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2022

Annual Report

For the Year Ending 30 June 2022

Apollo Minerals Limited

ABN 96 125 222 924

ASX: **AON**

DIRECTORS:

Mr John Welborn
Chairman

Mr Neil Inwood
Managing Director

Mr Ian Middlemas
Non-Executive Director

Mr Robert Behets
Non-Executive Director

Mr Hugo Schumann
Non-Executive Director

Mr Ajay Kejriwal
Non-Executive Director

COMPANY SECRETARY

Mr Lachlan Lynch

GABON OFFICE

Select Explorations (Gabon)
SA BP 20211 Libreville Gabon

REGISTERED OFFICE

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SHARE REGISTRY

Automatic Registry Services
Level 5, 191 St Georges Terrace,
Perth WA 6000
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SECURITIES EXCHANGE LISTING

Australian Securities Exchange
Home Branch – Perth
Level 40, Central Park, 152-158
St Georges Terrace, Perth WA 6000

ASX CODE

AON – Fully paid ordinary shares

ADVISORS/SOLICITORS

Business Consulting Gabon (BCG)
Thomson Geer (Perth)

BANKERS

Australia – Australia and New Zealand
Banking Group Limited

AUDITOR

Ernst & Young

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DIRECTORS' REPORT

The Directors of Apollo Minerals Limited present their report on the Group consisting of Apollo Minerals Limited ("Company" or "Apollo Minerals") and the entities it controlled at the end of, or during, the year ended 30 June 2022 ("Group").

OPERATING AND FINANCIAL REVIEW

Apollo Minerals is a responsible mining company focused on the exploration and development of the Kroussou zinc-lead project in western Gabon ("Kroussou Project" or "Project").

Highlights during and subsequent to the financial year ended 30 June 2022 include:

Game-Changing Discovery – Semi Massive Sulphides at Niambokamba (Target Prospect 13)

- Semi-massive and disseminated style zinc and lead sulphides visually identified from near surface intercepts in multiple drill holes completed at TP13.
- TP13 is one of 18 target prospects at the province scale Kroussou Project and is located 7km north of the Dikaki Prospect (TP11) where drilling to date has been focused.
- Mineralised intercepts over more than 200m of strike have been visually identified in five holes drilled with downhole thickness between 2m and 18m commencing from 3m below surface.
- Discovery of a new style of semi-massive sulphide mineralisation at Kroussou indicates a potentially shear hosted system and possible primary high-grade feeder structures.

Dikaki (Target Prospect 11)

- Eastern Dikaki high-grade zone (Dikaki-East) **doubles**, with **mineralisation now defined over 500m** and **open along trend** with **significant, thick, shallow mineralisation** displayed in broad step out drilling - first ever drilling in untested 2.5km strike eastern area.
- Significant intercepts reported at Dikaki-East included:
 - **60m zone of mineralisation** - including **10.6m @ 3.5% Zn+Pb from 25.5m** and **19.0m @ 3.7% Zn+Pb from 39.4m**, total interval of **60.2m @ 2.4% Zn+Pb from 1.9m**;
 - **19.8m @ 4.0% Zn+Pb from 51.2m** and **3.7m @ 7.5% Zn+Pb from 38.3m** within a broader zone of **40.0m @ 3.1% Zn+Pb from 31.1m**;
 - **10.1m @ 5.7% Zn+Pb from 15.3m** within a broader zone of **19.9m @ 4.0% Zn+Pb from 5.4m**; and
 - **13.5m @ 4.0% Zn+Pb from 20.0m** within a broader zone of **45.8m @ 2.2% Zn+Pb from 6.6m**.

The results support the potential for a large-scale shallow, flat-lying, broadly mineralised system with possible continuity across multiple zones which could allow simple open pit mining extraction

Sulphide Base Metal Mineralisation at Two New Prospects

- Base metal grades of up to **5.1% Zn+Pb** returned from surface rock samples at Target Prospects 1 ('TP1') and 4 ('TP4'). First assays ever received from TP1.
- Reconnaissance mapping, soils and surface rock chip assay results identified base metal mineralisation hosted in matrix supported conglomerate, similar to the host displayed at Dikaki.
- Regional airborne electromagnetic (AEM) survey over the 80km of prospective strike length at Kroussou complete.
- 100% ownership of Kroussou secured via completion of agreements with Trek Metals Limited (ASX: TKM) and Battery Minerals Limited (ASX: BAT).
- The Company completed a placement to raise \$7.2m million to expedite exploration at the Kroussou project, with affiliates of the Sprott Group participating in the capital raising.

DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Operations

KROUSSOU PROJECT OVERVIEW

Apollo Minerals Limited (ASX: AON) is focused on the discovery and development of large scale, near surface, zinc-lead resources at the Company's 100% owned Kroussou Project in Gabon which consists of the Prospecting License G4-569 which covers 986.5km² in the Ngounié Province of Western Gabon located approximately 220km south-south east of the capital city of Libreville.

Previous exploration work has validated the province-scale potential at Kroussou with the identification of 150 zinc-lead mineral occurrences over more than 80km of strike length of prospective geology to date. The potential for further discovery at Kroussou is immense; of 18 identified Target Prospects (TP), only four have been drill tested to date.

The very shallow nature of the zinc-lead mineralisation being intersected (average depth < 20m) indicates the low cost development and mining potential at the Project.

Initial metallurgical test work on the Kroussou Zn-Pb mineralisation has demonstrated the potential for high grade clean concentrates with strong recoveries of both zinc and lead creating expectations for the potential for high payability.

High-level assessment of infrastructure and transport requirements for a future mining operation at Kroussou has indicated the potential for existing capability which will provide the basis for future feasibility study work.



Figure 1 – Kroussou Project Location Plan.

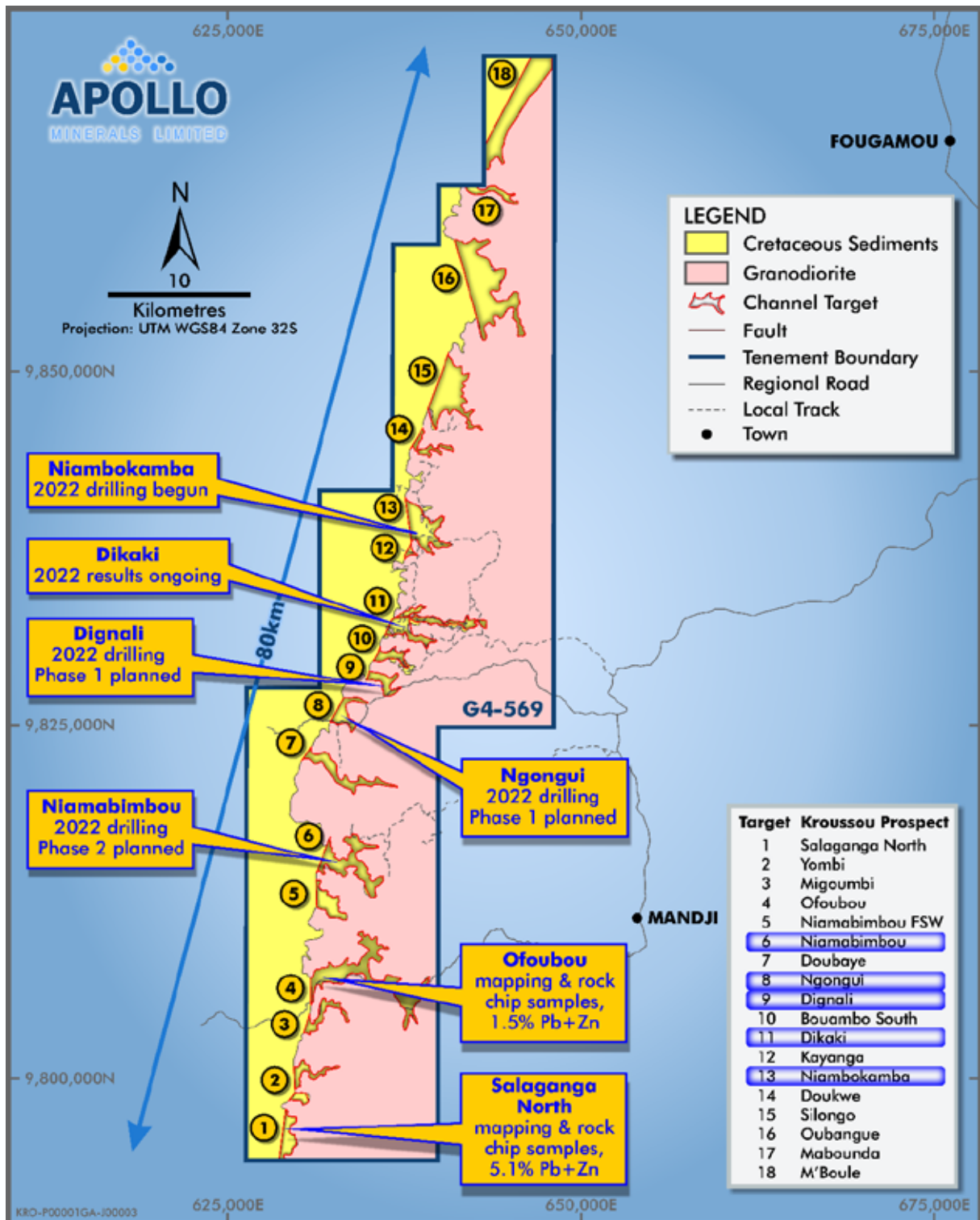


Figure 2 – Kroussou Project displaying Key Target Prospects and areas of initial drilling focus.

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DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Operations (Continued)

FUTURE EXPLORATION PROGRAM

Exploration work planned for the broader Kroussou project may include:

- Analysis of assay results (once received) from regional drilling and targeting at TP13 and TP8;
- Analysis of results from the recently completed AEM survey which covered approximately 430km², across the whole 80km strike length of prospective geology of the Kroussou project area. The AEM survey has the potential to highlight further shallow high-grade mineralisation as displayed at Dikaki and Niamabimbou;
- Field exploration to identify new zones of mineralisation at other defined prospects/regional targets through mapping, rock sampling and soil geochemistry;
- Analysis of results from the passive regional seismic program at TP13, TP9, TP8 and TP4;
- Metallurgical test work to confirm positive high-recovery, high-quality sulphide concentrate production; and
- High level analysis of regional infrastructure options for materials transport.

Metallurgical test work is ongoing utilising the 500kg of HQ diamond core from Dikaki for flow-sheet test work (flotation, variability, comminution) being undertaken by Independent Metallurgical Operations Pty Ltd (IMO) in Perth.

The Company will undertake the work program based on results as received with a strong commitment to all aspects of sustainable development and responsible mining, with an integrated approach to economic, social, environmental, health and safety management.



Figure 3 – Planned Exploration Program Workflow.

Operations (Continued)

CORPORATE

Placement

During the financial year, the Company completed a placement to institutional, sophisticated and high net worth investors to raise gross proceeds of A\$7.2 million through the issue of 90 million new ordinary shares in the Company at an issue price of A\$0.08 per share (**Placement**).

The Placement was supported by Sprott Capital Partners LP (**Sprott**) who acted as financial advisor to what is considered by the Company as a highly strategic fundraising. The Company is pleased to have attracted highly credible globally leading investment funds to the share register.

Sprott is a leading North American-based asset management firm with an excellent track record of identifying and funding successful early-stage resource projects. Sprott's decision to support Apollo Minerals is further demonstration of the significance of the zinc and lead discoveries evolving at the Koussou.

Capital Position

As at 30 June 2022, the Company is in a sound financial position with \$3.7 million in cash and has no debt. Additionally, the Company holds 2.3 million ordinary shares in Constellation Resources Limited (ASX: CR1) valued at approximately \$0.3 million.

Consolidation of 100% Ownership Interest in Koussou

During the financial year, the Company completed the acquisition of its 100% ownership interest in Koussou via agreements with Trek Metals Limited (ASX: TKM) (Trek) and Battery Minerals Limited (ASX: BAT) (Battery Minerals). The consideration included the issue of 3,000,000 fully paid ordinary shares and 1,000,000 unlisted options, exercisable at \$0.12 each on or before 30 June 2024 to Trek and a cash payment of A\$250,000 to Battery Minerals.

Board Changes

During the financial year, the Company announced the appointment of Mr Neil Inwood as Managing Director and Mr John Welborn as Non-Executive Chairman of the Company.

Mr Inwood is a Geologist with over 25 years' international experience in the exploration and mining industry, particularly in base metals, gold and speciality metals. He has had significant management, consulting, and venture capital experience, and was previously Managing Director of Berkut Minerals Limited, Executive Geologist with Verona Capital, Principal Resource Geologist with Coffey Mining, and spent nine years with Barrick Gold in senior positions.

Mr Welborn is a highly accomplished and internationally respected resource company director with significant relevant African experience, a Fellow of the Institute of Chartered Accountants in Australia, a Fellow of the Australian Institute of Management, and a member of the Australian Institute of Mining and Metallurgy. Mr Welborn is French speaking and has operated extensively in West and Central Africa, including the successful development and/or operation of mining projects in Mali, Cote D'Ivoire, Burkina Faso, Ghana, Senegal, Gabon, Cameroon and the Republic of Congo.

The appointment of Mr Inwood as Managing Director and Mr Welborn as Non-Executive Chairman provides the Company with focussed and experienced leadership following positive exploration success at Koussou.

DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Operations (Continued)

COVID-19 UPDATE

The Company continues to actively evaluate risks to employees and general operational safety and make any required adjustments to maintain safe and secure operations. A range of procedures have been implemented on site to manage COVID-19 safety and enable testing of employees.

A range of protective measures implemented by the Gabon Government in response to COVID-19 remain in place. Gabon has reopened its borders, allowing international flights, subject to reduced entry restrictions. Travel by air, road, train and boat within Gabon is possible, including public transport, but is subject to certain conditions (e.g. proof of vaccination or a negative COVID-19 test, passenger limitations and hygiene requirements).

International travellers are currently permitted to travel to Gabon upon meeting certain conditions including appropriate vaccination or returning a negative COVID-19 test prior to arrival in Gabon.

The Company continues to actively evaluate the situation, with its in-country staff being successful in transiting to and from site in compliance with Gabon's existing COVID-19 guidelines.

EUROPEAN GOLD AND TUNGSTEN PROJECT (COUFLENS PROJECT)

As previously announced, Apollo Minerals and the French State had lodged coordinated appeals in the Bordeaux Court of Appeals against the decision of the Toulouse Administrative Court on 28 June 2019 about the Couflens exploration permit (Couflens PER) that includes the historical high-grade Salau tungsten mine that was owned by the Company's French subsidiary Variscan Mines SAS (Variscan). The Toulouse Court cancelled the Couflens PER on the grounds that Variscan Mines' financial capacity was insufficient and that the French State had followed an irregular procedure and did not adequately consult the public prior to granting the Couflens PER.

The French State and the Company had contested the decision of the Toulouse Administrative Court. In June 2020, the Bordeaux Court of Appeals dismissed the appeal, confirming the cancellation of the Couflens PER on the ground of an irregular procedure but confirmed that Variscan had sufficient financial capacity.

At the time of the application for the Couflens PER, Apollo Minerals was required to demonstrate to the French State that it had sufficient financial capacity to conduct its planned research activities. The Company provided supporting documentation to the French State in October 2016, to confirm its financial capacity and the permit was subsequently granted to Variscan. Prior to the grant of the Couflens PER, the French State was required to make this supporting documentation available to the public, but it failed to do so. The appeal Court noted that "In view of the interest in the quality and completeness of the information provided on the operator's [Variscan] financial capacity, the public was deprived of a guarantee of full information on this point."

In late June 2022, the Conseil d'Etat, the highest court in France, delivered a ruling that annulled the decision of the Court of Bordeaux, considering that the procedure of consultation was regular, and referred the case back to the Court of Bordeaux for retrial.

Taking the original ruling by the Bordeaux Court of Appeals into account, Apollo Minerals and its French subsidiaries filed a claim for compensation before the Administrative Court of Toulouse. The Company is awaiting the court's decision. The Company will inform the market of material developments as they occur.

Results of Operations

The net loss of the Group attributable to members of the Company for the year ended 30 June 2022 was \$1,817,281 (2021: \$1,167,093). This loss is attributable to:

- (i) exploration and evaluation expenditure of \$82,364 (2021: nil), which is attributable to the Group's accounting policy of expensing exploration and evaluation expenditure (other than expenditures incurred in the acquisition of the rights to explore) incurred by the Group in the period subsequent to the acquisition of the rights to explore up to the successful completion of definitive feasibility studies for each separate area of interest. In accordance with the Company's exploration and evaluation policy, the costs incurred at the Kroussou Project up to acquisition of the project, were capitalised to the Statement of Financial Position, as this was deemed to be an acquisition cost for accounting purposes. The capitalised balance amounts to \$7,546,153 (2021: \$2,227,180);
- (ii) business development expenses of \$444,447 (2021: \$92,261) which are attributable to the Group's costs of to its investor and shareholder relations including public relations, marketing and digital marketing, conference fees and travel costs;
- (iii) other losses of \$424,177 (2021: gain of \$5), which is attributable to the fair value movement in the shares held by the Group in Constellation Resources Limited (ASX: CR1); and
- (iv) non-cash share-based payments expenses of \$212,588 (2021: \$438,375) which is attributable to the Group's accounting policy of expensing the value of shares, incentive/unlisted options and performance rights (estimated using an appropriate pricing model) granted to key employees, consultants and advisors. The value of unlisted options and performance rights is measured at grant date and recognised over the period during which the holders become unconditionally entitled to the securities.

Financial Position

At 30 June 2022, the Group had cash reserves of \$3,687,684 (2021: \$3,044,814) and no debt placing the Group in a good position to continue with its planned exploration and development activities at the Kroussou Project.

At 30 June 2022, the Group had net assets of \$10,679,137 (2021: \$5,344,698), an increase of 100% compared with the previous year. The increase is largely attributable to the capitalisation of exploration and evaluation expenditure relating to initial acquisition costs.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as disclosed, there were no significant changes in the state of affairs of the Group during the year.

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DIRECTORS' REPORT

(Continued)

Business Strategies and Prospects for Future Financial Years

The objective of the Group is to create long-term shareholder value through the discovery, development and acquisition of technically and economically viable mineral deposits. To date, the Group has not commenced production of any minerals, nor has it identified a Mineral Resource in accordance with the JORC Code. To achieve its objective, the Group currently has the following business strategies and prospects over the short to medium term:

- Analyse drill and assay program results from TP11, TP6 and other regional targets (TP13 and TP8);
- Conduct surface exploration programs including geological mapping, rock chip and soil sampling to further assess identified prospects and to generate and classify targets across the broader project area;
- Commence further metallurgical test work over all prospective targets to assess recovery characteristics, concentrate quality and variability;
- Complete additional targeted drilling programs aimed at converting targets to JORC compliant resources; and
- Commence technical studies, including a conceptual mining study, to assess the viability of a future mining operation.

All of these activities are inherently risky and the Board is unable to provide certainty of the expected results of these activities, or that any or all of these likely developments will be achieved. The material business risks faced by the Group that could have an effect on the Group's future prospects, and how the Group manages these risks, include:

- **The Group's activities are subject to the laws of Gabon and France** – The Kroussou Project is located in Gabon, which is a less developed country than Australia, and has associated political, economic, legal and social risks. These various risks and uncertainties could include, but are not limited to, exchange rate fluctuations, potential for higher inflation, labour unrest, the risks of expropriation and nationalisation, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, changes in the Mining Code, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and restrictions on imports of equipment and consumables and on the use of foreign contractors. Changes, if any, in mining or investment policies or shifts in political attitude in Gabon may impact the operations or profitability of the Group. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Outcomes in courts in Gabon and France may be less predictable than in Australia, which could affect the enforceability of contracts entered into by the Group in Gabon. The occurrence of these various factors and uncertainties cannot be accurately predicted and could impact on the operations or profitability of the Group. The Group has made its investment and strategic decisions based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Gabon, the Directors may reassess investment decisions and commitments to assets in Gabon.
- **The Group's exploration properties may never be brought into production** – The Group is a mineral exploration group, has no history of earnings, and does not have any producing mining operations. The Group has experienced losses from exploration activities and until such time as the Group commences mining production activities, it expects to continue to incur losses. No assurance can be given that the Group will identify a mineral deposit which is capable of being exploited economically or which is capable of supporting production activities. The Group expects to continue to incur losses from exploration activities in the foreseeable future;
- **The Group's activities will require further capital** – the exploration and any development of the Group's exploration properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying, or the indefinite postponement of, exploration and any development of the Group's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Group;
- **The Group may be adversely affected by fluctuations in commodity prices** – the prices of commodities can fluctuate widely and are affected by numerous factors beyond the control of the Group. Future production, if any, from the Group's mineral properties will be dependent upon the price of commodities being adequate to make these properties economic. The Group currently does not engage in any hedging or derivative transactions to manage commodity price risk. As the Group's operations change, this policy will be reviewed periodically going forward; and
- **Global financial conditions may adversely affect the Group's growth and profitability** – many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. Due to the current nature of the Group's activities, a slowdown in the financial markets or other economic conditions including current tensions may adversely affect the Group's growth and ability to finance its activities.

DIRECTORS

The names and details of the Company's directors in office at any time during the financial year or since the end of the financial year are:

Directors

Mr John Welborn	Chairman
Mr Neil Inwood	Managing Director
Mr Ian Middlemas	Non-Executive Director
Mr Robert Behets	Non-Executive Director
Mr Hugo Schumann	Non-Executive Director
Mr Ajay Kejiwal	Non-Executive Director

Unless otherwise stated, Directors held their office from 1 July 2021 until the date of this report.

CURRENT DIRECTORS AND OFFICERS

Mr John Welborn *B.Com, FCA, FAIM, MAICD, MAusIMM, JP*
Non-Executive Chairman

Mr Welborn is a Chartered Accountant with a Bachelor of Commerce degree from the University of Western Australia and is a Fellow of the Institute of Chartered Accountants in Australia, a Fellow of the Australian Institute of Management and is a member of the Australian Institute of Mining and Metallurgy, and the Australian Institute of Company Directors.

Mr Welborn has extensive experience in the resources sector as a senior executive and in corporate management, finance and investment banking. Mr Welborn was previously the Managing Director of Resolute Mining Limited and the Head of Specialised Lending in Western Australia for Investec Bank (Australia) Ltd.

Mr Welborn was appointed a Director of the Company on 22 February 2021. During the three-year period to the end of the financial year, Mr Welborn has held directorships in Fenix Resources Limited (November 2021 – present), Orbital Corporation Limited (June 2014 – present), Equatorial Resources Limited (August 2010 – present) and Resolute Mining Limited (February 2015 – October 2020).

Mr Neil Inwood *MSc (Ore Deposit Geology), BSc (Applied Geology), FAUSIMM*
Managing Director

Mr Inwood is a Geologist with over 25 years' international experience in the exploration and mining industry, particularly in base metals, gold and speciality metals. He has had significant management, consulting, and venture capital experience, and was previously Managing Director of Berkut Minerals Limited, Executive Geologist with Verona Capital, Principal Resource Geologist with Coffey Mining, and spent nine years with Barrick Gold.

Mr Inwood led the geological team that established the world-class endowment of the Panda Hill Niobium Project in Tanzania. He holds a Master's Degree in Geology and is Fellow of The Australasian Institute of Mining and Metallurgy.

Mr Inwood was appointed a Director of the Company on 22 February 2021. During the three-year period to the end of the financial year, Mr Inwood had held a directorship in Berkut Minerals Limited (April 2017 – August 2019).

Mr Ian Middlemas *B.Com, CA*
Non-Executive Director

Mr Middlemas is a Chartered Accountant, a member of the Australian Institute of Company Directors and holds a Bachelor of Commerce degree. He worked for a large international Chartered Accounting firm before joining the Normandy Mining Group where he was a senior group executive for approximately 10 years. He has had extensive corporate and management experience, and is currently a director with a number of publicly listed companies in the resources sector.

Mr Middlemas was appointed a Director of the Company on 8 July 2016. During the three year period to the end of the financial year, Mr Middlemas has held directorships in, Constellation Resources Limited (November 2017 – present), GCX Metals Limited (October 2013 – present), Berkeley Energia Limited (April 2012 – present), GreenX Metals Limited (August 2011 – present), Salt Lake Potash Limited (Administrators Appointed) (Receivers and Managers Appointed) (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Gold Limited (September 2005 – present), Peregrine Gold Limited (September 2020 – February 2022), Piedmont Lithium Limited (September 2009 – December 2020) and Cradle Resources Limited (May 2016 – July 2019).

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DIRECTORS' REPORT

(Continued)

CURRENT DIRECTORS AND OFFICERS (Continued)

Mr Robert Behets *B.Sc(Hons), FAusIMM, MAIG*
Non-Executive Director

Mr Behets is a geologist with over 30 years' experience in the mineral exploration and mining industry in Australia and internationally. He has had extensive corporate and management experience and has been Director of a number of ASX-listed companies in the resources sector including Mantra Resources Limited ("Mantra"), Papillon Resources Limited and Berkeley Energia Limited. Mr Behets was instrumental in the founding, growth and development of Mantra, an African-focused uranium company, through to its acquisition by ARMZ for approximately A\$1 billion in 2011. Prior to Mantra, he held various senior management positions during a long career with WMC Resources Limited.

Mr Behets has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, mineral resource and ore reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals. He is a Fellow of The Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and was previously a member of the Australasian Joint Ore Reserves Committee ("JORC").

Mr Behets was appointed a Director of the Company on 12 October 2016. During the three-year period to the end of the financial year, Mr Behets has also held directorships in Odyssey Gold Limited (August 2020 – present) Constellation Resources Limited (June 2017 – present), Berkeley Energia Limited (April 2012 – present) and Equatorial Resources Limited (February 2016 – present).

Mr Hugo Schumann *MBA, CFA, B.Bus.Sci (Hons)*
Non-Executive Director

Mr Schumann has more than fifteen years' experience in the development and financing of mining, energy and technology projects globally. He was named a Rising Star finalist in the 2022 Platts Global Metals Awards. He holds an MBA from INSEAD, is a CFA Charterholder and holds a Bachelor of Business Science (Finance CA) from the University of Cape Town. He currently resides in the USA and holds the position of Chief Financial Officer at Jetti Resources, a technology driven natural resources company.

Mr Schumann was appointed a Director of the Company on 2 May 2018. During the three year period to the end of the financial year, Mr Schumann has not held any other directorships in listed companies.

Mr Ajay Kejriwal *B.Sc (Economics), ACA*
Non-Executive Director

Mr Kejriwal has over 30 years' experience in finance and commerce, and is currently a consultant to Juniper Capital, a natural resource investment and advisory business. Prior to Juniper Capital he was a banker leading many investment transactions across oil and gas, mining, real estate and asset management sectors. He has previously worked as a banker for the Principal Investments business at Nomura in London and Hong Kong, Cazenove and Co and Morgan Stanley. Mr Kejriwal is a Chartered Accountant, having qualified with PricewaterhouseCoopers in 1994.

Mr Kejriwal was appointed a Director of the Company on 30 June 2017. During the three year period to the end of the financial year, Mr Kejriwal has also held a directorship in Chesterfield Resources PLC, where he is currently Interim CEO.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the year consisted of mineral exploration and development of the Kroussou.

EARNINGS PER SHARE

	2022 Cents	2021 Cents
Basic and diluted loss per share	(0.40)	(0.29)

DIVIDENDS

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve. Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities.

There have been no known breaches of environmental laws and regulations by the Group during the financial year.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

Other than as disclosed, as at the date of this report, there are no matters or circumstances which have arisen since 30 June 2022 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2022, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2022, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2022, of the Group.

DIRECTORS' INTERESTS

As at the date of this report, the Directors' interests in the securities of the Company are as follows:

	Ordinary Shares ⁽¹⁾	Unlisted Options ⁽²⁾	Performance Rights ⁽³⁾
John Welborn	10,688,765	3,500,000	4,000,000
Neil Inwood	700,000	6,000,000	5,000,000
Ian Middlemas	24,000,000	-	-
Hugo Schumann	10,700,000	3,500,000	-
Robert Behets	6,550,000	4,000,000	-
Ajay Kejriwal ⁽⁴⁾	13,125,005	400,000	-

Notes:

⁽¹⁾ "Ordinary Shares" means fully paid ordinary shares in the capital of the Company.

⁽²⁾ "Unlisted Options" means an Unlisted Option to subscribe for one Ordinary Share in the capital of the Company.

⁽³⁾ "Performance Rights" means a Performance Right that will convert into one ordinary share upon vesting and satisfaction of various milestones and performance conditions.

⁽⁴⁾ Mr Kejriwal's interest in the Ordinary Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.

SHARE OPTIONS AND PERFORMANCE RIGHTS

At the date of this report the following Unlisted Options and Performance Rights have been issued by the Company over unissued capital:

- 11,150,000 Unlisted Options exercisable at \$0.05 each on or before 31 December 2023;
- 3,500,000 Unlisted Options exercisable at \$0.06 each on or before 31 May 2023;
- 4,875,000 Unlisted Options exercisable at \$0.12 each on or before 30 June 2023;
- 2,000,000 Unlisted Options exercisable at \$0.10 each on or before 31 May 2024;
- 1,000,000 Unlisted Options exercisable at \$0.12 each on or before 30 June 2024;
- 2,500,000 Unlisted Options exercisable at \$0.15 each on or before 30 June 2024;
- 11,400,000 Unlisted Options exercisable at \$0.075 each on or before 31 December 2024;
- 1,000,000 Performance Rights which vest and convert upon the Scale Milestone being met on or before 17 June 2025;
- 4,000,000 Performance Rights which vest and convert upon the Resource Milestone being met on or before 17 June 2026; and
- 4,000,000 Performance Rights which vest and convert upon the Study Milestone being met on or before 17 June 2027.

During the year ended 30 June 2022 and up to the date of this report, 2,000,010 ordinary shares have been issued as a result of the exercise of Unlisted Options and expiry of Performance Shares.

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DIRECTORS' REPORT

(Continued)

DIRECTORS' MEETINGS

The number of meetings of directors held during the year and the number of meetings attended by each director were as follows:

	Board Meetings	
	Number eligible to attend	Number attended
John Welborn	2	2
Neil Inwood	2	2
Ian Middlemas	2	2
Hugo Schumann	2	2
Robert Behets	2	2
Ajay Kejriwal	2	2

There were no Board committees during the financial year. The Board as a whole currently performs the functions of an Audit Committee, Risk Committee, Nomination Committee, and Remuneration Committee, however this will be reviewed should the size and nature of the Group's activities change.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Constitution of the Company requires the Company, to the extent permitted by law, to indemnify any person who is or has been a director or officer of the Company or Group for any liability caused as such a director or officer and any legal costs incurred by a director or officer in defending an action for any liability caused as such a director or officer. The Company has paid, or agreed to pay, premiums in respect of Directors' and Officers' Liability Insurance and Company Reimbursement policies for the 12 months ended 30 June 2022 and 2021, which cover all Directors and officers of the Company against liabilities to the extent permitted by the Corporations Act 2001. The policy conditions preclude the Company from any detailed disclosures including premium amount paid.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

NON-AUDIT SERVICES

During the financial year, the Company's current auditor, Ernst & Young (or by another person or firm on the auditor's behalf) provided non-audit services relating to income tax preparation, totalling \$9,500. The Company's former auditor, Deloitte Touche Tohmatsu provided no non-audit services (2021: nil).

REMUNERATION REPORT (AUDITED)

This Remuneration Report, which forms part of the Directors' Report, sets out information about the remuneration of Key Management Personnel ("KMP") of the Group.

Details of KMP

The KMP of the Group during or since the end of the financial year were as follows:

Directors

Mr John Welborn	Non-Executive Chairman
Mr Neil Inwood	Managing Director
Mr Ian Middlemas	Non-Executive Director
Mr Robert Behets	Non-Executive Director
Mr Hugo Schumann	Non-Executive Director
Mr Ajay Kejriwal	Non-Executive Director

Other KMP

Mr Lachlan Lynch	Company Secretary (appointed 11 November 2021)
Mr Dylan Browne	CFO and Company Secretary (resigned 11 November 2021)

Unless otherwise disclosed, the KMP held their position from 1 July 2021 until the date of this report.

Remuneration Policy

The Group's remuneration policy for its KMP has been developed by the Board taking into account the size of the Group, the size of the management team for the Group, the nature and stage of development of the Group's current operations, and market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for KMP:

- the Group is currently focused on undertaking exploration and appraisal activities on existing projects, and identifying and acquiring suitable new resource projects;
- risks associated with small market capitalisation resource companies whilst exploring and developing projects; and
- other than profit which may be generated from asset sales, the Company does not expect to be undertaking profitable operations until sometime after the commencement of commercial production on any of its projects.

Executive Remuneration

The Group's remuneration policy is to provide a fixed remuneration component and a performance based component (short term incentive and long term incentive). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning executives' objectives with shareholder and business objectives.

Fixed Remuneration

Fixed remuneration consists of base salaries, as well as employer contributions to superannuation funds and other non-cash benefits. Fixed remuneration is reviewed annually by the Board. The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

Performance Based Remuneration – Short Term Incentive

Executives may be entitled to an annual cash bonus upon achieving various key performance indicators ("KPI's"), as set by the Board. Having regard to the current size, nature and opportunities of the Company, the Board has determined that these KPI's will include measures such as successful completion of exploration activities (e.g. completion of exploration programs within budgeted timeframes and costs), development activities (e.g. completion of scoping and/or feasibility studies), corporate activities (e.g. recruitment of key personnel) and business development activities (e.g. project acquisitions and capital raisings). Prior to the end of each financial year, the Board assesses performance against these criteria. No cash bonuses in respect of the 2022 financial year (2021: nil) were paid.

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DIRECTORS' REPORT

(Continued)

Performance Based Remuneration – Long Term Incentive

The Group has adopted a long-term employee equity incentive plan (“LTIP”) comprising the grant of Unlisted Options and/or Performance Rights to reward KMP and key employees and consultants for long-term performance of the Company. Shareholders approved the LTIP Plan (“Plan”) in November 2020.

To achieve its corporate objectives, the Group needs to attract, incentivise and retain its key employees and contractors. The Board believes that grants of Performance Rights and/or Unlisted Options to KMP will provide a useful tool to underpin the Group's employment and engagement strategy. Since inception, The Group has issued 25,050,000 securities to KMP, key employees and consultants under the LTIP.

(i) Unlisted Options

The Group's Plan provides for the issuance of Unlisted Options in order to attract and retain the services of KMP and to provide an incentive linked to the performance of the Company.

The Board's policy is to grant Unlisted Options to KMP with exercise prices at or above market share price (at the time of agreement). As such, Unlisted Options granted to KMP are generally only of benefit if the KMP perform to the level whereby the value of the Group increases sufficiently to warrant exercising the Unlisted Options granted.

Other than service-based vesting conditions (if any) and the exercise price required to exercise the unlisted Options, there are no additional performance criteria on the Unlisted Options granted to executives, as given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the KMP and the performance and value of the Group are closely related.

The Company prohibits executives entering into arrangements to limit their exposure to Unlisted Options granted as part of their remuneration package.

During the financial year 1,500,000 Unlisted Options (2021: 22,550,000) were granted to KMP and 1,000,000 to key employees and consultants that are not classified as KMP. 2,000,000 Unlisted Options were exercised during the financial year (2021: nil) however none were related to KMP. No Unlisted Options previously granted expired or were cancelled during the financial year (2021: 6,700,000).

(ii) Performance Rights

The Group has a Plan that provides for the issuance of unlisted Performance Rights which, upon satisfaction of the relevant performance conditions attached to the Performance Rights, will result in the issue of an Ordinary Share for each Performance Right. Performance Rights are issued for no consideration and no amount is payable upon conversion thereof.

The Plan enables the Group to: (a) recruit, incentivise and retain KMP and other key employees and contractors needed to achieve the Group's business objectives; (b) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Group; (c) align the financial interest of participants of the Plan with those of Shareholders; and (d) provide incentives to participants of the Plan to focus on superior performance that creates Shareholder value.

Performance Rights granted under the Plan to eligible participants will be linked to the achievement by the Group of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest.

Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Right will lapse.

During the 2022 financial year, 9,000,000 Performance Rights (2021: Nil) were granted to KMP and key employees. No Performance Rights were converted during the current financial year (2021: none) and 4,835,000 Performance Rights (2021: Nil) previously granted expired. The outstanding balance of Performance Rights granted as share based payments on issue as at 30 June 2022 is represented by:

- a) **Scale Milestone** - 1,000,000 performance rights that vest upon the completion and announcement by the Company to ASX of the delineation of an Exploration Target (prepared and reported in accordance with the JORC Code by an external competent person) with a tonnage upper limit of at least 100 million tonnes with a grade lower limit of at least 1% Zn-Pb at the Company's projects in Gabon, on or before 17 June 2025;
- b) **Resource Milestone** - 4,000,000 performance rights that vest upon the completion and announcement by the Company to ASX of the delineation of a Mineral Resource estimate (comprising any one or more of the categories of Mineral Resources and prepared and reported in accordance with the JORC Code by an external competent person) of at least 500,000 tonnes of contained Zn+Pb at a grade of at least 0.5% Zn+Pb or the equivalent minerals at the Company's projects in Gabon, on or before 17 June 2026; and
- c) **Study Milestone** - 4,000,000 performance rights that vest upon the completion and announcement by the Company to ASX of the results of a Scoping Study or Feasibility Study (as defined, prepared and reported in accordance with the JORC Code) at the Company's projects in Gabon, on or before 17 June 2027.

REMUNERATION REPORT (AUDITED) (Continued)

Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, Unlisted Options and Performance Rights have also been used to attract and retain 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 is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and Non-Executive Directors may in limited circumstances receive Unlisted Options and Performance Rights in order to secure their services.

The Company prohibits Non-Executive Directors from entering into arrangements to limit their exposure to Unlisted Options granted as part of their remuneration package.

Fees for the Chairman are presently set at \$75,000 (2021: \$36,000 (reduced to \$27,000 given market conditions and effects of COVID-19)) per annum. Fees for Non-Executive Directors' are presently set at between \$36,000 and \$20,000 (2021: \$20,000 (reduced to \$15,000 given market conditions and effects of COVID-19)) per annum plus compulsory superannuation where applicable. These fees cover main board activities only.

Non-Executive Directors may receive additional remuneration for other services provided to the Company, including but not limited to, membership of committees.

Relationship between Remuneration of KMP and Shareholder Wealth

During the Company's exploration and development phases of its business, the Board anticipates that the Company will retain earnings (if any) and other cash resources for the exploration and development of its resource projects. Accordingly, the Company does not currently have a policy with respect to the payment of dividends and returns of capital. Therefore, there was no relationship between the Board's policy for determining, or in relation to, the nature and amount of remuneration of KMP and dividends paid and returns of capital by the Company during the current and previous four financial years.

The Board did not determine, and in relation to, the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Company traded between the beginning and end of the current and the previous four financial years. However, as noted previously, a number of KMP have received Unlisted Options which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Unlisted Options.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Company is currently undertaking exploration activities and is actively pursuing new business opportunities, and does not expect to be undertaking profitable operations (other than by way of material asset sales, none of which is currently planned) until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects. Accordingly the Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

The Board does not directly base remuneration levels on the Company's share price or movement in the share price over the financial year. However, as noted previously, a number of KMP have received Unlisted Options which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Unlisted Options granted.

DIRECTORS' REPORT

(Continued)

REMUNERATION REPORT (AUDITED) (Continued)

Emoluments of Directors and Other KMP

Details of the nature and amount of each element of the emoluments of each of the KMP of Apollo Minerals Limited are as follows:

2022	Short-term benefits			Total \$	Percentage performance related %
	Salary & fees \$	Super- annuation \$	Non-cash Share based payments \$		
Directors					
John Welborn ⁽¹⁾	104,167	2,917	9,187	116,271	8
Neil Inwood ⁽²⁾	292,376	5,000	70,546	367,922	19
Ian Middlemas	36,000	-	-	36,000	-
Hugo Schumann	20,000	-	-	20,000	-
Robert Behets ⁽³⁾	47,000	2,000	-	49,000	-
Ajay Kejriwal	20,000	-	-	20,000	-
Other KMP					
Lachlan Lynch ⁽⁴⁾	-	-	44,019	44,019	100
Dylan Browne ⁽⁴⁾	-	-	15,934	15,934	100
Total	519,543	9,917	139,686	669,146	

Notes:

- (1) In addition to Non-Executive Directors fees, Mr Welborn, was paid, or is payable, A\$75,000 for additional services provided in respect of business development activities which is included in Mr Welborn's salary and fee amount.
- (2) Appointed Managing Director on 3 May 2022, previously engaged as an Executive Director.
- (3) In addition to Non-Executive Directors fees, Ouro Preto Pty Ltd, an entity associated with Mr Behets, was paid, or is payable, A\$27,000 for additional services provided in respect of exploration and business development activities which is included in Mr Behets' salary and fee amount.
- (4) Mr Browne and Mr Lynch provided services as the Company Secretary through a services agreement with Apollo Group Pty Ltd ("Apollo Group"). During the financial year ended 30 June 2022, Apollo Group was paid or is payable A\$240,000 (2021: \$150,000) for the provision of serviced office facilities and administrative, accounting, company secretarial and transaction services to the Group. Mr Browne resigned, and Mr Lynch was appointed on 11 November 2021.

2021	Short-term benefits			Total \$	Percentage performance related %
	Salary & fees \$	Super- annuation \$	Non-cash Share based payments \$		
Directors					
Ian Middlemas	27,000	2,565	-	29,565	-
John Welborn	5,268	500	123,879	129,647	96
Neil Inwood ⁽¹⁾	37,200	-	33,857	71,057	48
Hugo Schumann ⁽²⁾	20,423	-	(80,805)	(60,082)	-
Robert Behets ⁽³⁾	31,000	1,425	5,796	38,221	15
Ajay Kejriwal	15,000	-	7,664	22,664	34
Other KMP					
Dylan Browne ⁽⁴⁾	-	-	21,832	21,832	100
Total	135,891	4,490	112,223	252,904	

Notes:

- (1) Appointed 22 February 2021. In addition to the fees disclosed above, Sigma Resources Consulting Pty Ltd, an entity associated with Mr Inwood, was paid A\$63,900 for services provided in respect of exploration and business development activities which were incurred before Mr Inwood became a Director.
- (2) In addition to Directors fees, Mr Schumann was also engaged under a consultancy agreement which was paid A\$5,423 and is included in Mr Schumann's salary and fee amount.
- (3) In addition to Non-Executive Directors fees, Ouro Preto Pty Ltd, an entity associated with Mr Behets, was paid, or is payable, A\$16,000 for additional services provided in respect of exploration and business development activities which is included in Mr Behets' salary and fee amount.

Unlisted Options and Performance Rights Granted to KMP

Details of the value of Unlisted Options and Performance Rights granted, exercised or lapsed for KMP of the Group during the 2022 financial year are as follows:

2022	No. of options & rights granted	No. of options & rights vested during the year	No. of options & rights cancelled/lapsed	Value of options & rights granted ⁽¹⁾ \$	Value of options & rights cancelled/lapsed ⁽¹⁾ \$	Value of options & rights included in remuneration \$
Directors						
John Welborn	4,000,000	-	-	260,000	-	9,187
Neil Inwood	5,000,000	6,000,000	-	325,000	-	70,546
Ian Middlemas	-	-	-	-	-	-
Hugo Schumann	-	-	3,000,000	-	465,000	-
Robert Behets	-	-	500,000	-	77,500	-
Ajay Kejriwal	-	-	-	-	-	-
Other KMP						
Lachlan Lynch	1,500,000	-	-	67,129	-	44,019
Dylan Browne	-	1,500,000	-	-	-	15,934

Notes:

⁽¹⁾ Determined at the time of grant per AASB 2. For details on the valuation of Unlisted Options and Performance Rights, including models and assumptions used, please refer to Note 19 of the financial statements.

Details of Incentive Options and Performance Rights granted to each KMP of the Group during the current and previous financial year are as follows:

	Type	Grant date	Expiry date	Vesting date	Exercise Price \$	Grant date fair value ⁽¹⁾ \$	Number granted
Directors							
Neil Inwood	Rights	14-Jun-22	17-Jun-25	17-Jun-25	-	0.065	1,000,000
	Rights	14-Jun-22	17-Jun-26	17-Jun-26	-	0.065	2,000,000
	Rights	14-Jun-22	17-Jun-27	17-Jun-27	-	0.065	2,000,000
	Options	26-Nov-20	31-Dec-23	26-Nov-21	0.050	0.019	3,000,000
	Options	26-Nov-20	31-Dec-24	23-May-22	0.075	0.019	3,000,000
John Welborn	Rights	14-Jun-22	17-Jun-26	17-Jun-26	-	0.065	2,000,000
	Rights	14-Jun-22	17-Jun-27	17-Jun-27	-	0.065	2,000,000
	Options	17-Feb-21	31-Dec-23	17-Feb-21	0.050	0.036	1,750,000
	Options	17-Feb-21	31-Dec-24	17-Feb-21	0.075	0.035	1,750,000
Hugo Schumann	Options	26-Nov-20	31-Dec-23	26-Nov-20	0.050	0.019	1,750,000
	Options	26-Nov-20	31-Dec-24	26-Nov-20	0.075	0.019	1,750,000
Robert Behets	Options	26-Nov-20	31-Dec-23	26-Nov-20	0.050	0.019	2,000,000
	Options	26-Nov-20	31-Dec-24	26-Nov-20	0.075	0.019	2,000,000
Ajay Kejriwal	Options	26-Nov-20	31-Dec-23	26-Nov-20	0.050	0.019	200,000
	Options	26-Nov-20	31-Dec-24	26-Nov-20	0.075	0.019	200,000
Other KMP							
Lachlan Lynch	Options	3-Nov-21	30-Jun-24	3-Nov-22	0.15	0.045	1,500,000
Dylan Browne	Options	9-Oct-20	31-Dec-23	9-Oct-21	0.050	0.017	1,500,000
	Options	9-Oct-20	31-Dec-24	9-Apr-22	0.075	0.018	1,500,000

Notes:

⁽¹⁾ Determined at the time of grant per AASB 2. For details on the valuation of Unlisted Options and Performance Rights, including models and assumptions used, please refer to Note 19 of the financial statements.

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DIRECTORS' REPORT

(Continued)

REMUNERATION REPORT (AUDITED) (Continued)

Employment Contracts with Directors and KMP

Current Directors

Mr John Welborn, Non-Executive Chairman, has a letter of appointment confirming the terms and conditions of his appointment as non-executive chairman of the Company dated 3 May 2022. In accordance with the terms of this letter of appointment, Mr Welborn receives a fee of \$75,000 per annum plus superannuation.

Mr Neil Inwood, Managing Director, has an employment agreement confirming the terms and conditions of his appointment as Managing Director of the Company dated 3 May 2022. The agreement specifies the duties and obligations to be fulfilled by the Managing Director. The contract has no fixed term and may be terminated by the Company by giving 3 months' notice. No amount is payable in the event of termination for neglect or incompetence in regards to the performance of duties. In accordance with the terms of the employment agreement, Mr Inwood receives an annual salary of \$300,000 plus superannuation.

Mr Ian Middlemas, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 8 July 2016. In accordance with the terms of this letter of appointment, Mr Middlemas receives a fee of \$36,000 per annum plus superannuation.

Mr Robert Behets, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 21 February 2017. In accordance with the terms of this letter of appointment, Mr Behets receives a fee of \$20,000 per annum plus superannuation. Mr Behets also has a services agreement with the Company effective 15 August 2016, which provides for a consultancy fee at the rate of \$1,000 per day for management and technical services provided by Mr Behets. Either party may terminate the agreement without penalty or payment by giving one months' notice.

Mr Hugo Schumann, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 2 May 2018. In accordance with the terms of this letter of appointment, Mr Schumann receives a fee of \$20,000 per annum. Mr Schumann also has a services agreement with the Company effective 1 October 2019, which provides for a consultancy fee at the rate of £600 per day for management services provided by Mr Schumann. Either party may terminate the agreement without penalty or payment by giving one months' notice.

Mr Ajay Kejriwal, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 28 June 2017. In accordance with the terms of this letter of appointment, Mr Kejriwal receives a fee of \$20,000 per annum.

Loans from KMP

No loans were provided to or received from KMP during the year ended 30 June 2022 (2021: Nil).

Equity instruments held by KMP

Unlisted Options and Performance Rights holdings of KMP

	Held at 1 July 2021	Granted as Compensation	Exercised/Converted/Lapsed	Net Other Changes	Held at 30 June 2022	Vested and Exercisable at 30 June 2022
2022	(#)	(#)	(#)	(#)	(#)	(#)
Directors						
John Welborn	3,500,000	4,000,000	-	-	7,500,000	3,500,000
Neil Inwood	6,000,000	5,000,000	-	-	11,000,000	6,000,000
Ian Middlemas	-	-	-	-	-	-
Hugo Schumann	6,500,000	-	(3,000,000)	-	3,500,000	3,500,000
Robert Behets	4,500,000	-	(500,000)	-	4,000,000	4,000,000
Ajay Kejriwal	400,000	-	-	-	400,000	400,000
Other KMP						
Lachlan Lynch ⁽¹⁾	- ⁽¹⁾	1,500,000	-	-	1,500,000	-
Dylan Browne ⁽²⁾	3,380,000	-	-	-	3,380,000 ⁽²⁾	1,500,000 ⁽²⁾

Notes:

⁽¹⁾ As at date of appointment date being 11 November 2021.

⁽²⁾ As at date of resignation date being 11 November 2021.

Performance Share holdings of KMP

2022	Held at 1 July 2021 (#)	Granted as compensation (#)	Exercised/Converted/Lapsed (#)	Purchases (#)	Net Other Changes (#)	Held at 30 June 2022 (#)
Directors						
Ajay Kejriwal ⁽¹⁾	56,875,000	-	(56,875,000)	-	-	-

Notes:

⁽¹⁾ Mr Kejriwal's interest in the Performance Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.

Ordinary Shareholdings of KMP

2022	Held at 1 July 2021 (#)	Purchases (#)	Exercise of Options/Conversion of Rights (#)	Net Other Changes (#)	Held at 30 June 2022 (#)
Directors					
John Welborn	9,500,000	1,188,765	-	-	10,688,765
Neil Inwood	700,000	-	-	-	700,000
Ian Middlemas	24,000,000	-	-	-	24,000,000
Hugo Schumann	10,700,000	-	-	-	10,700,000
Robert Behets	6,550,000	-	-	-	6,550,000
Ajay Kejriwal ⁽¹⁾	13,125,000	-	-	5	13,125,005
Other KMP					
Lachlan Lynch	1,896,890 ⁽²⁾	62,500	-	-	1,959,390
Dylan Browne	2,603,704	46,296	-	-	2,650,000 ⁽³⁾

Notes:

⁽¹⁾ Mr Kejriwal's interest in the Ordinary Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.

⁽²⁾ As at date of appointment being 11 November 2021.

⁽³⁾ As at date of resignation being 11 November 2021.

End of Remuneration Report

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on page 20 of the Directors' Report.

Signed in accordance with a resolution of the directors.



NEIL INWOOD
Managing Director

Perth, 29 September 2022

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AUDITOR'S INDEPENDENCE DECLARATION



**Building a better
working world**

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Auditor's independence declaration to the directors of Apollo Minerals Limited

As lead auditor for the audit of the financial report of Apollo Minerals Limited for the financial year ended 30 June 2022, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Apollo Minerals Limited and the entities it controlled during the financial year.

A handwritten signature in black ink that reads 'Ernst & Young'.

Ernst & Young

A handwritten signature in black ink, appearing to be 'P. Dreyer'.

Pierre Dreyer
Partner
29 September 2022

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**CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 30 JUNE 2022



	Notes	2022 \$	2021 \$
Revenue and other income		25,033	29,497
Exploration and evaluation expenses		(82,364)	-
Corporate and administrative expenses		(686,922)	(678,209)
Business development expenses	3(a)	(444,447)	(92,261)
Share based payment expenses	19	(212,588)	(438,375)
Other (losses)/gains	3(b)	(424,177)	5
Loss before income tax		(1,825,465)	(1,179,343)
Income tax expense	5	-	-
Loss for the year		(1,825,465)	(1,179,343)
Other comprehensive income, net of income tax:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on foreign entities		(57,881)	(6,914)
Other comprehensive loss for the year, net of tax		(57,881)	(6,914)
Total comprehensive loss for the year		(1,883,346)	(1,186,257)
Loss attributable to:			
Owners of the parent		(1,817,281)	(1,167,093)
Non-controlling interests		(8,184)	(12,250)
		(1,825,465)	(1,179,343)
Total comprehensive income/loss attributable to:			
Owners of the parent		(1,877,168)	(1,175,188)
Non-controlling interests		(6,178)	(11,069)
		(1,883,346)	(1,186,257)
Loss per share attributable to the ordinary equity holders of the Company			
Basic and diluted loss per share (cents per share)	13	(0.40)	(0.29)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022

	Notes	2022 \$	2021 \$
ASSETS			
Current Assets			
Cash and cash equivalents	4(b)	3,687,684	3,044,814
Other receivables		87,420	35,839
Total Current Assets		3,775,104	3,080,653
Non-Current Assets			
Other financial assets	6	322,014	390,036
Property, plant and equipment	7	179,973	4,472
Exploration and evaluation assets	8	7,546,153	2,227,180
Total Non-Current Assets		8,048,140	2,621,688
TOTAL ASSETS		11,823,244	5,702,341
LIABILITIES			
Current Liabilities			
Trade and other payables	9	1,135,681	357,643
Provisions		8,426	-
Total Current Liabilities		1,144,107	357,643
TOTAL LIABILITIES		1,144,107	357,643
NET ASSETS		10,679,137	5,344,698
EQUITY			
Contributed equity	10	64,212,722	57,353,695
Reserves	11	(2,251,819)	(1,295,123)
Accumulated losses	12	(51,230,948)	(50,669,234)
Equity Attributable To Members of Apollo Minerals Limited		10,729,955	5,389,338
Non-controlling interests		(50,818)	(44,640)
TOTAL EQUITY		10,679,137	5,344,698

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022



	Attributable to the equity holders of the parent							
	Contributed Equity	Share based Payment Reserve	Foreign Currency Translation Reserve	Acquisition Reserve	Accumulated Losses	Total	Non-controlling interests	Total Equity
	\$	\$	\$	\$	\$	\$	\$	\$
Balance at 1 July 2021	57,353,695	1,743,985	(447,138)	(2,591,970)	(50,669,234)	5,389,338	(44,640)	5,344,698
Net loss for the year	-	-	-	-	(1,817,281)	(1,817,281)	(8,184)	(1,825,465)
Other comprehensive income	-	-	(59,887)	-	-	(59,887)	2,006	(57,881)
Total comprehensive income/(loss) for the year	-	-	(59,887)	-	(1,817,281)	(1,877,168)	(6,178)	(1,883,346)
Transactions with owners recorded directly in equity:								
Issue of shares	7,260,000	-	-	-	-	7,260,000	-	7,260,000
Share issue costs	(604,953)	158,117	-	-	-	(446,836)	-	(446,836)
Transfer from SBP reserve upon exercise of options	29,980	(29,980)	-	-	-	-	-	-
Issue of securities for Kroussou Acquisition	174,000	18,033	-	-	-	192,033	-	192,033
Transfer from SBP reserve upon expiry of performance shares	-	(1,255,567)	-	-	1,255,567	-	-	-
Share based payments expense	-	212,588	-	-	-	212,588	-	212,588
Balance at 30 June 2022	64,212,722	847,176	(507,025)	(2,591,970)	(51,230,948)	10,729,955	(50,818)	10,679,137
Balance at 1 July 2020	54,149,500	2,057,515	(439,043)	(2,591,970)	(50,254,046)	2,921,956	(33,571)	2,888,385
Net loss for the year	-	-	-	-	(1,167,093)	(1,167,093)	(12,250)	(1,179,343)
Other comprehensive income	-	-	(8,095)	-	-	(8,095)	1,181	(6,914)
Total comprehensive income/(loss) for the year	-	-	(8,095)	-	(1,167,093)	(1,175,188)	(11,069)	(1,186,257)
Transactions with owners recorded directly in equity:								
Issue of shares	3,250,000	-	-	-	-	3,250,000	-	3,250,000
Share issue costs	(45,805)	-	-	-	-	(45,805)	-	(45,805)
Cancellation of Unlisted Options	-	(292,474)	-	-	292,474	-	-	-
Lapse of Unlisted Options	-	(459,431)	-	-	459,431	-	-	-
Share based payments expense	-	438,375	-	-	-	438,375	-	438,375
Balance at 30 June 2021	57,353,695	1,743,985	(447,138)	(2,591,970)	(50,669,234)	5,389,338	(44,640)	5,344,698

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	2022 \$	2021 \$
Operating activities			
Payments to suppliers and employees		(987,967)	(715,065)
Interest received		25,033	11,955
Government grants received		-	17,542
Net cash flows used in operating activities	4(a)	(962,934)	(685,568)
Investing activities			
Payments for Kroussou Project Earn-In		(4,991,612)	(2,070,918)
Proceeds from sale of other financial assets		103,845	-
Payments for other financial assets		(460,000)	-
Cash inflow on acquisition of controlled entity	20	140,407	-
Net cash flows used in investing activities		(5,207,360)	(2,070,918)
Financing activities			
Proceeds from issue of shares	10(b)	7,260,000	3,250,000
Share issue costs		(446,836)	(45,805)
Net cash flows from financing activities		6,813,164	3,204,195
Net increase/(decrease) in cash and cash equivalents		642,870	447,710
Cash and cash equivalents at the beginning of the year		3,044,814	2,597,104
Cash and cash equivalents at the end of the year	4(b)	3,687,684	3,044,814

The accompanying notes form part of these financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in preparing the financial report of Apollo Minerals Limited (“**Apollo Minerals**” or “**Company**”) and its consolidated entities (“**Group**”) for the year ended 30 June 2022 are stated to assist in a general understanding of the financial report. Apollo Minerals is a Company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange (“**ASX**”). The financial report of the Group for the year ended 30 June 2022 was authorised for issue in accordance with a resolution of the Directors on 21 September 2022.

(a) Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards (“**AASBs**”) adopted by the Australian Accounting Standards Board (“**AASB**”) and the *Corporations Act 2001*. The financial report has been prepared on a historical cost basis other than financial assets carried at fair value. The financial report is presented in Australian dollars.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board.

In the current financial year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are mandatory for the current annual reporting period. The adoption of these new and revised Standards or Interpretations has had an immaterial impact (if any) on the Group. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

(c) New and revised Australian Accounting Standards and Interpretations on issue but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2022. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group’s financial statements as detailed below:

Standard/Interpretation	Application Date of Standard	Application Date for Group
<i>AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current</i>	1 January 2023	1 July 2023
<i>AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current – Deferral of Effective Date</i>	1 January 2023	1 July 2023

(d) Going Concern

This consolidated financial report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Group has incurred a loss after tax of \$1,817,281 (2021: \$1,167,093) and had net cash outflows from operations and investing activities of \$6,170,294 (2021: \$2,756,486). The Group has no source of operating cash inflows other than interest income and funds sourced through capital raising activities. At 30 June 2022, the Group has cash and cash equivalents totalling \$3,687,684 (30 June 2021: \$3,044,814) and net working capital (current assets less current liabilities) of \$2,630,997 (30 June 2021: \$2,723,010).

The Group’s cash flow forecasts through to 30 September 2023 reflect that the Group will be required to raise additional working capital during this period to enable it to meet its committed administration, exploration and operational expenditure over this period. The Directors are satisfied that the Group will be able to secure additional working capital as required via one or a combination of, a placement of shares, option conversions, rights issues, or other corporate arrangements. Accordingly, the directors consider it appropriate to prepare the consolidated financial statements on a going concern basis.

In the event the Group is unable to raise additional working capital to meet the Group’s ongoing operational and exploration commitments as and when required, there is significant uncertainty as to whether the Group will be able to meet its debts as and when they fall due and thus continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, nor to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2022 and the results of all subsidiaries for the year then ended.

Subsidiaries are all entities (including structured entities) over which the Group has control. The group controls an entity when the Group 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 to direct the activities of the entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and are presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent. Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance. A change in the ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

(f) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

(g) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less any Expected Credit Loss ("ECL").

An estimate for the ECL is made based on the historical risk of default and expected loss rates at the inception of the transaction. Inputs are selected for the ECL impairment calculation based on the Company's past history, existing market conditions as well as forward looking estimates.

(h) Foreign currencies

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the group's foreign currency translation reserve in equity. These differences are recognised in profit or loss in the period in which the operation is disposed of.

(i) Property, Plant and Equipment

(i) Cost

Plant and equipment is measured at cost less accumulated depreciation and impairment losses.

(ii) Depreciation

Depreciation is provided on a straight line basis on all property, plant and equipment.

	2022	2021
Major depreciation periods are:		
Plant and equipment	2 – 10 years	2 – 5 years
Vehicles	3 – 5 years	-

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022
(Continued)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Investments and other financial assets

(i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (not relevant to the Group);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (not relevant to the Group);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments); and
- Financial assets at fair value through profit or loss (equity instruments).

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 132 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group did not elect to classify its equity investments under this category.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes the listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI.

(iii) Derecognition

A financial asset is derecognised (i.e., removed from the Group's consolidated statement of financial position) when the rights to receive cash flows from the asset have expired; or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(k) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or other financial liabilities (loans and borrowings, or payables).

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables and loans and borrowings.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, loans and borrowings are subsequently measured at amortised cost using the effective interest rate ("EIR") method. Gains and losses are then recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are recognised at the initial date of recognition, and only if the criteria in AASB 9 are satisfied. The Group does not hold any financial liabilities at fair value through profit or loss.

(l) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received. Trade accounts payable are normally settled within 60 days.

(m) 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.

(n) Revenue Recognition

Revenues are recognised at the fair value of the consideration received net of the amount of goods and services tax (GST) payable to the taxation authority. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and can be reliably measured.

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

(o) Employee Entitlements

A provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within 12 months have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than 12 months have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(p) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the year but not distributed at balance date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Exploration and Evaluation Expenditure

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method. Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for, and evaluation of, mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised, classified as tangible or intangible, and recognised as an exploration and evaluation asset. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
 - exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation expenditure incurred by the Group subsequent to the acquisition of the rights to explore is expensed as incurred, up until the technical feasibility and commercial viability of the project has been demonstrated with a bankable feasibility study.

Capitalised exploration costs are reviewed at each reporting date to establish whether an indication of impairment exists. If any such indication exists, the recoverable amount of the capitalised exploration costs is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision is made to proceed with development, accumulated expenditure is tested for impairment and transferred to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced. Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(r) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences 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 deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

(s) Earnings per Share

Basic earnings per share (“**EPS**”) is calculated by dividing the net profit/loss attributable to members of the Company for the reporting period, after excluding any costs of servicing equity, by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue or share consolidation.

Diluted EPS is calculated by dividing the basic EPS earnings, adjusted by the after tax effect of financing costs associated with dilutive potential Ordinary Shares and the effect on revenues and expenses of conversion to Ordinary Shares associated with dilutive potential Ordinary Shares, by the weighted average number of Ordinary Shares and dilutive Ordinary Shares adjusted for any bonus issue or share consolidation.

(t) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(u) Use and Revision of Accounting Estimates

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described Note 1(bb).

(v) Issued Capital

Ordinary Shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. 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.

(w) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The chief operating decision maker has been identified as the Board of Directors, taken as a whole. This includes start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the Board of Directors.

The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services,
- Nature of the production processes,
- Type or class of customer for the products and services,
- Methods used to distribute the products or provide the services, and if applicable
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for “all other segments”.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Impairment of Assets

The Group assesses at each reporting date whether there is an indication that an asset or group of assets (cash-generating unit) may be impaired. If any such indication exists, or when annual impairment testing for an asset or cash-generating unit is required, the Group makes an estimate of the asset's or cash-generating unit's recoverable amount.

An asset's or cash-generating unit's recoverable amount is the higher of its fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's or cash-generating unit's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset or cash-generating unit is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset or cash-generating unit in prior years. Such reversal is recognised in profit or loss. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's or cash-generating unit's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(y) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives and trading and) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(z) Share based Payments

Equity-settled share based payments are provided to officers, employees, consultants and other advisors. These share based payments are measured at the fair value of the equity instrument at the grant date. Where options and rights are issued, fair value is determined using the Black Scholes option pricing model or the closing share price on the date of grant respectively. Where ordinary shares are issued, fair value is determined using volume weighted average price for ordinary shares for an appropriate period prior to the issue of the shares. Further details on how the fair value of equity-settled share based payments has been determined can be found in Note 19.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share based payments reserve.

Equity-settled share based payments may also be provided as consideration for the acquisition of assets. Where ordinary shares are issued, the transaction is recorded at fair value based on the volume weighted average price for ordinary shares for an appropriate period prior to the issue of the shares.

Where performance shares are issued, the transaction is recorded at fair value based on the volume weighted average price for ordinary shares for an appropriate period prior to the issue of the performance shares, adjusted for Management's assessment of the probability that the relevant milestone for each class of performance share will be met. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

(aa) Acquisition of Assets

The directors may evaluate a group of assets that is acquired in a transaction is not a business combination. In such cases the cost of acquisition is allocated to the individual identifiable assets (including intangible assets that meet the definition of and recognition criteria for intangible assets in AASB 138) acquired and liabilities assumed on the basis of their relative fair values at the date of purchase.

(bb) Significant judgements and key assumptions

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

(i) Key judgements

Exploration and evaluation

The Group capitalises expenditure incurred in the acquisition of rights to explore and records this as an asset where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves (Note 1(q)). Please refer to Note 8 for further disclosure.

Share based payments

The Group measures the cost of share based payments issued to employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimation is required at the date of issue to determine the fair value. The fair value is determined using an appropriate valuation model. The valuation basis and related assumptions are detailed in Note 19. The accounting estimates and assumptions relating to the equity settled transactions would have no impact on the carrying value of assets and liabilities within the next annual reporting period but may impact expenses and equity.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022
(Continued)

2. DIVIDENDS PAID OR PROVIDED FOR

No dividend has been paid or provided for during the financial year (2021: nil).

	2022 \$	2021 \$
3. LOSS FROM OPERATIONS		
(a) Business development expenses		
Marketing, investor relations, conferences	193,691	-
Business development legal fees	3,232	48,641
Travel and accommodation	165,524	-
Consultants and other	82,000	43,620
	444,447	92,261
(b) Other (Losses)/Gains		
Fair value movements in financial assets	(424,177)	5
Other non-cash income	(424,177)	5

	2022 \$	2021 \$
4. STATEMENT OF CASH FLOWS		
(a) Reconciliation of the Net Loss After Tax to the Net Cash Flows from Operations		
Loss for the year	(1,825,465)	(1,179,343)
Adjustment for non-cash income and expense items		
Equity settled share based payments	212,588	438,375
Depreciation	4,164	3,594
Other non-cash income	424,177	(5)
Change in operating assets and liabilities		
(Increase)/decrease in receivables	(17,958)	9,265
Increase/(decrease) in trade and other payables, provisions	239,560	42,546
Net cash outflow from operating activities	(962,934)	(685,568)
(b) Reconciliation of Cash		
Cash at bank and on hand	3,687,684	3,044,814
Balance at 30 June	3,687,684	3,044,814

(c) Non-cash financing and investing activities

During the financial year ended 30 June 2022, the Group issued 3,000,000 fully paid ordinary shares and 1,000,000 unlisted options exercisable at \$0.12 each on or before 30 June 2024 in consideration for the acquisition of the Kroussou Project in Gabon (Refer to Note 20 for further information) and issued 4,875,000 unlisted options exercisable at \$0.12 each on or before 30 June 2023 with a total value of \$158,117 to brokers as a share issue cost (2021: nil).

	2022	2021
	\$	\$
5. INCOME TAX		
(a) Recognised in the Statement of Comprehensive Income		
Current income tax		
Current income tax benefit in respect of the current year	-	-
Deferred income tax		
Relating to origination and reversal of temporary differences	-	-
Income tax expense reported in the statement of comprehensive income	-	-
(b) Reconciliation Between Tax Expense and Accounting Loss Before Income Tax		
Accounting loss before income tax	(1,825,465)	(1,179,343)
At the domestic income tax rate of 30% (2021: 30%)	(547,639)	(353,803)
Expenditure not allowable for income tax purposes	104,713	262,569
Deferred tax assets not brought to account	442,926	91,234
Income tax expense attributable to loss	-	-
(c) Deferred Tax Assets and Liabilities		
Deferred income tax at 30 June relates to the following:		
Deferred Tax Liabilities		
Prepayments	6,074	-
Financial assets at fair value through profit and loss	-	117,011
Deferred tax assets used to offset deferred tax liabilities	(6,074)	(117,011)
	-	-
Deferred Tax Assets		
Accrued expenditure	28,028	15,282
Provisions	2,527	-
Financial assets at fair value through profit and loss	115,245	-
Tax capital allowances	59,420	290,055
Tax losses available to offset against future taxable income	6,583,088	6,038,265
Capital losses available to offset against future capital gains	1,400,005	1,400,005
Deferred tax assets used to offset deferred tax liabilities	(6,074)	(117,011)
Deferred tax assets not brought to account	(8,182,239)	(7,626,596)
	-	-

The benefit of deferred tax assets not brought to account will only be brought to account if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the Group in realising the benefit.

(d) Tax Consolidation

The Company and its wholly-owned Australian resident entities have not implemented the tax consolidation legislation.

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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022
(Continued)

	2022	2021
	\$	\$
6. OTHER FINANCIAL ASSETS		
<i>Financial assets at fair value through profit or loss:</i>		
Australian listed equity securities ⁽¹⁾	322,014	390,036
	322,014	390,036

Note:

⁽¹⁾ The Company holds 2,300,100 fully paid ordinary shares (ASX: CR1). During the financial year ended 30 June 2022, the Company sold 700,000 CR1 options to raise gross proceeds of \$103,845 and exercised the remaining 2,300,000 CR1 options resulting in the issue of 2,300,000 CR1 shares to the Company.

	Plant and Equipment	Vehicles	Total
	\$	\$	\$
7. PROPERTY, PLANT AND EQUIPMENT			
Carrying amount at 1 July 2021	4,472	-	4,472
Additions on acquisition of subsidiary	115,907	63,406	179,313
Depreciation	(3,532)	(632)	(4,164)
Foreign exchange differences	186	166	352
Carrying amount at 30 June 2022	117,033	62,940	179,973
- At cost	247,835	75,527	323,362
- accumulated depreciation and impairment	(130,802)	(12,587)	(143,389)
Carrying amount at 1 July 2020	8,289	-	8,289
Depreciation and amortisation	(3,594)	-	(3,594)
Foreign exchange differences	(223)	-	(223)
Carrying amount at 30 June 2021	4,472	-	4,472
- At cost	73,246	-	73,246
- accumulated depreciation and impairment	(68,774)	-	(68,774)

	2022 \$	2021 \$
8. EXPLORATION AND EVALUATION ASSETS		
(a) Exploration and evaluation assets by area of interest		
Kroussou Project (Gabon)	7,546,153	2,227,180
Total exploration and evaluation assets	7,546,153	2,227,180
(b) Reconciliation of carrying amount:		
Carrying amount at beginning of year	2,227,180	161,028
Earn-in spend at the Kroussou Project	4,991,613	2,066,152
Acquisition of remaining interest in Kroussou Project	77,360	-
Extinguishment of vendor obligations – royalty, decision to mine	250,000	-
Balance at end of financial year⁽¹⁾	7,546,153	2,227,180

Notes:

⁽¹⁾ The ultimate recoupment of costs carried forward for exploration and evaluation expenditure is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

	2022 \$	2021 \$
9. TRADE AND OTHER PAYABLES		
Trade creditors	1,042,254	311,643
Accrued expenses	93,427	46,000
	1,135,681	357,643

	Note	2022 \$	2021 \$
10. CONTRIBUTED EQUITY			
(a) Issued Capital			
481,272,360 (2021: 386,272,350) Ordinary Shares	10(b)	64,212,722	57,353,695
		64,212,722	57,353,695

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022
(Continued)

10. CONTRIBUTED EQUITY (Continued)

(b) Movements in Ordinary Shares During the Past Two Years Were as Follows:

Date	Details	Number of Ordinary Shares	\$
1 Jul 2021	Opening Balance	386,272,350	57,353,695
15 Nov 2021	Issue of Placement shares	90,000,000	7,200,000
Various	Issue of shares upon exercise of options	2,000,000	60,000
Various	Transfer from SBP reserve upon exercise of options	-	29,980
21 Jun 2022	Issue of consideration shares - Kroussou	3,000,000	174,000
30 Jun 2022	Issue of shares upon expiry of Performance shares	10	-
Jul 21 to Jun 22	Share issue expenses	-	(604,953)
30 Jun 2022	Closing Balance	481,272,360	64,212,722
1 Jul 2020	Opening Balance	336,272,350	54,149,500
16 Apr 2021	Tranche 1 Placement Shares	43,760,000	2,844,400
20 Apr 2021	Tranche 1 Placement Shares	1,390,000	90,350
26 May 2021	Tranche 2 Placement Shares	4,850,000	315,250
Jul 20 to Jun 21	Share issue expenses	-	(45,805)
30 Jun 2021	Closing Balance	386,272,350	57,353,695

(c) Rights Attaching to Ordinary Shares

The rights attaching to fully paid ordinary shares (“**Ordinary Shares**”) arise from a combination of the Company’s Constitution, statute and general law. Ordinary Shares issued following the exercise of Unlisted Options or conversion of Performance Rights in accordance with Note 19 will rank equally in all respects with the Company’s existing Ordinary Shares.

Copies of the Company’s Constitution are available for inspection during business hours at the Company’s registered office. The clauses of the Constitution contain the internal rules of the Company and define matters such as the rights, duties and powers of its shareholders and directors, including provisions to the following effect (when read in conjunction with the Corporations Act 2001 or Listing Rules).

(i) Shares

The issue of shares in the capital of the Company and options over unissued shares by the Company is under the control of the directors, subject to the Corporations Act 2001, ASX Listing Rules and any rights attached to any special class of shares.

(ii) Meetings of Members

Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act 2001. The Constitution contains provisions prescribing the content requirements of notices of meetings of members and all members are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is 2 shareholders.

(iii) Voting

Subject to any rights or restrictions at 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 representative 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 and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

(iv) Changes to the Constitution

The Company’s Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days’ written notice specifying the intention to propose the resolution as a special resolution must be given.

(v) Listing Rules

Provided the Company remains admitted to the Official List, then despite anything in its Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Company’s Constitution will be deemed to comply with the Listing Rules as amended from time to time.

	Note	2022	2021
		\$	\$
11. RESERVES			
Share based payments reserve	11(b)	847,176	1,743,985
Foreign currency translation reserve		(507,025)	(447,138)
Acquisition reserve		(2,591,970)	(2,591,970)
		(2,251,819)	(1,295,123)

(a) Nature and Purpose of Reserves

(i) *Share Based Payments Reserve*

The Share Based Payments Reserve is used to record the fair value of Unlisted Options, Performance Rights and Performance Shares issued by the Group.

(ii) *Foreign Currency Translation Reserve*

The Foreign Currency Translation Reserve is used to record exchange differences arising on translation of foreign controlled entities. The reserve is recognised in profit or loss when the net investment is disposed of.

(iii) *Acquisition Reserve*

The Acquisition Reserve is used to record historical movements for equity-based acquisitions.

(b) Movements in share-based payments during the past two years:

Date	Details	Number of Options	Number of Performance Rights	Number of Performance Shares	\$
1 Jul 2021	Opening Balance	30,050,000	4,835,000	65,000,000	1,743,985
15 Nov 2021	Issue of Unlisted Broker Options	4,875,000			158,117
Various	Issue of Unlisted Options	2,500,000	-	-	114,245
Various	Exercise of Unlisted Options	(2,000,000)	-	-	(29,980)
31 Dec 2021	Expiry of Performance Rights	-	(4,835,000)	-	-
17 Jun 2022	Issue of Performance Rights	-	9,000,000	-	21,732
21 Jun 2022	Issue of consideration options - Kroussou	1,000,000	-	-	18,033
30 Jun 2022	Expiry of Performance Shares	-	-	(65,000,000)	(1,255,567)
Jul 21 to Jun 22	Share-based payment expense	-	-	-	76,611
30 Jun 22	Closing Balance	36,425,000	9,000,000	-	847,176
1 Jul 2020	Opening Balance	14,200,000	4,835,000	65,000,000	2,057,515
31 Jul 2020	Cancellation of Unlisted Options	(3,700,000)	-	-	(292,474)
5 Dec 2020	Issue of Unlisted Options	19,050,000	-	-	269,733
Nov – Dec 20	Lapse of Unlisted Options	(2,650,000)	-	-	(394,786)
17 Feb 2021	Issue of Unlisted Options	3,500,000	-	-	123,878
30 June 2021	Expiry of Unlisted Options	(350,000)	-	-	(64,645)
Jul 20 to Jun 21	Share-based payment expense	-	-	-	44,764
30 Jun 21	Closing Balance	30,050,000	4,835,000	65,000,000	1,743,985

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(Continued)

	2022	2021
	\$	\$
12. ACCUMULATED LOSSES		
Balance at the beginning of financial year	(50,669,234)	(50,254,046)
Transfer to accumulated losses for expired incentive securities	1,255,567	751,905
Net loss for the year	(1,817,281)	(1,167,093)
	(51,230,948)	(50,669,234)

	2022	2021
	Cents	Cents
13. EARNINGS PER SHARE		
Basic and Diluted Loss per Share	(0.40)	(0.29)

	2022	2021
	\$	\$
The following reflects the income and share data used in the calculations of basic and diluted earnings per share:		
Net loss attributable to members of the Company	(1,817,281)	(1,167,093)
Earnings used in calculating basic and diluted earnings per share from continuing operations	(1,817,281)	(1,167,093)

	Number of Ordinary Shares 2022	Number of Ordinary Shares 2021
Weighted average number of Ordinary Shares used in calculating basic and diluted earnings per share	458,133,378	401,444,337

Basic and diluted earnings per share for all periods prior to the share placement issuance on 15 November 2021 have been restated by an adjustment factor of 1.04 to account for the impact of the share placement.

(a) Non-Dilutive Securities

As at 30 June 2022, there were 36,425,000 Unlisted Options and 9,000,000 Performance Rights (which represent 45,425,000 potential Ordinary Shares) which were not dilutive as they would decrease the loss per share.

(b) Conversions, Calls, Subscriptions or Issues after 30 June 2022

There have been no conversions to, calls of, or subscriptions for Ordinary Shares or issues of potential Ordinary Shares since the reporting date and before completion of this financial report.

14. RELATED PARTIES

(a) Key Management Personnel

Transactions with KMP, including remuneration, are included at Note 15.

(b) Transactions with Related Parties

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

(c) Ultimate Parent

Apollo Minerals Limited, incorporated in Australia, is the ultimate parent of the Group.

(d) Subsidiaries

Name	Country of Incorporation	% Equity Interest	
		2022 %	2021 %
Subsidiaries of Apollo Minerals at 30 June:			
Apollo Iron Ore Pty Ltd	Australia	100	100
Apollo Iron Ore No 2 Pty Ltd	Australia	100	100
Apollo Iron Ore No 3 Pty Ltd	Australia	100	100
Gemini Resources Pty Ltd	Australia	100	100
Apollo (Gabon) Pty Ltd	Australia	100	-
Gemini Resources (Kroussou) Limited	UK	100	100
Apollo Minerals (UK) Limited	UK	100	100
Select Exploration	Mauritius	100	-
Apollo African Holdings Limited	Hong Kong	100	100
Apollo Gabon SA	Gabon	70	70
AON Exploration Gabon SA	Gabon	100	-
Select Explorations (Gabon) SA	Gabon	100	-
Ariege Tungstene SAS	France	100	100
Variscan Mines SAS	France	100	100
NeoMetal Spania S.L. ⁽¹⁾	Spain	75	75

Note:

⁽¹⁾ During a prior period and following the Company's decision that it will no longer advance the Aurenere project application, the Company commenced the process to relinquish its 75% interest in NeoMetal Spania S.L.

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

15. KEY MANAGEMENT PERSONNEL

(a) Details of KMP

The KMP of the Group during or since the end of the financial year were as follows:

Directors

Mr John Welborn	Chairman
Mr Neil Inwood	Managing Director
Mr Ian Middlemas	Non-Executive Director
Mr Robert Behets	Non-Executive Director
Mr Hugo Schumann	Non-Executive Director
Mr Ajay Kejriwal	Non-Executive Director

Other KMP

Mr Lachlan Lynch	Company Secretary (appointed 11 November 2021)
Mr Dylan Browne	CFO and Company Secretary (resigned 11 November 2021)

Unless otherwise disclosed, the KMP held their position from 1 July 2021 until the date of this report.

	2022	2021
	\$	\$
(b) KMP Compensation		
Short-term employee benefits	519,543	145,623
Post-employment benefits	9,917	5,415
Share-based payments	139,686	131,382
	669,146	282,420

(c) Loans from KMP

No loans were provided to or received from KMP during the year ended 30 June 2022 (2021: Nil).

(d) Other Transactions

There were no other transactions with KMP during the year ended 30 June 2022.

	2022	2021
	\$	\$
16. AUDITORS' REMUNERATION		
Current Auditor – Ernst & Young		
Amounts received or due and receivable by Ernst & Young for an audit or review of the financial report of the Company	60,000	-
Other services provided by Ernst & Young - taxation	9,500	-
Former Auditor – Deloitte Touche Tohmatsu		
Amounts received or due and receivable by Deloitte Touche Tohmatsu for an audit or review of the financial report of the Company	20,600	40,720
	90,100	40,720

17. CONTINGENT ASSETS AND LIABILITIES

During a prior period, former Director, Dr Michel Bonnemaïson, made a claim for unpaid invoices against the Company. During the current financial year, the French courts ruled in favour of the Company on the matter, supporting the opinion of the directors that the claim is without merit. Dr Bonnemaïson has appealed the ruling which is procedural and in accordance with French law.

	2022	2021
	\$	\$
18. PARENT ENTITY DISCLOSURES		
(a) Financial Position		
Assets		
Current Assets	3,607,415	3,048,605
Non-Current Assets	788,794	390,040
Total Assets	4,396,209	3,438,645
Liabilities		
Current Liabilities	840,298	272,795
Total Liabilities	840,298	272,975
Equity		
Contributed Equity	64,212,721	57,353,694
Reserves	847,176	1,743,986
Accumulated Losses	(61,503,986)	(55,931,830)
Total Equity	3,555,911	3,165,850
(b) Financial Performance		
Loss for the year	(6,827,725)	(3,206,053)
Other comprehensive income	-	-
Total comprehensive loss	(6,827,725)	(3,206,053)

(c) Other

No guarantees have been entered into by the parent entity in relation to its subsidiaries (2021: nil).

19. SHARE BASED PAYMENTS

(a) Recognised Share Based Payment Expense

Goods or services received or acquired in a share based payment transaction are recognised as an increase in equity if the goods or services were received in an equity-settled share based payment transaction or as a liability if the goods and services were acquired in a cash settled share based payment transaction.

For equity-settled share based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted.

From time to time, the Group also provides Unlisted Options and Performance Rights to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. The number of options or rights granted, and the terms of the options or rights granted are determined by the Board. Shareholder approval is sought where required. During the past two years, the following equity-settled share based payments have been recognised:

	2022	2021
	\$	\$
Expense arising from equity-settled share-based payment transactions (incentive securities)	212,588	438,375
Share based payment expense recognised in the profit or loss	212,588	438,375

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(Continued)

(b) Summary of Unlisted Options and Performance Rights Granted as Share based Payments

The following Unlisted Options and Performance Rights were granted by the Company as share based payments during the last two years:

Series	Type	Number	Grant Date	Expiry Date	Exercise Price \$	Fair Value \$
Series 1	Option	1,700,000	9 Oct 2020	31 Dec 2023	0.050	0.017
Series 2	Option	1,700,000	9 Oct 2020	31 Dec 2024	0.075	0.018
Series 3	Option	7,700,000	26 Nov 2020	31 Dec 2023	0.050	0.019
Series 4	Option	7,950,000	26 Nov 2020	31 Dec 2024	0.075	0.019
Series 5	Option	1,750,000	17 Feb 2021	31 Dec 2023	0.050	0.036
Series 6	Option	1,750,000	17 Feb 2021	31 Dec 2024	0.075	0.035
Series 7	Option	1,000,000	11 Aug 2021	30 Jun 2024	0.15	0.059
Series 8	Option	1,500,000	3 Nov 2021	30 Jun 2024	0.15	0.045
Series 9	Option	4,875,000	2 Nov 2021	30 Jun 2023	0.12	0.032
Series 10	Option	1,000,000	21 Jun 2022	30 Jun 2024	0.12	0.018
Series 11	Right	1,000,000	14 Jun 2022	17 Jun 2025	-	0.065
Series 12	Right	4,000,000	14 Jun 2022	17 Jun 2026	-	0.065
Series 13	Right	4,000,000	14 Jun 2022	17 Jun 2027	-	0.065

The following table illustrates the number and weighted average exercise prices ("WAEP") of Unlisted Options granted as share based payments at the beginning and end of the financial year:

	2022 Number	2022 WAEP	2021 Number	2021 WAEP
Outstanding at beginning of year	30,050,000	\$0.063	14,200,000	\$0.167
Granted by the Company during the year	8,375,000	\$0.13	22,550,000	\$0.063
Exercised during the year	(2,000,000)	\$0.03	-	-
Expired/cancelled during the year	-	-	(6,700,000)	\$0.302
Outstanding at end of year	36,425,000	\$0.07	30,050,000	\$0.063

The Unlisted Options are granted based upon the following terms and conditions:

- Each Unlisted Option entitles the holder the right to subscribe for one Ordinary Share upon the exercise of each Unlisted Option;
- The outstanding balance of Unlisted Options granted as share based payments on issue as at 30 June 2022 is represented by:
 - 11,150,000 Unlisted Options exercisable at \$0.05 each on or before 31 December 2023;
 - 3,500,000 Unlisted Options exercisable at \$0.06 each on or before 31 May 2023;
 - 4,875,000 Unlisted Options exercisable at \$0.12 each on or before 30 June 2023;
 - 2,000,000 Unlisted Options exercisable at \$0.10 each on or before 31 May 2024;
 - 1,000,000 Unlisted Options exercisable at \$0.12 each on or before 30 June 2024;
 - 2,500,000 Unlisted Options exercisable at \$0.15 each on or before 30 June 2024; and
 - 11,400,000 Unlisted Options exercisable at \$0.075 each on or before 31 December 2024.
- The Unlisted Options are exercisable at any time prior to the Expiry Date, subject to vesting conditions being satisfied (if applicable);

- Ordinary Shares issued on exercise of the Unlisted Options rank equally with the then Ordinary Shares of the Company;
- application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon the exercise of the Unlisted Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Unlisted Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- No application for quotation of the Unlisted Options will be made by the Company.

The following table illustrates the number and WAEP of Performance Rights granted as share based payments at the beginning and end of the financial year:

	2022 Number	2022 WAEP	2021 Number	2021 WAEP
Outstanding at beginning of year	4,835,000	-	4,835,000	-
Expiry of performance rights	(4,835,000)	-	-	-
Issue of performance rights	9,000,000	-	-	-
Outstanding at end of year	9,000,000	-	4,835,000	-

The Performance Rights are granted based upon the following terms and conditions:

- Each Performance Right automatically converts into one Ordinary Share upon vesting of the Performance Right;
- Each Performance Right is subject to performance conditions (as determined by the Board from time to time) which must be satisfied in order for the Performance Right to vest;
- The outstanding balance of Performance Rights granted as share based payments on issue as at 30 June 2022 is represented by:
 - 1,000,000 Performance Rights expiring on 17 June 2025 vesting subject to the Scale Milestone;
 - 4,000,000 Performance Rights expiring on 17 June 2026 vesting subject to the Resource Milestone; and
 - 4,000,000 Performance Rights expiring on 17 June 2027 vesting subject to the Study Milestone.
- Ordinary Shares issued on conversion of the Performance Rights rank equally with the then Ordinary Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon conversion of the Performance Rights;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Performance Right holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- No application for quotation of the Performance Rights will be made by the Company; and
- Without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

(c) Weighted Average Remaining Contractual Life

The weighted average remaining contractual life for the Unlisted Options outstanding at 30 June 2022 is 1.76 years (2021: 2.39 years). The weighted average remaining contractual life for the Performance Rights outstanding at 30 June 2022 is 4.3 years (2021: 0.5 years).

(d) Range of Exercise Prices

The range of exercise prices of Unlisted Options outstanding at 30 June 2022 is \$0.05 to \$0.15 (2021: \$0.03 to \$0.10).

(e) Weighted Average Fair Value

The weighted average fair value of Unlisted Options and Performance Rights granted during the year ended 30 June 2022 is \$0.051 (2021: \$0.021).

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(f) Unlisted Option and Performance Rights Pricing Model

The fair value of Unlisted Options granted is estimated as at the date of grant using the Black-Scholes option valuation model taking into account the terms and conditions upon which the Unlisted Options were granted. The fair value of Performance Rights granted is estimated as at the date of grant based on the underlying share price.

The following tables list the inputs to the valuation model used for Unlisted Options and Performance Rights granted by the Company during the years ended 30 June 2022 and 30 June 2021:

Options				
2022 Inputs	Series 1	Series 2	Series 3	Series 4
Exercise Price (\$)	0.15	0.15	0.12	0.12
Grant date share price (\$)	0.12	0.10	0.09	0.06
Dividend yield ⁽¹⁾	-	-	-	-
Volatility ⁽²⁾	90%	90%	90%	90%
Risk free interest rate	0.33%	0.91%	0.575%	3.43%
Grant date	11 Aug 2021	3 Nov 2021	2 Nov 2021	21 Jun 2022
Expiry date	30 Jun 2024	30 Jun 2024	30 Jun 2023	30 Jun 2024
Expected life of option ⁽³⁾	2.89	2.66	1.66	2.03
Fair value at grant date (\$)	0.059	0.048	0.032	0.018

Options						
2021 Inputs	Series 1	Series 2	Series 3	Series 4	Series 5	Series 6
Exercise Price (\$)	0.050	0.075	0.050	0.075	0.050	0.075
Grant date share price (\$)	0.033	0.033	0.036	0.036	0.06	0.06
Dividend yield ⁽¹⁾	-	-	-	-	-	-
Volatility ⁽²⁾	95%	95%	95%	95%	90%	90%
Risk free interest rate	0.15%	0.30%	0.11%	0.30%	0.12%	0.48%
Grant date	9 Oct 2020	9 Oct 2020	26 Nov 2020	26 Nov 2020	17 Feb 2021	17 Feb 2021
Expiry date	31 Dec 2023	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023	31 Dec 2024
Expected life of option ⁽³⁾	3.23	4.23	3.10	4.10	2.87	3.87
Fair value at grant date (\$)	0.017	0.018	0.019	0.019	0.036	0.035

Notes:

⁽¹⁾ The dividend yield reflects the assumption that the current dividend payout will remain unchanged.

⁽²⁾ The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

⁽³⁾ The expected life of the options is based on the expiry date of the options as there is limited track record of the early exercise of options.

Rights			
Inputs	Series 1	Series 2	Series 3
Exercise Price (\$)	-	-	-
Grant date share price (\$)	0.065	0.065	0.065
Grant date	14 Jun 2022	14 Jun 2022	14 Jun 2022
Issue date	17 Jun 2022	17 Jun 2022	17 Jun 2022
Expiry date	17 Jun 2025	17 Jun 2026	17 Jun 2027
Expected life of right	3.0 years	4.0 years	5.0 years
Fair value at grant date (\$)	0.065	0.065	0.065

20. ASSET ACQUISITION

On 3 September 2019, the Company announced that it had entered into the Earn-in Agreement (“EIA”) with Trek to earn-in an interest of up to 80% in the Kroussou Project. The EIA was between Gemini Resources (Kroussou) Limited (“Gemini”), a wholly owned subsidiary of Apollo Minerals, Trek and its relevant subsidiaries, including ELM Resources Pty Ltd (“ELM”, which is 100% owned by Trek), Select Exploration Limited (“SEL”) (which is 100% owned by ELM) and Select Explorations (Gabon) SA, (“SEG”, 100% owned by SEL) (collectively known as the “SE Group”) a Gabonese entity, which holds the Kroussou Project. The Commencement Date for the purposes of the EIA was 8 May 2020.

On 21 June 2022, in a separate Share Sale Deed with ELM, the Company acquired 100% of the SE Group (“SEM”), In obtaining 100% of the shares in SE Group, the Company consolidated 100% ownership of the Kroussou Project. In line with relevant accounting standards, the Company has treated the acquisition of the remaining interest in the SE Group as an asset acquisition and a share-based payment transaction under AASB 2 Share Based Payments.

Where an acquisition does not meet the definition of a business combination the transaction is accounted for as an asset acquisition. The consideration transferred for the acquisition of an asset comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs with regards to the acquisition are capitalised. The consideration is allocated to identifiable assets acquired and liabilities assumed in the acquisition based on their fair value at the acquisition date.

The total cost of the asset acquisition was \$192,033 and comprised an issue of equity instruments attributable to the acquisition, as follows:

	21 June 2022 \$
Consideration	
3,000,000 Fully paid ordinary shares	174,000
1,000,000 Unlisted options exercisable at \$0.12 each on or before 30 June 2024	18,033
Total consideration	192,033

	21 June 2022 \$
Identifiable net assets	
Cash and cash equivalents	140,407
Other receivables	33,622
Exploration and evaluation assets	77,360
Property, plant and equipment	179,313
Trade and other payables	(238,669)
Identifiable net assets	192,033

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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

The Group's principal financial instruments comprise equity securities, receivables, payables, cash and short-term deposits. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure to, or management of, these risks.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. Key risks are monitored and reviewed as circumstances change (e.g. acquisition of a new project) and policies are revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward. The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

(b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents and trade and other receivables. There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	2022	2021
	\$	\$
Cash and cash equivalents	3,687,684	3,044,814
Other receivables	87,420	35,839
	3,775,104	3,080,653

Trade and other receivables are comprised primarily of GST/VAT refunds due. Where possible the Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. With respect to credit risk arising from cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

(c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due. At 30 June 2022, the Group had sufficient liquid assets (including the listed securities held in Constellation) to meet its financial obligations. The contractual maturities of financial liabilities are provided below. There are no netting arrangements in respect of financial liabilities.

Group	≤6 Months	6-12 Months	1-5 Years	≥5 Years	Total
	\$	\$	\$	\$	\$
2022					
Financial Liabilities					
Trade and other payables	1,135,681	-	-	-	1,135,681
	1,135,681	-	-	-	1,135,681
2021					
Financial Liabilities					
Trade and other payables	357,643	-	-	-	357,643
	357,643	-	-	-	357,643

(d) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the cash and short-term deposits with a floating interest rate.

These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities, in the form of equity securities, receivables and payables are non-interest bearing.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

	2022	2021
	\$	\$
Interest-bearing financial instruments		
Cash at bank and on hand	3,687,684	3,044,814
	3,687,684	3,044,814

The Group currently does not engage in any hedging or derivative transactions to manage interest rate risk.

Interest rate sensitivity

A sensitivity of +/-2% has been selected as this is considered reasonable given the current level of both short term and long term interest rates. A +/-2% movement in interest rates at the reporting date would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, remain constant. The analysis is performed on the same basis for the current and prior year.

	Profit or loss	
	+2% Increase	-2% Decrease
2022		
Group		
Cash and cash equivalents	73,212	(47,402)
2021		
Group		
Cash and cash equivalents	60,882	(10,494)

(e) Foreign Currency Risk

The Group's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income can be affected by movements in exchange rates. The Group also has transactional currency exposures. Such exposure arises from transactions denominated in currencies other than the functional currency of the entity.

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro or the Central African CFA franc. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations. The Group has not formalised a foreign currency risk management policy however it monitors its foreign currency expenditure in light of exchange rate movements. The functional currency of the subsidiary companies incorporated in France and Gabon is the Euro and Central African CFA franc respectively. All parent and remaining subsidiaries balances are in Australian dollars. The Group does not have any material exposure to foreign currency risk relating to the Euro or the Central African CFA franc.

It is the Group's policy not to enter into any hedging or derivative transactions to manage foreign currency risk.

Foreign exchange rate sensitivity

At the reporting date, there would be no significant impact on profit or loss or other comprehensive income from an appreciation or depreciation in the A\$ to the Euro or the Central African CFA franc as foreign currency gains or losses on the above financial assets and liabilities are primarily recorded through the foreign currency translation reserve as discussed above.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2022

(Continued)

(f) Commodity Price Risk

The Group is exposed to commodity price risk. These commodity prices can be volatile and are influenced by factors beyond the Group's control. As the Group is currently engaged in exploration and business development activities, no sales of commodities are forecast for the next 12 months, and accordingly, no hedging or derivative transactions have been used to manage commodity price risk.

(g) Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Group, the Board's objective is to minimise debt and to raise funds as required through the issue of new shares. There were no changes in the Group's approach to capital management during the year.

The Group is not subject to externally imposed capital requirements.

(h) Fair Value

At 30 June 2022 and 30 June 2021, the carrying value of the Group's financial assets and liabilities approximate their fair value. The methods for estimating fair value are outlined in the relevant notes to the financial statements.

(i) Equity Price Risk

The Group is exposed to equity securities price risk. This arises for the listed ordinary shares held by the Group which are classified in the Statement of Financial Position as financial assets at fair value through profit or loss:

Equity price sensitivity

A sensitivity of 50% has been selected as this is considered reasonable given the recent trading and volatility of Constellation Resources Limited's securities. The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. This analysis assumes that all other variables remain constant.

	Profit or loss	
	50% Increase	50% Decrease
2022		
Group		
Australian listed equity securities	161,007	(161,007)
2021		
Group		
Australian listed equity securities	195,018	(195,018)

22. SEGMENT INFORMATION

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Group now operates in one segment, being exploration for mineral resources in Gabon. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Group. Information regarding the non-current assets by geographical location is reported below.

(a) Reconciliation of Non-current Assets by geographical location

	2022 \$	2021 \$
Gabon	7,724,692	2,227,180
Australia	322,014	390,036
France	1,434	4,472
	8,048,140	2,621,688

23. EVENTS SUBSEQUENT TO BALANCE SHEET DATE

Other than as disclosed above, as at the date of this report, there are no matters or circumstances which have arisen since 30 June 2022 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2022, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2022, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2022, of the Group.

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DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Apollo Minerals Limited:

1. In the opinion of the directors:
 - (a) the attached financial statements, notes and the additional disclosures included in the directors' report designated as audited, are in accordance with the Corporations Act 2001, including:
 - (i) section 296 (compliance with accounting standards and Corporations Regulations 2001); and
 - (ii) section 297 (gives a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the Group); and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The attached financial statements and notes thereto are in compliance with International Financial Reporting Standards, as stated in Note 1(b) to the financial statements.
3. The Directors have been given a declaration required by section 295A of the Corporations Act 2001 for the financial year ended 30 June 2022.

On behalf of the Board



NEIL INWOOD
Managing Director

Perth, 29 September 2022



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Independent auditor's report to the members of Apollo Minerals Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Apollo Minerals Limited (the Company) and its subsidiaries (collectively 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, 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 consolidated financial position of the Group as at 30 June 2022 and of its consolidated financial performance for the year ended on that date; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (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.

Material uncertainty related to going concern

We draw attention to Note 1(d) in the financial report, which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These events or conditions indicate that a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.



Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial report.

Carrying amount of capitalised exploration and evaluation assets

Why significant	How our audit addressed the key audit matter
<p>As at 30 June 2022, the Group's consolidated statement of financial position included capitalised exploration and evaluation assets of \$7,546,153.</p> <p>The carrying amount of exploration and evaluation assets is assessed for impairment by the Group when facts and circumstances indicate that the carrying amount of exploration and evaluation assets may exceed its recoverable amount.</p> <p>The determination as to whether there are any indicators to require the exploration and evaluation assets to be assessed for impairment involves a number of judgments, including whether the Group has tenure, whether it will be able to perform ongoing expenditure and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable. The directors did not identify any impairment indicators at 30 June 2022.</p> <p>Refer to Note 8 in the financial report for capitalised exploration and evaluation asset balances and related disclosures.</p> <p>This was considered a key audit matter because of the significant judgment involved in determining whether any impairment indicators were present for the Group's capitalised exploration and evaluation asset balances and the significance of these balances.</p>	<p>We evaluated the Group's assessment as to whether there were any indicators of impairment to require the carrying amount of exploration and evaluation assets to be tested for impairment. Our audit procedures included the following:</p> <ul style="list-style-type: none"> ▶ Considered whether the Group's right to explore was current, which included obtaining and assessing supporting documentation such as license agreements. ▶ Considered the Group's intention to carry out significant ongoing exploration and evaluation activities in the relevant areas of interest which included reviewing the Group's cash-flow forecast and enquiring of senior management and the directors as to their intentions and the strategy of the Group. ▶ Assessed whether exploration and evaluation data or contrary information existed to indicate that the carrying amount of capitalised exploration and evaluation assets was unlikely to be recovered through successful development or sale. ▶ Assessed the adequacy of the Group's disclosures in Note 8 of the financial report.

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

The directors are responsible for the other information. The other information comprises the information included in the Company's 2022 Annual Report other than the financial report and our auditor's report thereon. We obtained the Directors' Report that is to be included in the Annual Report, prior to the date of this auditor's report, and we expect to obtain the remaining sections of the Annual Report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information 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 on the other information obtained prior to the date of this auditor's report, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF APOLLO MINERALS LIMITED
(Continued)



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As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgment 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 entity'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 entity 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 consolidated 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 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 to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year 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 audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the Directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Apollo Minerals 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.



Ernst & Young



Pierre Dreyer
Partner
Perth
29 September 2022

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CORPORATE GOVERNANCE STATEMENT

Apollo Minerals Limited (“Apollo Minerals” or “Company”) and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board of Apollo Minerals has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company.

These documents are available in the Corporate Governance section of the Company’s website, www.apollominerals.com. These documents are reviewed annually to address any changes in governance practices and the law.

The Company’s 2022 Corporate Governance Statement, which explains how Apollo Minerals complies with the ASX Corporate Governance Council’s ‘Corporate Governance Principles and Recommendations – 4th Edition’ in relation to the year ended 30 June 2022, is available in the Corporate Governance section of the Company’s website, www.apollominerals.com and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

In addition to the ASX Corporate Governance Council’s ‘Corporate Governance Principles and Recommendations – 4th Edition’ the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- relatively simple operations of the Company, which currently only undertakes mineral exploration and development activities;
- cost versus benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board’s experience in the resources sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- relatively small market capitalisation and economic value of the entity; and
- direct shareholder feedback.

ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 31 August 2022.

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders are listed below

Name	Number of Ordinary Shares	Percentage of Ordinary Shares
Citicorp Nominees Pty Limited	30,871,030	6.41
BNP Paribas Nominees Pty Ltd ACF Clearstream	25,223,786	5.24
Arredo Pty Ltd	24,000,000	4.99
BNP Paribas Noms Pty Ltd	20,905,274	4.34
Bouchi Pty Ltd	15,990,000	3.32
HSBC Custody Nominees (Australia) Limited	15,450,341	3.21
Juniper Capital Partners Limited	13,125,005	2.73
Mr Kashif Naseem Afzal	13,125,000	2.73
Mr John Paul Welborn	10,688,765	2.22
GP Securities Pty Ltd	10,499,998	2.18
Bennelong Resource Capital Pty Ltd	9,101,759	1.89
AWJ Family Pty Ltd < A W Johnson Family A/C>	8,787,115	1.83
UBS Nominees Pty Ltd	7,521,805	1.56
Shah Nominees Pty Ltd <Louis Carsten S/F A/C>	6,100,000	1.27
D Gray & Co Pty Ltd <Glenmore Estate S/Fund A/C>	5,743,809	1.19
BNP Paribas Nominees Pty Ltd <IB Au Noms RetailClient DRP>	5,732,951	1.19
Mr Mark Stuart Savage <Mark Savage Revocable A/C>	5,550,000	1.15
Mr Robert Arthur Behets & Mrs Kristina Jane Behets <Behets Family A/C>	5,550,000	1.15
Hawkes Bay Nominees Limited <Williams Family No 2 A/C>	5,500,000	1.14
Verve Investments Pty Ltd	5,400,000	1.12
Total Top 20	244,866,638	50.88
Others	236,405,722	49.12
Total Ordinary Shares on Issue	481,272,360	100.00

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ASX ADDITIONAL INFORMATION

(Continued)

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of holders by size of holding:

Distribution	Ordinary Shares	
	Number of Shareholders	Number of Ordinary Shares
1 – 1,000	88	22,216
1,001 – 5,000	133	439,817
5,001 – 10,000	103	822,463
10,001 – 100,000	268	12,033,720
More than 100,000	299	467,954,144
Totals	891	481,272,360

There were 288 holders of less than a marketable parcel of ordinary shares.

3. VOTING RIGHTS

See Note 10(c) of the Notes to the Financial Statements.

4. SUBSTANTIAL SHAREHOLDERS

Substantial Shareholder notices have been received from the following:

Substantial Shareholder	Number of Shares
Juniper Capital Partners Limited and Kashif Naseem Afzal	26,250,000

5. ON-MARKET BUY BACK

There is currently no on-market buy back program for any of Apollo Minerals Limited's listed securities.

6. UNQUOTED SECURITIES

The names of the security holders holding 20% or more of the unlisted class of security at 31 August 2022, other than those unlisted securities issued or acquired under an employee incentive scheme, are listed below:

Holder	31-May-23	31-May-24	30-Jun-23	30-Jun-24
	Unlisted Options exercisable at \$0.06	Unlisted Options exercisable at \$0.10	Unlisted Options exercisable at \$0.12	Unlisted Options exercisable at \$0.12
Mr Peter Woodman & Ms Denise Elizabeth Pringle	1,000,000	1,000,000	-	-
Mr Thomas Pucheu	750,000	-	-	-
Mr Cedrick Gineste	750,000	-	-	-
Geocopter Pty Ltd	1,000,000	1,000,000	-	-
Sprott Capital Partners LP	-	-	2,625,000	-
Taurus Capital Group Pty Ltd	-	-	2,250,000	-
Elm Resources Pty Ltd	-	-	-	1,000,000
Total	3,500,000	2,000,000	4,875,000	1,000,000
Total Number of Holders	4	2	2	1

7. MINERAL RESOURCES STATEMENT

To date, the Company has not reported any Mineral Resources or Ore Reserves for the Kroussou Project.

8. EXPLORATION INTERESTS

As at 31 August 2022, the Company has an interest in the following projects:

Project Name	Permit Number	Percentage Interest	Status
Kroussou Project, Gabon	G4-569	100 ⁽¹⁾	Granted
Couflens Project, France	Couflens PER	Nil ⁽²⁾	Cancelled ⁽²⁾

Notes:

- ⁽¹⁾ In September 2019, the Company announced that it had entered into an Earn in Agreement (EIA) with Trek to earn-in an interest of up to 80% in the Kroussou project. The Kroussou project comprises one Prospecting License (Permis de Recherche G4-569) that covers 986.5km² in the Ngounié Province, western Gabon. The 'permis de recherche minière' G4- 569 (Exploration Licence or Licence) covers 986.5km² and contains the entirety of the Company's flagship Kroussou Project. The Company's Licence is valid for a three (3) year period through to November 2024. During the financial year ended 30 June 2022, the Company completed the agreement with Trek Metals Limited, whereby it consolidated 100% ownership of the Licence.
- ⁽²⁾ In June 2020, the Bordeaux Court of Appeals confirmed the cancellation of the Couflens PER. In late June 2022, the Conseil d'Etat, the highest court in France, delivered a ruling that annulled the decision of the Court of Bordeaux, considering that the procedure of consultation was regular, and referred the case back to the Court of Bordeaux for retrial. Taking the original ruling by the Bordeaux Court of Appeals into account, Apollo Minerals and its French subsidiaries filed a claim for compensation before the Administrative Court of Toulouse. The Company is awaiting the court's decision. The Company will inform the market of material developments as they occur.

Competent Person Statement

The information in this report that relates to Exploration Results for the Kroussou Project in Gabon are extracted from the Company's ASX announcements dated 3 September 2019, 15 January 2021, 30 April 2020, 29 January 2021, 21 July 2021, 30 August 2021, 1 September 2021, 6 October 2021, 11 November 2021, 2 February 2022, 24 February 2022, 16 March 2022, 20 April 2022, 9 June 2022, 29 June 2022 and 31 August 2022. These announcements are available to view on the Company's website at www.apollominerals.com. The Company confirms that a) it is not aware of any new information or data that materially affects the information included in the ASX announcements; b) all material assumptions included in the ASX announcements continue to apply and have not materially changed; and c) the form and context in which the relevant Competent Persons' findings are presented in this report have not been materially changed from the ASX announcements.

Forward Looking Statements

Statements regarding plans with respect to Apollo Minerals' projects are forward-looking statements. There can be no assurance that the Company's plans for development of its projects will proceed as currently expected. These forward-looking statements are based on the Company's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in this report, to reflect the circumstances or events after the date of that report.

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