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**ODESSA MINERALS LIMITED (FORMERLY FARGO ENTERPRISES
LIMITED)**

ABN 99 000 031 292

**ANNUAL REPORT
30 JUNE 2022**

ODESSA MINERALS LIMITED (FORMERLY FARGO ENTERPRISES LIMITED)

ABN 99 000 031 292

ANNUAL REPORT 30 JUNE 2022

CORPORATE DIRECTORY

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CORPORATE DIRECTORY

Directors

Mr Zane Lewis– Non-Executive Chairman
Ms Lisa Wells– Non-Executive Director
Mr David Lenigas – Executive Director

Company Secretary

Mr Robbie Featherby

Registered Office

Suite 1, 295 Rokeby Road
Perth WA 6008
Australia
Ph: +61 (08) 6555 2950

Auditor

Hall Chadwick WA Audit Pty Ltd
283 Rokeby Road
Subiaco WA 6008

Share Registry

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

Securities Exchange Listing

ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

ASX Code – ODE

Website

<https://odessaminerals.com.au>

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CHAIRMAN'S LETTER

Dear Shareholders,

The Directors of Odessa Minerals Limited (formerly Fargo Enterprises Limited) ("the Company") and controlled entities ("the Group" or "the Consolidated Entity") submit the following report for the year ended 30 June 2022 ("Financial Period").

The past year to June 2022 has seen a significant and positive shift in the affairs of the Company and it has been gratifying to see the increase in interest in the Company's shares.

Under the name Odessa Minerals Limited (ASX code: ODE), the Company was officially reinstated to official quotation on ASX on 18 January 2022, following satisfactory compliance with Chapters 1 and 2 of the ASX Listing Rules.

The Company's Public Offer attracted very strong demand resulting in A\$6 million being raised (before costs), the maximum capacity under the Prospectus. As part of the Public Offer, the Company offered 300,000,000 new Shares at an offer price of \$0.02 per Share, which included a Priority Offer to Eligible Shareholders of Fargo (Offer).

Funds raised from the Offer have principally been applied to diamond exploration activities across the Company's portfolio of projects in the Kimberley diamond district of Western Australia, with a portion of acquisition assessment budget being utilised to generate a new and exciting entry into the battery metals exploration scene with the signing of the Lyndon Project in the Gascoyne region.

Our work on the diamond front has been centred around the Aries Kimberlites and navigating the necessary and complicated government approvals required to drill on a much bigger project than was originally envisaged. I'm pleased to report that we have now signed an Aboriginal Heritage Agreement with the Wilinggin Aboriginal Corporation for the Aries Project and we are actively working on getting the drills rig turning.

At Lyndon, we await shareholder approval for this transaction on the 14th October. The board sees Lyndon as a project that can potentially add significant value for shareholders as we push forward with our REE, Lithium and Copper-Nickel exploration plans later this year.

I would like to give credit to our dedicated management team and team of exploration geologists and field crew for a mountain of work in driving our exploration efforts, and to my fellow Directors David Lenigas and Lisa Wells for their input and advice in setting a new course for the Company.

In conclusion, I want to express my gratitude to you, our shareholders, for your ongoing support. We are building an exciting future and look forward to you joining us on the rest of the journey.

Yours Sincerely,



Zane Lewis
Chairman

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DIRECTOR'S REPORT

The Directors of Odessa Minerals Limited (Formerly Fargo Enterprises Limited) ("the Company") present their report, together with the financial statements of the Company and its controlled entities ("the Group" or "the Consolidated Entity") for the financial year ended 30 June 2022.

Directors

The names and the particulars of the Directors of the Company during or since the end of the financial year are:

<u>Name</u>	<u>Status</u>	<u>Appointment/Resignation date</u>
Mr Zane Lewis	Non-Executive Chairman	Appointed 21 November 2019
Ms Lisa Wells	Non-Executive Director	Appointed 17 January 2022
Mr David Lenigas	Executive Director	Appointed 26 April 2022
Mr Darren Holden	Non-Executive Director	Appointed 17 January 2022, Resigned 22 April 2022
Mr Phillip Coulson	Non-Executive Director	Appointed 29 January 2021, Resigned 17 January 2022
Dr Catriona Wallace	Non-Executive Director	Appointed 3 November 2016, Resigned 17 January 2022

Principal activities

Odessa Minerals Limited is a mineral exploration company focussed on diamonds and other commodities in Western Australia.

Dividends

There were no dividends paid or recommended during the financial year ended 30 June 2022 (2021: Nil).

Review of operations

The net loss of the Group after income tax for the year ended 30 June 2022 amounted to \$5,689,303 (30 June 2021: \$43,877).

Odessa holds 20 granted and application exploration licences which constitute the Aries, Ellendale, Calwinyardah and Noonkanbah Projects in a portfolio of 2,600km² in the Kimberley region of Western Australia. All are prospective for diamonds. The Aries Project is located in the central Kimberley region of Western Australia, approximately 300 kilometres east of Derby, and has gem quality diamonds identified from exploration since 1986.

Applications in the Ellendale diamond field include known pipes, with multiple diamond occurrences bordering Burgundy Diamond Mines' (BDM.ASX) Ellendale operation, which "previously produced 50% of the worlds fancy yellow diamonds". Calwinyardah and Noonkanbah diamond field contain multiple diamond bearing pipes and alluvial potential.

ARIES DIAMOND PROJECT

Aries Location

The Aries Diamond Project is located approximately 30 kilometres southeast of the Mt Barnett Roadhouse in the Central Kimberley, and approximately 250km east of Derby. Tenement E80/5027, a fully granted tenement, is the focus of exploration throughout this year's field season.

Aries – The Largest Kimberlite Diamond Pipe in Australia

The Aries Kimberlite Pipe Complex has been the subject of historical exploration, including drilling, sampling, and bulk sampling, which identified significant quantities of gem and semi-gem quality diamonds. Relevant historic non-digital data has been progressively digitised into a data base and the majority of relevant drillhole locations are now entered. The digitisation and collation of the information is presenting vast opportunities for further analysis, with more than 30 years of exploration activity now recorded in a 3D digital database. Geophysical data historically focused on the Central Aries pipe and reprocessing of this data has demonstrated that the Aries Complex has a north-south strike with a likely feeder dyke or fissure with prominent kimberlitic features existing beyond the Southern Kimberlite Complex. The reprocessed data, combined with

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the drilling data which now can be viewed in 3D, has also indicated that a large underground footprint exists for the pipes, not seen before, which coalesce below surface, making it the largest known kimberlite pipe in Australia.

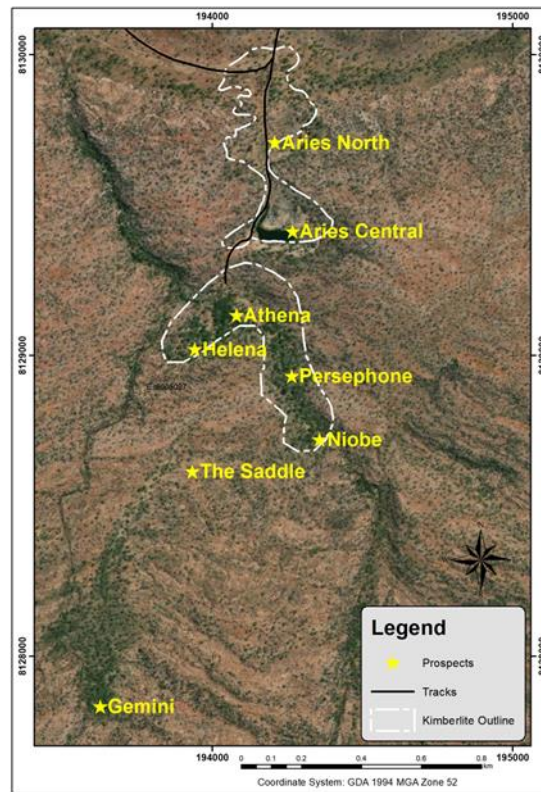


Figure 1 - Location of Kimberlite pipe at Aries

Magnetic Pipe Signatures Coalesce to 800m long, 300m wide and 900m depth

During the year, as reported, a geophysical modelling of archive airborne magnetic data for the Aries pipes (Figure 1) was conducted with the data being reprocessed using contemporary techniques resulting in a model that clearly demonstrates the potential subsurface geometry of the pipe complex. The key findings of the modelling were:

- Aries extends beyond 900 metres vertical depth
- The pipes are elongate extending over ~800m north-south and more than 300metres east-west
- Aries and Aries north coalesce into a single pipe beyond 300 metres depth
- The footprint of the magnetic model, which best fits the expression of magnetic kimberlite pipes, expands from:
 - 10ha footprint in the near surface
 - 13.4ha footprint at 200 metres below the surface
 - >20ha footprint at 400 metres below the surface
- A central magnetic core, that is present inside the main mapped kimberlite has a footprint of 3.6ha at depth and may represent a potential central feeder pipe.

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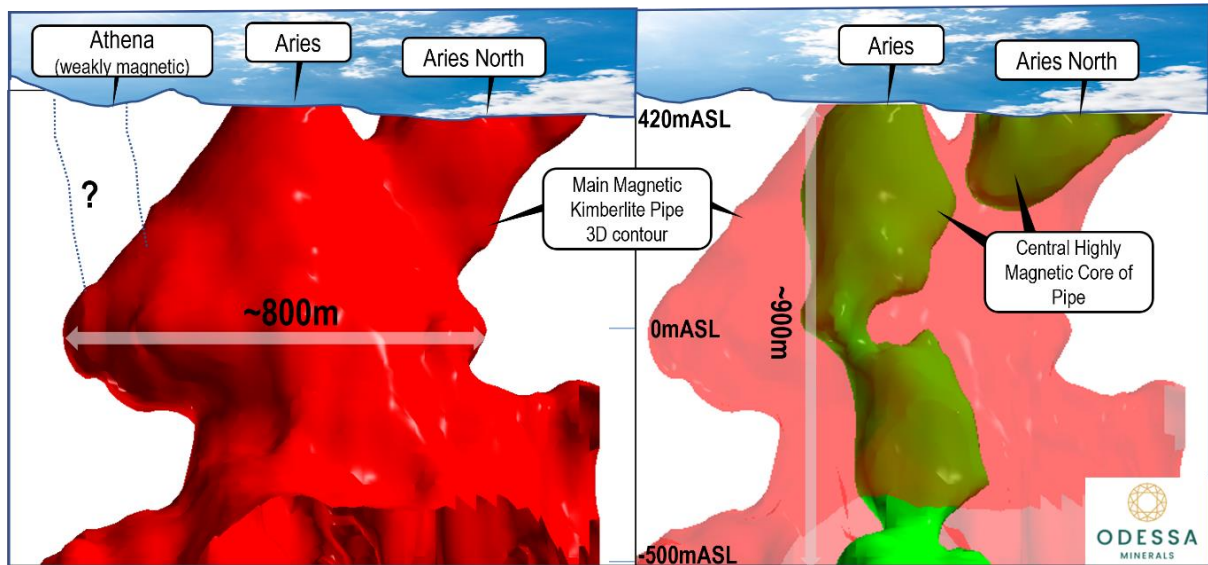


Figure 2 - Geophysical modelling of the Aries Kimberlite pipe

The current magnetic modelling demonstrates that a zone of magnetic material exists at depth and extends over 2.8 kilometres in strike length south of Aries. This dyke target expands into a potential kimberlite “blow” at about 300 metres below the surface in an area referred to as “The Saddle”.

To the south of the Gemini prospect the modelling suggests the dyke comes close to surface. Historic drilling was conducted with mostly vertical holes, which may not have been optimally oriented to intersect a dyke-like feature.

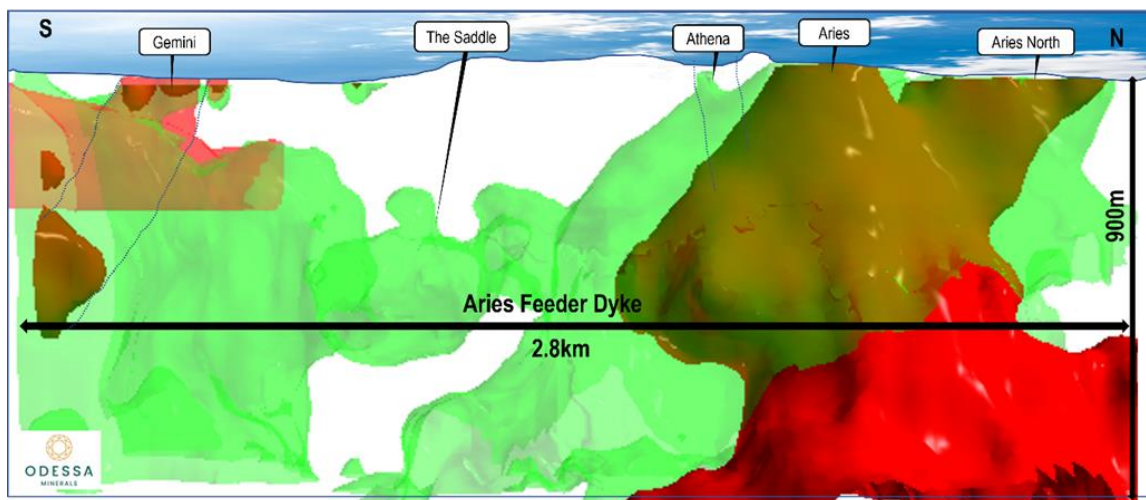


Figure 3 - Long section view west of the various magnetic models showing the target extent of the Aries Kimberlite Complex to the south

Aries Drilling Plans

On the 20 July 2022, Odessa announced that a Programme of Works (“PoW”) permit for the Aries Kimberlite Complex (“Aries” or “AKC”), was approved by the Western Australian Government’s Department of Mines Industry and Safety (“DMIRS”). The proposed exploration programme had taken a significant period of time to formulate, and the approval marked an important step for the commencement of drilling programmes at the Company’s flagship project at Aries. The Company continues to work through the necessary regulatory aspects to mobilise drilling rigs and it is hoped to be underway during the last Quarter

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of 2022 until the wet season arrives. If, for certain red tape reasons, drilling does not take place in 2022, drilling will be scheduled for the end of the wet season.

A 10,000m drill slim-line RC programme has also been approved to cover the possible lateral extensions of the Aries Kimberlite Complex from those that are known to occur at surface. It is envisaged that the systematic shallow drilling will demonstrate the outer limits of the kimberlite occurrences. When drilled, drill holes will be spaced in a grid pattern and drilled to depths of kimberlite intersection, up to 100m in depth. The programme also includes drilling of selected prospective targets generated from historical report investigations. It is hoped that this RC programme can start in-part between now and the end of 2022.

Gravity Survey

Subsequent to the reporting period, A detailed gravity survey was conducted (as announced) over all the known kimberlite pipes and dykes at Aries. After review, the preliminary data indicates the presence of discrete, circular gravity lows scattered throughout the wider Aries area. It also shows the Aries footprint to be considerably larger than previously thought. As predicted, the data has identified the presence of a gravity low "ribbon" in the Carson Volcanics to the North. This ribbon could be host to additional new targets and further investigation is warranted. Figure 4 shows the gravity response of known pipes such as the Aries North, Aries Central and Athena pipes. Other features that are possible kimberlite pipes are annotated as "Gravity targets". Based on a preliminary assessment, the gravity survey appears to have identified:

- A substantially larger kimberlite system compared to the original magnetic modelling
- Additional features that appear to be discrete geophysical anomalies that could be kimberlite pipes

The current drill program planned will test:

- the extent and extension of the known pipes from gravity modelling, and
- Other geophysical anomalies suspected of being additional pipes.

The "Ribbon" low gravity feature annotated as "host stratigraphy" is interpreted to be a geological unit that represents the contact between sandstone to the south and volcanic rock to the north and is NOT considered to be a kimberlite feature. There are features within this Ribbon geophysical anomaly that are suspected to be possible kimberlite pipes, but these requires additional investigation

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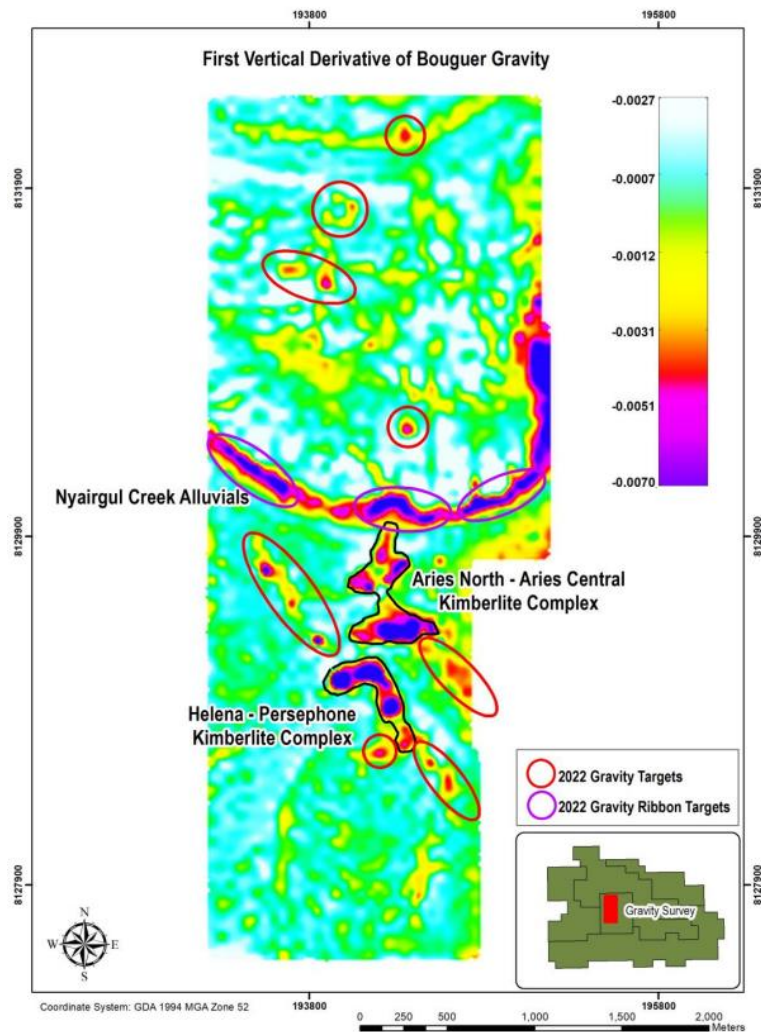


Figure 4 - Image of the preliminary Ground Gravity data, first vertical derivative of Bouguer gravity data shown, using a Colour table that shows gravity lows as being RED. No shading has been applied to the data in the generation of this image. The gravity lows of interest are circled. There are 14 new features of interest, some clustered together. The location of the gravity survey with respect to the wider tenement package is shown as the inset bottom right.

NEW PROJECTS

PROPOSED NEW TENEMENT ACQUISITION - LYNDON PROJECT

On 26th April 2022 the Company announced it had signed a binding agreement to acquire three (3) Exploration Licence Applications referred to as the "Lyndon Project" ("Tenements") from CRC Minerals Pty Ltd that covers 606 km² in the Gascoyne Complex of Western Australia¹.

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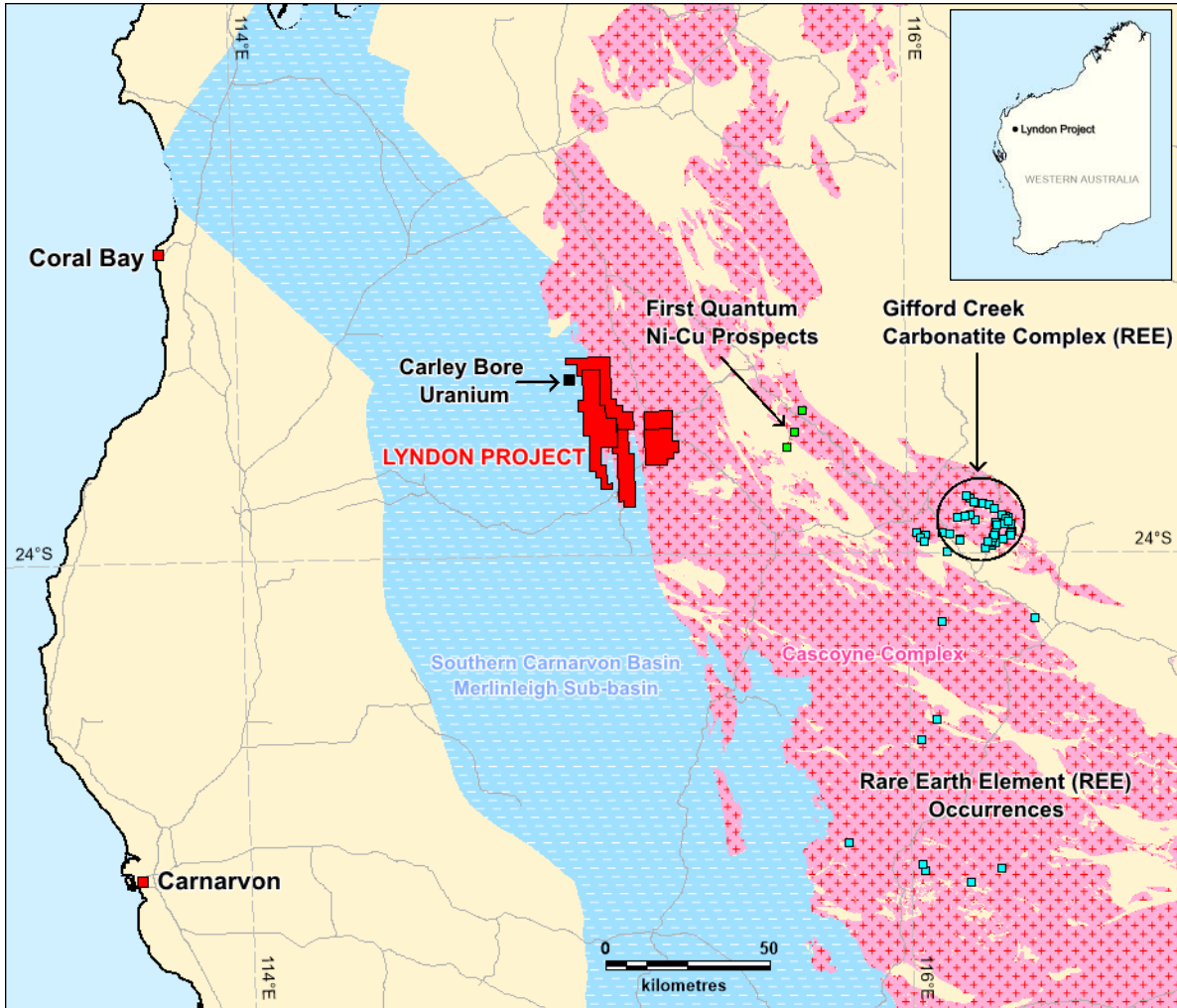


Figure 5 - Lyndon Project Acquisition

The Lyndon Project tenements are primarily prospective for **Lithium, Rare Earths and Nickel-Copper Sulphide mineralisation**. The Lyndon Project contains excellent potential for the discovery of new Lithium-rich pegmatites, Rare Earth Carbonatites and Magmatic Nickel-Copper Sulphide deposits in what is becoming a significant, emerging metallogenic province that has recently seen the discovery of a number of highly promising Lithium-bearing Pegmatites, REE-rich Carbonatites and Magmatic Nickel-Copper sulphide deposits.

The shareholder meeting to approve this transaction, as announced, is scheduled for 14th October 2022.

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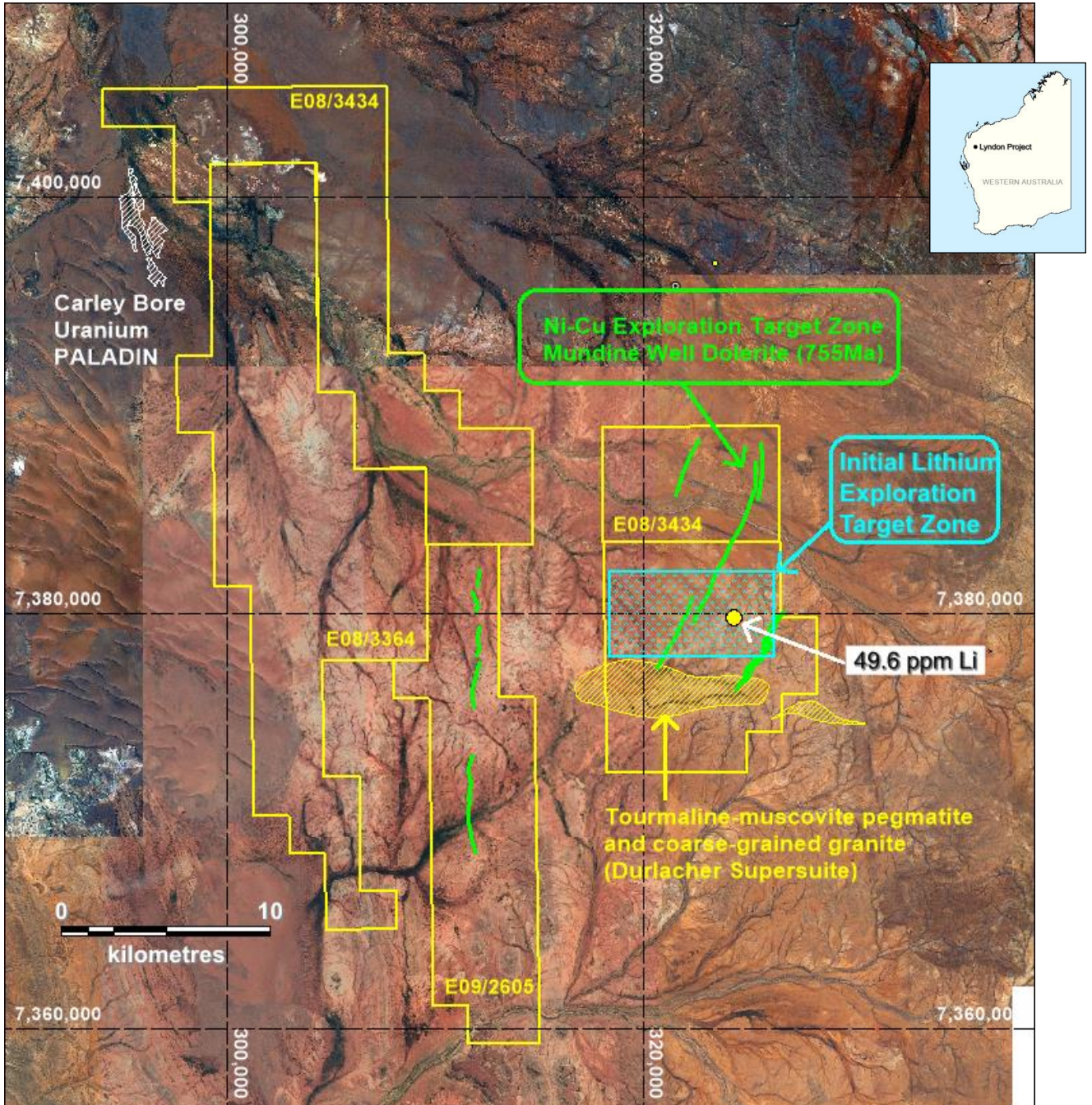


Figure 6 - Lyndon Project. Location of the Government (GSWA) Lithium geochemistry and key target areas for Lithium, REE, Nickel and Copper

The Lyndon Project area has three (3) principal discovery opportunities;

1. **Lithium-bearing Pegmatites.** Sampling by the Geological Survey Western Australia has identified anomalous Lithium geochemistry (**49.6ppm Li**) in the vicinity of several outcropping pegmatites. The area is unexplored for lithium and represents an excellent opportunity for new lithium discoveries;
2. **Rare Earth Element Carbonatites:** The area contains several geophysical features similar to those associated with REE carbonatites on the neighbouring Mangaroon Project currently being explored by Dreadnought Resources Limited (ASX:DRE);
3. **Magmatic Nickel-Copper Sulphide** mineralisation in mafic intrusions of the Mundine Well Dolerite. An intrusion (the "Money Intrusion") that is part of the same mafic suite (age, rock-type) is currently being explored by

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Dreadnought (ASX:DRE) - First Quantum (TSX:FM) 30km to the west. The Money Intrusion is host to several significant and promising Nickel-Copper Sulphide occurrences. The mafic sills that outcrop at surface within the Lyndon Project area have never before been explored for magmatic sulphide mineralisation.

Subsequent to year end, on 20th September 2022, the Company announced it has signed a binding agreement to acquire 148 square kilometres granted Exploration Licence (E08/3217) from Historic Gold Mines Pty Ltd ("HGM"). This tenement increases Odessa's Lyndon Project area in the highly prospective Gascoyne region of Western Australia to 754 square kilometres (Figure 7).

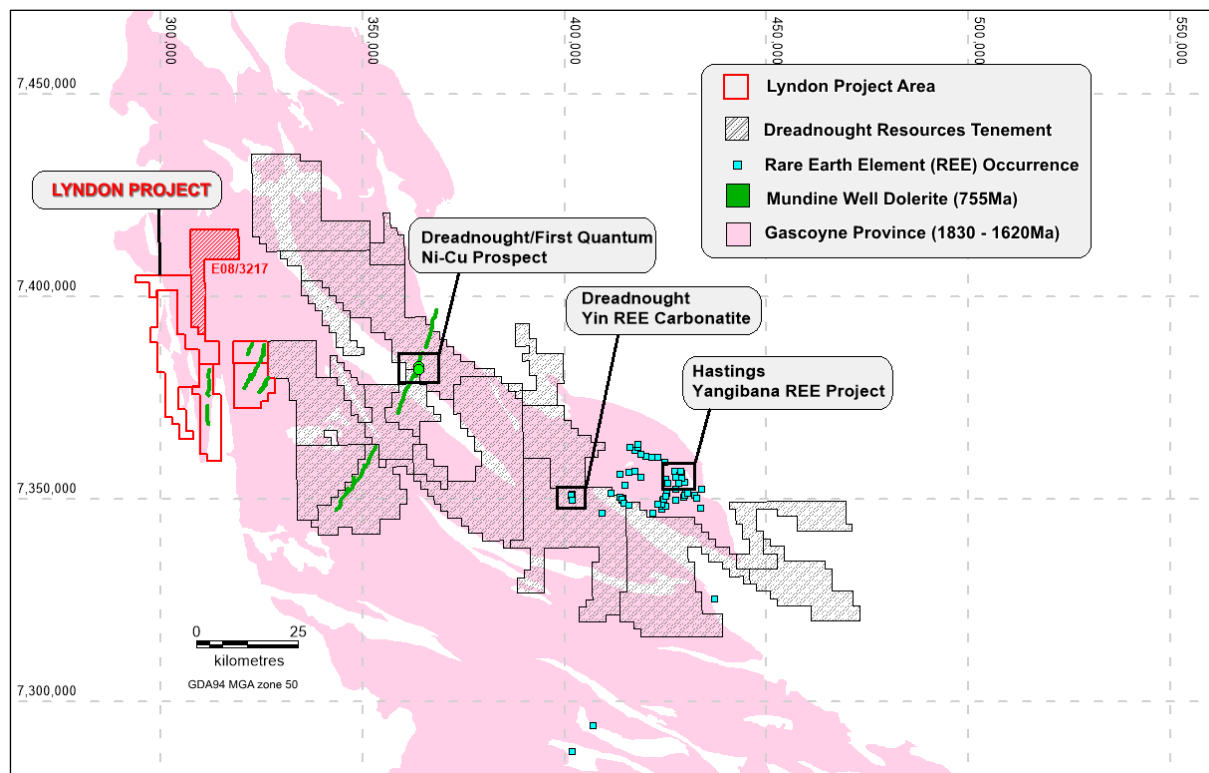


Figure 7 - Expanded Lyndon Project with the acquisition of E08/3217.

Argyle South – New Tenement Application

The Company has applied for a tenement south of the closed Argyle diamond mine in the east Kimberley. The Argyle South alluvial channel covers a 40-kilometre channel along the Bow River. Diamonds in the channel are sourced from weathering of the Argyle Diamond kimberlite pipe and have been transported down multiple drainage systems south and east toward Lake Argyle.

As announced, previous exploration has involved 132 small exploration test pits and 27 bulk samples. Diamonds were recovered from 25 of 27 bulk samples. Exploration focused on the Camel Yard Prospect, while diamonds were also recovered from gravels and gravel terraces along the length of the Bow River.

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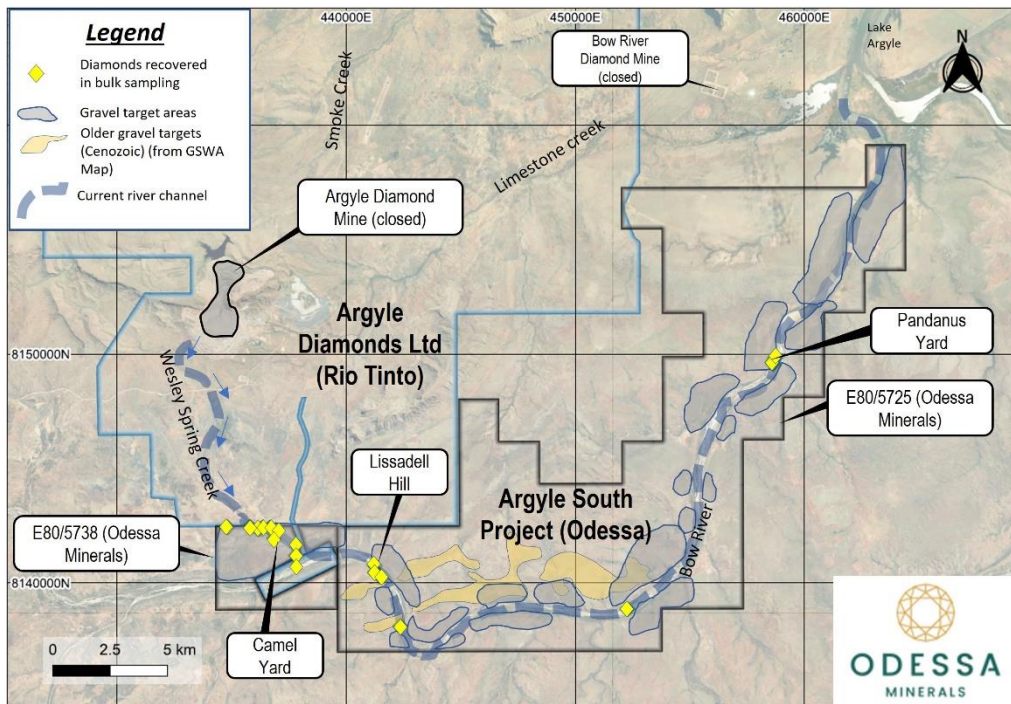


Figure 8 - Odessa application tenement, Argyle South, outlines in black, with river channel alluvial distribution annotated in yellow and grey. Rio Tinto' Argyle closed Argyle mine is located 10 kilometres to the north. Diamond occurrence are marked as yellow diamond shapes.

The Company believes that while previous work successfully identified numerous diamond occurrences, the project was not pursued by explorers at the time due to subdued diamond prices. Previous work on near-surface gravels and basal gravels, where diamonds are most likely to accumulate, have had insufficient assessment.

Previous exploration focused on Camel Yard with just a few tests at locations such as Lissadell Hill and Pandanus Yard. The area is also host to channels of older Cenozoic gravels, which are likely to represent previous paths of the Bow River. These older gravel channels have not been tested and are potentially diamondiferous and warrant current investigation.

Odessa also believes that new technologies such as passive seismic, would better define alluvial gravel geometries, as well as identifying deep-leads where diamonds are most likely to accumulate.

Ellendale District

Geophysical assessment of the Ellendale district was undertaken to provide further context to the distribution of alluvial sediments relative to the location of lamproite pipes. These data will help with planning exploration programmes once granted. As the tenements are not granted, no physical groundwork was undertaken.

Calwynyardah/Noonkanbah District

Geophysical modelling of the Calwynyardah tenement was undertaken to assess the geometric nature of the lamproite pipes. Calwynyardah is modelled to be a distinct pipe that extends to significant depth but covered by transported alluvial cover. Layman's Bore West pipe is modelled to be another pipe under cover that has significant depth extension. Layman's Bore East modelling suggests that the magnetic signature does not have any depth and may be the ejecta from other pipes that has accumulated in a shallow depression. The primary targets for exploration would therefore be Calwynyardah and Layman's Bore West. The annual report for the project has been completed and the annual rents paid.

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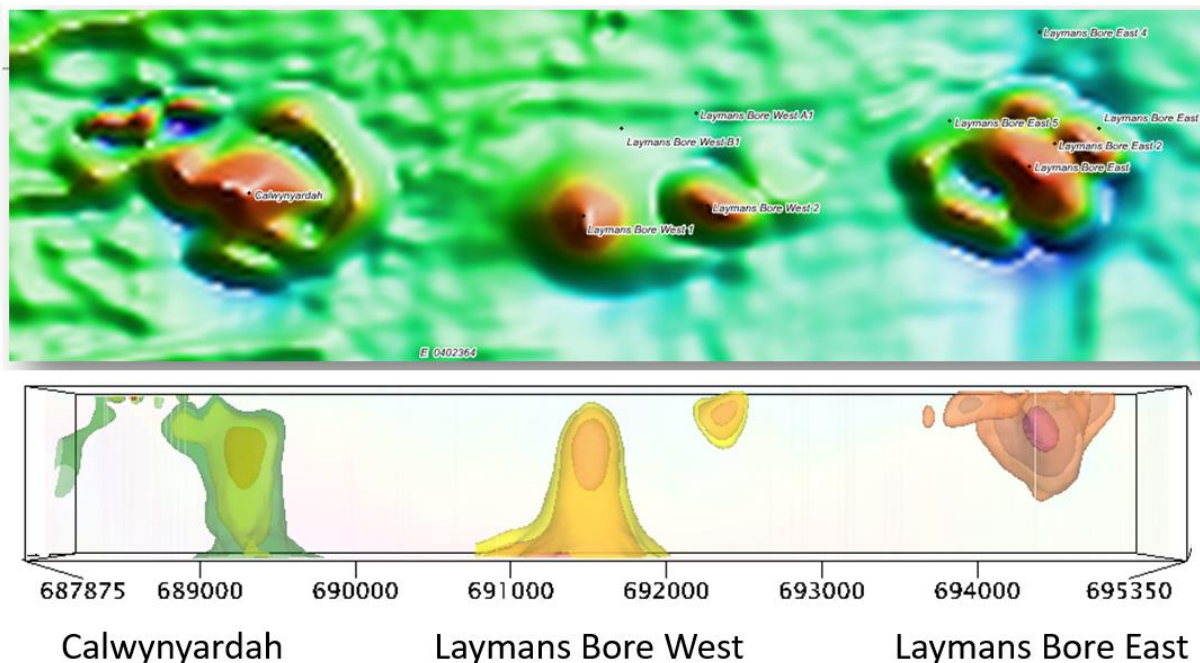


Figure 9 - Calwynyardah magnetic modelling (top: plan view and bottom: cross section looking north)

CORPORATE ACTIVITIES

Reinstatement to Trading

On 18 January 2022, the Company successfully completed its reinstatement to official quotation on ASX following satisfactory compliance with Chapters 1 and 2 of the ASX Listing Rules and a Public Offer. As described in the Company's prospectus dated 18 November 2021, the Company completed the following:

- Issue of 300,000,000 shares at an issue price of \$0.02 each under the Public Offer;
- Issue of 196,322,384 shares to the shareholders of Odessa Australia Pty Ltd (formerly "Odessa Minerals Limited") (or their nominees) and 98,161,192 Options exercisable at \$0.04 each on or before 11 January 2026 to the option holders of Odessa (or their nominees) under the Consideration Offer;
- Issue of 32,500,000 options exercisable at \$0.04 each on or before 11 January 2026 to Mr Zane Lewis, Mr Alistair Stephens, Dr Darren Holden and Ms Lisa Wells (or their nominees) under the KMP Offer; and
- 20,000,000 Options exercisable at \$0.04 each on or before 11 January 2026 to Pursuit Capital Pty Ltd (or its nominees) under the Lead Manager Offer

Following the above, the Company completed the acquisition of Odessa Australia Pty Ltd (formerly "Odessa Minerals Limited"), which hold a portfolio of projects in the Kimberley diamond district of Western Australia.

ASX Announcement references

Lithium/REE Tenement Acquisition – Lyndon Project	20 September 2022
Lyndon Li/REE Transaction Moved Ahead	12 September 2022
Aries Gravity Preliminary Results	10 August 2022
Major Drilling Programme Approved for Aries Kimberlites	20 July 2022
Aries Kimberlite Complex Geophysical Gravity Survey Underway	11 July 2022
Odessa Secures WA Government EIS Drilling Grant	12 May 2022
Updated - Drilling and Bulk Sampling Plans at Aries	10 May 2022
Drilling and bulk sampling plans at Aries kimberlite complex	9 May 2022
Proposed Strategic Lithium Acquisition - Lyndon Project	26 April 2022

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Odessa's New Project Application	22 February 2022
Exploration Strategy Overview	15 February 2022
Aries Diamond Kimberlite Modelled to 900M Below Surface	2 February 2022
Odessa Relists and Commences Trading	18 January 2022

Competent Persons Statement

The information in this report that relates to Exploration Results for the Aries Project is extracted from the Company's Prospectus released on 19 November 2021 which is available at www.odessaminerals.com.au/asx-announcements/ and subsequent market releases to the Australian Stock Exchange. These market releases include 'Aries Kimberlite Complex Geophysical Gravity Survey Underway' dated 11 July 2022 and '14 Potential New Pipes Identified at Aries Diamond Project' dated 10 August 2022. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Significant changes in the state of affairs

Other than the changes described in the Review of Operations, there have been no other significant changes in the state of affairs.

Information on Directors

Mr David Lenigas

Executive Director (appointed 26 April 2022)

Qualifications

Bachelor of Applied Science (Mining Engineering)

Experience

Mr Lenigas is a mining engineer with a Western Australia First Class Mine Managers Certificate. He has extensive corporate experience at chairman and chief executive officer level on many of the world's leading stock exchanges overseeing multiple business sectors. He has extensive exploration, development and corporate experience at a very senior level in the diamond industry, in particular his role in founding what is today known as the Lucapa Diamond Company Ltd (ASX:LOM).

Interest in shares and options at the date of this report

277,468 ordinary shares

Directorships held in other listed entities (last 3 years)

Riversgold Ltd (Appointed 10 March 2022)

Odessa Minerals limited (Appointed 26 April 2022)

Rincon Resources Limited (Appointed 13 September 2022)

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Mr Zane Lewis

Non-Executive Chairman (appointed 21 November 2019)

Company Secretary (appointed 6 February 2017, resigned 3 September 2021)

Qualifications

Bachelor of Economics, Fellow of the Governance Institute of Australia

Experience

Mr Lewis is a principal and founder of corporate advisory firm SmallCap Corporate which specialises in corporate advisory services to ASX listed companies. Mr Lewis has been instrumental in the early stage development of several ASX companies and provides the Board with a wealth of knowledge obtained from his diverse financial and corporate experience in previous appointments. Mr Lewis is also a fellow of the Governance Institute of Australia. Mr Lewis is also non-executive director of ASX-listed Kingsland Global Limited and Lion Energy Limited.

Interest in shares and options at the date of this report

23,776,804 ordinary shares

7,500,000 unlisted options

Directorships held in other listed entities (last 3 years)

Lion Energy Limited (current)

Kingsland Global Limited (current)

Kairos Minerals Limited (current)

Tap Oil Limited (delisted 18 December 2020)

Vital Metals Limited (Resigned 4 August 2020)

Ms Lisa Wells

Non-Executive Director (appointed 17 January 2022)

Qualifications

Bachelor of Applied Science (Geology)

Experience

Ms Wells has 26 years' experience as an exploration geologist working across various commodities including diamonds, bulk commodities, gold and base metals. Ms Wells was a Senior Geologist at United Kimberley Diamonds where the Phillips Range diamond bulk sampling program at Aries South in the Central Kimberley was undertaken. Ms Wells has significant experience with environmental and permitting approvals as well as on-ground coordination of the trial mining operation, feasibility studies and project management in a range of commodities including diamonds, gold, phosphate and base metals.

Interest in shares and options at the date of this report

7,500,000 unlisted options

Directorships held in other listed entities (last 3 years)

N/A

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Mr Darren Holden

Non-Executive Director (appointed 17 January 2022, resigned 22 April 2022)

Qualifications	Bachelor of Science Honours (Geology), PhD - History and Philosophy of Science and Technology
Experience	Dr Holden is a geologist and experienced director with over 25 years of worldwide experience in mineral discovery and mineral exploration technologies. Dr Holden holds a BSc (Hons) from The University of Western Australia, and a PhD from The University of Notre Dame Australia. He is currently a director of Aurumin Limited (ASX:AUN) and has previously been a director of ABM Resources NL (now Prodigy Gold NL), alternate director of Todd River Resources Limited and director of Clancy Exploration Limited (now RareX Limited). Currently Dr Holden runs GeoSpy Pty Ltd, a private mineral exploration advisory business.
Interest in shares and options at the date of his resignation	22,999,760 ordinary shares 18,999,880 unlisted options
Directorships held in other listed entities (last 3 years)	Odette 6 Metals (current) Aurumin Limited (current) Todd River Resources (resigned 3 June 2021)

Mr Phillip Coulson

Non-Executive Director (appointed 29 January 2021, resigned 17 January 2022)

Qualifications	Bachelor of Economics
Experience	Mr Coulson has over 18 years of corporate advisory experience, having held senior advisory positions at Mantagu Stockbrokers and Patersons Securities Limited. He has promoted and advised numerous companies in the identification and acquisition of technology and resource projects.
Interest in shares and options at the date of his resignation	12,724,936 ordinary shares
Directorships held in other listed entities (last 3 years)	Kairos Minerals Limited (current) Vital Metals Limited (resigned 21 December 2020)

Dr Catriona Wallace

Non-Executive Director (appointed 3 November 2016, resigned 17 January 2022)

Qualifications	PhD in Organisational Behaviour: Technology as a Substitute for Human Leaders
Experience	Dr Catriona Wallace is the founder and CEO of the Group. Dr Wallace is a multi-award winning, internationally recognised business leader, well published author, with a PhD and is statistically trained. She is the founder and now major shareholder of two successful businesses (excluding Flamingo), including the multi-award-winning customer experience design firm, Fifth Quadrant.
Interest in shares and options at the date of her resignation	34,838,398 ordinary shares
Directorships held in other listed entities (last 3 years)	N/A

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Company Secretary

On 3 September 2021, Mr Robbie Featherby was appointed as Company Secretary of the Company. Robbie Featherby is a Corporate Advisory Executive who holds a Bachelor of Commerce Degree majoring in Finance and Economics. Mr Featherby has an extensive number of years' experience in the financial services industry, more recently spending 4 years in London working at a leading investment research provider in the private equity sector.

Mr Featherby now provides company secretary services for a number of private and public companies.

Meetings of Directors

The number of formal meetings of Directors held during the year and the number of meetings attended by each director was as follows:

Director	Appointment/Resignation date	Number eligible to attend	Number attended
Catriona Wallace	Appointed 3 November 2016, Resigned 17 January 2022	-	-
Phillip Coulson	Appointed 29 January 2021, Resigned 17 January 2022	-	-
Darren Holden	Appointed 17 January 2022, Resigned 22 April 2022	4	4
Zane Lewis	Appointed 21 November 2019	6	6
Lisa Wells	Appointed 17 January 2022	6	6
David Lenigas	Appointed 26 April 2022	2	2

Options

Unissued shares under option

At the date of this report, the unissued ordinary shares of the Group under option are as follows:

Expiry date	Exercise price	Number under
22 March 2023	\$0.20	130,000
11 January 2026	\$0.04	150,661,192
Total		150,791,192

Proceedings on behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

Indemnifying officers

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

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

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DIRECTOR'S REPORT

Insurance premiums

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

Environmental regulations

In the normal course of business, there are no environmental regulations or requirements that the Group is subject to.

Likely developments and results

The Company continue to actively explore and evaluate its mineral exploration tenements in Western Australia.

The directors have excluded from this report any further information on the likely developments in the operations of the Group and the expected results of those operations in future financial years, as the Directors believe that it would be speculative and prejudicial to the interests of the Group.

Matters subsequent to the end of the financial year

On 3 August 2022, Mr Alistair Stephens resigned as CEO.

There were no other significant events after the reporting date

Indemnification of auditors

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor. During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Non-audit services

During the year, Hall Chadwick WA Audit Pty Ltd provided the Company with other non-audit services totalling \$18,000, relating to an investigating accountant's report and tax services. Details of their remuneration can be found within the financial statements at note 5.

Where non-audit services are provided by Hall Chadwick WA Audit Pty Ltd, the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the Corporations Act 2001. These procedures include:

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

The Directors are of the opinion that the services do not compromise the auditor's independence as all non-audit services have been reviewed to ensure that they do not impact the integrity and objectivity of the auditor and none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board.

Auditor's independence declaration

The auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on page 23 of the financial report.

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DIRECTORS' REPORT

Remuneration Report (Audited)

This remuneration report for the year ended 30 June 2022 outlines the remuneration arrangements of the Group in accordance with the requirements of the *Corporations Act 2001* (Cth), as amended (**Act**) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report is presented under the following sections:

1. Introduction
2. Remuneration governance
3. Executive remuneration arrangements
4. Director fee arrangements
5. Details of remuneration
6. Additional disclosures relating to equity instruments
7. Loans to key management personnel (KMP) and their related parties
8. Other transactions and balances with KMP and their related parties
9. Voting of shareholders at last years AGM

1. Introduction

Key Management Personnel (**KMP**) have authority and responsibility for planning, directing and controlling the major activities of the Group. KMP comprise the directors of the Company and identified key management personnel.

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

2. Remuneration governance

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

During the financial year, the Group did not engage any remuneration consultants.

3. Executive remuneration arrangements

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Compensation packages may include a mix of fixed compensation, equity-based compensation, as well as employer contributions to superannuation funds.

The Company has an executive services agreement with Executive Director Mr David Lenigas (appointed 26 April 2022). At the date of this report, the executive agreement with Mr Alistair Stephens (CEO from 10 January 2022 until 3 August 2022) has ended.

The terms of their Executive Employment Agreements are summarised in the following table.

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DIRECTORS' REPORT

3. Executive remuneration arrangements (continued)

Executive Name	Remuneration
David Lenigas (appointed 26 April 2022)	<ul style="list-style-type: none">• \$120,000 per annum• The following options:<ul style="list-style-type: none">○ 10,000,000 unlisted options with an exercise price of 2 cents each and expiry date of 4 years from date of issue;○ 10,000,000 unlisted options with an exercise price of 3 cents each and expiry date of 4 years from date of issue; and○ 20,000,000 unlisted options with an exercise price of 5 cents each and expiry date of 4 years from date of issue.○ All the above options packages have a vesting conditional, with each series vesting when the Company's shares exceed the various exercise prices (on a 20-day VWAP) at any time between the issue date and the expiry date of the relevant Incentive Option.• A termination notice period of 2 months
Alistair Stephens (CEO from 10 January 2022, resigned 3 August 2022)	<ul style="list-style-type: none">• \$360,000 (excl. Super)• 10,000,000 Options to subscribe for one share in the Company with an exercise price of \$0.04 and expiring 4 years from the date of issue• A termination notice period of 2 months

4. Director fee arrangements

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

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is presently limited to an aggregate of \$250,000 per annum and any change is subject to approval by shareholders at the General Meeting. Fees for Directors are not linked to the performance of the Company, however, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company.

Total fees for the Directors for the financial year were \$82,500 and cover main Board activities only. Directors may receive additional remuneration for other services provided to the Group.

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DIRECTORS' REPORT

5. Details of remuneration

The Key Management Personnel of Odessa Minerals Limited (Formerly Fargo Enterprises Limited) includes the current and former Directors of the Company and Key Management Personnel of the Consolidated Entity during the year ended 30 June 2022.

30-Jun-22	Short term salary, fees & commissions \$	Post- employment superannuation \$	Bonus \$	Share-based payments \$	Total \$	Performance based % of remuneration \$
Directors:						
Zane Lewis	30,000	-	-	85,600	115,600	74%
Darren Holden	11,500	1,150	-	85,600	98,250	87%
Lisa Wells	73,146	-	-	85,600	158,746	54%
David Lenigas	21,667	-	-	24,381	46,048	53%
Key Management Personnel:						
Alistair Stephens	172,857	17,286	-	17,615	207,758	8%
Total	309,170	18,436	-	298,796	626,402	

There was no Key Management Personnel remuneration in Odessa Australia Pty Ltd (the accounting acquirer and continuing accounting entity) as described in Note 1b.

6. Additional disclosures relating to equity instruments

KMP ordinary shareholdings

The number of ordinary shares in the Company, held by each KMP of the Group during the financial year is as follows:

30-Jun-22	Balance at the start of the year / at appointment date	Issued on conversion of performance rights/shares	Acquired on market purchase	Share consolidation	Other changes during the year	Balance at end of the year/ at resignation date
Directors:						
Catriona Wallace	174,191,994	-	-	(139,353,596)	-	34,838,398**
Zane Lewis	118,884,023	-	-	(95,107,219)	-	23,776,804
Phillip Coulson	63,624,682	-	-	(50,899,746)	-	12,724,936**
Darren Holden	22,999,760*	-	-	-	-	22,999,760**
Lisa Wells	-	-	-	-	-	-
David Lenigas	-	-	277,468	-	-	277,468
Key Management Personnel:						
Alistair Stephens	-	-	-	-	-	-
Total	379,700,459	-	277,468	(285,360,561)	-	94,617,366

*Represents holdings as at the date of appointment.

**Represents holdings as at the date of resignation.

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DIRECTORS' REPORT

KMP options holdings

The number of options in the Company, held by each KMP of the Group during the financial year is as follows:

30-Jun-22	Balance at the start of the year / at appointment date	Options issued as part of remuneration	Other changes during the year	Balance at end of the year/ at resignation date
Directors:				
Catriona Wallace	-	-	-	-
Zane Lewis	-	7,500,000	-	7,500,000
Phillip Coulson	-	-	-	-
Darren Holden	11,499,880	7,500,000	-	18,999,880*
Lisa Wells	-	7,500,000	-	7,500,000-
David Lenigas	-	-	-	-
Key Management Personnel:				
Alistair Stephens	-	10,000,000	-	10,000,000
Total	11,499,880	32,500,000	-	43,999,880

*Represents holdings as at the date of resignation.

Below are details of the options issued to key management personnel during the year:

Options	Incentive options to Directors	Incentive options to CEO	Options issued to Executive Director*	Options issued to Executive Director*	Options issued to Executive Director*
Exercise price	\$0.04	\$0.04	\$0.02	\$0.03	\$0.05
Grant date	14-Jan-22	25-Mar-19	26-Apr-22	26-Apr-22	26-Apr-22
Expected volatility	100%	100%	100%	100%	100%
Expiry date	11-Jan-26	28-Feb-22	26-Apr-26	26-Apr-26	26-Apr-26
Value per option	\$0.0115	\$0.0057	\$0.0159	\$0.0156	\$0.0126
Number of options	22,500,000	10,000,000	10,000,000	10,000,000	20,000,000
Vesting date	Immediately	3 years	(i) (ii)	(i) (ii)	(i) (ii)

* The options to be issued to Mr Lenigas as described in section 3 of the Remuneration Report have been accrued for in the 30 June 2022 financial year under the obligations of his agreement.

- (i) Option vest over the life of the option.
- (ii) These options have a vesting conditional with each series vesting when the Company's shares exceed the various exercise prices (on a 20-day VWAP) at any time between the issue date and the expiry date of the Option.

7. Loans to key management personnel and their related parties

There were no loans made to key management personnel during the financial year.

8. Other transactions and balances with KMP and their related parties

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

ODESSA MINERALS LIMITED (FORMERLY FARGO ENTERPRISES LIMITED)

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DIRECTORS' REPORT

During the current year, the Group incurred accounting and company secretarial fees of \$61,563 with Smallcap Corporate Pty Ltd, a company related to Mr Zane Lewis.

During the current year, the Group incurred rental expense of \$2,960 with Kairos Minerals Limited, a company that Mr Zane Lewis is a Director of.

In the previous year, the Group received a loan from Odette Geoscience Pty Ltd ("Odette"), a Company related to Dr Darren Holden, of \$104,400. In the current year, a further \$36,409 was received from Odette before the total of \$140,809 was repaid. The loan was interest free and had no set term of repayment.

In the previous year, the Group incurred administrative and technical expenses with Odette Geoscience Pty Ltd ("Odette") of \$33,760.

9. Voting of shareholders at last year's annual general meeting

At the 2021 AGM, 93.78% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

THIS IS THE END OF THE AUDITED REMUNERATION REPORT

Signed in accordance with a resolution of the Board of Directors.



Zane Lewis
Non-Executive Chairman
30 September 2022

To the Board of Directors,

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit Director for the audit of the financial statements of Odessa Minerals Limited for the financial year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully

Hall Chadwick
HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis
MARK DELAURENTIS CA
Director

Dated Perth, Western Australia this 30th day of September 2022

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ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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ANNUAL REPORT 30 JUNE 2022

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

	Note	30 June 2022 \$	30 June 2021 \$
Other income		777	-
Administration expenses	2	(561,030)	(28,779)
Employee and Director benefits expenses		(301,460)	-
Depreciation expense		(701)	-
Exploration related expenditure		(6,467)	(5,098)
Finance expenses		-	(10,000)
Share based payments	15	(304,230)	-
Corporate transaction expenses	14	(4,516,192)	-
Loss before income tax		(5,689,303)	(43,877)
Income tax expense	3	-	-
Loss for the year		(5,689,303)	(43,877)
Other comprehensive income:		-	-
Total comprehensive loss for the year		(5,689,303)	(43,877)

Earnings Per Share

Basic and diluted loss per share (cents per share)	6	(1.62)	(1.33)
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The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

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ANNUAL REPORT 30 JUNE 2022

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2022

	Note	30 June 2022 \$	30 June 2021 \$
CURRENT ASSETS			
Cash and cash equivalents	7(a)	4,996,898	216,971
Trade and other receivables	8	116,197	-
Other current assets		11,703	5,827
TOTAL CURRENT ASSETS		5,124,798	222,798
NON-CURRENT ASSETS			
Capitalised exploration and evaluation expenditure	9	621,284	152,350
Plant and equipment		20,208	-
TOTAL NON-CURRENT ASSETS		641,492	152,350
TOTAL ASSETS		5,766,290	375,148
CURRENT LIABILITIES			
Trade and other payables	10	498,596	97,136
Borrowings	11	-	104,400
TOTAL CURRENT LIABILITIES		498,596	201,536
TOTAL LIABILITIES		498,596	201,536
NET ASSETS		5,267,694	173,612
SHAREHOLDERS' EQUITY			
Issued capital	12	9,335,460	217,489
Reserves	13	1,665,414	-
Accumulated losses		(5,733,180)	(43,877)
SHAREHOLDERS' EQUITY		5,267,694	173,612

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

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ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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

	Issued Capital	Option Reserve	Accumulated Losses	Total
	\$	\$	\$	\$
Balance at 14 December 2020	-	-	-	-
Loss for the year	-	-	(43,877)	(43,877)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(43,877)	(43,877)
Transactions with owners, recognised directly in equity				
Capital raisings (net of costs)	217,489	-	-	217,489
Balance at 30 June 2021	217,489	-	(43,877)	173,612
Balance at 1 July 2021	217,489	-	(43,877)	173,612
Loss for the year	-	-	(5,689,303)	(5,689,303)
Other comprehensive income	-	-	-	-
Total comprehensive loss for the year	-	-	(5,689,303)	(5,689,303)
Transactions with owners, recognised directly in equity				
Issue of shares and options – acquisition of tenements	75,000	12,565	-	87,565
Issue of shares and options – acquisition of Odessa Minerals Limited	3,622,676	1,120,351	-	4,743,027
Capital raisings (net of costs)	5,420,295	228,268	-	5,648,563
Share based payments	-	304,230	-	304,230
Balance at 30 June 2022	9,335,460	1,665,414	(5,733,180)	5,267,694

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

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ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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

	Note	30 June 2022	30 June 2021
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Interest received		777	-
Payments to suppliers and employees		(561,495)	(7,568)
Net cash used in operating activities	7(b)	(560,718)	(7,568)
CASH FLOWS FROM INVESTING ACTIVITIES			
Exploration and evaluation expenditure		(406,428)	(97,350)
Payments for financial assets		(40,000)	-
Purchases of property, plant & equipment		(20,909)	-
Cash acquired as part of the reverse takeover	14	299,475	-
Net cash used in investing activities		(167,862)	(97,350)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from the issue of shares		6,062,835	217,489
Payments of capital raising costs		(413,519)	-
Proceeds from loans		-	104,400
Repayment of loans		(140,809)	-
Net cash used in investing activities		5,508,507	321,889
Net decrease in cash and cash equivalents		4,779,927	216,971
Cash and cash equivalents at the beginning of the financial year		216,971	-
Cash and cash equivalents at the end of the financial year	7(a)	4,996,898	216,971

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

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ANNUAL REPORT 30 JUNE 2022

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

These consolidated financial statements cover Odessa Minerals Limited (Formerly Fargo Enterprises Limited) (the **Company**, or **Odessa**) and the entities it controlled for all or part of the financial year (also referred to as the **Consolidated Entity** or the **Group**). Odessa Minerals Limited (Formerly Fargo Enterprises Limited) is a company limited by shares, incorporated and domiciled in Australia. The Group is a for-profit entity.

The financial statements were issued by the board of directors on 30 September 2022.

The following is a summary of the material accounting policies adopted by the consolidated entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated. Where applicable, comparative figures have been reclassified to conform to the financial statement presentation adopted for the current year.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of the financial report

a) Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (**AASBs**) (including Australian Interpretations) adopted by the Australian Accounting Standards Board (**AASB**), International Financial Reporting Standards (**IFRSs**), and the Corporations Act 2001.

b) Reverse Acquisition

Odessa Minerals Limited (formerly Fargo Enterprises Limited) is listed on the Australian Securities Exchange. On 14 January 2022, the Company (the legal acquirer) legally acquired 100% of the issued capital in Odessa Australia Pty Ltd (the legal acquiree) ("Odessa Australia") via the issue of:

- 196,322,384 fully paid ordinary shares in the Company; and
- 98,161,192 Options exercisable at \$0.04 each on or before 11 January 2026.

Under the principles of AASB 3, it was considered that the shareholders of Odessa Minerals Limited prior to the acquisition of Odessa Australia Pty Ltd did not have a controlling interest in the Group post-transaction.

As such, the assets and liabilities of the legal subsidiary (the accounting acquirer), being Odessa Australia, are measured at their pre-combination carrying amounts. The assets and liabilities of the legal parent (accounting acquiree), being Odessa Minerals Limited are measured at fair value on the date of acquisition. The date of acquisition has been assessed on the basis of the change in shareholdings in Odessa as a result of the transaction between Odessa and Odessa Australia and has been considered to be 14 January 2022. Accordingly, the consolidated financial statements of Odessa have been prepared as a continuation of the financial statements of Odessa Australia from 14 January 2022. The comparative information presented in the consolidated financial statements is that of Odessa Australia.

The consideration in a reverse acquisition is deemed to have been incurred by the legal subsidiary in the form of equity instruments issued to the shareholders of the legal parent entity. The acquisition-date fair value of the consideration transferred has been determined by reference to the fair value of the number of shares the legal subsidiary would have issued to the legal parent entity to obtain the same ownership interest in the combined entity.

The excess of the consideration over the fair value of identifiable net assets and liabilities has not been recognised as goodwill. Instead the deemed fair value of the interest in Odessa issued to Odessa Australia shareholders to effect the combination (the consideration for the acquisition of the public corporate entity being Odessa) was recognised as an expense in the income statement. This expense has been presented as a "Corporate Transaction Expense" in the consolidated statement of profit or loss and other comprehensive income.

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CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

The impact of the reverse acquisition on each of the primary statements is as follows:

- The consolidated statement of profit or loss and other comprehensive income:
 - For the year to 30 June 2022 comprises 12 months of Odessa Australia and the period from 14 January 2022 to 30 June 2022 of Odessa; and
 - For the comparative year comprises the period from incorporation to 30 June 2021 of Odessa Australia.

- The consolidated statement of financial position:
 - As at 30 June 2022 represents both Odessa and Odessa Australia as at that date; and
 - As at 30 June 2021 represents Odessa Australia as at that date.

- The consolidated statement of changes in equity:
 - For the year ended 30 June 2022 comprises Odessa Australia's balance sheet at 1 July 2021, its loss for the year and transactions with equity holders for 12 months. It also comprises Odessa's transactions within equity from 14 January 2022 to 30 June 2022 and the equity value of Odessa Australia and Odessa at 30 June 2022. The number of shares on issue at year end represent those of Odessa only; and
 - For the comparative period comprises period from incorporation to 30 June 2021 of Odessa Australia's changes in equity.

- The consolidated statement of cash flows:
 - For the year ended 30 June 2022 comprises:
 - The cash balance of Odessa Australia as at 1 July 2021;
 - The cash transactions for the 12 months to 30 June 2022 of months of Odessa Australia and the period from 14 January 2022 to 30 June 2022 of Odessa); and
 - The cash balances of Odessa Australia and Odessa at 30 June 2022.
 - For the comparative period comprises the period from incorporation to 30 June 2021 of Odessa Australia's cash transactions.

c) Going concern

For the year ended 30 June 2022 the consolidated entity recorded a loss of \$5,689,303 (30 June 2021: loss \$43,877), net cash outflows from operating activities of \$560,718 (30 June 2021: outflows \$7,568), and net assets of \$5,267,694 as at that date (30 June 2021: net assets \$173,612). Included in the loss for the current year is non-cash corporate transaction expense of \$4,516,192.

The financial statements have been prepared on the basis that the consolidated entity is a going concern, which contemplates the continuity of normal business activity, realisation of assets and liabilities in the normal course of business for the following reasons:

d) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Odessa Minerals Limited (Formerly Fargo Enterprises Limited) ('company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

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CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

Intercompany transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

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

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

e) Income tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses. Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax 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.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

f) Financial instruments

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

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

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

g) Impairment of non-financial assets

At the end of each reporting period, the consolidated entity assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits.

If any such indication exists, an impairment test is carried out on the asset by comparing the asset's recoverable amount, being the higher of its fair value less costs to sell and its value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

h) Capitalised exploration and evaluation expenditure

Capitalised exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

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A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

The costs of restoration obligations are provided for in full at the time of the activities which give rise to the need of restoration. Restoration costs include reclamation, site closure and monitoring of those activities, and are based on undiscounted prospective current cost estimates which satisfy anticipated legal requirements. Estimates of future costs are measured at least annually.

Where part of a tenement/area of interest is farmed out in consideration of the farminee undertaking to incur further expenditure on behalf of both the farminee and the farmor, exploration expenditure incurred and carried forward prior to farmout continues to be carried forward without adjustment, unless the terms of the farmout are excessive based on the diluted interest retained. A decision is then made to reduce exploration expenditure to its recoverable amount.

i) Cash and cash equivalents

Cash and cash equivalents include cash on hand, and deposits available on demand with banks with original maturity of three months or less.

j) Leases

The Group as lessee

At inception of a contract, the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability are recognised by the Group where the Group is a lessee. However, all contracts that are classified as short-term leases (ie a lease with a remaining lease term of 12 months or less) and leases of low-value assets are recognised as a operating expenses on a straight-line basis over the term of the lease.

Initially the lease liability is measured at the present value of the lease payments still to be paid at the commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed lease payments less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options;
- lease payments under extension options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, any lease payments made at or before the commencement date and any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the lease term or useful life of the underlying asset, whichever is the shortest.

Where a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

Where a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group anticipates exercising a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

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l) Revenue

Revenue recognition

The Group recognises revenue as follows:

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument.

Revenue relating to government grants and the receipt of R&D tax credits from the Australian Government are recorded on an accrual basis. It is accrued in the period relating to which the relevant authority has a definite legal obligation to provide the grant.

Other revenue is recognised when it is received or when the right to receive payment is established.

All revenue is stated net of the amount of goods and services tax.

m) Goods and Services Tax (GST)

Revenues and expenses, are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO).

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

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.

n) Employee benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees during the reporting period.

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. 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. No employee benefits payable later than 12 months have been recognised in the current period.

o) Share-based payments

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. The fair value of performance right options is determined using the satisfaction of certain performance criteria ('performance milestones').

The number of share options and performance rights expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest. The fair value is determined using either a Black Scholes model (options) or by reference to the prevailing share price at the grant date, adjusted for management's best estimate of achieving the performance milestones attached to the issue (performance rights/shares).

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

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p) Equity and reserves

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

The share based payment reserve records the value of share-based payments.

q) Segment information

Identification of reportable segments

The consolidated entity has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the chief operating decision makers) in assessing performance and in determining the allocation of resources. There is currently one reportable segment.

r) Earnings per share

Basic earnings per share is calculated by dividing:

- the loss attributable to the members of the parent entity, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year (if any).

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

Critical accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial statements 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.

Capitalised exploration and evaluation expenditure

One or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment (the list is not exhaustive):

- a) the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where an impairment test is performed, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Impairment

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In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. The consolidated entity reviews intangible assets for impairment once a year, or more frequently if events or changes in circumstances indicate that there is impairment.

Share-based payments

Share-based payments are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. None of the adopted Accounting Standards and Interpretations had any material effect on the consolidated entity's accounting treatments. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Standards and Interpretations in issue not yet adopted

At the date of authorisation of the financial report, a number of Standards and Interpretations including those Standards and Interpretations issued by the IASB/IFRIC, where an Australian equivalent has not been made by the AASB, were in issue but not yet effective for which the Entity has considered it unlikely for there to be a material impact on the financial statements.

	30 June 2022	30 June 2021
	\$	\$
NOTE 2: LOSS FOR THE YEAR		
Administration expenses includes the following specific expenses:		
Legal fees	291,358	13,254
Corporate and compliance expenses	94,937	3,514
Consultancy expenses	88,554	6,750
Other administrative expenses	86,181	5,261
	561,030	28,779

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The financial accounts for the year ended 30 June 2022 comprise the results of Odessa Minerals Limited (Formerly Fargo Enterprises Limited). The legal parent is incorporated and domiciled in Australia where the applicable tax rate for 30 June 2022 is 27.5%.

	30 June 2022	30 June 2021
(a) Income tax expense		
Current tax	-	-
Deferred tax	-	-
(b) The prima facie tax payable on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:		
Income tax benefit on loss from continuing operations at 25% (2021: 26%)	(1,422,326)	(11,408)
Non-deductible items		
Non-deductible expenditure	1,205,105	-
Benefits from tax losses not brought to account	169,809	10,108
Temporary differences not recognised	47,412	1,300
Income tax attributable to operating income/(loss)	-	-
The applicable weighted average effective tax rates are as follows:		
Balance of franking account at year end	-	-
Deferred tax assets		
Tax losses	1,851,791	11,408
Black hole expenditure	48,703	-
Unrecognised deferred tax asset	1,900,494	11,408
Less deferred tax assets not recognised	(1,900,494)	(11,408)
Net deferred tax	-	-

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The totals of remuneration paid to key management personnel during the year are as follows:

	30 June 2022	30 June 2021
	\$	\$
Short-term salary, fees and commissions	309,170	-
Post-employment superannuation	18,436	-
Share based-payments	298,796	-
	626,402	-

b) Other related party transactions

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

During the current year, the Group incurred accounting and company secretarial fees of \$61,563 with Smallcap Corporate Pty Ltd, a company related to Mr Zane Lewis.

During the current year, the Group incurred rental expense of \$2,960 with Kairos Minerals Limited, a company that Mr Zane Lewis is a Director of.

In the previous year, the Group received a loan from Odette Geoscience Pty Ltd ("Odette"), a Company related to Dr Darren Holden, of \$104,400. In the current year, a further \$36,409 was received from Odette before the total of \$140,809 was repaid. The loan was interest free and had no set term of repayment.

In the previous year, the Group incurred administrative and technical expenses with Odette Geoscience Pty Ltd ("Odette") of \$33,760.

NOTE 5: AUDITOR'S REMUNERATION

	30 June 2022	30 June 2021
	\$	\$
Remuneration of the auditor of the Group for:		
- Audit and review services of the financial report	20,000	3,000
- Other services (investigating accountants report and tax services)	18,000	-
	38,000	3,000

NOTE 6: LOSS PER SHARE

	30 June 2022	30 June 2021
	\$	\$
Loss per share (EPS)		
Loss used in calculation of basic EPS and diluted EPS	(5,689,303)	(43,877)
Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted loss per share	350,330,478	3,296,420

There are 151,591,192 potential ordinary shares which were not included in the calculation of diluted earnings per share due to their anti-dilutive effect.

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NOTE 7(a): CASH AND CASH EQUIVALENTS	30 June 2022	30 June 2021
	\$	\$
Cash at bank	4,996,898	216,971
	4,996,898	216,971

Refer to Note 17 which details the risk associated with cash and cash equivalents.

NOTE 7(b): CASH FLOW INFORMATION	30 June 2022	30 June 2021
	\$	\$
Loss after income tax	(5,689,303)	(43,877)
Non-cash flows in loss after income tax		
Depreciation	701	-
Share based payment expense	304,230	-
Corporate transaction expense	4,516,192	-
Exploration related expenditure	6,467	-
Changes in assets and liabilities		
Increase in trade and other receivables	4,545	(5,827)
Increase in trade and other payables	296,450	42,136
Net cash used in operating activities	(560,718)	(7,568)

Credit standby facilities

The Group has no credit standby facilities at 30 June 2022 (30 June 2021: none).

Non-cash investing and financing activities

During the year, Odessa Minerals Limited issued 196,322,384 shares and 98,161,192 options to acquire Odessa Australia Pty Ltd (refer Note 1b and Note 14 for further details).

Additionally, Odessa Australia Pty Ltd issued 1,500,000 shares and 750,000 options (prior to the reverse takeover with Odessa Minerals Limited) to acquire exploration tenements.

There were no other non-cash investing and financing activities during the year ended 30 June 2022 (30 June 2021: none).

NOTE 8: TRADE AND OTHER RECEIVABLES	30 June 2022	30 June 2021
	\$	\$
CURRENT		
Other receivables	40,000	-
GST receivable	76,197	-
	116,197	-

All trade and other receivable amounts are short-term. The net carrying value is considered a reasonable approximation of fair value.

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NOTE 9: CAPITALISED EXPLORATION AND EVALUATION EXPENDITURE	30 June 2022	30 June 2021
	\$	\$
NON-CURRENT		
Exploration and evaluation expenditure	621,284	152,350
	621,284	152,350
MOVEMENT:		
Balance at the start of the year	152,350	-
Exploration expenditure capitalised during the year	468,934	152,350
Total capitalised exploration expenditure	621,284	152,350

NOTE 10: TRADE AND OTHER PAYABLES	30 June 2022	30 June 2021
	\$	\$
CURRENT		
Trade payables	376,871	92,136
Accrued expenses	30,000	5,000
Other payables	91,725	-
	498,596	97,136

All trade and other payable amounts are short-term. The net carrying value is considered a reasonable approximation of fair value.

NOTE 11: BORROWINGS	30 June 2022	30 June 2021
	\$	\$
CURRENT		
Loan from related entity	-	104,400
	-	104,400

Odessa Australia Pty Ltd received funding via a loan from Odette Geoscience Pty Ltd ("Odette"). Odette is a Company related to Mr Darren Holden (director of Odessa Minerals Limited from 17 January 2022 to 22 April 2022, and director of Odessa Australia Pty Ltd until 14 January 2022).

The loan is unsecured and there is no interest payable on the loan. The loan was fully repaid during the year.

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NOTE 12: ISSUED CAPITAL

	30 June 2022	30 June 2021
	\$	\$
(a) Share capital		
Fully paid ordinary shares	9,335,460	217,489
	No.	\$
(b) Movements in fully paid ordinary capital		
On incorporation of Odessa Australia Pty Ltd on 14 December 2020	1	1
Shares issued to founders – 24 May 2021	16,140,297	8,070
Shares issued to promoters – 24 May 2021	1,500,000	1,500
Subscriptions received – Pre-IPO placement	-	207,918
Closing balance at 30 June 2021	17,640,298	217,489
Acquisition of tenements – 25 July 2021	1,000,000	50,000
Shares issued for Pre-IPO placement – 27 July 2021 (funds received as at 30 June 2021)	4,158,360	-
Shares issued for Pre-IPO placement – 27 July 2021	1,241,640	62,082
Acquisition of tenements – 16 August 2021	500,000	25,000
Elimination of Odessa Australia Pty Limited's Issued Capital on acquisition	(24,540,298)	-
Shares of legal acquirer (Odessa Minerals Limited) at acquisition date	237,151,108	-
Share consideration – acquisition of Odessa Minerals Limited	196,322,384	3,622,676
Capital raising	300,000,000	6,000,000
Capital raising costs	-	(641,787)
Closing balance at 30 June 2022	733,473,492	9,335,460

(c) Capital Management

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

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NOTE 13: RESERVES	30 June 2022	30 June 2021
	\$	\$
a) Reserves		
Share based payment reserve	1,665,414	-
	1,665,414	-

The share based payment reserve records the value of share-based payment transactions.

b) Movement in share based payment reserve	No. of options	\$
Opening balance at 1 July 2021	8,820,153	-
Issue of options – acquisition of tenements – 25 July 2021	500,000	8,377
Options issued for Pre-IPO placement – 27 July 2021	2,700,005	-
Issue of options – acquisition of tenements – 27 July 2021	250,000	4,188
Elimination of Odessa Australia Pty Limited’s options on acquisition	(12,270,158)	-
Options of legal acquirer (Odessa Minerals Limited) at acquisition date	2,550,908	-
Option consideration – acquisition of Odessa Minerals Limited	98,161,192	1,120,351
Issue and vesting of options to key management personnel, employees and consultants	41,500,000	304,230
Lead manager options issued	20,000,000	228,268
Expiry of options	(1,620,908)	-
Closing balance at 30 June 2022	160,591,192	1,665,414

NOTE 14: REVERSE ACQUISITION

As described in Note 1(b) on 14 January 2022, Odessa completed the legal acquisition of 100% of the shares in Odessa Australia.

Under the principles of AASB 3, the transaction between Odessa and Odessa Australia is treated as a reverse acquisition, whereby the accounting acquirer is deemed to be Odessa Australia and Odessa is deemed to be the accounting acquiree. Refer to the effect upon the basis of preparation at Note 1(b) Reverse acquisition.

Legal acquisition:

As part of the legal acquisition of Odessa Australia Pty Ltd, Odessa Minerals Limited acquired the subsidiaries as described in Note 1b.

Acquisition consideration:

As consideration for the issued capital of Odessa Australia, Odessa issued to the shareholders of Odessa Australia:

- 196,322,384 fully paid ordinary shares in the Company; and
- 98,161,192 Options exercisable at \$0.04 each on or before 11 January 2026.

No cash was paid as part of the acquisition consideration.

Fair value of consideration transferred:

Under the principles of AASB 3, the transaction between Odessa and Odessa Australia is treated as a reverse acquisition. As such, the assets and liabilities of the legal subsidiary (the accounting acquirer), being Odessa Australia, are measured at their pre-combination carrying amounts. The assets and liabilities of the legal parent (accounting acquiree), being Odessa are measured at fair value on the date of acquisition.

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The consideration in a reverse acquisition is deemed to have been incurred by the legal subsidiary (Odessa Australia) in the form of equity instruments issued to the shareholders of the legal parent entity (Odessa). The acquisition-date fair value of the consideration transferred has been determined by reference to the fair value of the number of shares the legal subsidiary (Odessa Australia) would have issued to the legal parent entity Odessa to obtain the same ownership interest in the combined entity. Therefore, the deemed fair value of the acquisition of Odessa (Accounting Subsidiary) was determined to be 237,151,341 shares on issue in Odessa at \$0.20 for a total value of \$4,743,027.

Goodwill (Corporate transaction expense):

Goodwill is calculated as the difference between the fair value of consideration transferred less the fair value of the identified net assets of the legal parent, being Odessa. Details of the transaction are as follows:

	<u>Fair Value</u>
	\$
Fair value of consideration transferred	4,743,027
Fair value of assets and liabilities held at acquisition date:	
• Cash	299,475
• Trade and other receivables	86,921
• Trade and other payables	(159,561)
Fair value of identifiable assets and liabilities acquired	226,835
Goodwill (Corporate transaction expense)	4,516,192

The goodwill calculated above represents goodwill in Odessa, however this has not been recognised, as Odessa (the accounting acquire) does not hold any cash generating units for which goodwill can be attributed to. Instead the deemed fair value of the interest in Odessa Australia issued to existing Odessa shareholders to effect the combination (the consideration for the acquisition of Odessa) was recognised as an expense in the consolidated statement of profit or loss and other comprehensive income. This expense has been presented as a “Corporate Transaction Expense” on the face of the consolidated statement of profit or loss and comprehensive income.

NOTE 15: SHARE BASED PAYMENTS

A summary of the inputs used in the valuation of the options is as follows:

Options	Options issued to acquire Exploration asset (v)	Options issued to acquire Exploration asset (vi)	Lead manager options	Incentive options to Directors	Incentive options to CEO
Exercise price	\$0.04	\$0.04	\$0.04	\$0.04	\$0.04
Grant date	25-Jul-21	27-Jul-21	14-Jan-22	14-Jan-22	25-Mar-19
Expected volatility (i)	100%	100%	100%	100%	100%
Expiry date	31-Jul-24	31-Jul-24	11-Jan-26	11-Jan-26	28-Feb-22
Value per option	\$0.0021	\$0.0021	\$0.0115	\$0.0115	\$0.0115
Number of options	4,000,000	2,000,000	20,000,000	22,500,000	10,000,000
Vesting date	Immediately	Immediately	Immediately	Immediately	(ii)

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CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

NOTE 15: SHARE BASED PAYMENTS

Options	Options issued to Corporate Advisor	Options issued to Corporate Advisor	Options issued to Corporate Advisor	Options issued to Executive Director	Options issued to Executive Director
Exercise price	\$0.02	\$0.03	\$0.05	\$0.02	\$0.03
Grant date	20-Apr-22	20-Apr-22	20-Apr-22	26-Apr-22	26-Apr-22
Expected volatility (i)	100%	100%	100%	100%	100%
Expiry date	27-Apr-26	27-Apr-26	27-Apr-26	26-Apr-26	26-Apr-26
Value per option	\$0.0148	\$0.0150	\$0.0116	\$0.0159	\$0.0156
Number of options	2,000,000	2,000,000	4,000,000	10,000,000	10,000,000
Vesting date	(iii) (v)	(iii) (v)	(iii) (v)	(iii) (v)	(iii) (v)

Options	Options issued to Executive Director	Options issued to employee
Exercise price	\$0.05	\$0.04
Grant date	26-Apr-22	16-May-22
Expected volatility (i)	100%	100%
Expiry date	26-Apr-26	16-May-26
Value per option	\$0.0126	\$0.0107
Number of options	20,000,000	1,000,000
Vesting date	(iii) (v)	(ii)

(i) Volatility was determined in reference to similar companies for the same period.

(ii) Options vest over a 3 year period.

(iii) Option vest over the life of the option.

(iv) These options were initially issued by Odessa Australia Pty Ltd prior to the reverse acquisition. The inputs described represent the option details held in Odessa Minerals Limited subsequent to the reverse take over (refer Note 1(b) and 14 for further details).

(v) These options have vesting conditional with each series vesting when the Company's shares exceed the various exercise prices (on a 20-day VWAP) at any time between the issue date and the expiry date of the Option.

The share-based expense as at 30 June 2022 comprises of the following:

Description	30 June 22
	\$
Issue of options to KMP's - vesting immediately	256,801
Issue of options to KMP's - vesting during the year	41,996
Issue of options to employees and advisors - vesting during the year	5,433
Total	304,230

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ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

NOTE 16: OPERATING SEGMENTS

The Group has identified its operating segment based on internal reports that are reviewed by the Board and management. The company has determined that it has one operating segment. The Board does not identify separate segments for internal management reporting hence no segment information has been reported.

NOTE 17: FINANCIAL INSTRUMENTS

Financial risk management policies

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and accounts payable. The main purpose of non-derivative financial instruments is to raise finance for the Group's operations.

Specific financial risk exposures and management

The main risk the Group is exposed to through its financial instruments are market risk (including fair value and interest rate risk), cash flow interest rate risk, credit risk, foreign currency risk and liquidity risk.

(a) Interest Rate Risk

From time to time the Group has significant interest-bearing assets, but they are as a result of the timing of equity-raising and capital expenditure rather than a reliance on interest income. The interest rate risk arises on the rise and fall of interest rates.

The Group's income and operating cash flows are not expected to be materially exposed to changes in market interest rates in the future and the exposure to interest rates is limited to the cash and cash equivalents balances.

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is below:

	Floating interest rate	Non- interest bearing	2022 Total	Floating interest rate	Non- interest bearing	2021 Total
	\$	\$	\$	\$	\$	\$
Financial assets						
- <i>Within one year</i>						
Cash and cash equivalents	-	4,996,898	4,996,898	-	216,971	216,971
Trade and other receivables	-	40,000	40,000	-	-	-
Total financial assets	-	5,036,898	5,036,898	-	216,971	216,971
<i>Weighted average interest rate</i>	0.01%			n/a		
Financial liabilities						
- <i>Within one year</i>						
Trade and other payables	-	498,596	498,596	-	97,136	97,136
Borrowings	-	-	-	-	104,400	104,400
Total financial liabilities	-	498,596	498,596	-	201,536	201,536
<i>Weighted average interest rate</i>	n/a			n/a		
Net financial assets	-	4,538,302	4,538,302	-	15,435	15,435

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(b) Credit risk

The maximum exposure to credit risk is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

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

	Note	30 June 2022 \$	30 June 2021 \$
Cash and cash equivalents - AA Rated	7(a)	4,996,898	216,971

(c) Liquidity risk

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

The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows.

The Group has no access to credit standby facilities or arrangements for further funding or borrowings in place. The financial liabilities of the Group are confined to trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

30 June 2022	Interest rate	Less than 6 months \$	6-12 months \$	1-2 years \$	2-5 years \$	Over 5 years \$	Total contractual cash flows \$	Carrying amount liabilities \$
<i>Financial liabilities at amortised cost</i>								
Trade and other payables	-	498,596	-	-	-	-	498,596	498,596
	-	498,596	-	-	-	-	498,596	498,596
<hr/>								
30 June 2021	Interest rate	Less than 6 months \$	6-12 months \$	1-2 years \$	2-5 years \$	Over 5 years \$	Total contractual cash flows \$	Carrying amount liabilities \$
<i>Financial liabilities at amortised cost</i>								
Trade and other payables	-	97,136	-	-	-	-	97,136	97,136
Borrowings	-	104,400	-	-	-	-	104,400	104,400
	-	201,536	-	-	-	-	201,536	201,536

(d) Net fair value of financial assets and liabilities

Fair value estimation

Due to the short-term nature of the receivables and payables of the Group, the carrying value approximates fair value.

(e) Financial arrangements

The consolidated entity had no other financial arrangements in place at 30 June 2022 based on the information available to the current board (30 June 2021: none).

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ANNUAL REPORT 30 JUNE 2022**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022***(f) Currency risk*

The currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the consolidated entity's functional currency. The consolidated entity has no direct material exposure to foreign exchange.

NOTE 18: PARENT ENTITY FINANCIAL INFORMATION

The following information has been executed from the books and records of the legal parent Odessa Minerals Limited (Formerly Fargo Enterprises Limited) have been prepared in accordance with Australian Accounting Standards and the accounting policies as outlined in Note 1.

(a) Statement of financial position

	30 June 2022	30 June 2021
	\$	\$
ASSETS		
Current assets	5,112,838	594,361
Non-current assets	20,208	7,650
TOTAL ASSETS	5,133,046	602,011
LIABILITIES		
Current liabilities	492,931	50,003
TOTAL LIABILITIES	492,931	50,003
NET ASSETS	4,640,115	552,009
SHAREHOLDERS' EQUITY		
Issued capital	251,446,189	34,997,148
Reserves	1,652,849	514,099
Accumulated Losses	(248,458,923)	(34,959,238)
SHAREHOLDERS' EQUITY	4,640,115	552,009

(b) Statement of profit or loss and other comprehensive income

Loss for the year	(213,499,685)	(798,004)
Total comprehensive loss	(213,499,685)	(798,004)

Included in the parent entity's loss for the financial year ending 30 June 2022 is an impairment charge for all the intercompany loans, representing the remaining related party non-current loan receivables owed to the parent by its subsidiaries.

(c) Guarantees entered into by Odessa Minerals Limited (Formerly Fargo Enterprises Limited) for the debts of its subsidiaries

There are no guarantees entered into by Odessa Minerals Limited (Formerly Fargo Enterprises Limited) as at 30 June 2022 (30 June 2021: none).

(d) Contingent liabilities of Odessa Minerals Limited (Formerly Fargo Enterprises Limited)

There were no known contingent liabilities of the Company as at 30 June 2022 (30 June 2021: none).

(e) Commitments by Odessa Minerals Limited (Formerly Fargo Enterprises Limited)

The Company did not have any commitments or contractual obligations as at 30 June 2022 (30 June 2021: none).

ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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ANNUAL REPORT 30 JUNE 2022**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022****NOTE 19: CONTROLLED ENTITIES**

Controlled entity	Country of incorporation	Percentage ownership	
		30 June 2022	30 June 2021
Odessa Australia Pty Ltd	Australia	100%*	n/a
OD3 Cedric Pty Ltd	Australia	100%*	100%
OD3 Ellenex Pty Ltd	Australia	100%*	100%
OD3 Liverniga Pty Ltd	Australia	100%*	100%
OD3 Whiterock Pty Ltd	Australia	100%*	100%
OD3 Wynne Pty Ltd	Australia	100%*	100%
OD3 Aries Pty Ltd	Australia	100%*	100%
Odessa Lyndon Pty Ltd	Australia	100%	-

*These entities were acquired as part of the legal acquisition by Odessa Minerals Limited (formerly Fargo Enterprises Limited) as described in Note 1b.

NOTE 20: COMMITMENTS

	30 June 2022	30 June 2021
	\$	\$
No longer than 1 year	82,452	30,000
Longer than 1 year and not longer than 5 years	118,521	-
Longer than 5 years	-	-
	<u>200,973</u>	<u>30,000</u>

Commitments represent minimum spend expenditure on the Group's exploration tenements.

NOTE 21: CONTINGENT LIABILITIES

The Group has no known contingent liabilities as at 30 June 2022 (30 June 2021: none).

NOTE 22: EVENTS SUBSEQUENT TO REPORTING DATE

On 3 August 2022, Mr Alistair Stephens resigned as CEO.

There were no other significant events after the reporting date.

ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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In the Director's opinion:

- The consolidated financial statements and notes set out on pages 24 and 47 are in accordance with the Corporations Act 2001;
- The consolidated financial statements complying with Australian Accounting Standards and Corporations Regulations 2001, noting the matters documented in Note 1(a);
- the financial statements and notes also comply with the International Financial Reporting Standards as disclosed in Note 1;
- The consolidated financial statements and notes give a true and fair view, the consolidated entity's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
- There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declaration required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2022.

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



Zane Lewis

Non-Executive Chairman

30 September 2022

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ODESSA MINERALS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Odessa Minerals Limited (“the Company”) and its subsidiaries (“the Consolidated Entity”), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors’ declaration.

In our opinion:

- a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Consolidated Entity’s financial position as at 30 June 2022 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

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

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

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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Accounting for Reverse Acquisition</p> <p>As disclosed in note 1b and 14 of the Consolidated Financial statements, on 14 January 2022, Odessa Minerals Limited acquired 100% of Odessa Australia Pty Ltd via the issue of shares.</p> <p>The transaction was accounted for under AASB 2 Share Based Payments whereby Odessa Australia Pty Ltd is deemed to have issued shares to Odessa Minerals Limited shareholders in exchange for the net assets held Odessa Minerals Limited.</p> <p>This is a key audit matter due to the size of the acquisition with a deemed purchase consideration of \$4,516,192 and complexities inherent in a reverse acquisition.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> • Evaluation of management’s assessment of the combining entities to determine which entity obtained control as a result of the transaction. • Review of contractual agreements relating to the acquisition and understanding the key terms and conditions of the transaction; • Assessment of the calculation of the deemed consideration with underlying information inputs including share price with the terms of the acquisition agreement; • Performance of procedures on the acquisition date balance sheet with reference to the acquisition agreement and underlying supporting documentation; • Review of consolidation of the combining entities in line with reverse acquisition accounting requirements. • We assessed the appropriateness of the disclosures included in Notes 14 to the financial report.

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Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Exploration and Evaluation Expenditure</p> <p>As disclosed in note 9 to the financial statements, as at 30 June 2022, the Consolidated Entity’s capitalised exploration and evaluation expenditure was carried at \$621,284.</p> <p>The recognition and recoverability of the exploration and evaluation expenditure was considered a key audit matter due to:</p> <ul style="list-style-type: none"> • The carrying value represents a significant asset of the Consolidated Entity, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of this asset may exceed the recoverable amount; and • Determining whether impairment indicators exist involves significant judgement by management 	<p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> • Assessing management’s determination of its areas of interest for consistency with the definition in AASB 6 <i>Exploration and Evaluation of Mineral Resources</i> (“AASB 6”); • Assessing the Consolidated Entity’s rights to tenure; • Testing the Consolidated Entity’s additions to capitalised exploration costs for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Consolidated Entity’s accounting policy and the requirements of AASB • By testing the status of the Consolidated Entity’s tenure and planned future activities, reading board minutes and enquiries with management we assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised exploration costs: <ul style="list-style-type: none"> ○ The licenses for the rights to explore expiring in the near future or are not expected to be renewed; ○ Substantive expenditure for further exploration in the area of interest is not budgeted or planned; ○ Decision or intent by the Consolidated Entity to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and ○ Data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recorded in full from successful development or sale. • We also assessed the appropriateness of the related disclosures in note 9 to the financial statements.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Accounting for Share Based Payments</p> <p>As disclosed in note 15 to the financial statements, during the year ended 30 June 2022 the Consolidated Entity incurred share based payments expense of \$304,230.</p> <p>Share based payments are considered to be a key audit matter due to</p> <ul style="list-style-type: none"> • the value of the transactions; • the complexities involved in the recognition and measurement of these instruments; and • the judgement involved in determining the inputs used in the valuations. 	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> • Analysing agreements to identify the key terms and conditions of share based payments issued and relevant vesting conditions in accordance with <i>AASB 2 Share Based Payments</i>; • Evaluating valuation models and assessing the assumptions and inputs used; • Assessing the amount recognised during the year in accordance with the vesting conditions of the agreements; • Assessing the achievement of relevant milestones; and • Assessing the adequacy of the disclosures included in Note 15 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity’s annual report for the year ended 30 June 2022, but does not include the financial report and our auditor’s report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101*

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Presentation of Financial Statements, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Consolidated Entity or to cease operations, or has 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.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated 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 Consolidated Entity'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 Consolidated 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 financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity 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, related safeguards.

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

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2022. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Auditor's Opinion

In our opinion, the Remuneration Report of Odessa Minerals Limited, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated in Perth, Western Australia this 30th day of September 2022

ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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**ADDITIONAL SHAREHOLDER INFORMATION
AS AT 19 SEPTEMBER 2022**

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in the Annual Report. The information provided is current as at 19 September 2022.

REGISTERED OFFICE OF THE COMPANY

Suite 1, 295 Rokeby Road

Perth WA 6008

Australia

Ph: +61 (08) 6555 2950

STOCK EXCHANGE LISTING

Quotation has been granted for 733,473,492 ordinary shares and on the Australian Stock Exchange Ltd. The State Office of the Australian Stock Exchange Ltd in Perth, Western Australia has been designated the Home Branch of Odessa Minerals Limited (Formerly Fargo Enterprise Limited).

There are no current on-market buy-back arrangements for the Company.

VOTING RIGHTS

For all ordinary shares, voting rights are one vote per member on a show of hands and one vote per share in a poll.

SHARE REGISTRY

The registers of shares and options of the Company are maintained by: -

Automatic Registry Services

Level 5, 191 St Georges Terrace

Perth WA 6000

COMPANY SECRETARY

The name of the Company Secretary is Robbie Featherby.

SUBSTANTIAL HOLDERS

There are currently no substantial shareholders

CONSISTENCY WITH BUSINESS OBJECTIVES – ASX LISTING RULE 4.10.19

In accordance with Listing Rule 4.10.19, the Company states that it has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives and as set out in the Prospectus dated 18 November 2021.

ODESSA MINERALS LIMITED (FARGO ENTERPRISES LIMITED)

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ANNUAL REPORT 30 JUNE 2022**ADDITIONAL SHAREHOLDER INFORMATION
AS AT 19 SEPTEMBER 2022****Holding Analysis**

Holding Ranges	Ordinary Shares
1 - 1,000	78
1,001 - 5,000	158
5,001 - 10,000	212
10,001 - 100,000	1,057
100,001 - 9,999,999,999	672
Totals	2,177
holders with an unmarketable parcel	690

EQUITY SECURITY HOLDERS

The names of the 20 largest holders of ordinary shares, and the number of ordinary shares and percentage of capital held by each holder is as follows:

Position	Holder Name	Holding	% IC
1	SEAMIST ENTERPRISES PTY LTD	34,687,720	4.73%
2	PHOENIXAVIER PTY LTD	34,676,236	4.73%
3	GEOBASE AUSTRALIA PTY LTD <CW LLOYD FAMILY A/C>	23,959,760	3.27%
4	GOLDEN TRIANGLE CAPITAL PTY LTD	23,776,804	3.24%
5	LEIGH SINCLAIR <HOLDEN SINCLAIR FAMILY A/C>	22,999,760	3.14%
6	MILFORD RESOURCES PTY LTD	22,371,764	3.05%
7	ODETTE GEOSCIENCE PTY LTD	15,312,248	2.09%
8	CROFTBANK PTY LTD <WATTS FAMILY SUPER FUND A/C>	14,000,000	1.91%
9	TROCA ENTERPRISES PTY LTD <COULSON SUPER A/C>	12,724,936	1.73%
10	CITICORP NOMINEES PTY LIMITED	10,625,551	1.45%
11	HAMMERHEAD HOLDINGS PTY LTD <HHH S/F A/C>	10,000,000	1.36%
12	COMSEC NOMINEES PTY LIMITED	8,999,417	1.23%
13	HEELMO HOLDINGS PTY LTD <ROWBOTTAM SUPER FUND A/C>	8,000,000	1.09%
13	JINDALEE RESOURCES LIMITED	8,000,000	1.09%
14	MR CRAIG PAUL CUNNINGHAM <THE CUNNINGHAM A/C>	7,638,698	1.04%
15	TRIZZLER INVESTMENTS PTY LTD <TRIZZLER INVESTMENT A/C>	7,067,440	0.96%
16	C G HEATH PTY LTD <C HEATH STAFF SUPER FUND A/C>	6,584,000	0.90%
17	MR BRADLEY TRISTAN JURGANAS VALIUKAS <B & K VALIUKAS FAMILY A/C>	6,232,544	0.85%

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**ADDITIONAL SHAREHOLDER INFORMATION
AS AT 19 SEPTEMBER 2022**

18	CRANLEY CONSULTING PTY LTD <CRANLEY CONSULTING A/C>	5,999,960	0.82%
19	HASSANPURIA PIZZA PTY LTD	5,458,620	0.74%
20	MR MICHAEL PATRICK LYNCH <LYNCH FAMILY A/C>	5,426,418	0.74%
	Total	294,541,876	40.16%
	Total Issued Capital - Selected Security Class(es)	733,473,492	100.00%

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ANNUAL REPORT 30 JUNE 2022**ADDITIONAL SHAREHOLDER INFORMATION
AS AT 19 SEPTEMBER 2022****Tenement information**

Lease	Project	Location	Blocks	Application	Grant	Expiry
E04/2364	Calwynyardah	WA	12	13/08/2014	10/03/2015	09/03/2025
E04/2693	Liveringa	WA	20	13/01/2021		
E04/2694	Mt Cedric (Noreen)	WA	45	13/01/2021		
E04/2695	Mt Wynne	WA	43	13/01/2021		
E04/2696	Ellendale west	WA	15	13/01/2021		
E04/2697	Ellendale East	WA	70	13/01/2021		
E04/2698	Ellendale North	WA	46	13/01/2021		
E04/2699	Ellendale Air	WA	5	13/01/2021		
E07/2704	White Rocks East	WA	32	19/02/2021		
E04/2705	Mt Cedric (Abbott)	WA	70	19/02/2021		
E04/2707	White Rocks West	WA	16	10/03/2021		
E04/2714	Calwynyardah West	WA	4	31/05/2021		
E04/2719	Walgidee	WA	12	30/06/2021		
E80/5027	Aries Main	WA	30	27/05/2021	10/10/2017	09/10/2022
E80/5117	Aries Celcius	WA	200	15/06/2016		
E80/5685	Aries West	WA	59	26/08/2021		
E80/5686	Aries East	WA	29	26/08/2021		
E80/5687	Aries North West	WA	40	26/08/2021		
E80/5725	Argyle South	WA	70	08/12/2021		
E80/5738	Argyle South Etxn	WA	6	18/01/2022		