

Ookami Limited

ABN 67 009 081 770

Annual Report - 30 June 2022

For personal use only

Directors

Joseph van den Elsen
John Ciganek
Emmanuel Correia
Andrew Law

Company secretary

Justin Mouchacca

Registered office

Level 21, 459 Collins Street,
Melbourne, Victoria 3000
Ph: +61 3 8630 3321

Share register

Automic Registry Services
Level 2, 267 St Georges Terrace
Perth, WA 6000

Auditor

Pitcher Partners BA&A Pty Ltd
Level 11, 12-14 The Esplanade
Perth, WA 6000

Bankers

National Australia Bank
Gateway Building
Cnr Marmion & Davy Streets
Booragoon, WA 6154

Stock exchange listing

Ookami Limited Shares are listed on the Australian Securities Exchange (ASX code:
OOK and OOKOB)
Level 40, Central Park 152-158 St Georges Terrace
Perth, WA 6000

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General information

The financial statements cover Ookami Limited as a Group consisting of Ookami Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Ookami Limited's functional and presentation currency.

Ookami Limited is a listed public company limited by shares, incorporated and domiciled in Australia.

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 23 September 2022. The Directors have the power to amend and reissue the financial statements.

The Directors' present their report, together with the financial statements of Ookami Limited (**the Company**) and controlled entities (**the Group**) for the financial year ended 30 June 2022 and the auditor's report thereon.

Directors

The names of Directors in office at any time during or since the end of the year to the date of this report are:

Name	Status	Appointed	Resigned/Ceased
Joseph van den Elsen	Managing Director and Chief Executive Officer	3 September 2020	-
John Ciganek	Non-Executive Chairman	9 July 2021	-
Emmanuel Correia	Non-Executive Director	9 December 2020	-
Andrew Law	Non-Executive Director	9 July 2021	-
Faldi Ismail	Non-Executive Director	21 April 2022	-
	Non-Executive Chairman	5 June 2015	9 July 2021

Information on Directors

Name:	Mr. Joseph van den Elsen
Title:	Appointed Non-executive Director on 3 September 2020 and appointed Managing Director (MD) and Chief Executive Officer (CEO) on 14 April 2021
Appointment Date:	14 April 2021
Qualifications:	Graduate Diploma in Environment, Energy and Resources Law Graduate Diploma in Mineral Exploration Geoscience Bachelor of Laws Bachelor of Arts
Experience and expertise:	In addition to his position as the MD and CEO of the Company, Mr. van den Elsen currently serves as the Executive Chairman of Ronin Resources Ltd, a public exploration and development company advancing a coal project in Colombia. Prior to joining Ronin Resources Ltd, he held executive positions with MHM Metals and Hampshire Mining. He is currently studying towards a Master of Science (Mineral Economics) through Curtin University, Previously, he was an Associate Director with UBS and held a comparable position with Goldman Sachs JB Were.
Other current directorships:	Executive Chairman of Ronin Resources Limited (ASX: RON) (since 16 December 2021)
Former directorships (last 3 years):	Arcadia Minerals Limited (ASX: AM7) (resigned 24 September 2021) Oar Resources Limited (ASX: OAR) (resigned 1 February 2022)
Interests in Shares:	Nil Ordinary Shares
Interests in options:	600,000 Class A Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023 600,000 Class B Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023

Name:	Mr. John Ciganek
Title:	Non-Executive Chairman and Director
Appointment Date:	Appointed 9 December 2020 as Non-Executive Director, 9 July 2021 as Non-Executive Chairman
Qualifications:	Bachelor and MBA of Mining Engineering
Experience and expertise:	Mr. Ciganek has worked in the mining sector for over 30 years within mining operations, project finance, mergers and acquisitions and equity capital markets. Mr. Ciganek began his career as a Mining Engineer with Comalco / CRA (Rio Tinto) before moving to Reynolds Yilgarn Gold, Byrnescut Mining and Hargraves Resources. He subsequently joined Commonwealth Bank as Senior Bank Engineer responsible for technical due diligence, before moving to the role of Risk Executive responsible for the management of existing debt facilities and new corporate and project debt financings. He was also the General Manager Business Development and Investor Relations for PMI Gold. More recently, Mr. Ciganek gained substantial experience in debt financings including project financings, project bonds issuances, convertible note offerings, working capital facilities, hedging facilities, offtaker funding, and equity raisings through his role as Executive Director for Burnvoir Corporate Finance.
Other current directorships:	Non-Executive Director of Calidus Resources Limited (ASX: CAI) (since 4 January 2021) Non-Executive Director of Vanadium Resources Limited (ASX: VR8) (since 18 December 2020)
Former directorships (last 3 years):	-
Interests in Shares:	125,000 Ordinary Shares
Interests in options:	200,000 Class A Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023 200,000 Class B Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023

Name:	Mr. Emmanuel Correia
Title:	Non-Executive Director
Appointment Date:	Appointed 9 July 2021
Qualifications:	Bachelor of Business and Chartered Accountant
Experience and expertise:	Mr. Correia is a Chartered Accountant and founding Director of Peloton Capital and Advisory and has over 25 years public company and corporate finance experience in Australia, North America and the United Kingdom. Mr. Correia has also held various senior positions with Deloitte and other accounting firms and boutique corporate finance houses specialising in corporate finance, corporate strategy, mergers and capital raising activities.
Other current directorships:	Non-Executive Director of BPM Minerals Limited (ASX: BPM) (Since 11 September 2020) Non-Executive Director of Pantera Minerals Limited (ASX: PFE) (Since 23 December 2020) Non-Executive Director of Top End Energy Limited (ASX:TEE) (Since 25 May 2021)
Former directorships (last 3 years):	Argent Minerals Limited (ASX: ARD) (Resigned March 2021) Canyon Resources Limited (ASX: CAY) (Resigned December 2020) Orminex Limited (ASX: ONX) (Resigned August 2019)
Interests in Shares:	250,000 Ordinary Shares
Interests in options:	200,000 Class A Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023 200,000 Class B Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023

Name: **Mr. Andrew Law**
 Title: Non-Executive Director
 Appointment Date: 21 April 2022
 Qualifications: Higher National Diploma in Mine Engineering (Witwatersrand)
 Master degree in Business Administration (University of Western Australia)
 Experience and expertise: Mr. Law has over 35 years' experience in the mining industry in Australia, Africa and South America. His extensive technical and management experience ranges from deep level underground mining environments (bulk and narrow vein); to large open pit environments (across multi commodities); and to large mineral sands dredging environments.

Executive Management experience has been gained at both the senior operations level and the corporate level with companies such as, Anglo American Corporation, Plutonic Resources, Roche Mining, Placer Dome, Millennium Minerals, Mundo Minerals Limited and St Barbara Limited.

Mr. Law's specialist skills are in corporate strategic business planning and due diligence; management of feasibility studies; operational performance optimisation and improvement reviews; Ore Reserve compliance and auditing (ASX,TSX,SEC,SGX,JSE); corporate management mentoring; mentoring senior operational management and personnel; as well as peer reviewing mining studies and projects.

He is a Fellow of the AusIMM(CP), a Fellow of the Institute of Quarrying – Australia, a Member of the Australian Institute of Company Directors and an Associate Fellow of the Australian Institute of Management.

Other current directorships: Arcadia Minerals Limited (ASX: AM7) (Since 24 September 2021)
 Former directorships (last 3 years): -
 Interests in Shares: Nil Ordinary Shares
 Interests in options: 200,000 Class A Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023
 200,000 Class B Management Performance Options with an exercise price of \$0.001 and expiring 8 July 2023

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Meetings of Directors

The number of meetings of the Company's Board of Directors (**the Board**) held during the year ended 30 June 2022, and the number of meetings attended by each Director were:

	Directors' Meetings	
	Attended	Held
Joseph van den Elsen	8	8
John Ciganek	8	8
Emmanuel Correia	6	6
Andrew Law	1	1
Faldi Ismail [resigned 9 July 2021]	2	2

Held: represents the number of meetings held during the time the Director held office.

Company secretary

The name of person who held the position of Company Secretary at any time during or since the end of the year to the date of this report is:

Justin Mouchacca

Qualification

Experience

Appointed 23 October 2020

CA FGIA

Justin Mouchacca has over 15 years' experience in public company responsibilities including statutory, corporate governance and financial reporting requirements.

Mr Mouchacca has been appointed as Company Secretary and Financial Officer for a number of entities listed on the Australian Securities Exchange (**ASX**) and unlisted companies.

Principal activity

During the year, the Company changed its principal activity from being a blockchain venture company to a mineral exploration and resource investment company, currently focusing on the exploration and assessment of the areas known as the Boulbi Project and the Messok East Project, located in Senegal and Cameroon respectively. Refer to Review of Operations section below for more information.

Review of operations

i. Financial Review

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group incurred a loss for the year of \$939,332 (30 June 2021: \$850,030) and had net assets of \$7,133,452 (30 June 2021: \$443,441) as of 30 June 2022.

As at 30 June 2022, the Group's cash and cash equivalents balance increased by \$5,176,929 to a balance of \$5,215,390 and the Group had positive working capital of \$5,166,580 (30 June 2021: negative working capital of \$490,994).

ii. Operations Review

Share Sale Agreement - Cameroon and Valhalla

On 2 March 2021, the Company announced on the ASX that it had entered into Share Sale Agreements (the **SSAs**) with Cameroon Cobalt Pty Ltd (**Cameroon Cobalt**) and Valhalla Minerals Limited (**Valhalla**) in order to acquire 100% of the issued capital of Cameroon Cobalt and 57% of the issued capital of Valhalla (combined **the Transaction A**).

Cameroon Cobalt is the 100% shareholder of Cameroon Mining Corporation SARL (**Cameroon Mining**) which is the registered holder of a nickel and cobalt exploration project located in the southeast of Cameroon (**the Messok East Project**).

Valhalla is the holder of 90% of Sahel Minerals SARL (**Sahel**) which is the registered holder of an advanced copper exploration project located in the Tambacounda Region in Senegal (**the Boulbi Project**).

Under the key terms of the SSAs, the Company would acquire the relative issued capital of Cameroon Cobalt and Valhalla for 5,000,000 Company ordinary shares at \$0.20 each on a post consolidation basis.

The completion of the Transaction A was conditional on certain conditions being satisfied as follows:

- The Company, Cameroon Cobalt and Valhalla Minerals having obtained all regulatory consents and approvals which were necessary for the Transaction A, including all approvals required from the ASX;
- The Company having received a conditional re-admission letter from the ASX on terms acceptable to the Company;
- Completion of an equity capital raising by the Company to raise \$5,777,773 (before costs) comprising of a \$4,500,000 Public Offer and a 1,277,773 Priority Offer through the replacement prospectus dated 23 April 2021 (**the Replacement Prospectus**) offering 28,888,865 new fully paid ordinary shares at \$0.20 per share (**the Capital Raise**); and
- Completion of a consolidation of the Company's entire issued share capital on an 80 to 1 basis.

On 15 July 2021, the Company completed all conditions noted above and therefore finalisation of the Transaction A and the Capital Raise resulted in the Company issuing the following during the year ended 30 June 2022:

- 28,888,865 new fully paid ordinary shares at \$0.20 each for the Capital Raise;
- 5,000,000 new ordinary shares at \$0.20 each as consideration for the Transaction A;
- 1,500,000 options to the Lead Manager under the Lead Manager Offer exercisable at \$0.30 each within 36 months; and
- 2,000,000 Management Performance Options issued to Directors exercisable at \$0.001 each within 24 months.

Following re-compliance with ASX listing rules, the Company's securities recommenced trading on the ASX.

On 16 November 2021, shareholders approved the buy-back of 201,657 fully paid ordinary share that were issued to Acuity Capital Investment Management Pty Ltd (**the Collateral Shares**). The Collateral Shares were cancelled on 23 November 2021.

On 10 November 2021, the Company disposed of its wholly owned subsidiary Akela Capital Pty Ltd for consideration of \$20,000. Refer to Note 20 for further details.

On 31 May 2022, in connection with the Transaction B (refer to significant changes in state of affairs for detailed information), the Company raised \$1,350,000 (before costs).

Boulbi Project

The Boulbi Project is located in the Tambacounda region of eastern Senegal, adjacent to the borders with both Mali and Mauritania, and can be accessed by sealed roads from Dakar, the Senegalese capital.

The Company has acquired an initial 51% interest in the Boulbi Project with the ability to increase its interest to 70% by way of an earn-in agreement.

During the year, SRK Exploration Services Ltd (**SRK**) completed a detailed desktop review of available geological data, including analysis and reprocessing of satellite imagery, geophysical and geochemical data using modern techniques. SRK's remote sensing study generated 20 exploration targets and their review of available soil geochemistry data identified four additional targets for Cu-Zn mineralization.

The Company has engaged SRK to complete a follow-up work program including reconnaissance rock chip/grab sampling and lithological mapping. This program will focus on the high priority geochemical targets previously generated and will seek to validate the locations of historical drilling and pitting locations, in preparation for a maiden drilling program (depending on the results).

Due to the extreme local weather conditions, the Company anticipates commencing the on-ground component of this work program in late August or early September 2022.

Messok East Project

The Company holds a 100% interest in the Messok East Project, comprised of one exploration permit and three applications for exploration permits prospective for Co-Ni laterite mineralization.

During the year, SRK completed a detailed desktop review of available geological data and identified a range of exploration targets across the Messok East Project based on coincident digital elevation model, magnetic anomalies and field observations.

During the year, the Company's MD and CEO attended site visits and met with key stakeholders.

Subsequent to the financial year, the Company has commenced a follow-up work program focusing on geochemical testing of the previously defined exploration targets, with a view to the design and completion of a maiden auger drilling program.

Significant changes in the state of affairs

i. Acquisition of Cameroonian Rutile and Heavy Sand Project

On 22 April 2022, the Company entered into a Share Sale Agreement (**the SSA B**) to acquire 100% of the issued share capital of African Mining Corporation Pty Ltd (**AMC**) (**the Transaction B**) in consideration for the issue of 5,555,556 new fully paid ordinary shares in the Company. AMC had the right to earn up to an 85% equity interest in three Cameroonian incorporate entities, Heritage Mining Ltd, Mungo Resources Ltd and Elephant Mining Ltd (**Cameroonian Companies**), which have applied for six mineral exploration permits in Southern Cameroon (**Permits**). These Permits cover a total area of approximately 2,600km² and are considered prospective for Rutile and Heavy Mineral Sands (**HMS**).

However, having regard to prevailing market conditions, the Company and the parties have agreed to terminate the SSA B and release each other party of all claims, liabilities and obligations in relation to the SSA B.

In connection with the Transaction B, the Company raised \$1,350,000 (before costs) and undertook a fully underwritten pro rate non-renounceable entitlement offer to existing shareholder to raise additional \$683,000 (before costs).

Following the termination of the Share Sale Agreement and having regard to limited shareholder participation in the Entitlement Offer, the Directors determined to cancel and refund all amounts to shareholders who participated in the Entitlement Offer.

ii. Personnel Changes

On 9 July 2021, Mr. Faldi Ismail resigned as Director and Mr. Emmanuel Correia was appointed as Non-Executive Director, Mr. John Ciganek was appointed as Non-Executive Chairman.

On 21 April 2022, the Company appointed Mr. Andrew Law as an independent non-executive technical Director and Mr. Joseph van den Elsen transition to a Non-Executive Director role.

iii. Coronavirus (COVID19)

The Group continues to manage the ongoing COVID-19 situation. There have not been any significant adverse financial or operational impacts to date on the Group.

Matters subsequent to the end of the financial year

On 26 July 2022, the Company issued 6 million options with an exercise price of \$0.30 per option and exercisable on or before 8 July 2024 in accordance with shareholder approval on 5 July 2022.

Other than matters discussed above, no matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Dividends

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

Likely developments and expected results of operations

The Company will continue to pursue its principal activity of the exploration and assessment of the Boulbi and Messok East Projects, located in Senegal and Cameroon respectively. The Company will also continue to leverage off the experience of its Directors to evaluate and assess other business opportunities in the resources sector which may be a strategic fit with the Company and be capable of delivering shareholder value.

Indemnity and insurance of officers and auditor

Indemnification

The Company must use its best endeavours to insure a Director or officer against any liability, which does not arise out of conduct constituting a wilful breach of duty or a contravention of the *Corporations Act 2001*. The Company must also use its best endeavours to insure a Director or officer against liability for costs and expenses incurred in defending proceedings whether civil or criminal.

The Company indemnifies each of its Directors, Officers and Company Secretary. The Company indemnifies each Director or officer to the maximum extent permitted by the *Corporations Act 2001* from liability to third parties, except where the liability arises out of conduct involving lack of good faith, and in defending legal and administrative proceedings and applications for such proceedings.

The Company has not entered into any agreement with its current auditors indemnifying them against any claims by third parties arising from their provision of audit services.

Insurance premium

During the financial year the Company paid insurance premiums to insure Directors and Officers against certain liabilities arising out of their conduct while acting as an officer of the Group. Under the terms and conditions of the insurance contract, the nature of the liabilities insured against, and the premium paid cannot be disclosed.

Unissued shares under Options

i. Options

During the year, 5,000,000 Options were issued, and no Options were cancelled, forfeited or lapsed.

The Company has the following Options on issue at the date of this report:

Grant Date	Expiry Date	Exercise Price per Option	Fair Value per Option	Number under Option
15/07/2021	08/07/2024	\$0.30	\$0.040	1,500,000
20/04/2022	08/07/2024	\$0.30	\$0.051	3,500,000
05/07/2022	08/07/2024	\$0.30	\$0.000	2,500,000

^a 1,500,000 Options were issued to the Lead Manager of the Transaction A under the Lead Manager Offer. No vesting conditions are attached to these Options.

^b 3,500,000 Options were issued to the Lead Manager of the Transaction B under the Lead Manager Offer. No vesting conditions are attached to these Options.

^c 2,500,000 Placement Options were issued to Placement participants with nil consideration. No vesting conditions are attached to these Options.

No person entitled to exercise the option has or has any right by virtue of the option to participate in any share issue of any other body corporate.

ii. Management Performance Options

During the year, 2,400,000 Management Performance Options were issued, and no Management Performance Options were cancelled, forfeited or lapsed.

The Company has the following Management Performance Options on issue at the date of this report:

Class of Management Performance Options issued	Grant Date	Expiry Date	Exercise price per Option	Fair value per Option at grant date
Class A - 1,000,000	15/07/2021	08/07/2023	\$0.001	\$0.124
Class B - 1,000,000	15/07/2021	08/07/2023	\$0.001	\$0.077
Class A - 200,000	21/04/2022	08/07/2023	\$0.001	\$0.046
Class B - 200,000	21/04/2022	08/07/2023	\$0.001	\$0.007

Class A : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023 , vesting upon the Company achieving a volume weighted average market price (as defined in the Listing Rule) of shares for a period of 20 consecutive trading days on which shares are traded (disregarding any intervening days on which no trade occurred, if any) (20 days VWAP) of \$0.40.

Class B : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023, vesting upon the Company achieving a 20 day VWAP \$0.80.

The Management Performance Options were issued to Directors as follows:

Director	Class A Management Performance Options	Class B Management Performance Options	Total Management Performance Options
Joseph van den Elsen	600,000	600,000	1,200,000
John Ciganek	200,000	200,000	400,000
Emmanuel Correia	200,000	200,000	400,000
Andrew Law	200,000	200,000	400,000

Management Performance Options granted carry no dividend or voting rights.

No person entitled to exercise the Management Performance Options had or has any right by virtue of the Management Performance Option to participate in any Share issue of the Company or of any other body corporate.

Environmental regulation

The Group is subject to the environmental regulations under legislation of the Commonwealth of Australia. The Group aims to comply with the identified regulatory requirements in each jurisdiction in which it operates. There have been no known material breaches of the environmental regulations.

Non-audit services

During the year, Pitcher Partners, the Group's auditor, has performed certain other services in addition to the audit and review of the financial statements.

The Group may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are set out below:

	30 June 2022	30 June 2021
	\$	\$
Amount paid/payable for services other than audit and review of financial statements		
Other assurance services		
Pitcher Partners BA&A Pty Ltd - Investigating Accountants Report	-	13,200
Other services		
Pitcher Partners (WA) Pty Ltd - Taxation	5,000	6,400
Total auditor's remuneration for non-audit services	<u>5,000</u>	<u>19,600</u>

In the event that non-audit services are provided by Pitcher Partners, the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001*. These procedures include:

- non-audit services are subject to the corporate governance procedures adopted by the Group and are reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring 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 (including Independence Standards) by ensuring they do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing risks and rewards.

Proceedings on 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.

Auditor's independence declaration

The auditor's independence declaration as required under section 307C of the *Corporations Act 2001* for the year ended 30 June 2022 is set out immediately after this Directors' report.

Rounding of amounts

The Group has applied the relief available to it in ASIC Legislative Instrument 2016/191 and accordingly amounts included in this report and in the financial report have been rounded off to the nearest \$1 (where rounding is applicable).

Remuneration report (audited)

The remuneration report details the key management personnel (**KMP**) remuneration arrangements for the Group, in accordance with the requirements of the *Corporations Act 2001*, as amended (**the Act**) and its Regulations. This information has been audited, as required by section 308(3C) of the Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:

- Details of remuneration
- Executive and Non-Executive remuneration
- Additional disclosures relating to equity

Details of the nature and amount of each element of the remuneration of each of the KMP of the Group (defined as "Directors", both Non-Executive and Executive) for the year ended 30 June 2022 are set out in the following tables:

Name	Status	Appointment and resignation
Joseph van den Elsen	Managing Director (MD) and Chief Executive Officer (CEO)	Appointed as MD on 14 April 2021
John Ciganek	Non-Executive Chairman/Director	Appointed 9 December 2020
Emmanuel Correia	Non-Executive Director	Appointed 9 July 2021
Andrew Law	Non-Executive Director	Appointed 21 April 2022
Faldi Ismail	Non-Executive Chairman	Appointed 5 June 2015 Resigned 9 July 2021

Introduction

Compensation levels for KMP are competitively set to attract and retain appropriately qualified and experienced directors and executives. The Board may seek independent advice on the appropriateness of compensation packages, given trends in comparative companies both locally and internationally and the objectives of the Group's compensation strategy.

Remuneration governance

The Directors believe the Group is not currently of a size nor are its affairs of such complexity as to warrant the establishment of a separate remuneration committee. Accordingly, all remuneration matters are considered by the full Board, in accordance with a remuneration committee charter. During the financial year, the Group did not engage any remuneration consultants.

Executive and Non-Executive remuneration

Executive remuneration arrangements

Given the current size and level of activities of the Group, Non-Executive Directors also act in a managerial capacity but are not considered to be executives of the Group.

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Compensation packages may include a mix of fixed compensation, equity-based compensation, as well as employer contributions to superannuation funds. Shares and options may only be issued to Directors' subject to approval by shareholders in a general meeting. There were no cash bonuses paid during the year and there are no set performance criteria for achieving cash bonuses.

At this stage the Board does not consider the Group's earnings- or earnings-related measures to be an appropriate key performance indicator (**KPI**). In considering the relationship between the Group's remuneration policy and the consequences for the Company's shareholder wealth, changes in share price are analysed as well as measures such as successful completion of business development and corporate activities. The Board determines payments to Executive Directors and reviews their remuneration annually based on market practice, duties, and accountability. Independent external advice will be sought when required and Executive remuneration is approved by shareholders at the Annual General Meeting.

The Group's financial performance during the year 30 June 2022 and for the previous four financial years is set out in the table below. These financial results shown below were all prepared in accordance with Australian Accounting Standards (**AASBs**).

	2022	2021^a	2020	2019	2018
Net (Loss) after tax	(939,332)	(850,030)	(1,251,433)	(824,468)	(1,132,424)
(Loss) per share (cents)	(2.52)	(19.96) ^b	(23.02) ^b	(20.08) ^b	(8.30) ^b
Share price at 30 June (cents)	0.16	0.022	0.022	0.022	0.020

^a The Company remained in the voluntary suspension from April 2019 – June 2021.

^b The Company consolidated its issued capital on an 80 to 1 basis on 26 April 2021 and consequently has restated the 2020, 2019 and 2018 loss per share accordingly.

The key terms of Executive Service Agreements during the year and as at the date of this report are as follows:

Name:	Joseph van den Elsen
Title:	Appointed as Non-executive Director on 3 September 2020 and appointed as Managing Director (MD) and Chief Executive Officer (CEO) on 14 April 2021
Agreement commenced:	14 April 2021
Term of agreement:	The Company has entered into a Consultancy Deed with Gotham Corporate Pty Ltd (Consultant). Under the agreement, the Consultant, Mr. Joseph van den Elsen provides the service as a MD and CEO of the Company.
Details:	Mr. Joseph van den Elsen is to be paid an annual fee of \$180,000 for his services as MD and CEO and will be reimbursed for all reasonable expenses incurred in performing his duties.

Termination of employment can be provided by the Company with three months written notice or by the Executive with three months written notice. On termination of the Deed, the Consultant will be entitled to receive from the Company all payments owed to the Consultant under the Deed up to and including the date of termination and any payments due to Mr. Joseph van den Elsen. The notice period can be waived if there is sufficient cause.

There are no termination or retirement benefits payable under the agreement.

The appointment of Mr. Joseph van den Elsen as MD and CEO is otherwise on terms that are customary for an appointment of this nature.

Non-Executive Director fee arrangements

The Group policy is to remunerate Non-Executive Directors at a level to comparable companies for time, commitment, and responsibilities. Non-Executive Directors' fees cover all main Board activities and membership of any committee. The Group has no established retirement or redundancy schemes in relation to Non-Executive Directors.

The Non-Executive Directors can be provided with performance rights that are meant to incentivise the Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually based on market practice, duties and accountability. Independent external advice will be sought when required and non-Executive remuneration is approved by shareholders at the AGM.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is presently limited to an aggregate of \$300,000 per annum and any change is subject to approval by shareholders at a General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Group.

Upon the Company re-listing on the ASX, the Non-Executive Director annual fee reduced from \$48,000 to \$36,000 per annum and revised back to \$48,000 in March 2022.

The key terms of Non-Executive Service Agreements during the year and as at the date of this report are as follows:

Name:	John Ciganek
Title:	Non-Executive Director and Chairman
Agreement commenced:	8 December 2020
Term of agreement:	Annual fee of \$36,000 (July 21 to Feb 2022) \$48,000 (effective from March 2022)
Details:	The Company has entered into an agreement with Mr. John Ciganek in respect of his appointment as a Non-Executive Director of the Company.

Mr. John Ciganek is to be paid an annual fee for his services as Non-Executive Director and Chairman, of which the monthly fee will be paid in arrears upon receipt of an invoice. The Company will reimburse for all reasonable expenses incurred in performing his duties.

The agreement has no set term of termination, Mr. John Ciganek can resign at any time or be removed, as a director by way of a shareholder resolution being approved. There are no termination benefits payable under the agreement.

Name:	Emmanuel Correia
Title:	Non-Executive Director
Agreement commenced:	9 July 2021
Term of agreement:	Annual fee of \$36,000 (July 21 to Feb 2022) \$48,000 (effective from March 2022)
Details:	The Company has entered into an agreement with Mr. Emmanuel Correia in respect of his appointment as a Non-Executive Director of the Company.

Mr. Emmanuel Correia is to be paid an annual fee for his services as Non-Executive Director, of which the monthly fee will be paid in arrears upon receipt of an invoice. The Company will reimburse for all reasonable expenses incurred in performing his duties.

The agreement has no set term of termination, Mr. Emmanuel Correia can resign at any time or be removed, as a director by way of a shareholder resolution being approved. There are no termination benefits payable under the agreement.

Name: **Andrew Law**
Title: Non-Executive Technical Director
Agreement commenced: 21 April 2022
Term of agreement: Annual fee of \$48,000
Details: The Company has entered into an agreement with Mr. Andrew Law in respect of his appointment as a Non-Executive Director of the Company.

Mr. Andrew Law is to be paid an annual fee of \$48,000 for his services as Non-Executive Director and Chairman, of which the monthly fee will be paid in arrears upon receipt of an invoice. The Company will reimburse for all reasonable expenses incurred in performing his duties.

The agreement has no set term of termination, Mr. Andrew Law can resign at any time or be removed, as a director by way of a shareholder resolution being approved. There are no termination benefits payable under the agreement.

The Company does not have a Director's Retirement Scheme in place at present. Total fees for the Non-Executive Directors for the financial year were \$90,000 (30 June 2021: \$102,435) and cover main Board activities only.

Performance Conditions Linked to Remuneration

The Group has established and maintains the Ookami Limited Performance Rights Plan (**Plan**) to provide ongoing incentives to any full time or part time employee or consultant of the Company or any person nominated by the Board (including Directors or Company Secretary of the Company engaged by the Company on a full or part time basis) (**Eligible Participants**).

The Board adopted the Plan to allow Eligible Participants to be granted Performance Rights to acquire shares in the Company.

The objective of the Plan is to provide the Group with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of Eligible Participants. The Board will ensure that the performance milestones attached to the securities issued pursuant to the Plan are aligned with the successful growth of the Group's business activities, which the Group measures with reference to the Company's share price. The Company remained in voluntary suspension during the financial year and hence the Company's share price has not been a key reference in measuring the growth of the Group's business activities during the financial year ended 30 June 2022.

Performance Rights may be issued under the Plan at the discretion of the Board, subject to Shareholder approval. Unvested performance rights will lapse upon termination (a relevant person ceases to be an Eligible Participant) unless the Board exercises its discretion to vest the Performance Rights or in its absolute discretion, resolves the unvested Performance Rights to remain unvested.

Details of remuneration

Details of the remuneration of KMP of the Group are set out in the following tables.

30 June 2022	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	
	\$	\$	\$	\$	\$	\$	\$
Executive Directors:							
Joseph van den Elsen ^a	180,000	-	-	-	-	58,895	238,895
Non-Executive Directors:							
John Ciganek ^b	40,000	-	-	-	-	19,631	59,631
Emmanuel Correia ^c	40,000	-	-	-	-	19,631	59,631
Andrew Law ^d	10,000	-	-	-	-	1,674	11,674
Faldi Ismail ^e	-	-	-	-	-	-	-
	<u>270,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>99,831</u>	<u>369,831</u>

^a MD and CEO fees payable to Gotham Corporate Pty Ltd, a company controlled by Joseph van den Elsen.

^b Non-Executive Director fees were payable to the Ciganek Family Trust, an entity controlled by John Ciganek.

^c Non-Executive Director fees were payable to Cardrona Energy Pty Ltd, a company controlled by Emmanuel Correia.

^d Andrew Law was appointed as Non-Executive Director of the Company on 21 April 2022. Remuneration disclosed is for period 21 April 2022 to 30 June 2022. Non-Executive Director fees were payable to Fusion (WA) Pty Ltd, a company controlled by Andrew Law.

^e Faldi Ismail resigned on 9 July 2021.

30 June 2021	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	
	\$	\$	\$	\$	\$	\$	\$
Executive Directors:							
Joseph van den Elsen ^a	68,233	-	-	-	-	-	68,233
Non-Executive Directors:							
John Ciganek ^b	26,968	-	-	-	-	-	26,968
Faldi Ismail ^c	48,000	-	-	-	-	-	48,000
Brendan de Kauwe ^d	19,467	-	-	-	-	-	19,467
Emilija Poposka Kardaleva ^e	8,000	-	-	-	-	-	8,000
Other KMP:							
Geoffrey Reilly ^f	13,000	-	-	-	-	-	13,000
	<u>183,668</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>183,668</u>

^a Remuneration disclosed is for period from appointment 3 September 2020 to 30 June 2021. \$38,500 related to MD and CEO fees payable to Gotham Corporate Pty Ltd, a company controlled by Joseph van den Elsen and \$29,733 related to Non-Executive Director fees payable to Joseph van den Elsen.

^b Non-Executive Director fees were payable to the Ciganek Family Trust, an entity controlled by John Ciganek.

^c Non-Executive Director fees were payable to Romfal Corporate Pty Ltd, a company controlled by Faldi Ismail.

^d Non-Executive Director fees were payable to Attollo Corporate Pty Ltd, a company controlled by Brendan de Kauwe. Brendan de Kauwe resigned on 26 November 2020. Fees shown are for the period 1 July 2020 to 26 November 2020.

^e Non-Executive Director fees were payable. Emilija Kardaleva resigned on 3 September 2020 and Non-Executive Director fees owing were forgiven. Fees shown are for the period 1 July 2020 to 3 September 2020.

^f Geoffrey Reilly was appointed as Director of Akela Capital Pty Ltd on 10 October 2019. Remuneration disclosed is for period 1 July 2020 to 15 January 2021 when he ceased to be a KMP.

Additional disclosures relating to equity

KMP Shareholding

The number of Shares in the Company held during the financial year by each Director and other members of KMP of the Company, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Purchases during the year	Disposals/ other	Balance at the end of the year
30 June 2022					
Executive Directors					
Joseph van den Elsen	-	-	-	-	-
Non-Executive Directors					
John Ciganek	-	-	125,000	-	125,000
Emmanuel Correia	-	-	250,000	-	250,000
Andrew Law (appointed 21 April 2022)	-	-	-	-	-
Faldi Ismail (resigned 9 July 2021) ^a	206,250	-	990,000	(1,196,250)	-
	<u>206,250</u>	<u>-</u>	<u>1,365,000</u>	<u>(1,196,250)</u>	<u>375,000</u>

^a Changes due to cessation as KMP on 9 July 2021.

	Balance at the start of the year	Received as part of remuneration	Purchases during the year	Disposals/ other	Balance at the end of the year
30 June 2021					
Executive Directors					
Joseph van den Elsen	-	-	-	-	-
Non-Executive Directors					
John Ciganek	-	-	-	-	-
Faldi Ismail ^a	16,500,000	-	-	(16,293,750)	206,250
Brendan de Kauwe ^b	10,250,000	-	-	(10,250,000)	-
Emilija Poposka Kardaleva	-	-	-	-	-
Executive (Akela Capital)					
Geoffrey Reilly	-	-	-	-	-
	<u>26,750,000</u>	<u>-</u>	<u>-</u>	<u>(26,543,750)</u>	<u>206,250</u>

^a Changes related to consolidation of shares which was completed during the financial year on the basis of 1 share for 80 shares held at the record date.

^b Changes due to cessation as KMP on 26 November 2020.

KMP Option holding

Other than the Management Performance Options held by the relevant Director, no other options over ordinary shares in the Company were held during the financial year by any Director or other members of KMP of the Company, including their personally related parties (30 June 2021: nil).

Options awarded, vested and lapsed during the year

Options do not carry any voting or dividend rights and can only be exercised once the vesting conditions have been met, until their expiry date.

KMP Management Performance Options holding

During the year, 2,400,000 Management Performance Options were issued, and no Management Performance Options were cancelled, forfeited or lapsed.

The Company has the following Management Performance Options on issue at the date of this report:

Class of Management Performance Options issued	Grant Date	Expiry Date	Exercise Price per Option	Fair Value per Option at grant date
Class A - 1,000,000	15/07/2021	08/07/2023	\$0.001	\$0.124
Class B - 1,000,000	15/07/2021	08/07/2023	\$0.001	\$0.077
Class A - 200,000	21/04/2022	08/07/2023	\$0.001	\$0.046
Class B - 200,000	21/04/2022	08/07/2023	\$0.001	\$0.007

Class A : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023 , vesting upon the Company achieving a volume weighted average market price (as defined in the Listing Rule) of shares for a period of 20 consecutive trading days on which shares are traded (disregarding any intervening days on which no trade occurred, if any) (20 days VWAP) of \$0.40.

Class B : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023, vesting upon the Company achieving a 20 day VWAP \$0.80.

The Management Performance Options were issued to Directors as follows:

Director	Class A Management Performance Options	Class B Management Performance Options	Total Management Performance Options
Joseph van den Elsen	600,000	600,000	1,200,000
John Ciganek	200,000	200,000	400,000
Emmanuel Correia	200,000	200,000	400,000
Andrew Law	200,000	200,000	400,000

Management Performance Options granted carry no dividend or voting rights.

No person entitled to exercise the Management Performance Options had or has any right by virtue of the Management Performance Option to participate in any Share issue of the Company or of any other body corporate.

The number of Management Performance Options in the Company held during the financial year by each Director and other members of KMP of the Company, including their personally related parties, is set out below:

	Balance at the start of the year	Granted as remuneration	Exercised	Expired/ forfeited/ other	Balance at the end of the year
<i>Management Performance Options over ordinary Shares</i>					
Executive Directors					
Joseph van den Elsen	-	1,200,000	-	-	1,200,000
Non-Executive Directors					
John Ciganek	-	400,000	-	-	400,000
Emmanuel Correia	-	400,000	-	-	400,000
Andrew Law (Appointed 21 April 2022)	-	400,000	-	-	400,000
Faldi Ismail (Resigned 9 July 2021)	-	-	-	-	-
	-	2,400,000	-	-	2,400,000

	Vested and exercisable	Unvested and un-exercisable	Balance at the end of the year
<i>Management Performance Options over ordinary Shares</i>			
Executive Directors			
Joseph van den Elsen	-	1,200,000	1,200,000
Non-Executive Directors			
John Ciganek	-	400,000	400,000
Emmanuel Correia	-	400,000	400,000
Andrew Law (Appointed 21 April 2022)	-	400,000	400,000
Faldi Ismail (Resigned 9 July 2021)	-	-	-
	-	2,400,000	2,400,000

No Management Performance options were granted as remuneration for the year ended 30 June 2021.

Loans to KMP and their related parties

There were no loans made to KMP and their related parties during the financial year and no outstanding balances as at the date of this report.

Loans from KMP and their related parties

In the prior year the Company entered into a \$200,000 short term loan facility arrangement (**the Facility**) with Mr. Joseph van den Elsen to provide the Company with interim funding in respect to working capital requirements prior to the completion of the Transaction A.

The Facility was secured, and any amounts drawn down would be repayable on the earlier 6 months or within 10 days following the reinstatement of the Company to official quotation on the ASX.

The Company paid a 5% establishment fee in respect of the Facility and interest was payable following the drawdown of funds at a rate of 5% per annum.

During the year, the balance of \$88,361 owing to Mr. Joseph van den Elsen was repaid in full of which, \$955 related to interest incurred. Consequently, there was no balance outstanding as at 30 June 2022.

Other transactions with KMP and their related parties

Purchases from and sales to KMP and their related parties are made on terms equivalent to those that prevail in arm's length transactions. The Group acquired the following services from entities that are controlled by members of the Group's KMP.

Some Directors or former Directors of the Group hold or have held positions in other companies, where it is considered, they control or significantly influence the financial or operating policies of those entities. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. During the year, there were no other transactions with KMP and their related parties provided to the Group.

Entity	Nature of transaction	KMP	Total expense 2022	Total expense 2021	Payable balance 2022	Payable balance 2021
Otsana Pty Ltd	AFSL Expense/ Capital raising fees	Faldi Ismail [Resigned 9 - July 2021]	-	-	-	(38,500) ^a
Romfal Corporate Pty Ltd	Director fee	Faldi Ismail [Resigned 9 - July 2021]	-	-	-	(44,000)

^aThe full amount of \$42,500 (including GST) was paid to Otsana Pty Ltd (in liquidation) during the year.


Voting and comments made at the Company's 2021 AGM

The Company received 99% of "yes" votes on its remuneration report for 2021 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

This concludes the remuneration report, which has been audited.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the Directors



 Joseph van den Elsen
 Managing Director and Chief Executive Officer

23 September 2022

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF OOKAMI LIMITED**

In relation to the independent audit for the year ended 30 June 2022, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Ookami Limited and the entities it controlled during the year.

Pitcher Partners BA+A Pty Ltd

PITCHER PARTNERS BA&A PTY LTD

Michael Fay

MICHAEL FAY
Executive Director
Perth, 23 September 2022

Ookami Limited
 Consolidated statement of profit or loss and other comprehensive income
 For the year ended 30 June 2022



	Note	30 June 2022 \$	30 June 2021 \$
Revenue			
Other income		4,129	8,158
Expenses			
Director fees		(121,500)	(170,668)
Exploration expenditure expenses		(315,872)	-
Insurance expense		(42,553)	(52,023)
Professional fees	4	(188,903)	(129,393)
Share based payment expense	18	(99,831)	-
Transaction costs		(98,344)	(282,009)
Compliance and regulatory costs		(33,196)	(113,054)
Other expenses		(64,935)	(76,363)
(Loss) before income tax expense from continuing operations		(961,005)	(815,352)
Income tax expense	5	-	-
(Loss) after income tax expense from continuing operations		(961,005)	(815,352)
Profit/(loss) after income tax expense from discontinued operations	20	21,673	(34,678)
(Loss) after income tax expense for the year		(939,332)	(850,030)
Other comprehensive (loss)			
<i>Items that may not be reclassified subsequently to profit or loss</i>			
(Loss) on the revaluation of financial assets at fair value through other comprehensive income, net of tax		(466,620)	-
Foreign currency translation		1,181	-
Other comprehensive (loss) for the year, net of tax		(465,439)	-
Total comprehensive (loss) for the year		<u>(1,404,771)</u>	<u>(850,030)</u>
(Loss) for the year is attributable to:			
Non-controlling interest		(386)	-
Owners of the Company		(938,946)	(850,030)
		<u>(939,332)</u>	<u>(850,030)</u>
Total comprehensive (loss) for the year is attributable to:			
Non-Controlling Interest		(268)	-
Owners of the Company		<u>(1,404,503)</u>	<u>(850,030)</u>
		<u>(1,404,771)</u>	<u>(850,030)</u>
		<u>(1,404,771)</u>	<u>(850,030)</u>

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

Ookami Limited
 Consolidated statement of profit or loss and other comprehensive income
 For the year ended 30 June 2022



		Cents	Cents
Earnings per share for (loss) from continuing operations attributable to the owners of the Company			
Basic earnings per share	8	(2.58)	(0.24)
Diluted earnings per share	8	(2.58)	(19.14)
Earnings per share for (loss)/profit from discontinued operations attributable to the owners of the Company			
Basic earnings per share	8	0.06	(0.81)
Diluted earnings per share	8	0.06	(0.81)
Earnings per share for (loss) attributable to the owners of the Company			
Basic earnings per share	8	(2.52)	(19.96)
Diluted earnings per share	8	(2.52)	(19.96)

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

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	Note	30 June 2022 \$	30 June 2021 \$
Assets			
Current assets			
Cash and cash equivalents	10	5,215,390	38,461
Trade and other receivables		28,550	55,010
Other assets	12	38,405	534,005
Total current assets		<u>5,282,345</u>	<u>627,476</u>
Non-current assets			
Financial assets at fair value through OCI reserve	13	466,620	933,240
Property, plant and equipment		1,715	1,181
Intangible assets		-	14
Exploration and evaluation assets	14	1,498,537	-
Total non-current assets		<u>1,966,872</u>	<u>934,435</u>
Total assets		<u>7,249,217</u>	<u>1,561,911</u>
Liabilities			
Current liabilities			
Trade and other payables	15	115,765	1,030,279
Financial Liabilities		-	88,191
Total current liabilities		<u>115,765</u>	<u>1,118,470</u>
Total liabilities		<u>115,765</u>	<u>1,118,470</u>
Net assets		<u>7,133,452</u>	<u>443,441</u>
Equity			
Issued capital	16	34,724,514	27,439,194
Reserves	17	(350,082)	(221,797)
Accumulated losses		(27,712,901)	(26,773,956)
Equity attributable to the owners of the Company		6,661,531	443,441
Non-controlling interest		471,921	-
Total equity		<u>7,133,452</u>	<u>443,441</u>

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

Ookami Limited
 Consolidated statement of changes in equity
 For the year ended 30 June 2022



	Issued capital \$	Financial assets at fair value through OCI reserve \$	Share based payment reserves \$	Translation Reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
Balance at 1 July 2020	27,439,194	(270,697)	48,900	-	(25,923,926)	-	1,293,471
(Loss) after income tax expense for the year	-	-	-	-	(850,030)	-	(850,030)
Other comprehensive income for the year, net of tax	-	-	-	-	-	-	-
Total comprehensive (loss) for the year	-	-	-	-	(850,030)	-	(850,030)
Balance at 30 June 2021	<u>27,439,194</u>	<u>(270,697)</u>	<u>48,900</u>	<u>-</u>	<u>(26,773,956)</u>	<u>-</u>	<u>443,441</u>

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

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Ookami Limited
 Consolidated statement of changes in equity
 For the year ended 30 June 2022



	Issued capital \$	Financial assets at fair value through OCI reserve \$	Share based payment reserves \$	Translation reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
Balance at 1 July 2021	27,439,194	(270,697)	48,900	-	(26,773,956)	-	443,441
(Loss) after income tax expense for the year	-	-	-	-	(938,946)	(386)	(939,332)
Other comprehensive (loss)/income for the year, net of tax	-	(466,620)	-	1,063	-	118	(465,439)
Total comprehensive (loss)/income for the year	-	(466,620)	-	1,063	(938,946)	(268)	(1,404,771)
Issue of ordinary shares related to Capital Raise and Placement during the year	7,127,788	-	-	-	-	-	7,127,788
Issue of ordinary shares related to the Transaction A during the year	1,000,000	-	-	-	-	-	1,000,000
Costs related to the Capital Raise and Placement during the year	(842,468)	-	237,324	-	-	-	(605,144)
Options and Management Performance Options expensed during the year	-	-	99,831	-	-	-	99,831
Non-controlling interest arising from the Transaction A during the year	-	-	-	-	-	472,307	472,307
Balance at 30 June 2022	<u>34,724,514</u>	<u>(737,317)</u>	<u>386,055</u>	<u>1,063</u>	<u>(27,712,902)</u>	<u>472,039</u>	<u>7,133,452</u>

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

	Note	30 June 2022 \$	30 June 2021 \$
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(723,452)	(284,785)
Payments for software platform		(12,241)	(9,887)
Payments for asset acquisition and integration costs		(261,048)	(109,480)
Payments for exploration and evaluation		(316,215)	-
		(1,312,956)	(404,152)
Interest received		852	218
Interest and other finance costs paid		-	(9)
Net cash used in operating activities	11	(1,312,104)	(403,943)
Cash flows from investing activities			
Net cash acquired on acquisition of assets	19	6,348	-
Purchase of equipment		(1,669)	-
Proceeds from disposal of subsidiary	20	19,900	-
Net cash from investing activities		24,579	-
Cash flows from financing activities			
Proceeds from issue of Shares	16	7,127,788	-
Share issue transaction costs		(578,256)	-
Loan from related party		-	77,416
Proceeds from borrowings		3,283	-
Repayment of borrowings		(77,416)	-
Transaction costs related to loans and borrowings		(10,945)	-
Interest and other finance costs paid		-	(908)
Repayment of premium funding		-	(26,037)
Prepaid re-compliance costs		-	(18,118)
Net cash from financing activities		6,464,454	32,353
Net increase/(decrease) in cash and cash equivalents		5,176,929	(371,590)
Cash and cash equivalents at the beginning of the financial year		38,461	410,051
Cash and cash equivalents at the end of the financial year	10	<u>5,215,390</u>	<u>38,461</u>

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

Note 1. Reporting Entity

These financial statements cover Ookami Limited (**the Company**) and its controlled entities as a consolidated entities (also referred to as **the Group**). Ookami Limited is a company limited by shares, incorporated and domiciled in Australia. The Group is a for-profit entity. The Group's financial statements are presented in Australian dollars, which is also the Company's functional currency.

The financial statements were issued in accordance with a resolution by the Board on 23 September 2022.

The following is a summary of the material accounting policies adopted by the Group in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated

Note 2. Significant accounting policies

Basis of preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (**the AASB**) and the *Corporations Act 2001*, as appropriate for for-profit oriented entities.

The financial report also complies with International Financial Reporting Standards issued by the International Accounting Standards Board.

Reporting basis and convention

The financial statements have been prepared on an accruals basis and are based on historical costs except for certain financial assets which have been measured at fair value.

Parent entity information

In accordance with the *Corporations Act 2001*, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 24.

New or amended Accounting Standards and Interpretations adopted

The Group has considered the implications of new or amended Accounting Standards and Interpretations which have become applicable for the current annual financial reporting period beginning on or after 1 July 2021. It has been determined by the Group that there is no impact, material or otherwise, of the new or amended Accounting Standards and Interpretations and therefore no changes to Group accounting policies. No retrospective change in accounting policy of material reclassification has occurred during the financial year.

New Accounting Standards and Interpretations not yet mandatory or early adopted

The AASB has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group. The Group has decided not to early adopt any of these new and amended pronouncements. The Group is currently in the process of assessing the following new and amended Accounting Standards and Interpretations:

Note 2. Significant accounting policies (continued)

New pronouncement	Effective Date	Application
AASB 2020-3 <i>Amendments to Australian Accounting Standards – Annual Improvements 2018 – 2020 and Other Amendments</i>	1 January 2022	All entities
AASB 2021-7a <i>Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections [general editorials]</i>	1 January 2022	All entities
AASB 2020-1 <i>Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current</i> , AASB 2020-6 <i>Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date</i>	1 January 2023	All entities
AASB 2021-5 <i>Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	1 January 2023	All entities
AASB 2021-2 <i>Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates</i>	1 January 2023	All entities

Going Concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The Consolidated Statement of Profit and Loss and Other Comprehensive income shows that the Group incurred a net loss of \$939,332 during the year ended 30 June 2022 (30 June 2021: loss of \$850,030). The Consolidated Statement of Financial Position shows that the Group had cash and cash equivalents of \$5,215,390 (30 June 2021: \$38,461), and net assets of \$7,133,452 (30 June 2021: \$443,441) as of 30 June 2022.

These financial statements have been prepared on going concern basis. In arriving at this position, the Directors have had regard to the fact that the Company has, or in the Directors' opinion will have access to, sufficient cash to fund administrative and other committed expenditure. The Group's cashflow forecasts for the twelve months ended 30 September 2023 indicate that the Group will have access to sufficient cash to fund administrative and other committed expenditure and be able to settle its liabilities as and when they fall due for a period of at least 12 months from the date of signing the financial report.

Principles of consolidation

The financial statements comprise the financial statements of the Group and its controlled entities as at 30 June 2022.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements, and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss and Other Comprehensive Income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Note 2. Significant accounting policies (continued)

Profit or loss and each component of other comprehensive income (**OCI**) are attributed to the equity holders of the parent of the Group and to the Non-controlling interests, even if this results in the Non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the Non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the Non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and Non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Direct Transaction Cost

Direct transaction costs incurred by the acquirer in the acquisition of an asset, or a group of assets generally are a component of the consideration transferred and, as such, are capitalized as a component of the cost of the assets acquired and liabilities assumed and expensed when the cost is not incidental. These capitalized costs are limited to direct costs that relate to the asset acquisition and that otherwise wouldn't be incurred.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 'controls' an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Non-controlling interest (NCI)

NCIs are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. The Group may acquire a controlling equity interest that represents less than 100% of an entity that does not meet the definition of a business. When this occurs, a Non-controlling interest in the acquired entity is created, the acquirer should include the fair value of the Non-controlling interest as part of the cost of the asset acquisition and recognize the Non-controlling interest based on its proportionate share of the fair value of the net assets acquired on the acquisition date.

Foreign currency translation

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 2. Significant accounting policies (continued)

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Financial assets and liabilities at amortised cost

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (**ECLs**) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the Group for the acquisition of a business, and financial liabilities designated at fair value through profit or loss, are subsequently measured at fair value.

All other financial liabilities recognised by the Group are subsequently measured at amortised cost.

Note 2. Significant accounting policies (continued)

Finance costs

Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or at the date of their origin.

Goods and Services Tax (GST) and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (**COVID-19**) pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the COVID-19 pandemic.

As the date of this report, the Group's operations have not been materially impacted by the COVID-19 pandemic during the year ended 30 June 2022. The Group has taken action to minimise the risk that the COVID19 pandemic presents and as a result of this action, the Group has continued to maintain its operations.

The challenges presented by the COVID19 pandemic are fluid and continue to change. The Group will continue to assess and update the Group's response.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Significant judgements, estimates and assumption made by management in the preparation of these financial statements are found in the following notes:

- Note 5** - Income tax
- Note 13** - Financial assets at fair value through OCI
- Note 14** – Exploration and evaluation assets
- Note 18** - Share-based payments
- Note 19**- Asset acquisition

Note 4. Professional fees

	30 June 2022	30 June 2021
	\$	\$
Accounting and company secretary fees	107,400	93,958
Audit and tax expenses	36,335	32,389
Legal and consulting fee	45,168	3,046
	<u>188,903</u>	<u>129,393</u>

Note 5. Income tax

	30 June 2022	30 June 2021
	\$	\$
<i>Numerical reconciliation of income tax benefit/(expense) and tax at the statutory rate</i>		
(Loss) before income tax expense from continuing operations	(961,005)	(815,352)
Profit/(loss) before income tax expense from discontinued operations	21,673	(34,678)
	<u>(939,332)</u>	<u>(850,030)</u>
Tax at the statutory tax rate of 30%	(281,800)	(255,009)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Share-based payments	29,949	-
Non-deductible expenditure	75,527	74,553
Temporary differences not recognised	27,379	180,456
Disposal of subsidiary	130,387	-
Accounting gain on disposal	(6,560)	-
Debt forgiveness expense	25,118	-
	<u>-</u>	<u>-</u>
Income tax expense	<u>-</u>	<u>-</u>

Note 5. Income tax (continued)

	30 June 2022	30 June 2021
	\$	\$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Accrued expenses	6,000	10,361
Plant and equipment	1,500	-
Tax losses	1,299,109	1,173,479
Capital and business expenditure	229,355	123,793
Intangibles	-	41,402
Investments	139,986	-
	<u>1,675,950</u>	<u>1,349,035</u>

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Deferred income tax (revenue)/expense included in income tax expense comprises

	30 June 2022	30 June 2021
	\$	\$
(Increase) in deferred tax asset	(13,452)	(190,912)
Increase/(decrease) in deferred tax liability	1,041	10,481
Offset against deferred tax asset/deferred tax liability not recognised	12,412	180,731
	<u>2022</u>	<u>2021</u>
	\$	\$
Deferred tax assets not brought to account ¹		
Temporary differences	365,320	166,346
Operating tax losses	1,299,109	1,173,479
Capital losses	124,118	9,210
	<u>1,788,547</u>	<u>1,349,035</u>

Carry forward losses

Potential future income tax benefits attributable to tax losses carried forward have not been brought to account at 30 June 2022, because the Directors do not believe it is appropriate to regard realisation of the future income tax benefits as probable.

¹The gross value of deferred tax assets not brought to account are temporary differences \$1,788,546 (2021: \$1,349,035), operating tax losses \$1,299,109 (2021: \$1,173,479) and capital losses \$124,118 (2021: \$9,210).

Accounting policy for income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Note 5. Income tax (continued)

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Utilisation of tax losses

A company cannot carry forward losses unless it satisfies either the “continuity of ownership” test (ITAA97 s 165-12) or the “same business” test (ITAA97 s 165-13) as described in the *Income Tax Assessment Act 1997*. The Group has determined that it satisfies these tests for the current reporting period and will continue to reassess its conclusion at each subsequent reporting date.

Where forward-looking information (such as a significant change in economic conditions) may provide evidence that there may be an increasing number of defaults, historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Note 6. KMP disclosures

Compensation

The aggregate compensation made to Directors and other members of KMP of the Group is set out below:

	30 June 2022	30 June 2021
	\$	\$
Short-term employee benefits	270,000	183,668
Post-employment benefits	-	-
Long-term benefits	-	-
Termination benefits	-	-
Share-based payments	99,831	-
	<u>369,831</u>	<u>183,668</u>

Note 7. Auditor's Remuneration

	30 June 2022	30 June 2021
	\$	\$
Remuneration of the auditor of the Group (Pitcher Partners BA&A Pty Ltd) for:		
Audit or review of the financial reports	32,335	32,878
Audit of Valhalla Minerals Limited and Cameroon Cobalt Pty Ltd	-	25,500
Investigating Accountant Report	-	13,200
Remuneration of auditor related entity for non-audit services		
Pitcher Partners (WA) Pty Ltd - taxation	4,000	6,400
	<u>36,335</u>	<u>77,978</u>

Note 8. Earnings per Share

	Number	Number
Weighted average number of ordinary Shares used in calculating basic earnings per Share	37,250,875	340,739,459
Adjustments for calculation of diluted earnings per Share:		
Effect of dilution - share consolidation 80:1 ratio	-	(336,480,200)
Weighted average number of ordinary Shares used in calculating diluted earnings per Share	<u>37,250,875</u>	<u>4,259,259</u>

	Cents	Cents
Basic earnings per share	(2.58)	(0.24)
Diluted earnings per share	(2.58)	(19.14)

	30 June 2022	30 June 2021
	\$	\$
<i>Earnings per share for (loss)/profit from discontinued operations</i>		
Profit/(loss) after income tax attributable to the owners of the Company	<u>21,673</u>	<u>(34,678)</u>

	Number	Number
Weighted average number of ordinary Shares used in calculating basic earnings per Share	<u>37,250,875</u>	<u>4,259,259</u>
Weighted average number of ordinary Shares used in calculating diluted earnings per Share	<u>37,250,875</u>	<u>4,259,259</u>

	Cents	Cents
Basic earnings per share	0.06	(0.81)
Diluted earnings per share	0.06	(0.81)

	30 June 2022	30 June 2021
	\$	\$

<i>Earnings per share for (loss)</i>		
(Loss) after income tax	(939,332)	(850,030)
Non-controlling interest	386	-
(Loss) after income tax attributable to the owners of the Company	<u>(938,946)</u>	<u>(850,030)</u>

Note 8. Earnings per Share (continued)

	Number	Number
Weighted average number of ordinary Shares used in calculating basic earnings per Share	37,250,875	4,259,259
Weighted average number of ordinary Shares used in calculating diluted earnings per Share ¹	<u>37,250,875</u>	<u>4,259,259</u>

¹Options and Management Performance Options on issue as at the reporting date are not considered to be dilutive.

	Cents	Cents
Basic earnings per share	(2.52)	(19.96)
Diluted earnings per share	(2.52)	(19.96)

Accounting policy for earnings per Share

Basic earnings per Share

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

Diluted earnings per Share

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

Note 9. Operating segments

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

In respect to the Group's current operations, the financial information presented to the chief operating decision maker is consistent with that presented in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows.

In the prior year, the Group only had one segment being the development of software with the location of the segment assets being in Western Australia. However, as a result of the Transaction A, a significant change to the nature or scale of the Group's principal activity occurred with the Group now only having one segment being the exploration and assessment of the Boulbi Project and the Messok East Project. Accordingly, all significant operating disclosures are based upon analysis of the Group as one segment. The financial results from this segment are equivalent to the financial statements of the Group as a whole.

Note 10. Cash and cash equivalents

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Cash at bank	5,215,390	38,461

The effective interest rate on short-term bank deposit was 0.01% (30 June 2021: 0.01%)

Accounting policy for cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note 11. Cash flow information

Reconciliation of (loss) after income tax to net cash used in operating activities

	30 June 2022	30 June 2021
	\$	\$
(Loss) after income tax expense for the year	(939,332)	(850,030)
Adjustments for:		
Depreciation, amortisation and impairment	1,135	850
Share-based payments	99,831	-
Foreign exchange differences	(1,181)	-
(Debt Forgiven)/Bad debt expense	-	(8,000)
Gain on disposal of subsidiary	(21,886)	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	459	(18,621)
Decrease in other assets	(3,469)	(10,154)
Increase/(decrease) in trade and other payables	(447,005)	444,292
Increase in fund liabilities	(656)	37,720
Net cash used in operating activities	<u>(1,312,104)</u>	<u>(403,943)</u>

Non-cash investing and financing activities

As a result of the Transaction A, ordinary shares in the Company were issued as consideration for the assets acquired. Further details are disclosed in **note 19**.

Note 12. Other assets

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Prepayments	38,405	34,935
Re-compliance cost	-	499,070
	<u>38,405</u>	<u>534,005</u>

Re-compliance cost relates to costs incurred for re-compliance with ASX's admission and quotation requirements. The re-compliance costs were reallocated to equity upon successful completion of the Company's capital raise subsequent to the reporting date in accordance with note 16.

Note 13. Financial assets at fair value through OCI reserve

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Investment in Brontech Pty Ltd (Brontech)	466,620	933,240
Investment in National Currency eXchange Group Limited (NCX)	-	-
	<u>466,620</u>	<u>933,240</u>

There were no new investments acquired during the financial year ended 30 June 2022 and no changes in the number of shares held in the existing investments.

Accounting Policies

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

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

Classification of financial assets at fair value through OCI

Financial assets at fair value through OCI comprise of equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments, and the Group considers this classification to be most relevant.

Key judgements

Measurement of financial assets at fair value through OCI

The fair value of the financial assets at fair value through OCI has been determined in accordance with the fair value hierarchy disclosed in note 22.

Note 13. Financial assets at fair value through OCI reserve (continued)

Assessment of control or significant influence

At each reporting date the Group assesses the nature of the arrangement that exists with each of the entities that it invests in (**investee**) to determine the appropriate accounting treatment in the financial report. Significant judgment is required to be applied in considering the level of influence that the Group may have in directing the operational and decision making of the investees. Factors that determine the level of influence include, but are not limited to, percentage of equity holding in the investee, board representation and voting rights. Depending on the Groups conclusion as to the level of influence that exists at each reporting date, the Group may consolidate the results of the investee, equity account the results of the investee or hold the investee as a financial asset at fair value through other comprehensive income in the Groups Consolidated Statement of Financial Position.

In regards to the investments shown above it is determined that neither control of significant influence exists.

Note 14. Exploration and evaluation assets

	30 June 2022	30 June 2021
	\$	\$
<i>Non-current assets</i>		
Exploration assets - The Messok East Project	493,662	-
Exploration assets - The Boulbi Project	1,004,875	-
	<u>1,498,537</u>	<u>-</u>

Reconciliations

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

	\$
Balance at 1 July 2020	-
Balance at 30 June 2021	-
Additions as a result of the Transaction note 19	1,498,537
Balance at 30 June 2022	<u>1,498,537</u>

Note 14. Exploration and evaluation assets (continued)

Accounting policy for exploration and evaluation assets

Accounting for exploration and evaluation expenditure is assessed separately for each area of interest. Each area of interest is an individual geological area which considered to constitute a favourable environment for the presence of a mineral deposit or has been proved to contain such deposit.

The Group has adopted the 'successful efforts' method of accounting whereby only those costs that lead directly to the discovery, acquisition, or development of specific discrete mineral reserves within an area of interest are capitalised. Costs that are known to fail the meet this criterion (at the time of occurrence) are generally expensed to profit or loss in the period they are incurred.

License costs paid in connection with a right to explore an existing area of interest are capitalised and reviewed at each reporting period to confirm that there is no indication that the carrying amount exceeds the recoverable amount.

Acquisition costs are carried forward where the right to explore an area of interest is current and they are expected to be recouped through the sale or successful development of an area of interest.

Exploration and evaluation expenditure is carried forward on the basis that the exploration and evaluation activities in the area of interest have not reached a stage that permits 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 is continuing. The future recoverability of the carrying amount of capitalised exploration and evaluation expenditure is dependent on successful development and commercial exploitation or, alternatively, the sale of an area of interest.

Key judgement

Exploration and evaluation costs have been capitalised on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Note 15. Trade and other payables

	30 June 2022	30 June 2021
	\$	\$
<i>Current liabilities</i>		
Trade payables	64,498	993,091
Borrowings	6,148	-
Accrued expenses	20,000	34,553
Other payables	25,119	2,635
	<u>115,765</u>	<u>1,030,279</u>

Refer to note 21 for further information on financial instruments.

Accounting policy for trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature, they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 16. Issued capital

	30 June 2022 Shares	30 June 2021 Shares	30 June 2022 \$	30 June 2021 \$
Issued capital	45,446,467	4,259,259	36,198,675	28,070,887
Capital raising costs	-	-	(1,474,161)	(631,693)
	<u>45,446,467</u>	<u>4,259,259</u>	<u>34,724,514</u>	<u>27,439,194</u>

Movements in ordinary Share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2020	340,739,459		27,439,194
Consolidated on 80:1 Unissued share capital	26 April 2021	(336,480,215)		-
		15		-
Balance	30 June 2021	4,259,259		27,439,194
Issue of ordinary shares related to the Capital Raise during the year	15 July 2021	28,888,865	\$0.20	5,777,788
Issue of ordinary shares for acquisition of Cameroon Cobalt	15 July 2021	2,500,000	\$0.20	500,000
Issue of ordinary shares for acquisition of Valhalla Minerals	15 July 2021	2,500,000	\$0.20	500,000
Cancellation of ordinary shares pursuant to selective buy back	23 Nov 2021	(201,657)	-	-
Issue of ordinary shares relating to the Placement during the year	31 May 2022	7,500,000	\$0.18	1,350,000
Costs related to the Capital Raise and Placement during the year		-	-	(842,468)
Balance	30 June 2022	<u>45,446,467</u>		<u>34,724,514</u>

Ordinary Shares

Ordinary Shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the Shares held. The fully paid ordinary Shares have no par value and the Company does not have a limited amount of authorised capital.

Every member present at a meeting in person or by proxy shall have one vote and upon a poll each Share shall have one vote.

Capital risk management

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

Due to the nature of the Group's activities, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet due diligence programs and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required. Any surplus funds are invested with major financial institutions.

Accounting policy for issued capital

Ordinary Shares are classified as equity.

Note 16. Issued capital (continued)

Incremental costs directly attributable to the issue of new Shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 17. Reserves

	30 June 2022	30 June 2021
	\$	\$
Financial assets at fair value through OCI reserve	(737,317)	(270,697)
Foreign currency reserve	1,181	-
Share-based payments reserve	386,054	48,900
	<u>(350,082)</u>	<u>(221,797)</u>

Movements in reserves

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

	Share based payment reserve	Financial assets at fair value through OCI reserve	Foreign currency translation reserve	Total
	\$	\$	\$	\$
Balance at 1 July 2020	48,900	(270,697)	-	(221,797)
Balance at 30 June 2021	48,900	(270,697)	-	(221,797)
Fair value movement recognised in OCI during the year	-	(466,620)	1,181	(465,439)
Issued of 1,500,000 Lead Manager Options to Broker during the year ¹	60,455	-	-	60,455
Issued of 2,400,000 Performance Options to Directors during the year	99,831	-	-	99,831
Issued of 3,500,000 Lead Manager Options related to transaction B to Broker during the year ²	176,868	-	-	176,868
Balance at 30 June 2022	<u>386,054</u>	<u>(737,317)</u>	<u>1,181</u>	<u>(350,082)</u>

¹1,500,000 Options were issued to the Lead Manager of the Transaction A under the Lead Manager Offer. No vesting conditions are attached to these Options.

²3,500,000 Options were issued to the Lead Manager of the Transaction B under the Lead Manager Offer. No vesting conditions are attached to these Options.

Note 18. Share-based payments

Set out below is a summary of options granted under the Ookami Limited Performance Rights Plan (**Plan**):

On 15 July 2021, 1,500,000 Options were issued to the Lead Manager of the Transaction A under the Lead Manager Offer exercisable at \$0.30 each within 36 months.

On 20 April 2022, 3,500,000 Options were issued to the Lead Manager of the Transaction B under the Lead Manager Offer exercisable at \$0.30 each within 36 months.

	Number of options 30 June 2022	Weighted average exercise price 30 June 2022	Number of options 30 June 2021	Weighted average exercise price 30 June 2021
Outstanding at the beginning of the financial year	-	-	2,000,000	\$0.030
Granted	5,000,000	\$0.30	-	\$0.000
Forfeited	-	-	-	\$0.000
Exercised	-	-	-	\$0.000
Cancelled	-	-	-	\$0.000
Lapsed	-	-	(2,000,000)	\$0.030
Outstanding at the end of the financial year	<u>5,000,000</u>	\$0.30	<u>-</u>	\$0.030

30 June 2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the year
15/07/2021	08/07/2024	\$0.30	-	1,500,000	-	-	1,500,000
20/04/2022	08/07/2024	\$0.30	-	3,500,000	-	-	3,500,000
			-	5,000,000	-	-	5,000,000

For the Options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Unlisted Options granted to Brokers	1,500,000 Unlisted Options	3,500,000 unlisted Options
Exercise Price	\$0.30	\$0.30
Spot Price	\$0.20	\$0.16
Grant Date	15 July 2021	20 April 2022
Expected Volatility	48.5%	68%
Expiry Date	8 July 2024	8 July 2024
Risk Free Interest Rate	0.19%	2.18%
Fair Value per Option	\$0.0403	\$0.0505
Number of Share Options	1,500,000	3,500,000
Total Value of Share Options	\$60,455	\$176,868
Value recognised during the year	\$60,455	\$176,868

Note 18. Share-based payments (continued)

Set out below is a summary of Management Performance options granted under the Plan:

On 15 July 2021, the Company completed the Transaction A and 1,000,000 Class A and 1,000,000 Class B Management Performance Options were issued to the Directors.

On 21 April 2022, 200,000 Class A and 200,000 Class B Management Performance Options were issued to Mr. Andrew Law.

Class A : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023, vesting upon the Company achieving a volume weighted average market price (as defined in the Listing Rule) of shares for a period of 20 consecutive trading days on which shares are traded (disregarding any intervening days on which no trade occurred, if any) (20 days VWAP) of \$0.40.

Class B : Management Performance Options with an exercise price of \$0.001, exercisable before 8 July 2023, vesting upon the Company achieving a 20 day VWAP \$0.80.

	Number of Management Options 30 June 2022	Weighted average exercise price 30 June 2022	Number of Management Options 30 June 2021	Weighted average exercise price 30 June 2021
Outstanding at the beginning of the financial year	-		-	
Granted	2,400,000	\$0.001	-	\$0.000
Forfeited	-	-	-	\$0.000
Exercised	-	-	-	\$0.000
Lapsed	-	-	-	\$0.000
Cancelled	-	-	-	\$0.000
Outstanding at the end of the financial year	<u>2,400,000</u>	\$0.001	<u>-</u>	\$0.000

30 June 2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the year
15/07/2021	08/07/2023	\$0.001	-	2,000,000	-	-	2,000,000
21/04/2022	08/07/2023	\$0.001	-	400,000	-	-	400,000
			-	<u>2,400,000</u>	-	-	<u>2,400,000</u>

The weighted average remaining contractual life of Management Performance options outstanding at the end of the financial year was 1.02 years (30 June 2021: nil years).

For the Management Performance Options granted during the current financial year, the fair value of Management Performance Options granted have been valued using a trinomial valuation model, taking into account the terms and conditions upon which the Management Performance Options were granted. A summary of the inputs used in the valuation of the Management Performance Options is as follows:

Note 18. Share-based payments (continued)

Class of Management Performance Options	Grant Date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
Class A	15/07/2021	08/07/2023	\$0.20	\$0.001	100.00%	-	0.11%	\$0.124
Class A	15/07/2021	08/07/2023	\$0.20	\$0.001	100.00%	-	0.11%	\$0.076
Class B	21/04/2022	08/07/2023	\$0.19	\$0.001	63.00%	-	2.26%	\$0.007
Class B	21/04/2022	08/07/2023	\$0.19	\$0.001	63.00%	-	2.26%	\$0.046

On 15 July 2021, the Company completed the Transaction A and 1,000,000 Class A and 1,000,000 Class B Management Performance Options were issued to the Directors.

On 21 April 2022, 200,000 Class A and 200,000 Class B Management Performance Options were issued to Mr. Andrew Law.

Total share-based payments issued during the year are as follow:

Recipient	Class of SBP	Quantity	Fair Value per Option	Value recognised during the year	Value to be recognised in future years
CPS Capital Group	Unlisted Options	1,500,000	\$0.0403	60,455	-
CPS Capital Group	Unlisted Options	3,500,000	\$0.0326	114,235	-
Mr. Joseph van den Elsen	Performance Options Class A	600,000	\$0.1243	36,420	38,160
	Performance Options Class B	600,000	\$0.0767	22,473	23,546
Mr. John Ciganek	Performance Options Class A	200,000	\$0.1243	12,140	12,720
	Performance Options Class B	200,000	\$0.0767	7,491	7,849
Mr. Emmanuel Correia	Performance Options Class A	200,000	\$0.1243	12,140	12,720
	Performance Options Class B	200,000	\$0.0767	7,491	7,849
Mr. Andrew Law	Performance Options Class A	200,000	\$0.0464	1,467	7,814
	Performance Options Class B	200,000	\$0.0066	208	1,108
		<u>7,400,000</u>		<u>274,520</u>	<u>111,766</u>

Accounting policy for share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of Shares, or options over Shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the Share price.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the Share price at grant date and expected price volatility of the underlying Share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 18. Share-based payments (continued)

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 19. Asset acquisition

On 2 March 2021, the Company announced on the ASX that it had entered into Share Sale Agreements (the **SSAs**) with Cameroon Cobalt Pty Ltd (**Cameroon Cobalt**) and Valhalla Minerals Limited (**Valhalla**) in order to acquire 100% of the issued capital of Cameroon Cobalt and 57% of the issued capital of Valhalla (combined **the Transaction A**).

Cameroon Cobalt is the 100% shareholder of Cameroon Mining Corporation SARL (**Cameroon Mining**) which is the registered holder of a nickel and cobalt exploration project located in the southeast of Cameroon (**the Messok East Project**).

Valhalla is the holder of 90% of Sahel Minerals SARL (**Sahel**) which is the registered holder of an advanced copper exploration project located in the Tambacounda Region in Senegal (**the Boulbi Project**).

Under the key terms of the SSAs, the Company would acquire the relative issued capital of Cameroon Cobalt and Valhalla for 5,000,000 Company ordinary shares at \$0.20 each on a post consolidation basis.

The completion of the Transaction A was conditional on certain conditions being satisfied as follows:

- The Company, Cameroon Cobalt and Valhalla Minerals having obtained all regulatory consents and approvals which were necessary for the Transaction A, including all approvals required from the ASX;
- The Company having received a conditional re-admission letter from ASX on terms acceptable to the Company; and
- Completion of an equity capital raising by the Company to raise \$5,777,773 (before costs) comprising of a \$4,500,000 Public Offer and a \$1,277,773 Priority Offer through the replacement prospectus dated 23 April 2021 (**the Replacement Prospectus**) offering 28,888,865 new fully paid ordinary shares at \$0.20 per share (**the Capital Raise**); and
- Completion of a consolidation of the Company's entire issued share capital on an 80 to 1 basis.

As detailed in the Company's Replacement Prospectus, the Transaction A involved a significant change to the nature of the Company's main business activity from being a blockchain venture company to a mineral exploration and resource investment company.

On 15 July 2021, the Company completed all conditions noted above and therefore finalisation of the Transaction A and the Capital Raise resulted in the Company issuing the following during the year ended 30 June 2022:

- 28,888,865 new fully paid ordinary shares at \$0.20 each for the Capital Raise;
- 5,000,000 new ordinary shares at \$0.20 each as consideration for the Transaction A;
- 1,500,000 options to the Lead Manager under the Lead Manager Offer exercisable at \$0.30 each within 36 months; and
- 2,000,000 Management Performance Options issued to Directors exercisable at \$0.001 each within 24 months.

As Cameroon Cobalt and Valhalla did not meet the definition of a business in accordance with AASB 3 *Business Combinations* (**AASB 3**), the Transaction A could not be accounted for as a business combination. Therefore, the Transaction A has been accounted for as an asset acquisition whereby the consideration transferred by the Company has been allocated to the fair value of the assets acquired and liabilities assumed. Furthermore, no deferred tax will arise in relation to the assets acquired and liabilities assumed as the initial recognition exemption for deferred tax under AASB 112 *Income Taxes* applies. No goodwill will arise, and transaction costs will be included in the capitalised cost of the assets acquired.

Note 19. Asset acquisition (continued)

Details of the acquisitions are as follows:

	Fair value
	\$
Acquisition of Cameroon Cobalt	
Cash and cash equivalents	6,338
Exploration assets	493,662
	<u>500,000</u>
Acquisition-date fair value of the total consideration transferred	<u>500,000</u>
Representing:	
Ookami Limited Shares issued at \$0.20 per share	<u>500,000</u>
	Fair value
	\$
Acquisition of Valhalla	
Cash and cash equivalents	10
Exploration and evaluation assets	1,004,875
Trade payables	(32,673)
	<u>972,212</u>
Acquisition-date fair value of the total consideration transferred	<u>972,212</u>
Representing:	
Ookami Limited Shares issued at \$0.20 per share	500,000
Non-controlling interest	472,254
	<u>972,254</u>
	Fair Value
	\$
Net cash acquired (included in the cash flows from investing activities)	<u>6,348</u>
Net cash flow on acquisition	<u>6,348</u>

Note 20. Discontinued operations

On 10 November 2021, On 10 November 2021, the Company disposed of Akela Capital Pty Ltd (**Akela**), a wholly owned subsidiary of the Company for \$20,000. The disposal was consistent with the Company's policy to focus on other core activities.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss and other comprehensive income. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise. The results of Akela Capital Pty Ltd for the period are presented below:

Financial performance information

	30 June 2022	30 June 2021
	\$	\$
Interest income	7	60
Other expenses	(220)	(34,738)
(Loss) before income tax expense	(213)	(34,678)
Income tax expense	-	-
(Loss) after income tax expense	(213)	(34,678)
Gain on disposal before income tax	21,886	-
Income tax expense	-	-
Gain on disposal after income tax expense	21,886	-
Profit/(loss) after income tax expense from discontinued operations	<u>21,673</u>	<u>(34,678)</u>

Note 20. Discontinued operations (continued)

Cash flow information

The net cash flows generated from the sale of Akela are, as follows:

	\$
Cash received from sale of the discontinued operation	20,000
Cash sold as part of discontinued operations	<u>(100)</u>
Net cash inflow on date of disposal	<u><u>19,900</u></u>

The net cash flows generated/(incurred) by Akela are, as follows:

	30 June 2022	30 June 2021
	\$	\$
Net cash from/(used in) operating activities	<u>2,578</u>	<u>(717)</u>

Accounting policy for discontinued operations

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

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Note 21. Financial instruments

Financial risk management policies

Other than investments held at a fair value, the Group's financial instruments consist mainly of deposits with banks, trade and other receivables, trade and other payables and borrowings.

The main purpose of non-derivative financial instruments is to raise finance for the Group's operations. The Group does not speculate in the trading of derivative instruments

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are market risk (including fair value and interest rate risk) and cash flow interest rate risk, credit risk, liquidity risk and foreign currency risk. The Group has determined that its exposure to commodity price risk would not have a material impact on its operating results.

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

As announced on 20 September 2019, the Group intended to divest its investment in NCX by entering into a binding Sale Share Agreement with Lateral Capital Ventures Pty Ltd (**Lateral**) to dispose of the investment on behalf of the Group. Given the occurrence of COVID19 resulting in an uncertain economic market, this has continued to impact Lateral's ability to dispose of the investment. Consequently, the Directors have assessed the fair value of the investment as at 30 June 2021 and on the basis that no reliable information is available to determine an appropriate estimate of fair value and the uncertainty within the external operating environment, the Directors consider it prudent to continue to value the investment at \$nil as at 30 June 2022.

The investment is denominated in US dollars but note that as a result of the Directors assessment that the fair value of the NCX investment is \$nil, any movement in exchange rates will result in a nil impact on the Groups Consolidated Statement of Profit or Loss and Other Comprehensive Income and Consolidated Statement of Financial Position as there would be an equal and opposite impact on fair value movements to continue to reflect the fair value of the NCX investment as \$nil.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	30 June 2022	30 June 2021	30 June 2022	30 June 2021
	\$	\$	\$	\$
US dollars	-	-	-	-
West African CFA Franc	1,441	-	26,241	-
	<u>1,441</u>	<u>-</u>	<u>26,241</u>	<u>-</u>

Note 21. Financial instruments (continued)

Reconciliation of level 3 fair value movements

	30 June 2022	30 June 2021
	\$	\$
Financial investment in unquoted equity shares		
Opening Balance	933,240	933,240
Fair value movement recognised in OCI	(466,620)	-
Closing Balance	<u>466,620</u>	<u>933,240</u>

Interest rate risk

From time to time the Group has significant interest-bearing assets, but they are as a result of the timing of equity raising and capital expenditure rather than a reliance on interest income. The interest rate risk arises on the rise and fall of interest rates. The Group's income and operating cash flows are not expected to be materially exposed to changes in market interest rates in the future and the exposure to interest rates is limited to the cash and cash equivalents balances. The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is below:

	30 June 2022		30 June 2021	
	Weighted average interest rate %	Balance \$	Weighted average interest rate %	Balance \$
Cash and Cash equivalents	0.01%	5,215,390	0.01%	38,461
Trade and other receivables	-	28,550	-	55,010
Trade and other payables	-	(115,765)	-	(1,030,279)
Borrowings	-	-	5.00%	(88,191)
Net exposure to cash flow interest rate risk		<u>5,128,175</u>		<u>(1,024,999)</u>

Note 21. Financial instruments (continued)

Sensitivity Analysis

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how profit and equity values reported at reporting date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

30 June 2022	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
+/- 1% in interest rates	100	<u>26,270</u>	<u>26,270</u>	100	<u>(26,270)</u>	<u>(26,270)</u>
30 June 2021	Basis points increase			Basis points decrease		
	Basis points change	Effect on profit before tax	Effect on equity	Basis points change	Effect on profit before tax	Effect on equity
+/- 1% in interest rates	100	<u>2,243</u>	<u>2,243</u>	(100)	<u>(2,243)</u>	<u>(2,243)</u>

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved Board policy. Such policy requires that surplus funds are only invested with counterparties with a Standard and Poor's rating of at least AA-. The following table provides information regarding the credit risk relating to cash and money market securities based on Standard and Poor's counterparty credit ratings.

	30 June 2022	30 June 2021
	\$	\$
Cash and cash equivalents - AA Rated	<u>5,215,390</u>	<u>38,461</u>

Note 21. Financial instruments (continued)

Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

During the year, the Group has access to a credit standby facility for funding, refer to note 23 for details. The financial liabilities of the Group are confined to trade and other payables as well as borrowings as disclosed in the Consolidated Statement of Financial Position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are gross and undiscounted and include contractual interest payments.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
	%	\$	\$	\$	\$	\$
30 June 2022						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	115,765	-	-	-	115,765
Total non-derivatives		115,765	-	-	-	115,765
	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
	%	\$	\$	\$	\$	\$
30 June 2021						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	1,030,279	-	-	-	1,030,279
<i>Interest-bearing - variable</i>						
Borrowings	5.00%	90,396	-	-	-	90,396
Total non-derivatives		1,120,675	-	-	-	1,120,675

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Financial arrangement

The Group has no other financial arrangements in place.

Note 22. Fair value measurement

Fair value hierarchy

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

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability that are not based on observable external data.

30 June 2022	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Assets measured at fair value through OCI - unquoted equity shares</i>				
Investment in Brontech	-	-	466,620	466,620
Investment in NCX	-	-	-	-
Total assets	-	-	466,620	466,620

30 June 2021	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Assets measured at fair value through OCI - unquoted equity shares</i>				
Investment in Brontech	-	-	933,240	933,240
Investment in NCX	-	-	-	-
Total assets	-	-	933,240	933,240

There were no transfers between levels during the financial year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

Valuation techniques for fair value measurements categorised within level 2 and level 3

The Group's financial investment in the unquoted equity shares of Brontech and NCX are not traded in an active market. Given the investments are considered level 3 investments, there is a significant level of Director judgment required to determine fair value as at any given reporting date. The investments have been fair valued using significant unobservable inputs for which market data is not available and developed using the best information available about the assumptions that market participants would use when pricing the asset.

The significant unobservable inputs considered by the Directors in the determination of fair value of Brontech and NCX as at 30 June 2022 are as follows:

Brontech

Historically, in determining the fair value of its investment in Brontech the Directors have concluded that cost is an appropriate estimate of fair value in the absence of any more reliable information to determine the investment's fair value.

However, as a result of the internal assessment performed for the year ended 30 June 2022, the Group has concluded that the fair value of its investment in Brontech has declined by 50%.

Note 22. Fair value measurement (continued)

Matters considered during the internal assessment included:

- (i) An analysis of similar companies listed on the ASX, and in particular the performance of the S&P/ASX All Technology Index (**ASX Tech Index**) over the year which has fallen by approximately 40% as at the reporting date in comparison to the prior year. As Brontech is considered to be a technology company, the Directors have concluded that the value of Brontech will be subject to the same market forces as those companies on the ASX Tech Index;
- (ii) Consideration of publicly available information as to the fair value decline of unlisted technology investments held by Australian Superfunds (eg AirTree Ventures adjusting its valuation of Canva by 36%);
- (iii) No evidence of a capital raised by Brontech in the last year to suggest that its value in contrary to movements in the market generally; and
- (iv) Brontech's financial performance, which although has not declined in the year, has not improved to a degree to justify that its value is contrary to movements in the market generally.

In the absence of any other more reliable indicators of the fair value of the Groups investment in Brontech, and the potential range of results possible from applying generally accepted valuation techniques, the Directors conclude that a fair value decrease of 50% based on the internal assessment and information available as noted above represents a fair estimate of the decline in value as at 30 June 2022.

Sensitivity in the valuation of the Group's financial investment in the unquoted equity shares of Brontech and NCX and impact on total comprehensive loss and equity for the year is disclosed in note 21.

NCX

As announced on 20 September 2019, the Group intended to divest its investment in NCX by entering into a binding Sale Share Agreement with Lateral to dispose of the investment on behalf of the Group.

Given the occurrence of COVID-19 resulting in an uncertain economic market, this has impacted Lateral's ability to dispose of the investment. Consequently as at 30 June 2022 the Directors assessed that the Group continued to retain the risks and rewards of ownership of the NCX investment.

On the basis that no reliable information was available to determine an appropriate estimate of fair value and the uncertainty within the external operating environment, the Directors considered it prudent to value the investment at \$nil as at 30 June 2021. The Directors have considered whether any further reliable information is available as at 30 June 2022 to indicate that the value as at that date should be adjusted. On the basis that no additional reliable information is available to determine an appropriate estimate of fair value, the Directors consider it prudent to continue to value the investment at \$nil.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current and previous financial year are set out below:

	Investment in Brontech \$	Investment in NCX \$	Total \$
Balance at 1 July 2020	933,240	-	933,240
Balance at 30 June 2021	933,240	-	933,240
fair value movement recognised in OCI	(466,620)	-	(466,620)
Balance at 30 June 2022	<u>466,620</u>	<u>-</u>	<u>466,620</u>

Accounting policy for fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Note 22. Fair value measurement (continued)

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Note 23. Related party transactions

Subsidiaries

Interests in subsidiaries are set out in note 25.

KMP

Disclosures relating to KMP are set out in note 6 and the remuneration report included in the Directors' report.

Purchases and Services by KMP

Purchases from and sales to KMP and their related parties are made on terms equivalent to those that prevail in arm's length transactions. The Group acquired the following services from entities that are controlled by members of the Group's KMP.

Some Directors or former Directors of the Group hold or have held positions in other companies, where it is considered, they control or significantly influence the financial or operating policies of those entities. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. During the year, no corporate services and rental have been provided to the Group by any of the KMP.

The following transactions occurred with related parties:

Entity	Nature of transaction	KMP	Total Expense 2022	Total Expense 2021	Payable Balance 2022	Payable Balance 2021
Romfal Corporate Pty Ltd	Director fee	Faldi Ismail	-	-	-	(44,000)
Otsana Pty Ltd	AFSL Expense/Capital raising fees ¹	Faldi Ismail	-	-	-	(38,500)

Mr. Faldi Ismail ceased as KMP on 9 July 2021.

¹The full amount of \$42,500 (included GST) was paid to Otsana Pty Ltd (in liquidation) during the year.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Note 23. Related party transactions (continued)

Loans to/from related parties

In the prior year, the Company entered into a \$200,000 short term loan facility arrangement (**the Facility**) with Mr. Joseph van den Elsen to provide the Company with the interim funding in respect to working capital requirements prior to the completion of the Transaction A.

The facility is secured, and any amounts draw down will be repayable on the earlier 6 months or within 10 days following the reinstatement of the Company to official quotation on the ASX.

The Company paid a 5% establishment fee in respect to the facility and interest is payable following the drawdown of funds at a rate of 5% per annum.

During the year, the balance of \$88,361 owing to Mr. Joseph van den Elsen was repaid in full of which, \$955 related to interest incurred. Consequently, there was no outstanding balance as of 30 June 2022.

Share-based payments

Refer to note 18 Share Based Payments for details of equity transactions with related parties.

Note 24. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	30 June 2022	30 June 2021
	\$	\$
(Loss) after income tax	(1,022,458)	(815,352)
Total comprehensive (loss)	(1,022,458)	(815,352)

Statement of financial position

	30 June 2022	30 June 2021
	\$	\$
Total current assets	5,281,470	618,842
Total assets	6,751,397	1,650,463
Total current liabilities	84,710	1,073,205
Total liabilities	91,048	1,073,205
Equity		
Issued capital	34,724,514	27,439,195
Financial assets at fair value through OCI reserve	(737,317)	(270,697)
Share-based payments reserve	386,054	48,900
Accumulated losses	(27,712,902)	(26,640,140)
Total equity	6,660,349	577,258

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2022 and 30 June 2021.

Note 24. Parent entity information (continued)

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

Capital commitments

The parent entity had no capital commitments as at 30 June 2022 and 30 June 2021.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2.

Note 25. Interests in subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares held directly by the Company. The proportion of ownership interests held equals the voting rights held by the Company. Each subsidiary's principal place of business is also its country of incorporation. The subsidiaries management accounts used in the preparation of these financial statements have also been prepared as at the same reporting date as the Group's financial statements.

The financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		30 June 2022 %	30 June 2021 %
Akela Capital Pty Ltd	Australia	-	100.00%
Cameroon Cobalt Pty Ltd	Republic of Cameroon, Africa	100.00%	-

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries with non-controlling interests in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Principal activities	Non-controlling interest			
			Ownership interest 30 June 2022 %	Ownership interest 30 June 2021 %	Ownership interest 30 June 2022 %	Ownership interest 30 June 2021 %
Valhalla Minerals Limited	Republic of Senegal, Africa	Mining and exploration	57.00%	-	43.00%	-
Sahel Minerals SARL	Republic of Senegal, Africa	Mining and exploration	51.00%	-	49.00%	-

Note 25. Interests in subsidiaries (continued)

Summarised financial information

Summarised financial information of subsidiaries with non-controlling interests that are material to the Group are set out below:

	Valhalla Minerals		Sahel Minerals	
	30 June 2022	30 June 2021	30 June 2022	30 June 2021
	\$	\$	\$	\$
<i>Summarised statement of financial position</i>				
Current assets	-	-	875	-
Non-current assets	2,202	-	-	-
Total assets	2,202	-	875	-
Current liabilities	-	-	32,579	-
Total liabilities	-	-	32,579	-
Net assets/(liabilities)	2,202	-	(31,704)	-
<i>Summarised statement of profit or loss and other comprehensive income</i>				
Expenses	-	-	(386)	-
(Loss) before income tax expense	-	-	(386)	-
Income tax expense	-	-	-	-
(Loss) after income tax expense	-	-	(386)	-
Other comprehensive income	-	-	-	-
Total comprehensive (loss)	-	-	(386)	-
<i>Statement of cash flows</i>				
Net cash used in operating activities	-	-	(9,763)	-
Net cash from financing activities	-	-	1,796	-
Net decrease in cash and cash equivalents	-	-	(7,967)	-
<i>Other financial information</i>				
(Loss) attributable to non-controlling interests	-	-	(386)	-
Accumulated non-controlling interests at the end of reporting period	-	-	(3,391)	-

Note 26. Dividends

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

Note 27. Contingent liabilities

There are no contingent liabilities at the end of the reporting period (30 June 2021: nil)

Note 28. Commitments

The Group commitments for the exploration expenditure arising from obligations to governments to perform minimum exploration work and expend minimum amounts of money pursuant to the award of exploration tenements of the Boulbi Project and the Messok East Project.

	30 June 2022	30 June 2021
	\$	\$
<i>Commitments</i>		
Committed at the reporting date but not recognised as liabilities, payable:		
Exploration and evaluation	4,973,728	-
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	2,541,500	-
One to five years	2,432,228	-
	<u>4,973,728</u>	<u>-</u>

Note 29. Events after the reporting period

On 26 July 2022, the Company issued 6 million options with an exercise price of \$0.30 per option and exercisable on or before 8 July 2024 in accordance with shareholder approval on 5 July 2022.

Other than matters discussed above, no matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

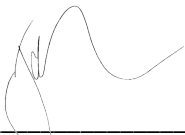
In the Directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Australian Accounting Standards (including the Australian Accounting interpretations), the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the Directors



Joseph van den Elsen
Managing Director and Chief Executive Officer

23 September 2022

**OOKAMI LIMITED
ABN 67 009 081 770**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
OOKAMI LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Ookami Limited (the "Company") and its controlled entities (the "Group"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the 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 2022 and of its financial performance for the year then ended; 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 (including Independence Standards)* (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.

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.

Key Audit Matter

How our audit addressed the key audit matter

Asset Acquisition

Refer to Note 19 to the financial report

During the year ended 30 June 2022, the Group acquired 100% of the issued share capital of Cameroon Cobalt Pty Ltd and 57% of the issued share capital of Valhalla Minerals Limited for consideration of \$1,000,000 (the "Transaction").

Our procedures included, amongst others:
Obtaining an understanding of and evaluating the design and implementation of the processes and controls associated with the assessment of the accounting required relating to the Transaction.

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Accounting for the Transaction under AASB 3 *Business Combinations* ("AASB 3") as a business combination or under alternative Australian Accounting Standards as an asset acquisition requires significant judgment in determining key assumptions and estimates.

These include, but are not limited to:

- Whether or not Cameroon Cobalt Pty Ltd and Valhalla Minerals Limited meet the definition of a business under AASB 3;
- Determining the fair value of the consideration transferred; and
- Determining the fair value of assets acquired and any liabilities assumed as part of the Transaction.

Due to the significance to the Group's financial report and the level of judgment involved in the accounting for the Transaction, we consider this to be a key audit matter.

Involving senior audit team members to read the sale and purchase agreements to understand the structure, key terms and the nature of consideration. Using this information, we evaluated the accounting treatment of the Transaction by analysing conclusions reached by the Group in comparison to Australian Accounting Standards.

Critically evaluating the Group's determination of the fair value of the assets and liabilities acquired in the Transaction.

Checking the mathematical accuracy of the calculations performed for consolidation purposes.

Assessing the Group's disclosures within the financial report and the appropriateness, including consistency with the key assumptions and judgements made by Management.

Accounting for Financial Investment in Brontech Pty Ltd

Refer to Note 13 to the financial report

Included in the consolidated statement of financial position as at 30 June 2022 is an amount for \$466,620 relating to the Group's financial investment in Brontech Pty Limited ("Brontech"). This amount represents 6.45% of total assets as at 30 June 2022.

As at the 30 June 2022 the Group holds 18.23% of the issued share capital in Brontech.

At each reporting date the Group assesses the nature of its arrangement with Brontech and the level of influence that exists to determine the appropriate accounting treatment in the consolidated financial report.

The determination of the level of influence that the Group may have over Brontech involves a number of judgments including but not limited to:

- Percentage of equity holding;

Our procedures included, amongst others:

Obtaining an understanding of and evaluating the design and implementation of the process and controls associated with determining the appropriate accounting treatment for Brontech in the consolidated financial report as at 30 June 2022.

Obtaining an understanding of the share ownership structure of Brontech, including the ability of the non-Company shareholders either individually, or collectively, to control Brontech and whether the Group is exposed to, or has rights, to variable returns from its involvement with the investee through its power over the investee.

Assessing the appropriateness of the Group's judgement that it does not hold the power to participate in the financial and operating policy decisions of Brontech given the significance of the Group's financial

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- | | |
|--|---|
| <ul style="list-style-type: none"> • Board of Directors representation; and • Voting rights. | <p>investment in Brontech to the consolidated statement of financial position as at 30 June 2022.</p> |
|--|---|

Due to the significance to the Group's financial report and the level of judgment involved in determining the level of influence that exists with regards to Brontech, we consider this to be a key audit matter.

Assessing the adequacy of disclosures in the financial report, including related party disclosures.

Valuation of Financial Assets

Refer to Notes 13 and 22 to the financial report

Included in the consolidated statement of financial position as at 30 June 2021 is an amount for \$466,620 relating to the Group's financial investment in Brontech and National Currency eXchange Group Limited ("the Investees"). This amount represents 6.45% of total assets.

Although considered to be non-complex in nature, the Group's financial investment in the Investees is classified under Australian Accounting Standards as "level 3" on the basis that the inputs into the determination of fair value are unobservable.

Due to the significance to the Group's financial report and the level of judgment involved in determining the fair value of the Groups "level 3" financial investment in the Investees, we consider this to be a key audit matter.

Our procedures included, amongst others:

Obtaining an understanding of and evaluating the design and implementation of the process and controls associated with determining the valuation of the Group's financial investment in the Investees as at 30 June 2021, including any judgements or estimates adopted in the valuation methodology applied to determine fair value in accordance with AASB 13 *Fair Value Measurement*.

Reviewing and challenging the judgements or estimates made by management used in determining the fair value of the Investees as at 30 June 2022.

Assessing the adequacy of the disclosures in the financial report.

Capitalisation if exploration and evaluation assets

Refer to Note 14 to the financial report

During the year ended 30 June 2022, as a result of the Transaction, the Group acquired 100% of the Messok East Project and an effective 51.3% of the Boulbi Project areas of interest with a calculated fair value of \$1,498,537 for total consideration of \$1,000,000. In the period from the acquisition date to 30 June 2022, the Group did not capitalise any further exploration and evaluation expenditure resulting in total capitalised exploration and evaluation

Our procedures included, amongst others:

Obtaining an understanding of and evaluating the design and implementation of the process and controls associated with the assessment of impairment indicators.

Assessing the Group's right to explore in the relevant area of interest, which included obtaining and assessing supporting documentation.

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expenditure of \$1,498,537 as at 30 June 2022.

The carrying value of exploration and evaluation expenditure is assessed for impairment by the Group when facts and circumstances indicate that the capitalised exploration and evaluation expenditure may exceed its recoverable amount.

The determination as to whether there are any indicators to require the capitalised exploration and evaluation expenditure to be assessed for impairment involves a number of judgments including but not limited to:

- Whether the Group has tenure of the area of interest;
- Whether the Group has sufficient funds to meet the area of interest minimum expenditure requirements; and
- Whether there is sufficient information for a decision to be made that the area of interest is not commercially viable.

Due to the significance to the Group's financial report and the level of judgment involved in assessing whether there are impairment indicators present, we consider this to be a key audit matter.

Also considering the status of the exploration licences as they relate to tenure.

Assessing whether the exploration activities within each area of interest have reached a stage where the commercial viability of extracting the resource could be determined.

Assessing the Group's intention to carry out significant exploration and evaluation activity in the relevant area of interest, including an assessment of the Group's cash-flow forecast models, discussing with senior management and directors as to the intentions and strategy of the Group.

Assessing the Group's calculation of the recoverable amount of the capitalised exploration and evaluation expenditure.

Assessing the adequacy of the disclosures in the financial report.

Share based payments

Refer to Note 18 to the financial report

Share based payments represent \$337,154 of the Group's expenditure.

Share based payments must be recorded at fair value of the service provided, or in the absence of such, at the fair value of the underlying equity instrument granted.

Under Australian Accounting Standards, equity settled awards are measured at fair value on the measurement date taking into consideration the probability of the vesting conditions (if any) attached. This amount is recognised as an expense either immediately if there are no vesting conditions, or over the vesting period if there are vesting conditions.

Our procedures included, amongst others:

Obtaining an understanding of and evaluating the design and implementation of the process and controls associated with the preparation of the valuation model used to assess the fair value of share-based payments.

Critically evaluating and challenging the methodology and assumptions of Management in their preparation of the valuation model, including but not limited to:

- Estimating the likelihood that the equity instruments will vest;
- Estimating expected future share price volatility;

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In calculating the fair value there are a number of judgements management must make, including but not limited to:

- Estimating the likelihood that the equity instruments will vest;
- Estimating expected future share price volatility;
- Expected dividend yield; and
- Risk-free rate of interest.

- Expected dividend yield; and
- Risk-free rate of interest.

Assessing the Group's accounting policy as set out within Note 18 for compliance with the requirements of AASB 2 *Share-based Payment*.

Assessing the adequacy of the disclosures included in the financial report.

Due to the significance to the Group's financial report and the level of judgment involved in determining the valuation of the share-based payments, we consider the Group's calculation of the share-based payment expense to be a key audit matter.

Other Information

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 2022 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 accordingly 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 Company 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 ability of the Group 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.

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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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 22 of the directors' report for the year ended 30 June 2022. In our opinion, the Remuneration Report of Ookami Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Pitcher Partners BA+A Pty Ltd

PITCHER PARTNERS BA&A PTY LTD

Michael Fay

MICHAEL FAY
Executive Director
Perth, 23 September 2022

The Shareholder information set out below was applicable as at 6 September 2022

As at 6 September 2022 there were 779 holders of Ordinary Fully Paid Shares.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary Shares (OOK)		Options over ordinary Shares (OOKOB)	
	Number of holders	% of total Shares issued	Number of holders	% of total Shares issued
1 to 1,000	132	0.06	-	-
1,001 to 5,000	221	1.43	-	-
5,001 to 10,000	90	1.62	5	0.80
10,001 to 100,000	234	21.82	66	36.68
100,001 and over	102	75.07	6	62.52
	779	100.00	77	100.00
Holding less than a marketable parcel	241	0.57	40	10.58

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

Holder Name	Ordinary Shares (OOK) Number held	% of total Shares issued
DC & PC HOLDINGS PTY LTD (DC & PC NEESHAM SUPER A/C)	1,923,856	4.23
ROMFAL SIFAT PTY LTD (THE FIZMAIL FAMILY A/C)	1,412,408	3.11
INYATI FUND PTY LTD	1,250,000	2.75
BLUE COASTERS PTY LTD	1,200,000	2.64
BENEFICO PTY LTD	1,000,000	2.20
MICHAEL JOHN DAVY	1,000,000	2.20
AH SUPER PTY LTD (THE AH SUPER FUND NO 3 A/C)	827,063	1.82
BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD (DRP A/C)	750,000	1.65
ANGKOR IMPERIAL RESOURCES PTY LTD (TURKISH BREAD S/F A/C)	725,000	1.60
GODIN CORP PTY LTD (SEVEN A/C)	677,778	1.49
FREMANTLE ENTERPRISES PTY LTD	673,854	1.48
SUNSET TIDAL PTY LTD (SUNSET TIDAL INVESTMENT A/C)	666,667	1.47
MR MEHDI MOHSENIN-MOSHIRI	650,000	1.43
GEORGE MICHAILIDIS	600,000	1.32
PCAS (AUSTRALIA) PTY LTD (PCAS INVESTMENT NO 2 A/C)	600,000	1.32
MR NATHAN CARATTI	600,000	1.32
ALITIME NOMINEES PTY LTD (HONEYHAM FAMILY A/C)	575,000	1.27
CITICORP NOMINEES PTY LIMITED	508,608	1.12
ARKALYA PTY LTD (THE SUPER BUTRFLY A/C)	500,000	1.10
KHE SANH PTY LTD	500,000	1.10
	16,640,234	36.62

Holder Name	Options over ordinary Shares (OOKOB)	
	Number held	% of total options issued
INYATI FUND PTY LTD	2,166,667	36.11
TELLARO PTY LTD (TELLARO A/C)	570,000	9.50
ALITIME NOMINEES PTY LTD (HONEYHAM FAMILY A/C)	458,333	7.64
CPS CAPITAL NO 5 PTY LTD	300,000	5.00
GOFFACAN PTY LTD (KMM FAMILY A/C)	147,870	2.46
DC & PC HOLDINGS PTY LTD (DC & PC NEESHAM SUPER A/C)	108,333	1.81
GODIN CORP PTY LTD (SEVEN A/C)	92,593	1.54
OKAWARI CONSORTIUM PTY LTD (THE OKA T A/C)	92,593	1.54
WESTBELLE PTY LTD (THE STATION A/C)	92,593	1.54
GLOBAL CONSORTIUM HOLDINGS PTY LTD (FTW HOLDINGS A/C)	92,592	1.54
GOLDEN DAWN LIMITED	92,592	1.54
FREYABEAR FHMN PTY LTD	76,667	1.28
HONEYBEE ANHM PTY LTD	76,667	1.28
HUNTERLAND HJDN PTY LTD	76,667	1.28
THE 5TH ELEMENT MCTN PTY LTD	76,667	1.28
QUATTRO STAGIONE PTY LTD	76,667	1.28
ANGKOR IMPERIAL RESOURCES PTY LTD (TURKISH BREAD S/F A/C)	58,333	0.97
KOJIN PTY LTD	55,556	0.93
SUNSET TIDAL PTY LTD (SUNSET TIDAL INVESTMENT A/C)	55,556	0.93
DAVY CORP PTY LTD (DAVY INVESTMENT A/C)	46,296	0.77
	<u>4,813,242</u>	<u>80.22</u>

Unquoted equity securities

The Company has the following unquoted equity securities on issue:

- 2,400,000 management options exercisable at \$0.001 per option on or before 8 July 2023 and subject to vesting conditions; and
- 1,500,000 broker options exercisable at \$0.30 per option on or before 8 July 2024.

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary Shares	
	Number held	% of total Shares issued
Faldi Ismail & Associated entities	3,212,408	7.07
Timothy Paul Neesham	2,750,000	6.05

Voting rights

The voting rights attached to ordinary Shares are set out below:

The voting rights of the ordinary shares are as follows:

Subject to any rights or restrictions for the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representation more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents.

On a poll each eligible member has one vote for each fully paid share held.

There are no voting rights attached to any of the options and performance options that the Company currently has on issue. Upon exercise of these options, the shares issued will have the same voting rights as existing ordinary shares.

There are no other classes of equity securities.

Consistency with business objectives – ASX Listing Rule 4.10.19

In accordance with ASX Listing Rule 4.10.9, the consolidated entity states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives. The business objectives are maximising performance, generating appropriate levels of shareholder value and financial return, and sustaining the growth and success of the Company. Consistent with the use of funds which were disclosed in the Company's Replacement Prospectus dated 23 April 2021, the consolidated entity believes it has used its cash in a consistent manner for the following purposes:

- expenses of the Public Offer;
- Boulbi Project Exploration Expenditure;
- Messok East Project Exploration Expenditure;
- Corporate and Administration costs; and
- Working Capital.

The Company has previously announced that it continues to progress work on its projects but notes that on a pro-rata basis, its expenditure on the Boulbi Project and Messok East Project has been less than budgeted in the 24 month use of funds table detailed in section 1.9 of the Replacement Prospectus dated 23 April 2021 due to a number of factors including:

1. The Company's management team has been subject to extended periods of COVID-19 related travel restrictions.
2. Since the Reinstatement, the Company's Managing Director has undertaken four site visits to the Messok East Project in Cameroon (initially requiring a travel permission from the Western Australian state government to travel to Cameroon in August/September 2021), but, due to COVID-19 travel restrictions, until recently has been unable to travel to Senegal to visit the Boulbi Project (noting that the majority of the expenditure outlined in the use of funds in section 1.9 of the Replacement Prospectus is in respect to the Boulbi Project in Senegal).
3. The Company has been adversely impacted by events that are outside of the Company's control, being:
 - a. spikes in COVID-19 infection rates in Senegal and Cameroon (since the Reinstatement) which have made it difficult to conduct exploration activities in Cameroon and Senegal in a safe, efficient and cost effective manner (if at all); and
 - b. the Western Australian state government's stance on its international borders (prior to February 2022) which has made travel to Cameroon and Senegal problematic.

4. Having regard to the above, to protect the safety of its executive and consultants, the Company's Board was conservative in its planning of the 2021 field related exploration activities and a decision was made to withhold significant expenditure on its projects until such time as the Company and its advisors were able to spend meaningful time in country.

Notwithstanding the above, the Company continues to assess the prospectivity of the Boulbi Project and Messok East Project which the Company hopes will result in a more streamlined exploration effort moving forward. The Company intends to ramp up exploration activities in Cameroon and will reformulate its planning and activities in Senegal once it has access to, and has had an opportunity to visit, the Boulbi Project (with a view to advancing the higher cost activities contemplated in section 1.9 of the Replacement Prospectus).

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This Corporate Governance Statement for Ookami Limited (**Company**) is current as at 23 September 2022 and has been approved by the board of the Company (**Board**).

This Corporate Governance Statement discloses the extent to which the Company follows the recommendations set by the ASX Corporate Governance Council in its publication *Corporate Governance Principles and Recommendations 4th Edition (Recommendations)*, which were adopted by the Board on 30 June 2022. The Recommendations are not mandatory, however the Recommendations that have not been followed have been identified and reasons for not following them, along with what (if any) alternative governance practices have been adopted in lieu of the Recommendation.

The Company has adopted Corporate Governance Policies which provide written terms of reference for the Company's corporate governance practices. The Board has not yet formed an audit committee, nomination committee, risk management committee or remuneration committee and has recently appointed a Managing Director, choosing to handle these functions as a Board due to the size and nature of the business.

The Company's Corporate Governance Policies are contained within the Corporate Governance Plan and available on the Company's website at www.ookami.com.au/about/.

Principle 1: Lay solid foundations for management and oversight

Roles of the Board & Management

The role of the Board is to provide overall strategic guidance and effective oversight of management. The Board derives its authority to act from the Company's Constitution.

The Board is responsible for and has the authority to determine all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company. The Board delegates responsibility for the day-to-day operations and administration of the Company to the Chief Executive Officer/Managing Director (where one is appointed).

The role of management is to support the Chief Executive Officer/Managing Director (where one is appointed) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The Company appointed a Managing Director on 15 April 2021 who he carries out the executive role with all other duties being carried out by the Board.

In addition to matters it is expressly required by law to approve, the Board has reserved the following matters to itself:

- overseeing the Company, including its control and accountability systems;
- appointment, evaluation, rewarding and if necessary, the removal of the Chief Executive Officer (or equivalent), the Company Secretary and senior management personnel;
- ratifying the appointment, and where appropriate, the removal, of senior executives;
- in conjunction with members of the senior management team, develop corporate objectives, strategies and operations plans and approve and appropriately monitor plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestitures and major funding activities;
- establishing appropriate levels of delegation to the executive Directors to allow them to manage the business efficiently;
- monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;
- monitoring the performance of senior management, including the implementation of strategy, and ensuring appropriate resources are available to them;
- identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;
- overseeing the management of safety, occupational health and environmental matters;
- satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;
- satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- reporting accurately to shareholders, on a timely basis; and

- ensuring that the Company acts legally and responsibly on all matters and assuring itself that the Company has adopted, and that its practice is consistent with, a number of guidelines including:
 - Code of Conduct;
 - Continuous Disclosure Policy;
 - Diversity Policy;
 - Performance Evaluation Practices;
 - Procedures for Selection and Appointment of Directors;
 - Remuneration Policy;
 - Risk Management Review Procedure and Internal Compliance and Control;
 - Securities Trading Policy; and
 - Shareholders Communication Strategy.

Subject to the specific authorities reserved to the Board under the Board Charter, the Board delegates to the Chief Executive Officer/Managing Director, where one is employed, responsibility for the management and operation of the Company. The Chief Executive Officer/Managing Director is responsible for the day-to-day operations, financial performance and administration of the Company within the powers authorised to him from time-to-time by the Board. The Chief Executive Officer/Managing Director may make further delegation within the delegations specified by the Board and will be accountable to the Board for the exercise of those delegated powers. The Board handles all tasks generally performed by the Chief Executive Officer/Managing Director.

Further details of Board responsibilities, objectives and structure are set out in the Board Charter which is contained within the Corporate Governance Plan available on the Company's website.

Board Committees

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity to justify the formation of separate committees at this time including audit and risk, remuneration or nomination committees, preferring at this stage of the Company's development, to manage the Company through the full Board of Directors. The Board assumes the responsibilities normally delegated to the Audit and Risk Committee and Remuneration and Nomination Committee.

If the Company's activities increase, in size, scope and nature, the appointment of separate committees will be reviewed by the Board and implemented if considered appropriate.

Board Appointments

The Company undertakes comprehensive reference checks prior to appointing a director or putting that person forward as a candidate to ensure that person is competent, experienced, and would not be impaired in any way from undertaking the duties of director. The Company provides relevant information to shareholders for their consideration about the attributes of candidates together with whether the Board supports the appointment or re-election.

The terms of the appointment of a non-executive director, executive directors and senior executives are agreed upon and set out in writing at the time of appointment.

The Company Secretary

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board, including agendas, Board papers and minutes, advising the Board and its Committees (as applicable) on governance matters, monitoring that the Board and Committee policies and procedures are followed, communication with regulatory bodies and the ASX and statutory and other filings.

Diversity

The Board has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect to gender, age, ethnicity and cultural diversity. The Diversity Policy allows the Board to set measurable gender diversity objectives (if considered appropriate) and to assess annually both the objectives (if any have been set) and the Company's progress towards achieving them.

The Board considers that, due to the size, nature and stage of development of the Company, setting measurable objectives for the Diversity Policy at this time is not appropriate. The Board will consider setting measurable objectives as the Company increases in size and complexity.

The participation of women in the Company at the date of this report is as follows:

- Women employees in the Company None
- Women in senior management positions None
- Women on the Board None

The Company's Diversity Policy is contained within the Corporate Governance Plan available on the Company's website.

Board & Management Performance Review

On an annual basis, the Board conducts a review of its structure, composition and performance.

The annual review includes consideration of the following measures:

- comparison of the performance of the Board against the requirements of the Board charter;
- assessment of the performance of the Board over the previous twelve months having regard to the corporate strategies, operating plans and the annual budget;
- review the Board's interaction with management -when applicable;
- identification of any particular goals and objectives of the Board for the next year;
- review the type and timing of information provided to the directors; and
- identification of any necessary or desirable improvements to Board or committee charters.

The method and scope of the performance evaluation will be set by the Board and may include a Board self-assessment checklist to be completed by each Director. The Board may also use an independent adviser to assist in the review.

The Chairman has primary responsibility for conducting performance appraisals of Non-Executive Directors, in conjunction with them, having particular regard to:

- contribution to Board discussion and function;
- degree of independence including relevance of any conflicts of interest;
- availability for and attendance at Board meetings and other relevant events;
- contribution to Company strategy;
- membership of and contribution to any Board committees; and
- suitability to Board structure and composition.

The Board conducts an annual performance assessment of the Chief Executive Officer/Managing Director against agreed key performance indicators.

The Chief Executive Officer/Managing Director conducts an annual performance assessment of any senior executives employed against agreed key performance indicators. The Company did not conduct an assessment of the senior executives during the FY22 period and this will be carried out during FY23.

Due to the size of the Board and appointments during the year, no formal appraisal of the Board was conducted during the FY22 period. The Board will conduct a review during FY23.

Independent Advice

Directors have a right of access to all Company information and executives. Directors are entitled, in fulfilling their duties and responsibilities, to seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chairman. A copy of any such advice received is made available to all members of the Board.

Principle 2: Structure the board to add value

Board Composition

During the financial year and as at the date of this report the Board was comprised of the following members:

Mr Faldi Ismail	Non-Executive Chairman (appointed 5 June 2015 and resigned 9 July 2021)
Mr Joseph van den Elsen	Managing Director (appointed Non-executive Director on 3 September 2020 and Managing Director on 15 April 2021)
Mr John Ciganek	Non-executive Chairman (appointed 9 December 2020)
Mr Emmanuel Correia	Non-executive Director (appointed 9 July 2021)

Mr Andrew Law

Non-executive Director (appointed 21 April 2022)

The Board comprises of the majority of Non-Executive Directors and the Managing Director/Chief Executive Officer does not carry out the same role as the Non-executive Chairman.

The Company has adopted a definition of 'independence' for Directors that is consistent with the Recommendations. The Board considers Mr Ciganek, Mr Law and Mr Correia to be independent.

Mr Ciganek, Mr Law and Mr Correia are considered to be independent as they do not have any day-to-day management of the Company or a substantial shareholding. Further these directors do not have an interest, position, affiliation or relationship of the type described in Box 2.3 of the Recommendations.

Board Selection Process

The Board considers that a diverse range of skills, backgrounds, knowledge and experience is required in order to effectively govern the Company. The Board believes that orderly succession and renewal contributes to strong corporate governance and is achieved by careful planning and continual review.

The Board is responsible for the nomination and selection of directors. The Board reviews the size and composition of the Board regularly and at least once a year as part of the Board evaluation process.

Due to the size of the Board, the Company has not developed a skills matrix. The Board is satisfied that the necessary industry experience and skills for the proper functioning of the Board of the Company are well represented currently. The Board will consider preparing a skills matrix in the future.

Induction of New Directors and Ongoing Development

New Directors are issued with a formal Letter of Appointment that sets out the key terms and conditions of their appointment, including Director's duties, rights and responsibilities, the time commitment envisaged, and the Board's expectations regarding involvement with any Committee work.

An induction program is in place and new Directors are encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

Principle 3: Instil a culture of acting lawfully, ethically and responsibly

The Company has adopted core business values which are documented in the Company's Corporate Governance Plan.

The Company has implemented a Code of Conduct, which provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders.

All employees and Directors are expected to:

- respect the law and act in accordance with it;
- maintain high levels of professional conduct;
- respect confidentiality and not misuse Company information, assets or facilities;
- avoid real or perceived conflicts of interest;
- act in the best interests of shareholders;
- by their actions contribute to the Company's reputation as a good corporate citizen which seeks the respect of the community and environment in which it operates;
- perform their duties in ways that minimise environmental impacts and maximise workplace safety;
- exercise fairness, courtesy, respect, consideration and sensitivity in all dealings within their workplace and with customers, suppliers and the public generally; and
- act with honesty, integrity, decency and responsibility at all times.

An employee that breaches the Code of Conduct may face disciplinary action including, in the cases of serious breaches, dismissal. If an employee suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the Company Secretary, or in their absence, the Chairman. No employee will be disadvantaged or prejudiced if he or she reports in good faith a suspected breach. All reports will be acted upon and kept confidential.

The Company has adopted a whistleblower policy and an anti-bribery and corruption policy and the Board is informed of any material incidents/breaches reported under those policies.

Principle 4: Safeguard integrity in corporate reporting

The Board as a whole fulfills to the functions normally delegated to the Audit Committee as detailed in the Audit Committee Charter.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company throughout the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

The Board receives regular reports from management and from external auditors. It also meets with the external auditors as and when required.

The external auditors attend the Company's annual general meeting and are available to answer questions from security holders relevant to the audit.

Prior approval of the Board must be gained for non-audit work to be performed by the external auditor. There are qualitative limits on this non-audit work to ensure that the independence of the auditor is maintained.

There is also a requirement that the lead engagement partner responsible for the audit not perform in that role for more than five years.

CEO and CFO Certifications

The Board, before it approves the entity's periodic reports and financial statements, receives from its Managing Director and its CFO equivalent (or, if none, the persons fulfilling those functions) a declaration provided in accordance with section 295A of the *Corporations Act 2001* (Cth) (**Corporations Act**) that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Principle 5: Make timely and balanced disclosure

The Company has a Continuous Disclosure Policy which outlines the disclosure obligations of the Company as required under the ASX Listing Rules and Corporations Act. The policy is designed to ensure that procedures are in place so that the market is properly informed of matters which may have a material impact on the price at which Company securities are traded.

The Board considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers in its meetings. Individual Directors are required to make such a consideration when they become aware of any information in the course of their duties as a Director of the Company.

The Company is committed to ensuring all investors have equal and timely access to material information concerning the Company.

The Board has designated the Company Secretary as the person responsible for communicating with the ASX. All key announcements are reviewed by all members of the Board.

The Managing Director/Chief Executive Officer (when one is appointed), the Board and the Company Secretary are responsible for ensuring that:

- company announcements are made in a timely manner, that announcements are factual and do not omit any material information required to be disclosed under the ASX Listing Rules and Corporations Act; and
- company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

Principle 6: Respect the rights of security holders

The Company recognises the value of providing current and relevant information to its shareholders. The Board aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs.

The Company respects the rights of its shareholders and to facilitate the effective exercise of those rights the Company is committed to:

- communicating effectively with shareholders through releases to the market via ASX, the company website, information posted or emailed to shareholders and the general meetings of the Company;
- giving shareholders ready access to clear and understandable information about the Company; and
- making it easy for shareholders to participate in general meetings of the Company.

The Company also makes available a telephone number and email address for shareholders to make enquiries of the Company. These contact details are available at www.ookami.com.au/contact/.

Shareholders may elect to, and are encouraged to, receive communications from the Company and the Company's securities registry electronically. The contact details for the registry are available at www.ookami.com.au/investor/.

The Company maintains information in relation to its Constitution, governance documents, Directors and senior executives, Board and committee charters, annual reports and ASX announcements on the Company's website.

Principle 7: Recognise and manage risk

The Board is committed to the identification, assessment and management of risk throughout the Company's business activities.

The Board is responsible for the oversight of the Company's risk management and internal compliance and control framework. The Company does not have an internal audit function. Responsibility for control and risk management is delegated to the appropriate level of management within the Company with the Managing Director/Chief Executive Officer having ultimate responsibility to the Board for the risk management and internal compliance and control framework. The Company has established policies for the oversight and management of material business risks.

The Company's Risk Management and Internal Compliance and Control Policy recognises that risk management is an essential element of good corporate governance and fundamental in achieving its strategic and operational objectives. Risk management improves decision making, defines opportunities and mitigates material events that may impact security holder value.

The Company accepts that risk is a part of doing business. Therefore, the Company's Risk Management Policy is not designed to promote risk avoidance. Rather, the Company's approach is to identify, manage and control risks whilst ensuring we do not enter into unnecessary risks or enter into risks unknowingly.

The Company assesses its risks on a residual basis; that is, it evaluates the level of risk remaining and considers all the mitigation practices and controls. Depending on the materiality of the risks, the Company applies varying levels of management plans.

The Board regularly assesses specific business areas where there may exist significant business risk or exposure. The Company faces risks inherent to its business, including economic risks, which may materially impact the Company's ability to create or preserve value for security holders over the short, medium or long term. The Company has in place policies and procedures, including a risk management framework (as described in the Company's Risk Management Policy), which is developed and updated to help manage these risks. The Board does not consider that the Company currently has any material exposure to any environmental or social sustainability risks.

The Company's process of risk management and internal compliance and control includes:

- identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect those risks;
- formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk

- management policies and internal controls; and
- monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.

The Board will undertake to review the Company's risk management framework at least annually to ensure that it continues to effectively manage risk. A review of the risk management framework is expected to be undertaken in the 2023 financial year.

Management reports to the Board as to the effectiveness of the Company's management of its material business risks at each Board meeting.

Principle 8: Remunerate fairly and responsibly

The Board as a whole fulfills to the functions normally delegated to the Remuneration Committee as detailed in the Remuneration Committee Charter.

The Company has implemented a Remuneration Policy which was designed to recognise the competitive environment within which the Company operates and also emphasise the requirement to attract and retain high calibre talent in order to achieve sustained improvement in the Company's performance. The overriding objective of the Remuneration Policy is to ensure that an individual's remuneration package accurately reflects their experience, level of responsibility, individual performance and the performance of the Company.

The key principles are to:

- review and approve the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
- ensure that the executive remuneration policy demonstrates a clear relationship between key executive performance and remuneration;
- fairly and responsibly reward executives having regard to the performance of the Group, the performance of the executive and the prevailing remuneration expectations in the market;
- remunerate fairly and competitively in order to attract and retain top talent;
- recognise capabilities and promote opportunities for career and professional development; and
- review and approve equity-based plans and other incentive schemes to foster a partnership between employees and other security holders.

The Board determines the Company's remuneration policies and practices and assesses the necessary and desirable competencies of Board members. The Board is responsible for evaluating Board performance, reviewing Board and management succession plans and determines remuneration packages for the Chief Executive Officer, Non-Executive Directors and senior management based on an annual review.

The Company's executive remuneration policies and structures and details of remuneration paid to directors and key management personnel (where applicable) are set out in the Remuneration Report.

Non-Executive Directors receive fees (including statutory superannuation where applicable) for their services, the reimbursement of reasonable expenses and, in certain circumstances options.

The maximum aggregate remuneration for Non-Executive Directors is \$300,000 per annum as disclosed within the Company's constitution which may be varied from time to time by the Shareholders in general meeting. Further information relating to amounts paid to Non-executive Directors are included in the Company's Annual Reports.

Executive directors and other senior executives (where appointed) are remunerated using combinations of fixed and performance-based remuneration. Fees and salaries are set at levels reflecting market rates and performance-based remuneration is linked directly to specific performance targets that are aligned to both short and long term objectives.

The Company prohibits Directors and employees from entering into any transaction that would have the effect of hedging or otherwise transferring the risk of any fluctuation in the value of any unvested entitlement in the Company's securities to any other person.

Further details in relation to the company's remuneration policies are contained in the Remuneration Report, within the Directors' report.

Equity Based Remuneration Scheme

The Company has established a performance rights plan pursuant to which the Company may offer long term equity incentive rights to Directors and employees.

The Company has a policy that participants are not permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Incentive Plan.

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