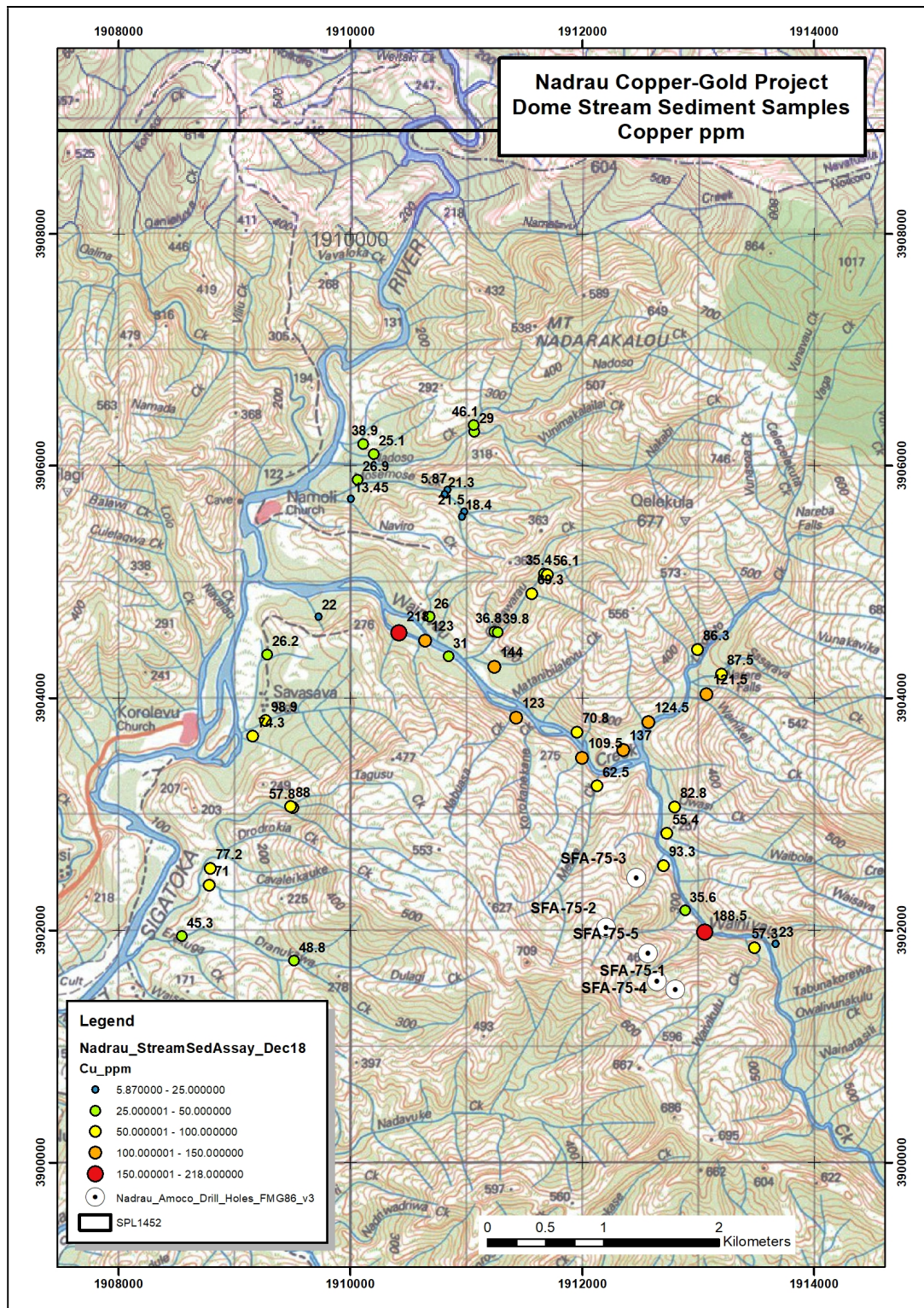
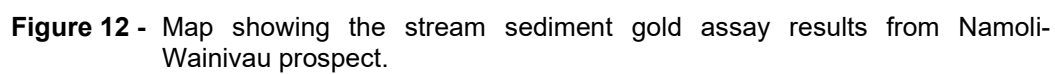


Figure 11 - Map showing the stream sediment copper assay results from Namoli-Wainivau prospect.



Directors' Report

Mineral Resources Statement

Summarised below by JORC Classification are the resource estimates for the Sigatoka River and Kulukulu areas.

SIGATOKA RIVER INDICATED AND INFERRED RESOURCE ESTIMATE SUMMARIES																					
JORC Classification	ZONE	VOLUME (m3)	DENSITY (g/cm3)	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM Feed	%HM in Sand	+4mm Sand	1-4mm Sand	38micron-1mm Sand	-38micron	Average MAGSUS	%MAG1 in Feed	%V in MAG1	%TiO2 in MAG1	%Fe in MAG1	%SiO2 in MAG1	%Al2O3 in MAG1	%P in MAG1	%S in MAG1
Indicated	Lower Fine Sand [ZONE 1]	10,455,000	1.8	18,819,000	2,176,686	344,765	11.6	15.8	8.7	10.5	73.1	7.6	16.6	1.8	0.35	6.6	56.4	4.6	3.8	0.06	0.92
	Upper Coarse Sand [ZONE 2]	3,616,875	1.8	6,510,375	749,895	98,882	11.5	19.7	17.5	20.3	58.3	3.9	14.3	1.5	0.36	6.6	57.1	4.2	3.7	0.07	0.57
	Subtotal	14,071,875	1.8	25,329,375	2,926,581	443,648	11.6	16.8	11.0	13.0	69.3	6.7	16.0	1.8	0.35	6.6	56.6	4.5	3.7	0.06	0.83
Inferred	Lower Fine Sand [ZONE 1]	2,547,188	1.8	4,584,938	488,976	75,814	10.7	15.7	10.4	13.1	68.6	7.9	12.9	1.7	0.36	6.6	56.9	4.4	3.7	0.06	1.08
	Upper Coarse Sand [ZONE 2]	749,063	1.8	1,348,313	145,771	15,437	10.8	19.9	21.1	20.9	53.5	4.5	11.7	1.1	0.36	6.6	57.4	4.3	3.8	0.07	0.36
	Subtotal	3,296,250	1.8	5,933,250	634,747	91,251	10.7	16.6	12.8	14.9	65.2	7.1	12.6	1.5	0.36	6.6	57.0	4.4	3.7	0.06	0.91
	TOTAL	17,368,125	1.8	31,262,625	3,561,328	534,899	11.4	16.8	11.3	13.4	68.5	6.8	15.4	1.7	0.4	6.6	56.7	4.5	3.7	0.1	0.8

KULUKULU INFERRED RESOURCE ESTIMATE SUMMARIES															
JORC Classification	ZONE	VOLUME (m3)	DENSITY (g/cm3)	TONNES (t)	HM TONNES (t)	MAG1 TONNES (t)	%HM in Feed	%HM in Sand	+4mm Sand	1 - 4mm Sand	45micron - 1mm Sand	-45micron	Average MAGSUS	%MAG1 in Feed	%Fe in MAG1
Inferred	Lower Fine Sands [ZONE 1]	26,503,750	1.8	47,706,750	6,482,038	1,371,544	13.6	17.0	4.2	9.4	79.6	6.8	19.4	2.9	53.8
	Upper Coarse Sands [ZONE 2]	23,972,500	1.8	43,150,500	9,044,127	1,120,794	21.0	24.4	3.3	6.7	85.3	4.7	21.7	2.6	53.8
	Elluvial Sands [ZONE 3]	5,166,250	1.8	9,299,250	1,723,947	243,101	18.5	25.0	6.5	9.3	72.6	11.5	19.7	2.6	53.9
	TOTAL	55,642,500	1.8	100,156,500	17,250,111	2,735,439	17.2	20.9	4.0	8.2	81.4	6.3	20.4	2.7	53.8

Note: The table presents the Indicated and Inferred estimates without rounding and this is not intended to convey an increase in the precision of the estimates.

The cut-off grade used is 8% HM.

Mag 1 represents magnetic minerals captured at 300 Gauss.

The resource estimate was prepared by independent resource consultants and issued in a report entitled "Sigatoka Iron Sand Project JORC 2012 Report Mineral Resource Estimate" dated 8 October 2014 and announced to the market in an ASX release dated 10 October 2014.

Resource comparison 2018 to 2019

There has been no reduction or increase in the resource estimate during the reporting period.

Directors' Report

Governance Arrangements

Dome's management and Board of Directors include individuals with many years' work experience in the mineral exploration and mining industry who monitor all exploration programs and oversee the preparation of reports on behalf of the Company by independent consultants. The exploration data are produced by or under the direct supervision of qualified geoscientists. In the case of drill hole data half core samples are preserved for future studies and quality assurance and quality control. The Company uses only accredited laboratories for analysis of samples and records the information in electronic databases that are automatically backed up for storage and retrieval purposes.

No material changes

Dome Gold Mines Ltd confirms that it is not aware of any new information or data that would materially affect the information included in the market announcements dated 30 July 2018, 18 December 2018 and 18 April 2019, and that all material assumptions and technical parameters in the market announcements continue to apply and have not materially changed.

Statement of Compliance

The information in this Annual Report that relates to Mineral Resources is based on information compiled by Mr Geoffrey Richards, a Competent Person who is a member of the Australian Institute of Geoscientists, Mr Richard Stockwell, a Competent Person who is a member of the Australian Institute of Geoscientists, and Mr Gavin Helgeland, a Competent Person who is a member of the Australian Institute of Geoscientists. Mr Richards is a geological consultant and Director of Lionhart Consulting Services, and Mr Stockwell is Managing Director and Mr Helgeland is Principal Geologist of Hornet Drilling and Geological Services Pty Ltd. Mr Richards, Mr Stockwell and Mr Helgeland collectively and individually have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration at Sigatoka and to the activity being undertaken to qualify as Competent Persons as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Richards, Mr Stockwell and Mr Helgeland consent to the inclusion in the Annual Report of the matters based on their information in the form and context in which it appears. They do not hold shares in Dome and have been paid normal consulting fees for provision of this information.

The information in this Annual Report that relates to Exploration Results is based on information compiled by John V McCarthy, who is a Consulting Geologist of the Company. Mr McCarthy is a geologist who is a Member of the Australasian Institute of Mining and Metallurgy and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities 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 McCarthy, through his family Superfund, holds shares in the Company and is paid normal consulting fees for his services. He consents to the inclusion in this Annual Report of the matters based on his information in the form and context in which it appears.

Financial Results

As at 30 June 2019, Dome held \$19,809 cash and cash equivalents as per note 9 of the financial statements. The loss of the Group for the financial year after providing for income tax amounted to \$1,770,486 (2018: 1,704,321). The net asset position of the Group decreased from \$31,184,063 at 30 June 2018 to \$30,893,870 at 30 June 2019.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors, significant changes in the state of affairs of the Group that occurred during the year ended 30 June 2019 were as follows:

Issue of share capital

For the year ended 30 June 2019, Dome has raised \$1,507,404 by private placements. The funds were used for exploration, general working capital and loan repayment. Details of these raisings are as follows:

- On 13 November 2018 the Company completed a placement of 597,443 fully paid ordinary shares at \$0.20 per share to raise \$119,489.

Directors' Report

- On 18 December 2018 the Company completed a placement of 551,231 fully paid ordinary shares at \$0.22 per share and 2,834,651 fully paid ordinary shares at \$0.215 per share to raise \$730,721.
- On 18 April 2019 the Company completed a placement of 1,211,166 fully paid ordinary shares at \$0.20 per share to raise \$242,233.
- On 4 June 2019 the Company completed a placement of 1,074,806 fully paid ordinary shares at \$0.20 per share to raise \$214,961.
- On 18 June 2019 the Company completed a placement of 1,000,000 fully paid ordinary shares at \$0.20 per share to raise \$200,000.

DIVIDENDS

No dividends were declared or paid during the financial year (2018: \$nil).

EVENTS ARISING SINCE THE END OF THE REPORTING PERIOD

Subsequent to the end of the financial year:

Issue of share capital

- On 11 July 2019 the Company completed a placement of 2,500,000 fully paid ordinary shares at \$0.20 per share to raise \$500,000.
- On 24 July 2019 the Company completed a placement of 750,000 fully paid ordinary shares at \$0.20 per share to raise \$150,000.
- On 16 August 2019 the Company completed a placement of 6,500,000 fully paid ordinary shares at \$0.20 per share to raise \$1,300,000.

SPL 1495 Sigatoka Iron Sand Project

In August 2019, Dome commenced preparations to resume a sonic drilling program being done in to collect samples from parts of the Sigatoka sand deposit not previously drilled with analytical and geological results to be used to update the initial JORC 2012 resource estimates dated October 2014. The drilling started in Fiji on 9 September 2019.

SPL 1452 Nadrau Project

- The SPL expired on February 13, 2019 and the Company has submitted a renewal application on February 11, 2019. SPL 1452 was renewed for a further 3-year period on September 12, 2019. The SPL remained in force during the renewal process.

No other matters or circumstances have arisen since the end of the year that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

LIKELY DEVELOPMENTS, BUSINESS STRATEGIES AND PROSPECTS

The Group will continue to explore and evaluate the Company's exploration projects with the aim of identifying potential mineral resources, and will continue to seek and assess new opportunities in the Fiji mineral sector with the objective of adding significant shareholder value to Dome.

The Directors are unable to comment on the likely results from the Group's planned exploration activities due to the speculative nature of such activities.

Directors' Report

DIRECTORS' MEETINGS

The number of Directors' Meetings (including meetings of Committees of Directors) held during the year, and the number of meetings attended by each Director is as follows:

Director	BOARD MEETINGS		AUDIT COMMITTEE MEETINGS	
	Entitled to attend	Attended	Entitled to attend	Attended
Garry G Lowder	3	3	2	2
Tadao Tsubata	3	3	-	-
Sarah E Harvey (appointed 27 July 2017)	3	3	2	2

UNISSUED SHARES UNDER OPTION

Unissued ordinary shares of Dome under option as at 30 June 2019 were as follows:

Number of options	Exercise price	Expiry date
1,945,107	\$0.20	15 November 2019
2,240,523	\$0.20	28 November 2019
4,799,713	\$0.20	14 December 2019
3,300,000	\$0.20	3 January 2020
4,465,566	\$0.20	22 January 2020
162,398	\$0.20	20 February 2020
5,672,094	\$0.20	2 May 2020
750,000*	\$0.40	27 July 2020
750,000*	\$0.50	27 July 2020
500,000*	\$0.40	31 December 2020
500,000*	\$0.50	31 December 2020
2,015,630	\$0.20	18 April 2021
1,074,806	\$0.20	4 June 2021

*Options granted by the Company as part of the remuneration package - details of these options are set out in 2018 remuneration report.

The names of persons who currently hold options are entered in the register of options kept by the Company pursuant to the *Corporations Act 2011*. This register may be inspected free of charge.

All options expired on the expiry date. The persons entitled to exercise the options did not have, by virtue of the options, the right to participate in the share issue of any other body corporate.

SHARES ISSUED AS A RESULT OF EXERCISE

During or since the end of the financial year, the Company did not issue ordinary shares as a result of the exercise of options.

Directors' Report

REMUNERATION REPORT (AUDITED)

The Directors of Dome Gold Mines Ltd (the 'Group') present the Remuneration Report for Non-Executive Directors, Executive Directors and other Key Management Personnel, prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

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. share-based remuneration; and
- d. other information.

a. Principles used to determine the nature and amount of remuneration

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors of the Company and the CEO. No other employees have been deemed to be key management personnel.

The remuneration policy of Directors and senior executives is to ensure the remuneration package properly reflects the persons' duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board is responsible for reviewing its own performance. The evaluation process is designed to assess the Group's business performance, whether long term strategic objectives are being achieved, and the achievement of individual performance objectives.

Executive remuneration includes a base salary and superannuation that is set with reference to the market.

Fees to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive remuneration comprises fixed fees and compensation that is options over ordinary shares approved by shareholders at the AGM on 15 November 2018. Directors' fees and payments are reviewed annually by the Board. The Board has also drawn on external sources of information to ensure non-executive directors' fees and payments are appropriate and in line with the market. The remuneration disclosed below represents the cost to the Group for services provided under these arrangements.

No Directors or senior executives received performance related remuneration.

There were no remuneration consultants used by the Company during the year ended 30 June 2019, or in the prior year.

Vote and comments made at the Company's last Annual General Meeting

The Remuneration Report of Dome Gold Mines Ltd for the financial year ended 30 June 2019 was approved by shareholders on a show of hands at the Company's Annual General Meeting.

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board has regard to the following indices in respect of the current financial year and the previous four (4) financial years:

Item	2019	2018	2017	2016	2015
EPS (cents)	(0.65)	(0.66)	(0.67)	(0.66)	(1.32)
Dividends (cents per share)	-	-	-	-	-
Net loss (\$)	(1,770,486)	(1,704,321)	(1,596,892)	(1,496,956)	(2,654,043)
Share price (\$)	0.20	0.14	0.24	0.42	0.37

The Board considers that these indices do not have any impact on the Group's performance.

Dome Gold Mines Ltd

and its controlled entities

Directors' Report

b. Details of remuneration

Details of the nature and amount of each major element of the remuneration of each Director of the Company and other key management personnel of the Group are shown in the table below:

Director and other Key Management Personnel Remuneration									
		Short term employee benefits			Post-employment benefits	Share-based payments			
	Year	Cash salary and fees \$	Other fees \$	Non-cash benefits \$	Superannuation \$	Fair value of options \$	Total \$	Proportion of remuneration performance related %	Value of options as a proportion of remuneration %
Non-executive Directors									
Garry Lowder (Chairman)	2019	47,004	-	-	24,996	-	72,000	-	-
	2018	40,004	-	-	24,996	20,281	85,281	-	24
Tadao Tsubata (Director)	2019	36,000	-	-	-	-	36,000	-	-
	2018	29,000	-	-	-	20,281	49,281	-	41
Sarah Harvey (Director)	2019	36,000	-	-	-	-	36,000	-	-
	2018	27,000	-	-	-	20,281	47,281	-	43
Other Key Management Personnel									
John (Jack) McCarthy (CEO)*	2019	192,945	-	-	25,000	-	217,945	-	-
	2018	200,000	-	-	25,000	-	225,000	-	-
2019 Total	2019	311,949	-	-	49,996	-	361,945	-	-
2018 Total	2018	296,004	-	-	49,996	60,843	406,843	-	15

No bonuses or performance related compensation payments were paid during the current year to Directors or executives. The Group employed no other key management personnel.

No shares were granted to key management personnel as compensation during the year ended 30 June 2019.

*John McCarthy retired as CEO from 31 May 2019.

Directors' Report

c. Share-based remuneration

All options refer to options over ordinary shares of the Company, which are exercisable on a one-for-one basis under the terms of the agreement.

There were no options over ordinary shares of the Company granted, exercised, forfeited or lapsed unexercised which are related to Directors' or key management personnel's remuneration during the year ended 30 June 2019. No terms of equity-settled share based payment transactions have been altered or modified by the issuing entity during the 2019 financial year.

d. Other information

Options held by key management personnel

The number of options to acquire shares in the Company during the 2019 reporting period held by each of the Group's Key Management Personnel of the Group, including their related parties, is set out below.

YEAR ENDED 30 JUNE 2019					
Director	Balance at start of year	Granted as remuneration	Received on exercise	Other changes	Held at the end of reporting period
Garry Lowder	500,000	-	-	-	500,000
Tadao Tsubata	500,000	-	-	-	500,000
Sarah Harvey	500,000	-	-	-	500,000
John McCarthy*	-	-	-	-	-

*John McCarthy retired as CEO from 31 May 2019.

Shares held by key management personnel

The number of ordinary shares in the Company during the 2019 reporting period held by each of the Group's Key Management Personnel of the Group, including their related parties, is set out below.

YEAR ENDED 30 JUNE 2019					
Director	Balance at start of year	Granted as remuneration	Received on exercise	Other changes	Held at the end of reporting period
Garry Lowder	570,000	-	-	-	570,000
Tadao Tsubata*	47,342,393	-	-	5,000,000	52,342,393
Sarah Harvey	20,776,449	-	-	-	20,776,449
John McCarthy**	260,000	-	-	(260,000)	-

*5,000,000 shares were acquired through off-market transfer during the 2019 reporting period.

** John McCarthy retired as CEO from 31 May 2019. He and his related party held 260,000 shares as at the date of his retirement.

Note: None of the shares included in the table above are held nominally by key management personnel.

Service Agreements for Directors and key management personnel

Directors are engaged under contracts. Their remuneration is not fixed and fluctuates in line with the financial situation of the Company. The terms of their engagement are unspecified, and there is no period of notice of termination.

Mr John V McCarthy was engaged under a service agreement. His remuneration is reported in the table in section b above. The terms of his engagement were unspecified, and there was a 3 months' notice of termination. On 31 May 2019, Mr John McCarthy retired as a CEO of the Company. Following his retirement, Mr John McCarthy signed a consulting agreement with Dome for his continuing consulting services with Dome on contract basis when required.

End of audited remuneration report.

Directors' Report

ENVIRONMENTAL LEGISLATION

The Group is subject to state, federal and international environmental legislation. The Group has complied with its environmental obligations and no environmental breaches have been notified by any Government agency to the date of this Directors' Report and the Directors do not anticipate any obstacles in complying with the legislation.

INDEMNITIES AND INSURANCE OF OFFICERS AND AUDITORS

During the year, Dome paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all Directors.

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 the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of 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 themselves or someone else to cause detriment to the Group.

Details of the amount of the premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

NON-AUDIT SERVICES

During the year, Grant Thornton, the Company's auditors, performed no other services in addition to their statutory audit duties.

The Board may consider to employing the auditor on assignments in addition to their statutory audit duties where the auditor's expertise and experience with the Group are important provided the auditor is satisfied that the provision of those non-audit services is compatible with, and did not compromise, the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Company to ensure they do not impact upon the impartiality and objectivity of the auditor; and
- the non-audit services do not undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 19 to the Financial Statements.

PROCEEDINGS OF BEHALF OF THE COMPANY

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

Directors' Report

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under s307C of the Corporations Act 2001 is included on page 30 of this financial report and forms part of this Directors' Report.

Signed in accordance with a resolution of the Directors.



G. G. Lowder
Chairman
Sydney, 19 September 2019

Auditor's Independence Declaration

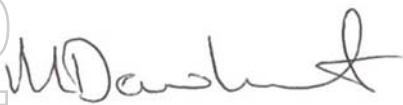
To the Directors of Dome Gold Mines Ltd

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Dome Gold Mines Ltd for the year ended 30 June 2019, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



Grant Thornton Audit Pty Ltd
Chartered Accountants



M D Dewhurst
Partner – Audit & Assurance

Sydney, 19 September 2019

Grant Thornton Audit Pty Ltd ACN 130 913 594
a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

www.grantthornton.com.au

'Grant Thornton' refers to the brand under which the Grant Thornton member firms provide assurance, tax and advisory services to their clients and/or refers to one or more member firms, as the context requires. Grant Thornton Australia Ltd is a member firm of Grant Thornton International Ltd (GTIL). GTIL and the member firms are not a worldwide partnership. GTIL and each member firm is a separate legal entity. Services are delivered by the member firms. GTIL does not provide services to clients. GTIL and its member firms are not agents of, and do not obligate one another and are not liable for one another's acts or omissions. In the Australian context only, the use of the term 'Grant Thornton' may refer to Grant Thornton Australia Limited ABN 41 127 556 389 and its Australian subsidiaries and related entities. GTIL is not an Australian related entity to Grant Thornton Australia Limited.

Liability limited by a scheme approved under Professional Standards Legislation.

Dome Gold Mines Ltd

and its controlled entities

Corporate Governance Statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance. Corporate Governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders. Dome Gold Mines Ltd and its Controlled Entities ('the Group') have adopted the third edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 March 2014 and became effective for financial years beginning on or after 1 July 2014.

The Group's Corporate Governance Statement for the financial year ending 30 June 2019 is dated as at 30 June 2019 and was approved by the Board on 19 September 2019. A description of the Company's current corporate governance practices is set out in the Company's Corporate Governance Statement, which is available on the Company's website at www.domegoldmines.com.au.

For personal use only

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2019

	Notes	2019 \$	2018 \$
Other income	4	5,314	9,376
Employee benefits expenses (including directors fees)		(579,294)	(538,979)
Other expenses	5	(1,158,750)	(1,038,734)
Operating loss		(1,732,730)	(1,568,337)
Depreciation		(10,688)	(7,008)
Finance costs	6	(27,068)	(25,228)
Share based payments	28	-	(103,439)
Gain/(loss) on foreign exchange		-	(309)
Loss before income tax expense		(1,770,486)	(1,704,321)
Income tax expense	7	-	-
Loss for the year		(1,770,486)	(1,704,321)
Other comprehensive income for the year			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange difference on translating foreign controlled entities		151,258	31,187
Total comprehensive loss for the year		(1,619,228)	(1,673,134)
Earnings per share			
Basic and diluted loss per share (cents per share)	8	(0.65)	(0.66)

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

Consolidated Statement of Financial Position as at 30 June 2019

		2019	2018
	Notes	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	9	19,809	1,004,930
Trade and other receivables	10	22,663	51,384
Other assets	11	36,787	76,690
TOTAL CURRENT ASSETS		79,259	1,133,004
NON-CURRENT ASSETS			
Property, plant and equipment	12	171,464	233,078
Capitalised exploration and evaluation expenditure	14	31,705,357	30,264,494
Other assets	11	263,242	213,697
TOTAL NON-CURRENT ASSETS		32,140,063	30,711,269
TOTAL ASSETS		32,219,322	31,844,273
CURRENT LIABILITIES			
Trade and other payables	15	279,531	187,649
Borrowings	16	50,452	-
TOTAL CURRENT LIABILITIES		329,983	187,649
NON-CURRENT LIABILITIES			
Borrowings	16	995,469	472,561
TOTAL NON-CURRENT LIABILITIES		995,469	472,561
TOTAL LIABILITIES		1,325,452	660,210
NET ASSETS		30,893,870	31,184,063
EQUITY			
Issued capital	17	43,378,192	42,049,157
Foreign currency translation reserve		356,849	205,591
Share option reserve		103,439	103,439
Accumulated losses		(12,944,610)	(11,174,124)
TOTAL EQUITY		30,893,870	31,184,063

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

Consolidated Statement of Changes in Equity for the year ended 30 June 2019

	Issued capital \$	Foreign currency translation reserves \$	Share option reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2017	38,120,421	174,404	-	(9,469,803)	28,825,022
Transaction with owners					
Ordinary shares issued	4,440,854	-	-	-	4,440,854
Transaction costs on issue of shares	(512,118)	-	-	-	(512,118)
Share based payments	-	-	103,439	-	103,439
Total transactions with owners	3,928,736	-	103,439	-	4,032,175
Other comprehensive income	-	31,187	-	-	31,187
Loss for the year	-	-	-	(1,704,321)	(1,704,321)
Total comprehensive loss for the year	-	31,187	-	(1,704,321)	(1,673,134)
Balance at 30 June 2018	42,049,157	205,591	103,439	(11,174,124)	31,184,063
Balance at 1 July 2018	42,049,157	205,591	103,439	(11,174,124)	31,184,063
Transaction with owners					
Ordinary shares issued	1,507,404	-	-	-	1,507,404
Transaction costs on issue of shares	(178,369)	-	-	-	(178,369)
Total transactions with owners	1,329,035	-	-	-	1,329,035
Other comprehensive income	-	151,258	-	-	151,258
Loss for the year	-	-	-	(1,770,486)	(1,770,486)
Total comprehensive loss for the year	-	151,258	-	(1,770,486)	(1,619,228)
Balance at 30 June 2019	43,378,192	356,849	103,439	(12,944,610)	30,893,870

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

Consolidated Statement of Cash Flows for the year ended 30 June 2019

	Notes	2019 \$	2018 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		4,988	9,328
Cash received from other income		740	-
Cash paid to suppliers and employees		(1,583,603)	(1,567,439)
Interest paid		-	(6,820)
Other tax received/(paid)		26,229	(8,159)
Net cash used in operating activities	18	(1,551,646)	(1,573,090)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash paid on deposit/advance payment		(160,655)	(665)
Cash received on release of bond/deposit		114,543	-
Purchase of property, plant & equipment		(24,831)	(54,608)
Exploration cost payments capitalised		(1,281,169)	(1,658,344)
Net cash used in investing activities		(1,352,112)	(1,713,617)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of share capital		1,507,404	4,440,854
Proceeds from borrowings		600,000	-
Cash paid on share issue costs		(135,278)	(569,442)
Repayment of borrowings		(53,708)	(763,076)
Net cash provided by financing activities		1,918,418	3,108,336
Net decrease in cash and cash equivalents		(985,340)	(178,371)
Cash and cash equivalents at the beginning of the financial year		1,004,930	1,182,258
Exchange differences on cash and cash equivalents		219	1,043
Cash and cash equivalents at the end of the financial year	9	19,809	1,004,930

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

Notes to the Consolidated Financial Statements

The Financial Report includes the consolidated financial statements and notes of Dome Gold Mines Ltd and controlled entities ('Group').

1 GENERAL INFORMATION AND STATEMENT OF COMPLIANCE

The consolidated general purpose financial statements of the Group have been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Group is a for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements for the year ended 30 June 2019 were approved and authorised for issue by the board of directors on 19 September 2019 (see note 29).

Dome Gold Mines Limited is the Group's ultimate parent company. Dome Gold Mines Ltd is a public company limited by shares incorporated and domiciled in Australia on 8 July 2011. The registered office is Suite 4, Level 21, 123 Pitt Street, Sydney 2000.

Dome Gold Mines Ltd is the parent company with 100% ownership of:

- Magma Mines Pty Ltd;
- Dome Mines Pte Ltd (a company limited by shares incorporated in Fiji); and
- Magma Mines Pte Ltd (a company limited by shares incorporated in Fiji).

The principal activities of the Group during the financial year have been the continuing exploration and evaluation of the following projects in Fiji:

- SPL1451 Ono Island,
- SPL1452 Nadrau; and
- SPL1495 Sigatoka Ironsands.

2 CHANGES IN ACCOUNTING POLICIES

2.1 New and revised standards that are effective and adopted by the Group

The Group has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group. The Group adopted the new standards using the modified retrospective approach which means that the cumulative impact of the adoption (if any) is recognised in retained earnings as of 1 July 2018 and that comparatives will not be restated

AASB 15 Revenue from Contracts with Customers

The Group adopted AASB 15 from 1 July 2018 but does not derive any revenue from its exploration activities at this stage, as such has not recognised any operating revenue to date. Eventually when the Group starts generating revenue, revenue will be recognised in accordance with AASB 15. Therefore there is no impact from the transition from AASB118 to AASB 15.

Notes to the Consolidated Financial Statements

2 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.1 New and revised standards that are effective and adopted by the Group (continued)

AASB 9 Financial Instruments

AASB 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces AASB 139 Financial Instruments: Recognition and Measurement.

(a) Classification - Financial assets and financial liabilities

AASB 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. AASB 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). The standard eliminates the existing AASB 139 categories of held to maturity, loans and receivables and available for sale. Loans and receivables are classified and measured at amortised cost.

The Group holds assets in order to collect contractual cash flows, and the contractual terms are solely payments of outstanding principal and interest on the principal outstanding. The standard requires all financial liabilities to be subsequently classified at amortised cost, except in certain circumstances, of which none applies to the Group.

The table below outlines the accounting treatment for financial assets and financial liabilities under AASB 139 as compared to AASB 9.

Financial instrument	Previous AASB 139	Current AASB 9
Security deposits	Amortised cost	Amortised cost
Trade and other payables	Amortised cost	Amortised cost
Borrowings	Amortised cost	Amortised cost

The Group's other receivables do not meet the definition of a financial asset as they include GST receivable and prepayments. As a result, Group management is satisfied that there is no impact from the transition from AASB 139 to AASB 9.

(b) Impairment - Trade and other receivables

AASB 9 replaces the 'incurred loss' model in AASB 139 with a forward-looking 'expected credit loss' (ECL) model. The new impairment model is only relevant to the Group's financial assets measured at amortised cost. Given the Group is currently in the exploration phase and does not have trade receivables there was no impact of adoption of AASB 9 in this respect.

(c) Hedge accounting

The new hedge accounting rules generally allow for more hedge relationships to be eligible for hedge accounting, as the standard is aligned to a principles-based approach. On basis that the Group does not have hedging arrangements there is no impact on adoption of AASB 9 to the Group in this respect.

2.2 New and revised standards that are not yet adopted by the Group

AASB 16 Leases (effective from 1 January 2019)

AASB 16 replaces AASB 117 Leases and some lease-related Interpretations:

- Requires all leases to be accounted for 'on-balance sheet' by lessees, other than short-term and low value asset leases
- Provides new guidance on the application of the definition of lease and on sale and lease back accounting
- Largely retains the existing lessor accounting requirements in AASB 117
- Requires new and different disclosures about leases

Notes to the Consolidated Financial Statements

2 CHANGES IN ACCOUNTING POLICIES (CONTINUED)

2.2 New and revised Standards that are not yet adopted by the Group (continued)

The Group has operating lease commitments of 3 motor vehicles in Fiji and office leases in both Fiji and Australia. On adoption of AASB 16, the Group will recognise on its balance sheet the minimum lease payments under its lease arrangements as 'right-of-use assets' with a corresponding financial lease liability. The financial liability will be adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognised previously recognised under AASB 117 will be replaced with a depreciation charge for the leased asset (included in operating costs), and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (operating activities) component.

Based on the Group's preliminary assessment, a right of use asset of \$428,620 and lease liability of \$403,980 is expected to be recognised effective 1 July 2019.

The Group intends to adopt the new standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 July 2019 and that comparatives will not be restated.

3 SUMMARY OF ACCOUNTING POLICIES

3.1 Overall considerations

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

3.2 Basis of consolidation

The Group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 30 June 2019. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its investment with the subsidiary and has the ability to affect those returns through its power over the subsidiary.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.3 Business combination

The Group applies the acquisition method in accounting for business combinations.

The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

3.4 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis.

3.5 Foreign currency transactions and balances

Functional and presentation currency

The consolidated financial statements are presented in Australian dollars (AUD), which is also the functional currency of the parent company.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at period end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at period-end and are measured at historical cost (translated using the exchange rates at the date of the transactions), except for non-monetary items measured at fair value which are translated using the change rates at the date when fair value was determined.

Foreign operations

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the AUD are translated into AUD upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into AUD at the closing rate at the reporting date. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into AUD at the closing rate. Income and expenses have been translated into AUD at the average rate over the reporting period. Exchange differences are charged/credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.6 Segment Reporting

Determination and presentation of operating segments

The Group determines and presents operating segments based on the information that is provided internally to the management.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarter), head office expenses, and income tax assets and liabilities.

Segment capital expenditure is the total costs incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

3.7 Exploration and evaluation expenditure

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability and facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from exploration and evaluation expenditure to mining property and development assets within property, plant and equipment.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.8 Property, plant and equipment

Plant and equipment and computer equipment

Plant and equipment (comprising fittings and furniture) and computer equipment are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Group's management.

Plant and equipment and computer equipment are measured on the cost basis less subsequent depreciation and impairment losses.

Depreciation

The depreciable amount of all fixed assets is recognised on a straight-line basis to write down the cost over the assets' estimated useful lives to the Group commencing from the time the asset is ready for use.

The depreciation rates and useful lives used for each class of depreciable assets are:

Class of fixed asset	Useful Lives	Depreciation basis
Exploration computer equipment	2.5-4.2 years	Prime cost
Exploration furniture and fittings	3-8.3 years	Prime cost
Exploration plant and equipment	2.5-8.3 years	Prime cost
Office equipment	2-20 years	Prime cost

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

3.9 Leased assets

Operating leases

All other leases are treated as operating leases. Where the Group is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

3.10 Income tax

The charge for current income tax expense is based on the profit for the period adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the date of the statement of financial position.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income 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.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the income statement except where it relates to items recognised directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.10 Income tax (continued)

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law

3.11 Revenue

The Group currently does not have any revenue. The SPL licenses of the Group only permit the Group to carry out exploration activities. Once the Group reaches the production phase, revenue will be recognised using the 5-step process:

- 1 Identifying the contract with a customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

The total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Accounting policy for comparative period

Interest income is reported on an accruals basis using the effective interest method.

Refundable research and development costs are reported as a government grant through other income.

3.12 Goods and services tax (GST)

Revenues, expenses and assets are recognised exclusive of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian or Fiji Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

3.13 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with a maturity of three months or less.

3.14 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.14 Financial instruments (continued)

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

In the periods presented the corporation does not have any financial assets categorised as FVOCI. The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.14 Financial instruments (continued)

Impairment of financial assets

AASB 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaced AASB 139's 'incurred loss model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').

'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.14 Financial instruments (continued)

Derivative financial instruments

Derivative financial instruments are accounted for at fair value through profit and loss (FVTPL) except for derivatives designated as hedging instruments in cash flow hedge relationships, which require a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet all of the following requirements:

- there is an economic relationship between the hedged item and the hedging instrument
- the effect of credit risk does not dominate the value changes that result from that economic relationship
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the entity actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

Accounting policy for comparative period

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

Financial assets in the scope of AASB 139 Financial Instruments: Recognition and Measurement are classified as either financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or available-for-sale investments, as appropriate. The Group determines the classification of its financial assets after initial recognition and, when allowed and appropriate, re-evaluates this designation at each financial period end.

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Classification and subsequent measurement of financial liabilities

The Group's financial liabilities include borrowings and trade and other payables, which are measured subsequently at amortised cost using the effective interest method.

Trade and other payables, including accruals for goods received but not yet billed, are recognised when the Group becomes obliged to make future payments principally as a result of the purchase of goods and services.

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.15 Significant accounting judgments and key estimates

The preparation of financial reports requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Estimates and assumptions are continuously evaluated and are based on management's experience and other factor, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes would differ from these estimates if different assumptions were used and different conditions existed.

In particular, the Group has identified the following areas where significant judgements, estimates and assumptions are required, and where actual results were to differ, may materially affect the financial position or financial results reported in future periods.

(i) Exploration and evaluation expenditure (Note 14)

All capitalised exploration and evaluation expenditure (\$31,705,357 at 30 June 2019) (2018: \$30,264,494) has been capitalised on the basis that:

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.
- The renewal of exploration licences is expected to be a routine process up until such a point as the entity is able to apply for a mining licence. As at the date of approval of the consolidated financial statements, all licences have been renewed and are up to date.

(ii) Going concern (Note 3.16)

3.16 Going concern

The consolidated financial statements have been prepared on a going concern basis which contemplates the realisation of assets and settlement of liabilities in the ordinary course of business.

The Group has incurred a trading loss of \$1,770,486 (2018: \$1,704,321), used \$2,832,815 (2018: \$3,231,434) of net cash in operations including payments for exploration during the year ended 30 June 2019, and has a cash balance of \$19,809 at 30 June 2019 (2018: \$1,004,930), and current liabilities exceed current assets by \$250,724. However, subsequent to 30 June 2019, the Group has received \$1,950,000 in addition from shareholders via capital raising. These conditions give rise to a material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern. The ongoing operation of the Group is dependent upon:

- the Group raising additional funding from shareholders or other parties; and/or
- the Group reducing expenditure in-line with available funding.

The Directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. These cash flow projections assume the Group obtains sufficient additional funding from shareholders or other parties. If such funding is not achieved, the Group plans to reduce expenditures significantly.

In the event that the Group does not obtain additional funding and/or reduce expenditure in-line with available funding, it may not be able to continue its operations as a going concern and therefore may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial report.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.17 Impairment testing of non- financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

3.18 Equity and reserves

Share capital represents the fair value of shares that have been issued. Any transaction costs associated with the issuing of shares are deducted from share capital, net of any related income tax benefits.

Other components of equity include the following:

- Foreign currency translation reserve – comprises foreign currency translation differences arising on the translation of financial statements of the Group's foreign entities into AUD; and
- Share option reserve – comprises fair value of options granted to the Company's Directors and contractor; and
- Retained earnings include all current and prior period retained losses.

3.19 Employee benefits

Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Notes to the Consolidated Financial Statements

3 SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

3.19 Employee benefits (continued)

Other long-term employee benefits

The Group's liabilities for annual leave are included in other long term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

3.20 Share-based payments

The Group operates equity-settled share-based remuneration plans for its Directors and contractor. None of the Group's plans feature any options for a cash settlement.

All compensation or goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where the Company's Directors and contractor are rewarded using share-based payments, the fair values are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All share-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to share option reserve. If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest.

Upon exercise of share options, the proceeds received net of any directly attributable transaction costs are allocated to share capital.

4 OTHER INCOME

	2019	2018
	\$	\$
Interest income	5,074	9,376
Other	240	-
Total other income	<u>5,314</u>	<u>9,376</u>

Notes to the Consolidated Financial Statements

5 OTHER EXPENSES	2019	2018
	\$	\$
Consultant expenses	662,536	613,297
Loss on disposal of property, plant & equipment	240	1,339
Office expenses	338,399	277,340
Other expenses	157,575	146,758
Total other expenses	<u>1,158,750</u>	<u>1,038,734</u>
6 FINANCE COSTS		
Interest expenses for borrowings at amortised cost		
- Related party	25,102	2,604
- Third party	1,966	22,624
	<u>27,068</u>	<u>25,228</u>
7 INCOME TAX		
(a) Income tax expense/(benefit)		
Current tax	-	-
Deferred tax	-	-
	<u>-</u>	<u>-</u>
(b) Reconciliation of income tax expense to prima facie tax payable:		
Loss before tax	(1,770,486)	(1,704,321)
Prima facie income tax benefit at the Australian tax rate of 27.5% (2018: 27.5%)	(486,884)	(468,688)
Increase/(decrease) in income tax expense due to:		
Assessable income/ non-deductible expenses	21,306	15,701
Tax loss not recognised	449,939	453,581
Effect of net deferred tax assets/(liabilities) not recognised	14,306	(1,879)
Impact of overseas tax differential	1,333	1,285
Income tax expense/(benefit)	<u>-</u>	<u>-</u>
(c) Unrecognised deferred tax assets		
Deferred tax balances have not been recognised in respect of the following items:		
Tax loss	3,127,878	2,656,883
Other deferred tax assets	720,025	774,945
Deferred tax liability in relation to exploration costs	(2,185,055)	(1,827,397)
Net deferred tax assets not recognised	<u>1,662,848</u>	<u>1,604,431</u>

Notes to the Consolidated Financial Statements

8 LOSS PER SHARE

2019
\$

2018
\$

Basic and diluted loss per share have been calculated using:

Loss for the year attributable to equity holders of the Company

(1,770,486)

(1,704,321)

No of Shares

Weighted average number of shares at the end of the year used in basic and diluted loss per share

271,577,741

256,514,342

Basic and diluted loss per share (cents)

(0.65)

(0.66)

As the Group is loss making, none of the potentially dilutive securities are currently dilutive.

9 CASH AND CASH EQUIVALENTS

For the purpose of the Statement of Cash Flows, cash includes cash on hand, cash at bank and short term deposits at call, net of any outstanding bank overdraft, if any. Cash at the end of the year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows

Cash at bank

19,809

1,004,930

Total cash and cash equivalents

19,809

1,004,930

10 TRADE AND OTHER RECEIVABLES

Other receivables

1,171

2,526

Other tax receivables

21,492

48,858

Total other receivables

22,663

51,384

11 OTHER ASSETS

Current

Prepayments

36,787

76,690

Total other current assets

36,787

76,690

Non-current

Bank guarantee deposit

159,874

114,543

Bond deposit

102,509

98,324

Other capital costs

859

830

Total other non-current assets

263,242

213,697

Notes to the Consolidated Financial Statements

	2019 \$	2018 \$
12 PROPERTY, PLANT AND EQUIPMENT		
Exploration computer equipment		
At cost	6,350	6,832
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(1,880)	(3,034)
Total exploration computer equipment	4,470	3,798
Exploration furniture and fittings		
At cost	14,384	13,904
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(9,945)	(7,776)
Total exploration furniture and fittings	4,439	6,128
Exploration plant and equipment		
At cost	498,458	480,282
Less accumulated depreciation (depreciation is capitalised as deferred expenditure)	(375,248)	(286,947)
Total exploration plant and equipment	123,210	193,335
Office equipment		
At cost	61,209	45,141
Less accumulated depreciation	(21,864)	(15,324)
Total office equipment	39,345	29,817
Total	171,464	233,078

Movements in carrying amounts

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Exploration computer equipment \$	Exploration furniture and fittings \$	Exploration plant and equipment \$	Office equipment \$	Total \$
Gross carrying amount					
Balance at 1 July 2017	7,435	12,832	495,271	24,744	540,282
Additions	2,995	1,382	19,624	30,607	54,608
Disposals	(972)	(482)	(43,809)	(10,210)	(55,473)
Reallocation	(2,679)	-	2,679	-	-
Net exchange difference	53	172	6,517	-	6,742
Balance at 30 June 2018	6,832	13,904	480,282	45,141	546,159
Depreciation and impairment					
Balance at 1 July 2017	(2,992)	(6,409)	(230,954)	(17,188)	(257,543)
Depreciation	(997)	(1,763)	(80,588)	(7,008)	(90,356)
Disposals	972	482	27,540	8,872	37,866
Reallocation	13	-	(13)	-	-
Net exchange difference	(30)	(86)	(2,932)	-	(3,048)
Balance at 30 June 2018	(3,034)	(7,776)	(286,947)	(15,324)	(313,081)
Carrying amount as at 30 June 2018	3,798	6,128	193,335	29,817	233,078

Notes to the Consolidated Financial Statements

12 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Movements in carrying amounts (continued)

	Exploration computer equipment \$	Exploration furniture and fittings \$	Exploration plant and equipment \$	Office equipment \$	Total \$
Gross carrying amount					
Balance at 1 July 2018	6,832	13,904	480,282	45,141	546,159
Additions	2,362	-	2,013	20,455	24,830
Disposals	(3,048)	-	-	(4,387)	(7,435)
Net exchange difference	204	480	16,163	-	16,847
Balance at 30 June 2019	6,350	14,384	498,458	61,209	580,401
Depreciation and impairment					
Balance at 1 July 2018	(3,034)	(7,776)	(286,947)	(15,324)	(313,081)
Depreciation	(1,808)	(1,900)	(78,818)	(10,688)	(93,214)
Disposals	3,048	-	-	4,148	7,196
Net exchange difference	(86)	(269)	(9,483)	-	(9,838)
Balance at 30 June 2019	(1,880)	(9,945)	(375,248)	(21,864)	(408,937)
Carrying amount as at 30 June 2019	4,470	4,439	123,210	39,345	171,464

13 LEASES

Operating leases as lessee

The Group has operating lease commitments of 3 motor vehicles in Fiji and office lease in both Fiji and Australia.

The motor vehicles rental contract and office lease in Fiji both have a non-cancellable term of three years. The office lease contract in Australia has a non-cancellable term of one year and ten months.

The future minimum lease payments are as follows:

	Minimum Lease Payments Due			Total
	Within 1 year \$	1-3years \$	After 3 years \$	\$
30 June 2019	297,732	162,192	-	459,924
30 June 2018	183,829	21,613	-	205,442

Lease expenses during the year amounted to \$262,436 (2018: \$210,598) representing the minimum lease payments.

Notes to the Consolidated Financial Statements

14 CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE

	\$
Balance at 1 July 2017	28,395,904
Expenditure capitalised during the year	<u>1,868,590</u>
Balance at 30 June 2018	<u>30,264,494</u>
Balance at 1 July 2018	30,264,494
Expenditure capitalised during the year	<u>1,440,863</u>
Balance at 30 June 2019	<u>31,705,357</u>

The Directors have considered the requirements of AASB 6: Exploration for and Evaluation of Mineral Resources, and reviewed the carrying value of capitalised exploration and evaluation expenditure. Based on this review, the Directors consider the carrying value of each area of interest is supported by the anticipated future value. Furthermore, there are no indicators that the carrying values are impaired as at 30 June 2019.

15 TRADE AND OTHER PAYABLES

	2019 \$	2018 \$
Current		
Accruals	186,089	114,149
Trade creditors	41,274	30,220
Other payables	34,066	18,037
Provisions	<u>18,102</u>	<u>25,243</u>
Total other payables	<u>279,531</u>	<u>187,649</u>

16 BORROWINGS

Current

Loan from related party	<u>50,452</u>	-
Total borrowings	<u>50,452</u>	-

Non-current

Loan from third party	421,028	472,561
Loan from related party	<u>574,441</u>	-
Total borrowings	<u>995,469</u>	<u>472,561</u>

The outstanding loan payable to a third party as at 30 June 2019 is \$421,028 (2018: \$472,561). The agreed interest rate on the unsecured loan is 5%. The facility is not secured. The remaining facility with a third party available as at 30 June 2019 is \$578,972 (2018: \$527,439). The facility was extended from 31 December 2018 to 31 December 2020.

The Company has three loan facilities with related parties, refer to Note 20(a).

The outstanding loan payable to the first related party as at 30 June 2019 is \$50,452 (2018: \$Nil). The agreed interest rate on this unsecured loan is 10%. The facility is not secured and expires on 30 June 2020. The Company has used all facility available with this related party as at 30 June 2019 (2018: \$Nil).

Dome Gold Mines Ltd

and its controlled entities

Notes to the Consolidated Financial Statements**16 BORROWINGS (CONTINUED)**

The outstanding loan payable to the second related party as at 30 June 2019 is \$574,441 (2018: \$Nil). The agreed interest rate on the unsecured loan is 10%. The facility is not secured. The Company has used all facility available with this related party as at 30 June 2019 (2018: \$Nil). The facility was extended during the reporting period from 30 June 2019 to 31 December 2020.

There is no outstanding loan payable to the third related party as at 30 June 2019 (2018: \$Nil) and the facility is available for use till 31 December 2020. The total facility of the Company with this related party is \$3,500,000 as at 30 June 2019 (2018: \$3,500,000). The agreed interest rate on the unsecured loan is 5%. The facility is not secured.

17 ISSUED CAPITAL**2019****2018**

	Shares	\$	Shares	\$
Ordinary shares fully paid	<u>276,300,997</u>	<u>43,378,192</u>	<u>269,031,700</u>	<u>42,049,157</u>

Movements in ordinary share capital

Ordinary shares	No. of shares	\$
Balance at 1 July 2017	246,827,429	38,120,421
Fully paid ordinary shares issued 15 November 2017 at \$0.20	2,477,625	495,525
Fully paid ordinary shares issued 28 November 2017 at \$0.20	1,454,165	290,833
Fully paid ordinary shares issued 14 December 2017 at \$0.20	5,231,512	1,046,302
Fully paid ordinary shares issued 3 January 2018 at \$0.20	3,000,000	600,000
Fully paid ordinary shares issued 22 January 2018 at \$0.20	4,377,489	875,498
Fully paid ordinary shares issued 20 February 2018 at \$0.20	561,990	112,398
Fully paid ordinary shares issued 2 May 2018 at \$0.20	5,101,490	1,020,298
Less costs of issue	-	(512,118)
Balance at 30 June 2018	<u>269,031,700</u>	<u>42,049,157</u>
Balance at 1 July 2018	269,031,700	42,049,157
Fully paid ordinary shares issued 13 November 2018 at \$0.20	597,443	119,489
Fully paid ordinary shares issued 18 December 2018 at \$0.22	551,231	121,271
Fully paid ordinary shares issued 18 December 2018 at \$0.215	2,834,651	609,450
Fully paid ordinary shares issued 18 April 2019 at \$0.20	1,211,166	242,233
Fully paid ordinary shares issued 4 June 2019 at \$0.20	1,074,806	214,961
Fully paid ordinary shares issued 18 June 2019 at \$0.20	1,000,000	200,000
Less costs of issue	-	(178,369)
Balance at 30 June 2019	<u>276,300,997</u>	<u>43,378,192</u>

The share capital of Dome Gold Mines consists only of fully paid ordinary shares. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Dome Gold Mines.

Notes to the Consolidated Financial Statements

18 CASH FLOW INFORMATION

Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of Financial Position as follows:

	2019 \$	2018 \$
Reconciliation of cash		
Cash and cash equivalents	19,809	1,004,930
Reconciliation of cash flow from operations with loss from ordinary activities after income tax		
Loss from ordinary activities after income tax	(1,770,486)	(1,704,321)
Non-cash flows in loss from ordinary activities		
Depreciation and amortisation	10,688	7,008
Loss on sale of property, plant & equipment	240	1,339
Changes in other assets and liabilities	25,210	(5,579)
Decrease/(increase) in trade receivables and other assets	130,839	(15,121)
Increase in trade and other payables	51,863	40,145
Share based payments	-	103,439
Net cash used in operating activities	(1,551,646)	(1,573,090)

19 REMUNERATION OF AUDITORS

During the year, the following services were paid or payable for services provided by the auditor of the company:

Grant Thornton Audit Pty Ltd		
Audit services	60,500	60,000
Total remuneration of auditor	60,500	60,000

20 RELATED PARTY TRANSACTIONS

(a) The Group has loans from related parties as described below.

Loan from related parties

Beginning of the year	-	98,021
Loans advanced	600,000	-
Loan repayments	(209)	(99,870)
Interest withholding tax	-	(755)
Interest charged	25,102	2,604
End of period	624,893	-

The agreed interest on the loans is 10%. The loans are unsecured. An amount of \$50,452 is provided by a member of key management personnel and the remaining \$574,441 is provided by a Company wherein a member of key management personnel is a director. Amounts are repayable in full by 30 June 2020 and 31 December 2020 respectively.

Notes to the Consolidated Financial Statements

20 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Transactions with key management personnel

Key management of the Group are Dome's CEO and members of Board of directors. Key management personnel remuneration is shown in the table below:

	2019 \$	2018 \$
Short term employee benefits		
Cash salaries and fees	311,949	296,004
Total short term employee benefits	311,949	296,004
Post-employment benefits		
Superannuation	49,996	49,996
Total post-employment benefits	49,996	49,996
Share-based payments	-	60,843
Total remuneration	361,945	406,843

There are no other related party transactions during the year ended 30 June 2019.

21 CONTINGENCIES AND COMMITMENTS

Minimum tenement expenditure requirements

	2019 \$	2018 \$
Within one year	361,326	378,145
Between one to five years	3,131,150	224,422
Total	3,492,476	602,567

The minimum tenement expenditure requirements are guidelines only by the Mineral Resources Department in Fiji.

SPL 1451 is valid until 12 February 2020, SPL 1495 is valid until 10 February 2022, and SPL 1452 is valid until 26 August 2022.

Additional bond requirements

	2019 \$	2018 \$
Within one year	-	-
Between one to five years	33,548	-
Total	33,548	-

Commitments

The Group entered into an agreement with IHC Robbins to undertake a Definitive Feasibility Study (DFS) on the Sigatoka Iron sand Project during December 2018. As at the reporting date the Group's commitment from this arrangement is capped at \$3 million, of which \$500,000 work has been completed including study mobilisation and commencement of test work, options assessment and test work completion. The Group has the ability to terminate the arrangement at any time, in such a situation the Group's commitment will be capped to the extent of work performed by IHC Robbins as of the date of termination.

Guarantees

The Group has a bank guarantee of \$159,874 (2018: \$114,543), and bond deposits totalling \$102,509 (2018: \$98,324) as at 30 June 2019.

There are no other contingent assets or liabilities as at the date of this financial report.

Notes to the Consolidated Financial Statements

22 SEGMENT REPORTING

Segment information is presented in respect of the Group's management and internal reporting structure.

Transactions with business segments are determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly income earning assets and revenue, interest bearing loans, borrowings and expenses, and corporate assets and expenses.

Business segments

For the year ended 30 June 2019 the Group principally operated in Fiji in the mineral exploration sector.

The Group has two reportable segments, as described below.

Operating Segment	Ironsand Project \$	Gold Projects \$	Corporate \$	Consolidated total \$
30 June 2018				
Segment revenue				
Finance income	481	252	8,643	9,376
Total revenue	481	252	8,643	9,376
Depreciation	-	-	(7,008)	(7,008)
Share-based payments	-	-	(103,439)	(103,439)
Segment profit/(loss)	(9,291)	(8,514)	(1,686,516)	(1,704,321)
Segment assets	27,869,488	2,822,607	1,152,178	31,844,273
Segment liabilities	2,451,407	2,388,863	(4,180,060)	660,210
30 June 2019				
Segment revenue				
External revenue	-	-	240	240
Finance income	512	355	4,207	5,074
Total revenue	512	355	4,447	5,314
Depreciation	-	-	(10,688)	(10,688)
Segment profit/(loss)	(9,429)	(9,229)	(1,751,828)	(1,770,486)
Segment assets	28,948,207	3,016,007	255,108	32,219,322
Segment liabilities	2,792,985	2,488,139	(3,955,672)	1,325,452

Notes to the Consolidated Financial Statements

22 SEGMENT REPORTING (CONTINUED)

Reconciliation of reportable segment profit & loss, assets and liabilities

	2019 \$	2018 \$
Loss before tax		
Loss before tax for reportable segment	(18,658)	(17,805)
Other loss before tax unallocated	(1,751,828)	(1,686,516)
Consolidated loss before tax	<u>(1,770,486)</u>	<u>(1,704,321)</u>
Assets		
Total assets for reportable segments	31,964,214	30,692,095
Intercompany eliminations	(5,596,878)	(5,109,973)
Other corporate assets	5,851,986	6,262,151
Consolidated assets	<u>32,219,322</u>	<u>31,844,273</u>
Liabilities		
Total liabilities for reportable segments	5,281,124	4,840,270
Intercompany eliminations	(5,596,878)	(5,109,973)
Other corporate liabilities	1,641,206	929,913
Consolidated liabilities	<u>1,325,452</u>	<u>660,210</u>

23 PARENT ENTITY DISCLOSURES

As at and throughout the financial year ended 30 June 2019 the parent entity of the Group was Dome Gold Mines Ltd.

Statement of profit or loss and other comprehensive income	2019 \$	2018 \$
Net loss for the year	(1,751,944)	(2,004,947)
Other comprehensive income	164,129	36,202
Total comprehensive loss	<u>(1,587,815)</u>	<u>(1,968,745)</u>
Statement of financial position		
Current assets	5,317,576	5,783,482
Non-current assets	26,746,176	25,832,627
Total assets	32,063,752	31,616,109
Current liabilities	313,320	129,805
Non-current liabilities	995,469	472,561
Total liabilities	1,308,789	602,366
Net assets	<u>30,754,963</u>	<u>31,013,743</u>
Equity		
Issued capital	43,378,192	42,049,157
Accumulated losses	(12,860,559)	(11,108,615)
Foreign currency translation reserve	133,891	(30,238)
Share option reserve	103,439	103,439
Total equity	<u>30,754,963</u>	<u>31,013,743</u>

The Directors are of the opinion that no contingencies existed at, or subsequent to year end.

Dome Gold Mines Ltd

and its controlled entities

Notes to the Consolidated Financial Statements

24 POST-REPORTING DATE EVENTS

Subsequent to the end of the financial year:

Issue of share capital

- On 11 July 2019 the Company completed a placement of 2,500,000 fully paid ordinary shares at \$0.20 per share to raise \$500,000.
- On 24 July 2019 the Company completed a placement of 750,000 fully paid ordinary shares at \$0.20 per share to raise \$150,000.
- On 16 August 2019 the Company completed a placement of 6,500,000 fully paid ordinary shares at \$0.20 per share to raise \$1,300,000.

SPL 1495 Sigatoka Iron Sand Project

In August 2019, Dome commenced preparations to resume a sonic drilling program being done in to collect samples from parts of the Sigatoka sand deposit not previously drilled with analytical and geological results to be used to update the initial JORC 2012 resource estimates dated October 2014. The drilling started in Fiji on 9 September 2019.

SPL 1452 Nadrau Project

- The SPL expired on February 13, 2019 and the Company has submitted a renewal application on February 11, 2019. SPL 1452 was renewed for a further 3-year period on September 12, 2019. The SPL remained in force during the renewal process.

No other matters or circumstances have arisen since the end of the year that have significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

25 SUBSIDIARIES

Particulars in relation to controlled entities:

	Country of incorporation	Company interest in ordinary shares	
		2019	2018
		%	%
Controlled entities			
Dome Mines Pte Limited	Fiji	100	100
Magma Mines Pty Ltd	Australia	100	100
Magma Mines Pte Limited	Fiji	100	100

26 FINANCIAL INSTRUMENT RISK

26.1 Risk management objectives and policies

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in note 3.14. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated by management, in close co-operation with the board of directors, and focuses on actively securing the Group's short to medium term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk and certain other price risks, which result from both its operating and investing activities.

Notes to the Consolidated Financial Statements

26 FINANCIAL INSTRUMENT RISK (CONTINUED)

26.2 Market risk analysis

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other price risks, which result from both its operating and investing activities.

Foreign currency sensitivity

Most of the Group's transactions are carried out in AUD. Exposures to currency exchange rates arise from the Group's overseas purchases, which are primarily denominated in Fijian dollars (FJD). To mitigate the Group's exposure to foreign currency risk, non-AUD cash flows are monitored.

The following table illustrates the sensitivity of profit in regards to the Group's financial assets and financial liabilities and the AUD/FJD exchange rate 'all other things being equal'. It assumes a +/- 5% change of the AUD/FJD exchange rate for the year ended 30 June 2019. This percentage has been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Group's foreign currency financial instruments held at each reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

If the AUD had strengthened against the FJD by 5% (2018: 5%) then this would have had the following impact:

	<u>Profit for the year</u>	<u>Equity</u>
	\$	\$
30 June 2019	-	250,253
30 June 2018	-	227,097

If the AUD had weakened against the FJD by 5% (2018: 5%) then this would have had the following impact:

	<u>Profit for the year</u>	<u>Equity</u>
	\$	\$
30 June 2019	-	(250,253)
30 June 2018	-	(227,097)

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to currency risk.

Interest rate sensitivity

Interest risk arises from the use of interest bearing financial instruments. It is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk).

The Group's policy is to minimise interest rate cash flow risk exposures on financing. Borrowings are therefore usually at fixed rates. At 30 June 2019, the Group is not exposed to changes in market interest rates through borrowings as all borrowings are at fixed interest rates.

At 30 June 2019, the Group's exposure to cash flow interest relates primarily to cash at bank of the Group which bears floating rates. The Group is considering investing surplus cash in long term deposits at fixed rates in the future.

Notes to the Consolidated Financial Statements

26 FINANCIAL INSTRUMENT RISK (CONTINUED)

26.2 Market risk analysis (continued)

As at the end of the reporting period, the Group had the following floating financial instruments:

	2019		2018	
	Weighted average interest rate %	Balance \$	Weighted average interest rate %	Balance \$
Cash and cash equivalents	0	19,809	0.46	1,004,930

The following table demonstrates the sensitivity to a 0.5% change in interest rates, with all other variables held constant, of the Group's profit (through the impact on floating rate financial assets and financial liabilities).

	2019		2018	
	+0.5% \$	-0.5% \$	+0.5% \$	-0.5% \$
Profit/(loss) for the year	99	(99)	5,025	(5,025)

26.3 Credit risk analysis

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by receivables from other parties, placing deposits etc. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2019	2018
	\$	\$
Classes of financial assets -		
Carrying amounts:		
Cash and cash equivalents	19,809	1,004,930
Trade and other receivables	22,663	51,384
Bank guarantee deposit	159,874	114,543
Bond deposit	102,509	98,324
Carrying amount	304,855	1,269,181

The Group continuously monitors defaults of other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on other counterparties are obtained and used. The Group's policy is to deal only with creditworthy counterparties.

The Group's management considers that all the above financial assets that are not impaired or past due for each of the reporting dates under review are of good credit quality. The Group currently has no receivables from trading therefore is not exposed to credit risk in relation to trade receivables.

None of the Group's financial assets are secured by collateral or other credit enhancements.

The credit risk for cash and cash equivalents, bank guarantee deposit, bond deposit and tax refunds is considered negligible, since the counterparties are reputable banks and government body with high quality external credit ratings.

Notes to the Consolidated Financial Statements

26 FINANCIAL INSTRUMENT RISK (CONTINUED)

26.4 Liquidity risk analysis

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group's objective is to maintain cash and marketable securities to meet its liquidity requirements for 90-day periods at a minimum. This objective was met for the reporting periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

The carrying amount of financial liabilities recognised at the reporting date, as summarised below:

30 June 2019	Carrying value	Contractual amount		
		Total	Within one year	Between one to five years
	\$	\$	\$	\$
Borrowings	1,045,921	1,135,332	55,452	1,079,880
Trade and other payables	279,531	279,531	279,531	-
Total	1,325,452	1,414,863	334,983	1,079,880

30 June 2018	Carrying value	Contractual amount		
		Total	Within one year	Between one to five years
	\$	\$	\$	\$
Borrowings	472,561	482,486	-	482,486
Trade and other payables	187,649	187,649	187,649	-
Total	660,210	670,135	187,649	482,486

27 CAPITAL RISK MANAGEMENT

Our objective of capital risk management is to manage capital and safeguard our ability to continue as a going concern, and to generate returns for shareholders. The Group manages its risk exposure of its financial instruments in accordance with the guidance of the Board of Directors. The Group uses different methods to manage and minimise its exposure to risks. These include monitoring levels of interest rates fluctuations to maximise the return of bank balances and the flexing of the gearing ratios. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

The final approval and monitoring of any of these policies is done by the Board which review and agrees on the policies for managing risks.

The primary responsibility to monitor the financial risks lies with the Directors and the Company Secretary under the authority of the Board. The Board approved policies for managing risks including the setting up of approval limits for purchases and monitoring projections of future cash flows.

Notes to the Consolidated Financial Statements

28 SHARE BASED PAYMENT

During the year ended 30 June 2018, the Group had two share-based payment arrangements. Both will be settled in equity.

Options were granted to non-executive Directors and contractor respectively under each scheme as part of their remuneration packages. Options were granted for no consideration and carry no dividends or voting rights when exercised. Options under both schemes vest on issue date. Each option allows the holder to purchase one ordinary share at the price determined at grant date.

Share options and weighted average exercise prices are as follows for the reporting periods presented:

	Options issued to directors		Options issued to contractors	
	Number of shares	Weighted average exercise price (\$)	Number of shares	Weighted average exercise price (\$)
Outstanding at 1 July 2017	-	-	-	-
Granted	1,500,000	0.45	1,000,000	0.45
Forfeited	-	-	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding at 30 June 2018	1,500,000	0.45	1,000,000	0.45
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding at 30 June 2019	1,500,000	0.45	1,000,000	0.45
Exercisable at 30 June 2018	1,500,000	0.45	1,000,000	0.45
Exercisable at 30 June 2019	1,500,000	0.45	1,000,000	0.45

The fair values of options granted were determined using a variation of the Black-Scholes option pricing model. The fair value is appraised at the grant date and excludes the impact of non-market vesting conditions.

The following principal assumptions were used in the valuation:

Valuation assumptions	Options issued to directors	Options issued to contractors
Grant date	24 November 2017	24 November 2017
Vesting period ends	27 July 2020	31 December 2020
Share price at date of grant	\$0.21	\$0.21
Expected volatility	61.74%	58.44%
Option life	977 days	1,134 days
Dividend yield	-	-
Risk free investment rate	1.92%	1.92%
Weighted average fair value at grant date	\$0.04	\$0.04
Weighted average exercise price at grant date	\$0.45	\$0.45
Exercisable from	24 November 2017	24 November 2017
Exercisable to	27 July 2020	31 December 2020

The underlying expected volatility was determined by reference to historical data of the Company's shares over a period of time. No special features inherent to the options granted were incorporated into measurement of fair value.

In total, Nil (2018: \$103,439) expenses was recognised, all of which are related to equity-settled share-based payment transactions, have been included in profit or loss and credited to share option reserve.

Notes to the Consolidated Financial Statements

29 AUTHORISATION OF FINANCIAL STATEMENTS

The consolidated financial statements for the year ended 30 June 2019 (including comparatives) were approved by the board of directors on 19 September 2019.

For personal use only

Directors' Declaration

The directors of the Company declare that:

1 In the opinion of the Directors of Dome Gold Mines Limited:

a) The consolidated financial statements and notes of Dome Gold Mines Limited are in accordance with the Corporations Act 2001, including:

i Giving a true and fair view of its financial position as at 30 June 2019 and of its performance for the financial year ended on that date; and

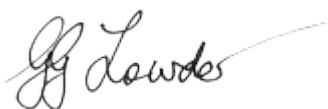
ii Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and

b) There are reasonable grounds to believe that Dome Gold Mines Limited 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 Chief Executive Officer and Chief Financial Officer (or equivalent) for the financial year ended 30 June 2019.

3 Note 1 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors



G. G. Lowder

Chairman

Dated this 19 September 2019

Sydney

Independent Auditor's Report

To the Members of Dome Gold Mines Ltd

Report on the audit of the financial report

Opinion

We have audited the financial report of Dome Gold Mines Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2019, the 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, and notes to the financial statements, including a summary of significant accounting policies, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a giving a true and fair view of the Group's financial position as at 30 June 2019 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. 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 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* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 3.16 in the financial statements, which indicates that the Company incurred a net loss of \$1,770,486 during the year ended 30 June 2019, and as of that date, the Company's current liabilities exceeded its current assets by \$250,724. As stated in Note 3.16, these events or conditions, along with other matters as set forth in Note 3.16, indicate that a material uncertainty exists that may cast doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

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.

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 to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Exploration and Evaluation Assets – valuation Note 3 and 14 At 30 June 2019 the carrying value of Exploration and Evaluation Assets was \$31,705,357. In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the company is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value. There are a number of assumptions made when assessing the recoverability of capitalised costs many times it is hinged upon the future success of projects. This area is a key audit matter due to the inherent subjectivity that is involved in the Group making judgements in relation to the evaluation for any impairment indicators, in accordance with AASB 6.	Our procedures included, amongst others: - Obtaining the management prepared reconciliation of capitalised exploration and evaluation expenditure and agreeing to the general ledger; - Evaluating management's area of interest considerations against AASB 6; - Conducting a detailed analysis of management's assessment of trigger events prepared in accordance with AASB 6 including: - Tracing projects to statutory registers, exploration licenses and third party confirmations to determine whether a right of tenure existed; - Enquiry of management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including review of managements' budgeted expenditure; - Understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale; - Evaluating the competence, capabilities and objectivity of management's experts in the evaluation of potential impairment triggers; and - Reviewing the appropriateness of the related disclosures within the financial statements.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, 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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors' for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

Our objectives are 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this 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: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 25 to 27 of the Directors' report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Dome Gold Mines Ltd, for the year ended 30 June 2019 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The Directors of the Group are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



Grant Thornton Audit Pty Ltd
Chartered Accountants



M D Dewhurst
Partner – Audit & Assurance

Sydney, 19 September 2019

ASX Additional Information

Additional information required by the ASX Limited Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 31 August 2019.

SECURITIES EXCHANGE

The Company is listed on the Australian Securities Exchange. The Home Exchange is Sydney.

SUBSTANTIAL SHAREHOLDERS

The number of substantial shareholders and their associates are set out below:

Shareholder	Number of Shares
Blue Ridge Interactive Limited	45,000,000
Onizaki Corporation	30,000,000
Fleet Market Investments Pty Ltd	19,776,499

THE NUMBER OF HOLDERS IN EACH CLASS OF SECURITIES

As at 31 August 2018, the number of holders in each class of securities on issue were as follows:

Type of security	Number of holders	Number of securities
Ordinary shares	462	286,050,997
Unlisted options	41	40,775,837

CLASS 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.

A member holding partly paid shares is entitled to a fraction of a vote equivalent to the proportion which the amount paid up bears to the issue price for the shares.

Options don't carry voting rights.

DISTRIBUTION OF SHAREHOLDERS AND OPTIONHOLDERS

The total distribution of fully paid shareholders, being the only class of equity was as follows:

Range	Total Shareholders	Total Optionholders
1 - 1,000	9	-
1,001 - 5,000	16	-
5,001 - 10,000	165	-
10,001 - 100,000	144	1
100,001 and over	128	40
Total	462	41

ASX Additional Information

LESS THAN MARKETABLE PARCELS

On 31 August 2019, there were 20 holders of less than a marketable parcel of 2,565 ordinary shares.

TWENTY LARGEST SHAREHOLDERS

As at 31 August 2019, the twenty largest quoted shareholders held 70.69% of the fully paid ordinary shares as follows:

Name	Ordinary Shares	
	Quantity	%
Blue Ridge Interactive Limited	45,000,000	15.73
Onizaki Corporation	30,000,000	10.49
Fleet Market Investments Pty Ltd	19,776,499	6.91
Brave Top Enterprises Ltd	10,500,000	3.67
Globe Street Investments Pty Ltd <FRG Superannuation Fund A/C>	10,000,000	3.50
Globe Street Investments Pty Ltd <Globe Street Investments A/C>	10,000,000	3.50
Monex Boom Securities (HK) Ltd <Clients Account>	8,406,955	2.94
Cybersys Inc	8,000,000	2.80
Tiger Ten Investment Limited	7,292,393	2.55
Mr Zhengjian Xu	6,797,613	2.38
Mr Hwaeun Park	6,367,734	2.23
Citicorp Nominees Pty Limited	6,291,563	2.20
Precious Tori Limited	5,783,539	2.02
Primavera	5,000,000	1.75
Thamadia Nominees Pty Ltd <Jean White Super Fund A/C>	5,000,000	1.75
BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient DRP>	3,999,490	1.40
Mr Masayuki Kudo	3,973,976	1.39
Mr Katsuji Kato	3,382,720	1.18
Mr Makoto Sakamoto	3,362,000	1.18
Mr Akio Miyashita	3,289,163	1.15

TWENTY LARGEST OPTIONOLDERS

As at 31 August 2019, there were no optionholders that held 20% or more of the unquoted options.

ON MARKET BUY BACK

There is no on market buy-back.

ESCROWED SECURITIES

As at 31 August 2019, there were no escrowed securities.

ASX Additional Information

TENEMENTS SCHEDULE

Tenement	Location	Holder	Area (Ha)	Expiry Date	Interest %
SPL 1451	Ono Island	Dome Mines Pte Ltd	3,028	12/02/2020	100
SPL 1452	Nadrau	Dome Mines Pte Ltd	33,213	26/08/2022	100
SPL 1495	Sigatoka	Magma Mines Pte Ltd	2,522	11/02/2022	100

Note: Magma Mines Pte Ltd and Dome Mines Pte Ltd, both incorporated in Fiji, are wholly owned subsidiaries of Dome Gold Mines Ltd. All the tenements are located in the Republic of Fiji.

Corporate Directory

ABN 49 151 996 566

Directors

Dr Garry Lowder (Chairman)
Mr Tadao Tsubata (Non-Executive Director)
Ms Sarah Harvey (Non-Executive Director)

Company Secretary

Mr Marcelo Mora

Corporate Office

Suite 4, Level 21, 123 Pitt Street
Sydney NSW 2000
Australia

Registered Office

Suite 4, Level 21, 123 Pitt Street
Sydney NSW 2000
Australia

Auditors

Grant Thornton Audit Pty Ltd
Level 17, 383 Kent Street
Sydney NSW 2000

Bankers

National Australia Bank
255 George Street
Sydney NSW 2000

Solicitors

Websters
Level 11, 37 Bligh Street
Sydney NSW 2000

Dome Gold Mines Ltd

ABN 49 151 996 566

Suite 4, Level 21, 123 Pitt Street, Sydney NSW 2000 Australia

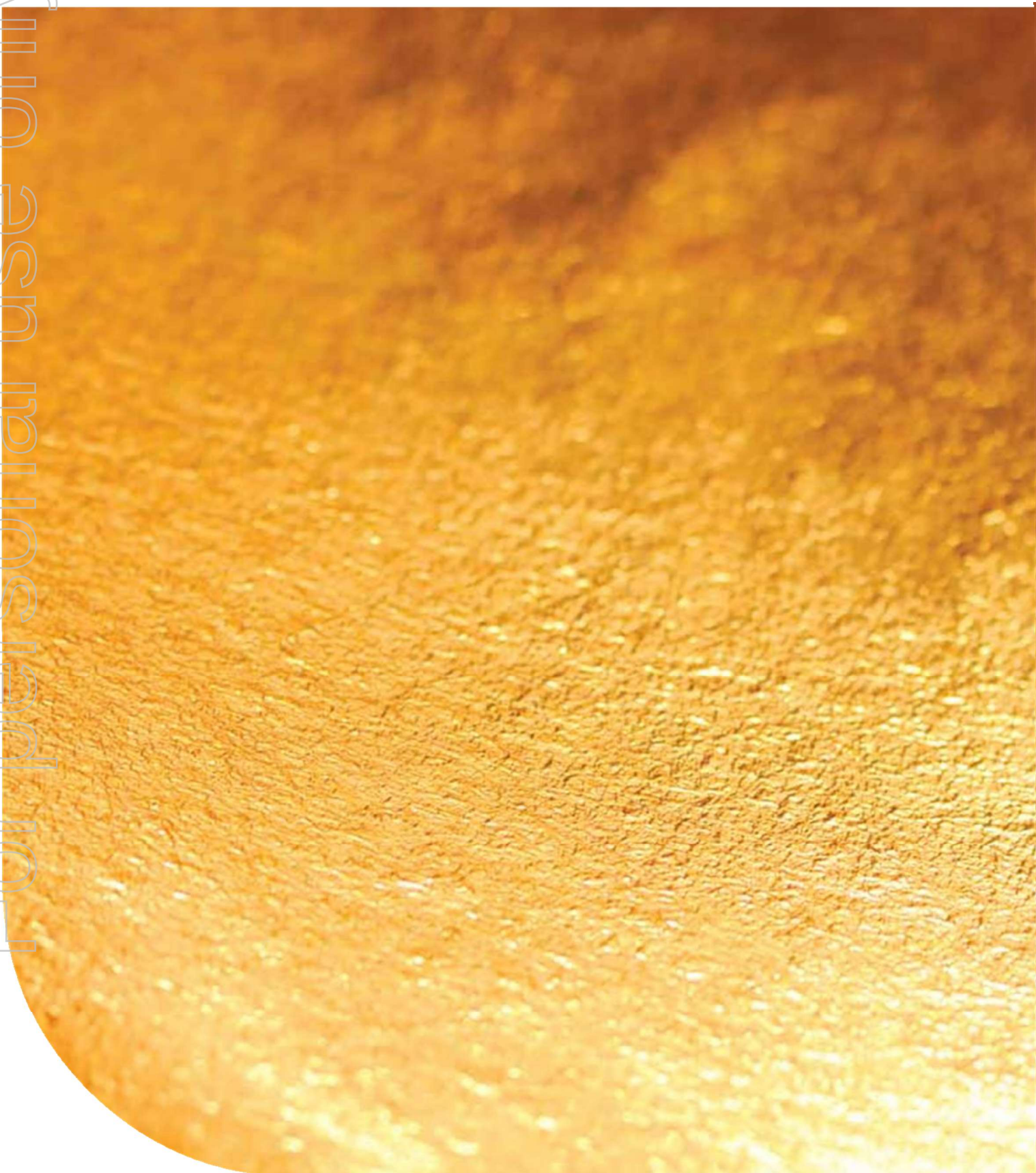
GPO BOX 1759, Sydney NSW 2001 Australia

T +61 2 8203 5620 **F** +61 2 9012 0041

E info@domegoldmines.com.au

W www.domegoldmines.com.au

For personal use only



NOTICE OF ANNUAL GENERAL MEETING

– and –

EXPLANATORY MEMORANDUM

– and –

PROXY FORM**DATE & TIME OF MEETING:** Thursday 14 November 2019 at 11 am**VENUE:** Level 21, 123 Pitt Street Sydney NSW 2000**These documents should be read in their entirety.****If shareholders are in any doubt as to how they should vote,
they should seek advice from their professional advisors.**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 21, 123 Pitt Street, Sydney, NSW, 2000 on 14 November 2019 at 11 am.

AGENDA

ORDINARY BUSINESS

1. **Financial Reports for the Year Ended 30 June 2019**

To receive and consider the Company's Annual Financial Reports, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

2. **Resolution 1 Adoption of the Remuneration Report**

'That the Remuneration Report for the year ended 30 June 2019 be and is hereby adopted.'

3. **Resolution 2 Re-election of a Director**

'That Garry Lowder having retired in accordance with the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.'

4. **Resolution 3 Ratification of 597,443 Shares - Listing Rule 7.4**

'That the issue of 597,443 fully paid ordinary shares in the Company on 13 November 2018 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

5. **Resolution 4 Ratification of 551,231 Shares - Listing Rule 7.4**

'That the issue of 551,231 fully paid ordinary shares in the Company on 18 December 2018 for \$0.22 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

6. **Resolution 5 Ratification of 2,834,651 Shares - Listing Rule 7.4**

'That the issue of 2,834,651 fully paid ordinary shares in the Company on 18 December 2018 for \$0.215 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

7. **Resolution 6 Ratification of 1,211,166 Shares - Listing Rule 7.4**

'That the issue of 1,211,166 fully paid ordinary shares in the Company on 18 April 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

8. **Resolution 7 Ratification of 2,015,630 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 18 April 2019 of 2,015,630 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

9. **Resolution 8 Ratification of 1,074,806 Shares - Listing Rule 7.4**

'That the issue of 1,074,806 fully paid ordinary shares in the Company on 4 June 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

10. **Resolution 9 Ratification of 1,074,806 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 4 June 2019 of 1,074,806 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

11. **Resolution 10 Ratification of 1,000,000 Shares - Listing Rule 7.4**

'That the issue of 1,000,000 fully paid ordinary shares in the Company on 18 June 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

12. **Resolution 11 Ratification of 2,500,000 Shares - Listing Rule 7.4**

'That the issue of 2,500,000 fully paid ordinary shares in the Company on 11 July 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

13. **Resolution 12 Ratification of 1,250,000 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 11 July 2019 of 1,250,000 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

14. **Resolution 13 Ratification of 750,000 Shares - Listing Rule 7.4**

'That the issue of 750,000 fully paid ordinary shares in the Company on 24 July 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

15. **Resolution 14 Ratification of 375,000 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 24 July 2019 of 375,000 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

16. **Resolution 15 Ratification of 1,250,000 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 26 July 2019 of 1,250,000 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

17. **Resolution 16 Ratification of 6,500,000 Shares - Listing Rule 7.4**

'That the issue of 6,500,000 fully paid ordinary shares in the Company on 16 August 2019 for \$0.20 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4. as set out in the Explanatory Memorandum accompanying this Notice of Meeting'

18. **Resolution 17 Ratification of 9,725,000 Unlisted Options – Listing Rule 7.4**

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the grant on 16 August 2019 of 9,725,000 unlisted options in the Company on such terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

19. **Resolution 18 Additional capacity to issue securities**

'That the additional capacity to issue equity securities up to 10% of the issued capital of the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved for the purposes of ASX Listing Rule 7.1A.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board
Marcelo Mora
Company Secretary
2 October 2019

EXPLANATORY MEMORANDUM TO THE NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 21, 123 Pitt Street, Sydney, NSW, on Thursday, 14 November 2019 at 11 am Eastern Daylight-Saving Time (EDST).

1. Financial Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2019 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

2. Resolution 1 Adoption of Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2019 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Voting Exclusion Statement

Any member of the key management personnel of the Company's consolidated group whose remuneration details are included in the Remuneration Report (or closely related party of any such member), may not vote, and the Company will disregard any votes cast in favour by or on behalf of such persons on Resolution 1, unless the vote is cast:

- as a proxy appointed in writing which specifies how the proxy is to vote on Resolution 1; or
- the proxy is the Chairman of the meeting, and;
 - the appointment does not specify the way the proxy is to vote on the resolution; and
 - the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the key management personnel.

The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

3. Resolution 2 Re-election of Dr Garry Lowder

In accordance with Article 39.1 of the Company's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Dr Garry Lowder retires by rotation and, being eligible, offers himself for re-election.

Dr Garry Lowder is a geologist who has spent over 45 years in the Australian and international mining industries. As an exploration geologist, Garry has worked in Australia, Indonesia and Papua New Guinea, playing key roles in the discovery of several mineral deposits, including the Northparkes copper, Cowal gold and Conrad silver deposits in NSW, the Paddington gold and Wodgina tantalum deposits in WA and the North Sulawesi porphyry copper deposits in Indonesia.

Over the past 30 years Garry has held senior management positions with Australian mining companies and also spent four years in government as Director General of Mineral Resources in NSW. In 1997 he founded Malachite Resources Limited, listing it on the ASX (MAR) in 2002 and retiring as managing director late in 2011; he retired from the position of non-executive Chairman of Malachite at the end of November 2012.

The Directors recommend that you vote IN FAVOUR of Resolution 2.

The Chairman for this Resolution intends to vote undirected proxies IN FAVOUR of Resolution 2.

4. Resolution 3 Ratification of Prior Issue of Shares

On 13 November 2018, the Company issued 597,443 ordinary shares to raise \$119,488. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 3 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 597,443 on 18 November 2018.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.

5. Resolution 4 Ratification of Prior Issue of Shares

On 18 December 2018, the Company issued 551,231 ordinary shares to raise \$121,271. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 4 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 551,231 on 18 December 2018.
- Issue price: \$0.22 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.

6. Resolution 5 Ratification of Prior Issue of Shares

On 18 December 2018, the Company issued 2,834,651 ordinary shares to raise \$609,450. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 5 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 2,834,651 on 18 December 2018.
- Issue price: \$0.215 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (e) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (f) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 5.

7. Resolution 6 Ratification of Prior Issue of Shares

On 18 April 2019, the Company issued 1,211,166 ordinary shares to raise \$242,233. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 6 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,211,166 on 18 April 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investors who are not a related parties.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (g) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (h) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 6.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 6.

8. Resolution 7 Ratification of Prior Issue of Options

On 18 April 2019, the Company granted 2,015,630 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 7 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 2,015,630 on 18 April 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 18 April 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investors who are not a related parties.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 7.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 7.

9. Resolution 8 Ratification of Prior Issue of Shares

On 4 June 2019, the Company issued 1,074,806 ordinary shares to raise \$214,961. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 8 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,074,806 on 4 June 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (j) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 8.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 8.

10. Resolution 9 Ratification of Prior Issue of Options

On 4 June 2019, the Company granted 1,074,806 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 9 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,074,806 on 4 June 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 4 June 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 9.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 9.

11. Resolution 10 Ratification of Prior Issue of Shares

On 18 June 2019, the Company issued 1,000,000 ordinary shares to raise \$200,000. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 10 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,000,000 on 18 June 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (k) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (l) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 10.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 10.

12. Resolution 11 Ratification of Prior Issue of Shares

On 11 July 2019, the Company issued 2,500,000 ordinary shares to raise \$500,000. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 11 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 2,500,000 on 11 July 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (m) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (n) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 11.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 11.

13. Resolution 12 Ratification of Prior Issue of Options

On 11 July 2019, the Company granted 1,250,000 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 12 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,250,000 on 4 June 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 12 July 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (e) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (f) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 12.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 12.

14. Resolution 13 Ratification of Prior Issue of Shares

On 24 July 2019, the Company issued 750,000 ordinary shares to raise \$150,000. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 13 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 750,000 on 24 July 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (o) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (p) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 13.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 13.

15. Resolution 14 Ratification of Prior Issue of Options

On 24 July 2019, the Company granted 375,000 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 14 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 375,000 on 24 July 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 24 July 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (g) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (h) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 14.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 14.

16. Resolution 15 Ratification of Prior Issue of Options

On 26 July 2019, the Company granted 1,250,000 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 15 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,250,000 on 26 July 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 26 July 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (j) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 15.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 15.

17. Resolution 16 Ratification of Prior Issue of Shares

On 15 August 2019, the Company issued 6,500,000 ordinary shares to raise \$1,300,000. The shares were issued under the 15% placement capacity under the Listing Rules, and the issue of the shares did not breach ASX Listing Rule 7.1 at the time they were originally issued.

Resolution 16 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of this share issue. By ratifying this issue, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 1,300,000 on 15 August 2019.
- Issue price: \$0.20 per share.
- Terms: Fully paid ordinary shares ranking *pari passu* with existing fully paid ordinary shares.
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: To further advance the exploration program in Fiji, working capital, ongoing activities and payment of outstanding liabilities.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- (q) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (r) it is cast by the person Chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 16.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 16.

18. Resolution 17 Ratification of Prior Issue of Options

On 16 August 2019, the Company granted 9,725,000 unlisted options. The Options were issued under the 15% placement capacity under the Listing Rules, and the grant of the options did not breach ASX Listing Rule 7.1 at the time they were granted.

Resolution 17 seeks Shareholders ratification pursuant to ASX Listing Rule 7.4 of these options granted. By ratifying this grant, the Company will retain flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholders' approval.

For the purpose of Listing Rule 7.5, the following information is provided:

- Number of securities allotted: 9,725,000 on 16 August 2019.
- Issue price: Nil cash consideration.
- Terms:
 - Unlisted options expiring on 16 August 2021.
 - Terms and conditions are attached on Appendix "A".
- Name of allottee: Professional and sophisticated investor who is not a related party.
- Intended use of funds: No funds were raised by the issue of these options.

Voting Exclusions on this Resolution:

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who participated in the options granted and any of their associates.

However, the Company need not disregard a vote if:

- (k) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (l) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 17.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 17.

19. Resolution 18 Approval of additional capacity to issue securities

ASX Listing Rule 7.1A enables the Company to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the AGM ('10% Placement Facility'). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 18, which is a Special Resolution requiring 75% of votes cast to be in favour of the resolution, seeks shareholder approval for the Company to have the ability to issue equity securities under the 10% Placement Facility on the following terms:

(a) Placement Period

Shareholder approval of the 10% Placement Facility is valid from the date of the AGM and expires on the earlier of:

- (i) the date that is 12 months after the date of the AGM; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company which, in the Company's case, are fully paid ordinary shares.

(c) Formula for calculating 10% Placement Facility.

The maximum number of shares that can be issued under the 10% Placement Facility is calculated as follows:

$$(A \times D) - E$$

Where: A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (iii) less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of fully paid ordinary shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

The current maximum number of shares, as at the date of this meeting, that can be issued under the 10% Placement Facility is 26,903,170. The Company's current capacity to issue securities as at the date of the meeting pursuant to listing rule 7.1 is 7,645,022

(d) Minimum Issue Price

The minimum issue price of equity securities issued for the purpose of Listing Rule 7.1.A.3 must be not less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(e) Risk of Economic and Voting Dilution

If Resolution 18 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the table below. Further, there is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

Because variable A in the formula for calculating 10% Placement Facility, and consequently the number of shares that can be issued under the 10% Placement Facility, can change during the Placement Period, the table below shows a matrix of scenarios of the potential dilution of existing shareholders as at the date of the AGM on the basis of:

- (i) the issue price of equity securities being the current approximate market price of fully paid ordinary shares, plus 50% and minus 50%; and
- (ii) the maximum number of shares that can be issued under the 10% Placement Facility in accordance with the definition of Variable A in the formula for calculating 10% Placement Facility increasing by 50% and 100%.

Variable A in 10% Placement Facility under ASX Listing Rule 7.1A.2	Voting Dilution and Placement Facility Capacity	Issue Price and Funds Raised		
		50% Decrease in Current Approximate Market Price \$0.098	Current Approximate Market Price \$0.195*	50% Increase in Current Approximate Market Price \$0.293
Current Variable A 269,031,700 shares	10% 26,903,170 Shares	\$2,623,059	\$5,246,118	\$7,869,177
50% increase in current Variable A 403,547,550 shares	13.0% 40,354,755 Shares	\$3,934,589	\$7,869,177	\$11,803,766
100% increase in current Variable A 538,063,400 shares	16.7% 53,806,340 shares	\$5,246,118	\$10,492,236	\$15,738,354

*The current approximate market price of \$0.195 was the closing price as at 23 September 2019.

As an example, if variable A is increased to 538,063,400 shares, the 10% Placement Facility capacity is 53,806,340 shares and therefore the dilution of existing shares as at the date of the AGM, being 269,031,700 shares, is calculated as:

$$53,806,340 \div (269,031,700 + 53,806,340) = 16.7\%$$

(f) Other Matters

The approval under Listing Rule 7.1A ceases to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 or 11.2

The Company may issue equity securities under the 10% Placement Facility for cash consideration to support the Company's exploration program in Fiji, ongoing activities and working capital or non-cash consideration for the acquisition of compatible business opportunities which may arise. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. As there is no issue currently proposed, the identity of the allottees is not currently known and will be determined on a case-by-case basis at the time of allotment, having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not currently been determined but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company obtained Shareholder approval under Listing Rule 7.1A at its 2018 Annual General Meeting, but no equity securities have been issued under the 10% Placement Facility during the past 12 months.

The Company issued a total of 32,709,733 equity securities made up of 17,019,297 ordinary fully paid shares and 15,690,436 unlisted options in the 12 month preceding the date of this Annual General Meeting which based on the number of Equity Securities on issue at the commencement of that period represents 12.16% of the Company's Equity Securities.

Further details of the issues of Equity Securities by the Company during the 12 months period preceding the date of the meeting are set out in Appendix "B" on page 17 of this Explanatory Memorandum.

Information relating to the issue of Equity Securities in the preceding 12 months is as follows:

- Number of securities issued: 17,019,297;
- Class of securities issued: Ordinary fully paid shares;
- Issued of the Securities: To professional and sophisticated investors;
- Issue price:
 - 1,808,609 shares were issued at \$0.20 per share and the closing price on the date of the issue was \$0.235 per share;
 - 551,231 shares were issued at \$0.22 per share and the closing price on the date of the issue was \$0.235 per share;
 - 2,834,651 shares were issued at \$0.215 per share and the closing price on the date of the issue was \$0.235 per share;
 - 4,574,806 shares were issued at \$0.20 per share and the closing price on the date of the issue was \$0.20 per share;
 - 750,000 shares were issued at \$0.20 per share and the closing price on the date of the issue was \$0.19 per share;
 - 6,500,000 shares were issued at \$0.20 per share and the closing price on the date of the issue was \$0.195 per share;
- The issue was for cash: The total cash consideration received was \$3,457,404 and was used for exploration activities at Sigatoka, for working capital and payment of ongoing activities and liabilities.
- Number of securities issued: 15,690,436;
- Class of securities issued: Unlisted Options;
- Issued of the Securities: To professional and sophisticated investors
- Issue price: Nil cash consideration
- The issue was for cash: No funds were raised by the issue of these options.

Voting Exclusion:

The Company will disregard any votes cast in favour on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 18.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 18.

Appendix "A"

OPTIONS TERMS AND CONDITIONS

1. The maximum number of options to be issued is set by the Board.
2. Each Option entitles the holder to subscribe for and be allotted one ordinary share (Share) in Dome Gold Mines Ltd, at an exercise price of \$0.20 per Option, expiring 24 months from the date of issue (Expiry Date).
3. The Options may be exercised at any time prior to the Expiry Date wholly or in part by delivering a duly completed form of notice of exercise together with payment of the exercise price per Option exercised to the Company.
4. The Options expire at 5pm Eastern Standard Time on the Expiry Date.
5. Any Options not exercised on or before the Expiry Date will automatically lapse.
6. All Shares allotted on the exercise of Options will rank equally in all respects with the Company's then existing ordinary fully paid ordinary shares.
7. The Options must not be assigned, transferred or otherwise dealt with except with the approval of the Board or in the case of a takeover offer or a Scheme of Arrangement.
8. The Options will not be listed on The Australian Securities Exchange (ASX), although the Company will apply for the official quotation of any shares which are issued as a result of an exercise of Options.
9. Shares allotted and issued pursuant to the exercise of Options will be allotted and issued not more than 10 business days after receipt of a properly executed notice of exercise of the Options and payment of the requisite application moneys.
10. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered or made to shareholders during the currency of the Options unless they exercise their Options prior to the date for determining entitlements to participate in any such issue.
11. There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company.
12. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an option-holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, including the number of Options held, the number of securities to be issued on exercise of the Options, the exercise price, the due date for payment and the consequences of non-payment.
13. The Options are transferable provided the holder has obtained the prior written consent of the Board to the transfer and the transfer complies with section 707(3) of the Corporations Act.

Appendix "B"

Issue of Equity Securities since 15 November 2018

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to market price on the trading day prior to the issue	Form of Consideration
13 November 2018	597,443	Ordinary shares	Bijikom Co., Ltd.	\$0.20 Represent a discount of 14.9% to the market price	Cash consideration of \$119,489 was used to further advance the exploration program in Fiji and working capital and payment of outstanding liabilities.
18 December 2018	551,231	Ordinary shares	Kabushikigaisha Deruta	\$0.22 Represent a discount of 6.4% to the market price	Cash consideration of \$121,271 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.
18 December 2018	2,834,651	Ordinary shares	Snow tiger holdings	\$0.215 Represent a discount of 8.5% to the market price	Cash consideration of \$609,450 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.
18 April 2019	1,211,166	Ordinary shares	Makoto Sakamoto Tori Maeda Repaust Mining	\$0.20 Represent a discount of 8.5% to the market price	Cash consideration of \$242,233 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.
4 June 2019	1,074,806	Ordinary shares	Maya Asai	\$0.20 The shares were issued at no discount to the market price	Cash consideration of \$214,961 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.
18 June 2019	1,000,000	Ordinary shares	Hideaki Shibuki	\$0.20 The shares were issued at no discount to the market price	Cash consideration of \$200,000 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.
11 July 2019	2,500,000	Ordinary shares	Makoto Sakamoto	\$0.20 The shares were issued at no discount to the market price	Cash consideration of \$500,000 was used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.

**Appendix “B”
(Continue)**

Issue of Equity Securities since 15 November 2018

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to market price on the trading day prior to the issue	Form of Consideration
24 July 2019	750,000	Ordinary shares	Kazutaka Shimohigoshi	\$0.20 Represent a premium of 5.3% to the market price	Cash consideration of \$150,000 was used to further advance the exploration program in Fiji and working capital and payment of outstanding liabilities.
16 August 2019	6,500,000	Ordinary shares	Takao Hiwaki Ikuko Hiwaki Shuzo Hiwaki Shinami Hiwaki Daisei Hiwaki Nichiwa Co., Ltd Ncwin LLC Micromaster Co., Ltd.	\$0.20 Represent a premium of 2.6% to the market price	Cash consideration of \$1,300,000 to used to further advance the exploration program in Fiji, working capital and payment of outstanding liabilities.

The Company has spent 62% of the cash raised from the placements on advancing the exploration program of its tenements in Fiji and in working capital including payment of liabilities.

Appendix “B”

Issue of Equity Securities since 15 November 2018

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to market price on the trading day prior to the issue	Form of Consideration
18 April 2018	2,015,630	Unlisted options	Tori Maeda Repaust Mining Precious Tori	Nil consideration	No funds were raised and no non-cash cash consideration paid
4 June 2018	1,074,806	Unlisted options	Maya Asai	Nil consideration	No funds were raised and no non-cash cash consideration paid
11 July 2019	1,250,000	Unlisted options	Makoto Sakamoto	Nil consideration	No funds were raised and no non-cash cash consideration paid
24 July 2019	375,000	Unlisted options	Kazutaka Shimohigoshi	Nil consideration	No funds were raised and no non-cash cash consideration paid
26 July 2019	1,250,000	Unlisted options	GoldenRock Ltd	Nil consideration	No funds were raised and no non-cash cash consideration paid
16 August 2019	9,725,000	Unlisted options	Takao Hiwaki Ikuko Hiwaki Shuzo Hiwaki Shinami Hiwaki Daisei Hiwaki Nichiwa Co., Ltd Ncwin LLC Micromaster Co., Ltd. Diana Development Ltd	Nil consideration	No funds were raised and no non-cash cash consideration paid

Shareholder:

I/We being a member/s of Dome Gold Mines Ltd and entitled to attend and vote HEREBY APPOINT

☐

the Chairman of the Meeting (mark box)

OR if you are not appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Dome Gold Mines Ltd to be held at Level 21, 123 Pitt, Sydney, NSW, 2000 on Thursday 14 November 2019 at 11 am (AEDT) and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

RESOLUTIONS

FOR AGAINST ABSTAIN

1. Adoption of the Remuneration Report	☐	☐	☐
2. Re-election of Dr Garry Lowder as Director	☐	☐	☐
3. Ratification of prior issue 597,443 ordinary shares	☐	☐	☐
4. Ratification of prior issue 551,231 ordinary shares	☐	☐	☐
5. Ratification of prior issue 2,834,651 ordinary shares	☐	☐	☐
6. Ratification of prior issue 1,211,166 ordinary shares	☐	☐	☐
7. Ratification of prior issue 2,015,630 unlisted options	☐	☐	☐
8. Ratification of prior issue 1,074,806 ordinary shares	☐	☐	☐
9. Ratification of prior issue 1,074,806 unlisted options	☐	☐	☐
10. Ratification of prior issue 1,000,000 ordinary shares	☐	☐	☐
11. Ratification of prior issue 2,500,000 ordinary shares	☐	☐	☐
12. Ratification of prior issue 1,250,000 unlisted options	☐	☐	☐
13. Ratification of prior issue 750,000 ordinary shares	☐	☐	☐
14. Ratification of prior issue 375,000 unlisted options	☐	☐	☐
15. Ratification of prior issue 1,250,000 unlisted options	☐	☐	☐
16. Ratification of prior issue 6,500,000 ordinary shares	☐	☐	☐
17. Ratification of prior issue 9,725,000 unlisted options	☐	☐	☐
18. Approval additional capacity to issue equity securities	☐	☐	☐

The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matter (Resolution 1): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention above) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for Dome Gold Mines Ltd, which includes the Chairman.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 1). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

PLEASE SIGN HERE - This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

X

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Dated: ___ / ___ / 2019

How to Complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3 Voting restrictions

Any member of the key management personnel of the Company's consolidated group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), may not vote, and the Company will disregard the votes cast by such persons on Resolution 1, unless the vote is cast:

- as a proxy appointed in writing which specifies how the proxy is to vote on Resolution1; or
- the proxy is the Chairman of the meeting, and:
 - the appointment does not specify the way the proxy is to vote on the resolution; and
 - the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the key management personnel.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry or the Company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

6 Persons entitle to attend and vote

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the ASX Limited at 7.00 pm Sydney time on 12 November 2019 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the time appointed for holding the meeting.

Documents may be lodged:

IN PERSON: Registered Office – Level 21, 123 Pitt Street, Sydney, NSW 2000, Australia
BY MAIL: GPO Box 1759, Sydney, NSW 2001, Australia
BY FAX: +61 2 9241 2013
BY E-MAIL: info@domegoldmines.com.au