



Annual Report 2022

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Corporate Directory

Directors

David Church (Non-Executive Chairman)

Andrew Muir (Managing Director)

Mick Caruso (Non-Executive Director)

Adam Miethke (Non-Executive Director)

Company secretary

Oonagh Malone

Securities exchange

Australian Securities Exchange (ASX)

Code: CRS

Home office: Perth

Country of incorporation and domicile

Australia

Registered and business address

Level 3, 10 Outram Street

West Perth WA 6005

Telephone: +61 8 6141 3136

Website: www.capriceresources.com

Auditors

RSM Australia Partners

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2 The Esplanade

Perth WA 6000

Share registry

Automatic Registry Services

126 Phillip Street

Sydney, New South Wales 2000

Telephone: 1300 288 664

Review of Operations

Murchison Gold Projects

Island Gold Project – Western Australia

The Island Gold Project covers 21km² of highly prospective tenure in the richly endowed Cue gold field and contains many of the historical gold mines of the Lake Austin gold mining centre. The Project comprises two granted mining leases and one exploration license (M21/66, M21/140 and E21/186). The Project lies adjacent to the Great Northern Highway and is located 630km north of Perth, 60km north of Mt Magnet and 20km south of Cue. Caprice segments the Island Gold Project into two distinct areas – The Island and Lake Austin.

The Island

RC Drilling

Two RC drill programs were completed during the year. The first, a large-scale expansionary RC drill program, was completed between July and October 2021 on The Island. A subsequent follow up program was completed in early 2022. The initial program consisted of 82 holes for a total of 8,112m. The follow up program involved 19 holes for 1,792m.

The drilling tested multiple new targets, as well as following up previous results from Baxters, Golconda and New Orient from prior RC drill programs.

The program largely consisted of an 80m x 40m grid testing the Bravo BIF package, with a modest number of holes also following up mineralisation at the Baxters, Golconda, New Orient, Evening Star, Vadrians Hill, Vadrians North, Trigg Gully and Detector Gully prospects.

Multiple results were received from both programs across a range of prospects, with better results including:

Vadrians Hill

- **10m @ 16.1g/t Au** from 104m, incl. **6m @ 26.1g/t Au** in 21IGR0094; and
- **7m @ 3.7g/t Au** from 56m, incl. **1m @ 9.1g/t Au** in 21IGR0047.

Vadrians North

- **2m @ 9.3g/t Au** from 3m in 21IGR00053; and
- **3m @ 3.0g/t** from 25m in 21IGRC0054.

Baxters

- **1m @ 3.2g/t Au** from 122m in 21IGRC0041.

New Orient

- **1m @ 3.9g/t Au** from 154m in 21IGRC0076; and
- **2m @ 3.7g/t** from 140m in 21IGRC0074.

Trigg Gully

- **9m @ 4.7g/t** from 101m, incl. **1m @ 8.4g/t Au** from 101m and **3m @ 9.2g/t Au** from 104m in 21IGRC0062; and
- **3m @ 3.2g/t** from 101m in 22IGRC0109.

Evening Star

- **7m @ 3.5g/t Au** from 89m in 21IGRC0035, incl. **4m @ 5.2g/t Au** from 89m; and
- **8m @ 1.0g/t Au** from 24m 89m in 21IGRC0035.

Baxters

- **6m @ 2.7g/t Au** from 60m incl. **2m @ 6.2g/t Au** from 60 in 21IGRC0040; and
- **1m @ 1.9g/t Au** from 52m in 21IGRC0040.

Iron Clad

- **5m @ 1.7g/t Au** from 64m incl. **2m @ 3.4g/t Au** from 64m in 21IGRC0007; and
- **1m @ 1.5g/t Au** from 68m in 21IGRC0007.

Alpha BIF

- **2m @ 3.7g/t Au** from 4m in 21IGRC0039.

Detector Gully

- **2m @ 3.8g/t Au** from 58m in 22IGRC0115.

The results from the drilling highlighted that the distribution of gold mineralisation within a single BIF package is common and frequent. Structural interpretation indicates the mineralisation is being controlled by an interplay between north-east and north-west striking faults and shear zones. These structures are interpreted to cut across multiple BIF packages and are also interpreted to project into the lower stratigraphic sequence (Murrouli Formation) to the east of the Island below Lake Austin.

The BIF packages across The Island are frequently cut by both north-east striking structures and north-west striking structures. Of these two features, the drilling has indicated that only the north-east striking (north-west dipping) structures are regularly mineralised. Grades associated with these structures are highly variable, and the high-grade zones appear to occur more often on the contact between BIF packages and the overlying/underlying lithology.

Whilst The Island contains high grades and widths, the limited high grade continuity is problematic at some of the prospects, and more work is required to understand the significance and controls.

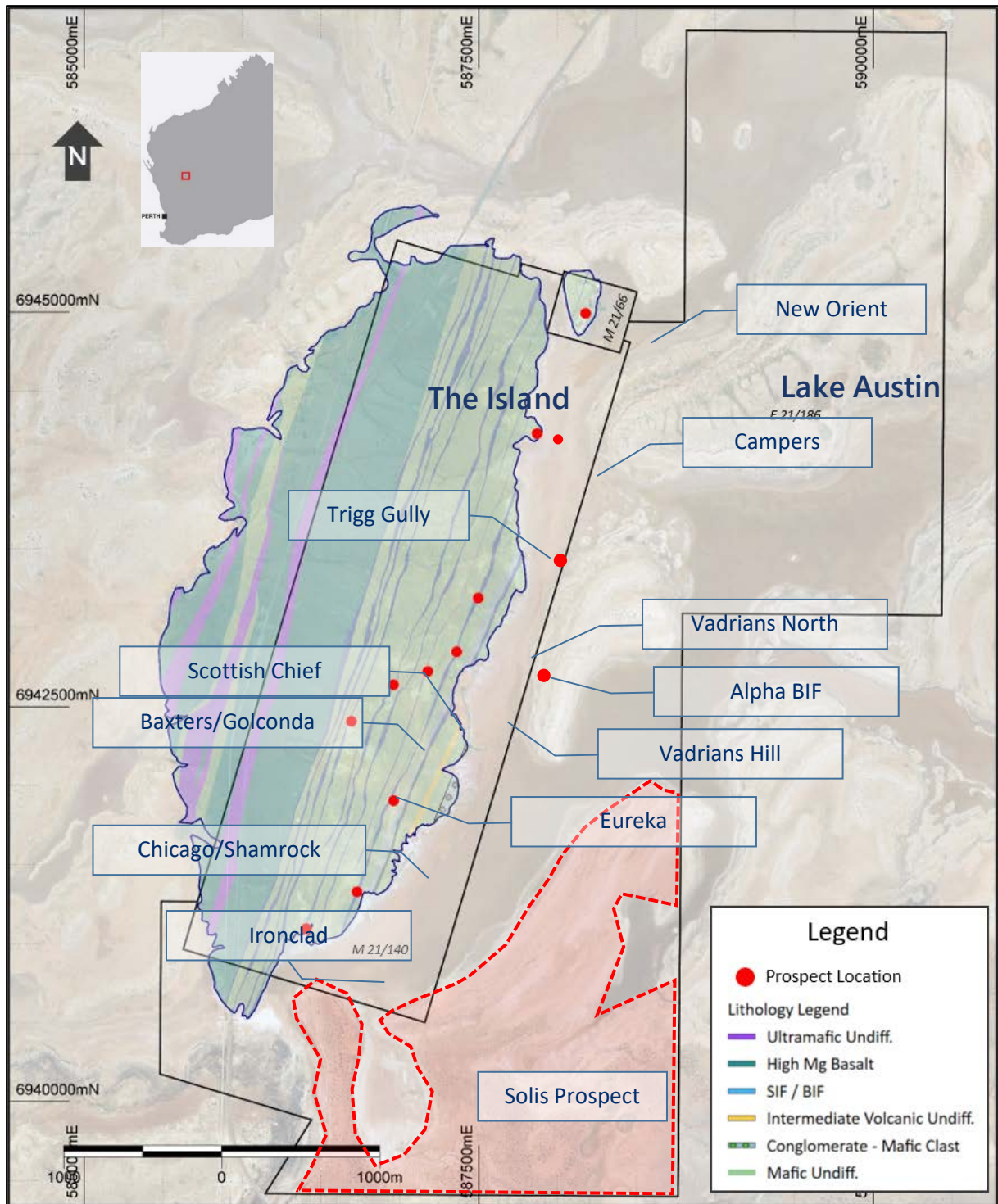


Figure 1: Island Gold Project Prospects

Vadrians North Sampling

Detailed mapping was completed across the Vadrians and Vadrians North prospects of The Island. As part of the mapping process a series of face samples were collected across the west face of an historical excavation at Vadrians North.

A total of 18 face samples were systematically collected across the exposure. The samples were taken orthogonal to the strike of the BIF unit to ensure a representative sample.

The sampling confirmed the presence of both high-grade and continuous mineralisation across strike with an average face grade over the 17m exposure of 3.25g/t Au.

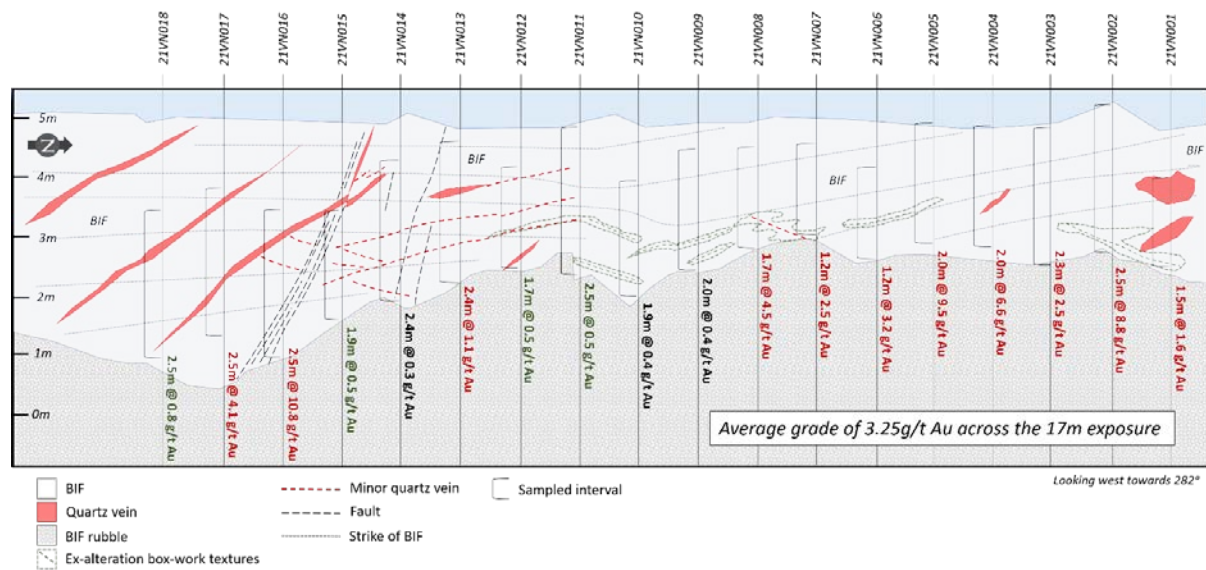


Figure 2: Sampling and Mapping of Vadrians North Traverse

There are two distinct high-grade zones within the 17m exposure, with a 7m section averaging 5.4g/t Au in the northern half, and face grades across a 2m section averaging 7.5g/t Au at the southern end.

These results highlight the diversity of different mineralisation styles within the Island Gold Project. Significantly, it demonstrates that BIF hosted mineralisation is not constrained to a single discrete feature.

Detector Gully Sampling

Detector Gully is located towards the northern end of The Island. Caprice undertook mapping and sampling of a small exposure proximal to historical workings. The exposure is part of the Delta BIF which also hosts the Baxters mineralisation c.2.1km to the south.

The mapping identified a possible south-west dipping fault with c.20-30m strike slip offset. This fault appears to be associated with folding and veining. The BIF contained regularly spaced veins and fractures, similar to Vadrian's North, that continues up to 30m south along the BIF outcrop.

Four grab samples were taken from the exposure, with results of:

- **26.0 g/t Au** – 21G028 – Siliceous fault on BIF contact;
- **8.6g/t Au** – 21G027 – Oxidised BIF fold nose;
- **1.7g/t Au** – 21G025 – Quartz vein; and
- **1.0 g/t Au** – 21G026 – Quartz vein.

Solis

The Solis prospect is located at the southern end of the Island Gold Project, situated within the Lake Austin area of the Project on E 21/186.

Two rounds of aircore drilling at Solis were completed during the year.

The maiden program consisted of 80 holes for 2,451m, with a follow up program of 39 holes for 1,146m.

The programs delineated a continuous +1km long regolith gold anomalous zone and successfully demonstrated the potential for Solis to host gold mineralisation.

Drilling was broad spaced with 400m lines designed to test a large area. Samples were originally taken on four metre composites, with anomalous values resampled on one metre intervals.

Better results (1m resamples) included:

- **1m @ 3.9g/t Au** from 28m;
- **3m @ 1.2g/t Au** from 50m, incl. 1m @ 2.9g/t;
- **1m @ 1.5g/t Au** from 42m;
- **1m @ 1.2g/t Au** from 30m;
- **1m @ 1.2g/t Au** from 38m;
- **1m @ 3.6g/t Au** from 37m in 22IGA0088;
- **1m @ 1.3g/t Au** from 34m in 22IGA0086; and
- **1m @ 1.0g/t Au** from 17m in 22IGA0095.

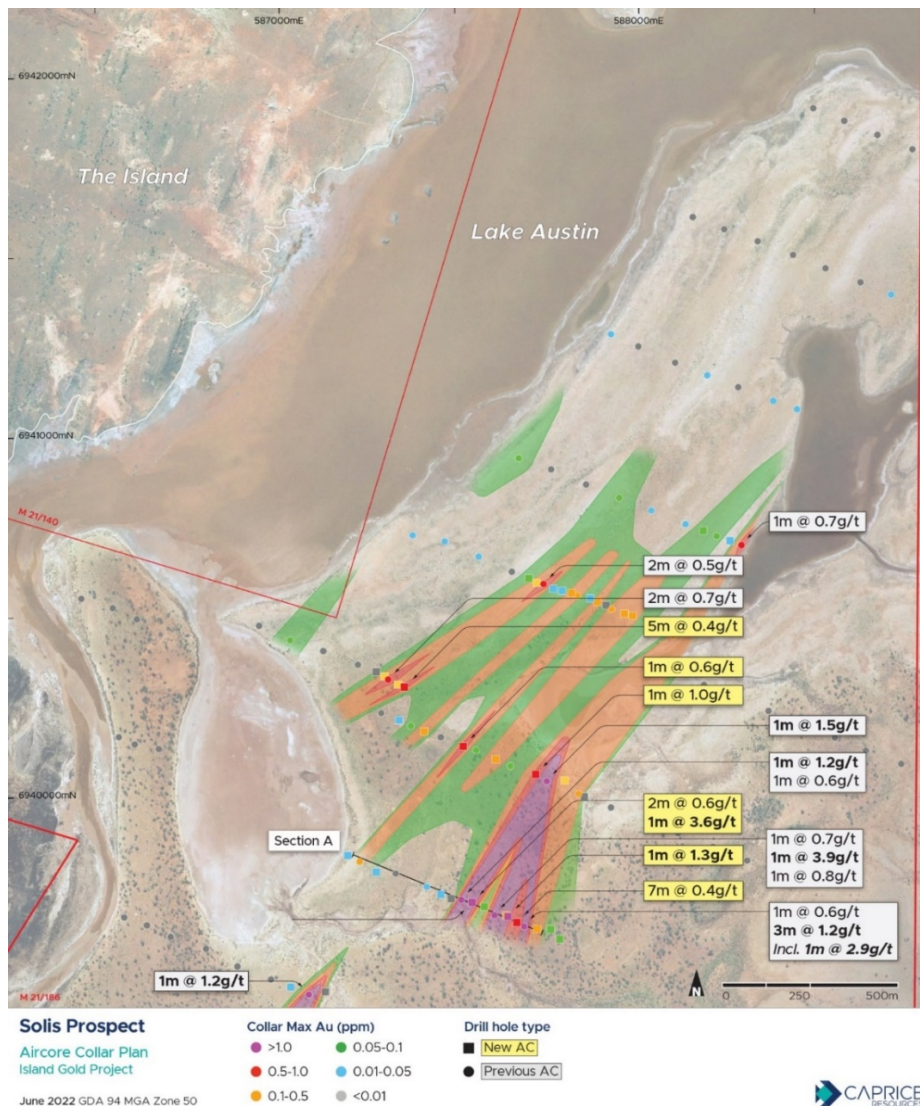


Figure 3: Solis aircore collar locations, coloured by Max Au in hole, with Max Au contours.

Whilst the stratigraphy is striking north-north-east, gold anomalism is most likely trending towards the north-east, based on maximum downhole gold, bottom of hole gold, and several bottom of hole pathfinder element anomalies, including arsenic, antimony, molybdenum, and bismuth. However, given the broad line spacing, the interpretation of the geometry and strike is likely to be refined once more detailed data is acquired.

Big Bell South and Cuddingwarra Projects

In August 2021, Caprice purchased an 80% interest in the Cuddingwarra and Big Bell South Projects from Golden State Mining Limited (**GSM**), forming an 80:20 joint venture with GSM. The Projects are located to the northwest of the Company's Island Gold Project, with all Murchison projects within trucking distance of two gold processing plants.

The geology and structures covered by the new Projects are consistent with a number of the major gold systems in the Murchison region, yet have received only minimal modern exploration and drill testing and were not a core focus of GSM.

Key terms were:

- In consideration for the acquisition:
 - the Company issued GSM 2,500,000 fully paid ordinary shares in the capital of Caprice,
 - a \$200,000 cash payment, and
 - 250,000 options in Caprice with an exercise price of \$0.25 per option and expiring 3 years from the date of issue.
- the Consideration Shares and Consideration Options will be subject to Voluntary Escrow in accordance with the Voluntary Restriction Deed, as follows:
 - 50% (1,250,000) of the Consideration Shares and 50% (125,000) of the Consideration Options will be subject to a six month Voluntary Escrow; and
 - 50% (1,250,000) of the Consideration Shares and 50% (125,000) of the Consideration Options will be subject to a twelve month Voluntary Escrow.
- GSM's retained 20% ownership over the Projects will be free-carried through to completion of a pre-feasibility study after which point GSM can elect to contribute or dilute.
- Should GSM elect to dilute below 10% Project ownership their interest will convert into a 2% Net Smelter Royalty (NSR) royalty, with Caprice able to buy-back the royalty for a cash payment of \$5,000,000.
- Caprice has first right of refusal should GSM elect to dispose of its Project ownership.
- Caprice to operate and manage the JV.

Since acquisition, the magnetic data for the projects has been reprocessed and work is now focussing on target generation and work program.

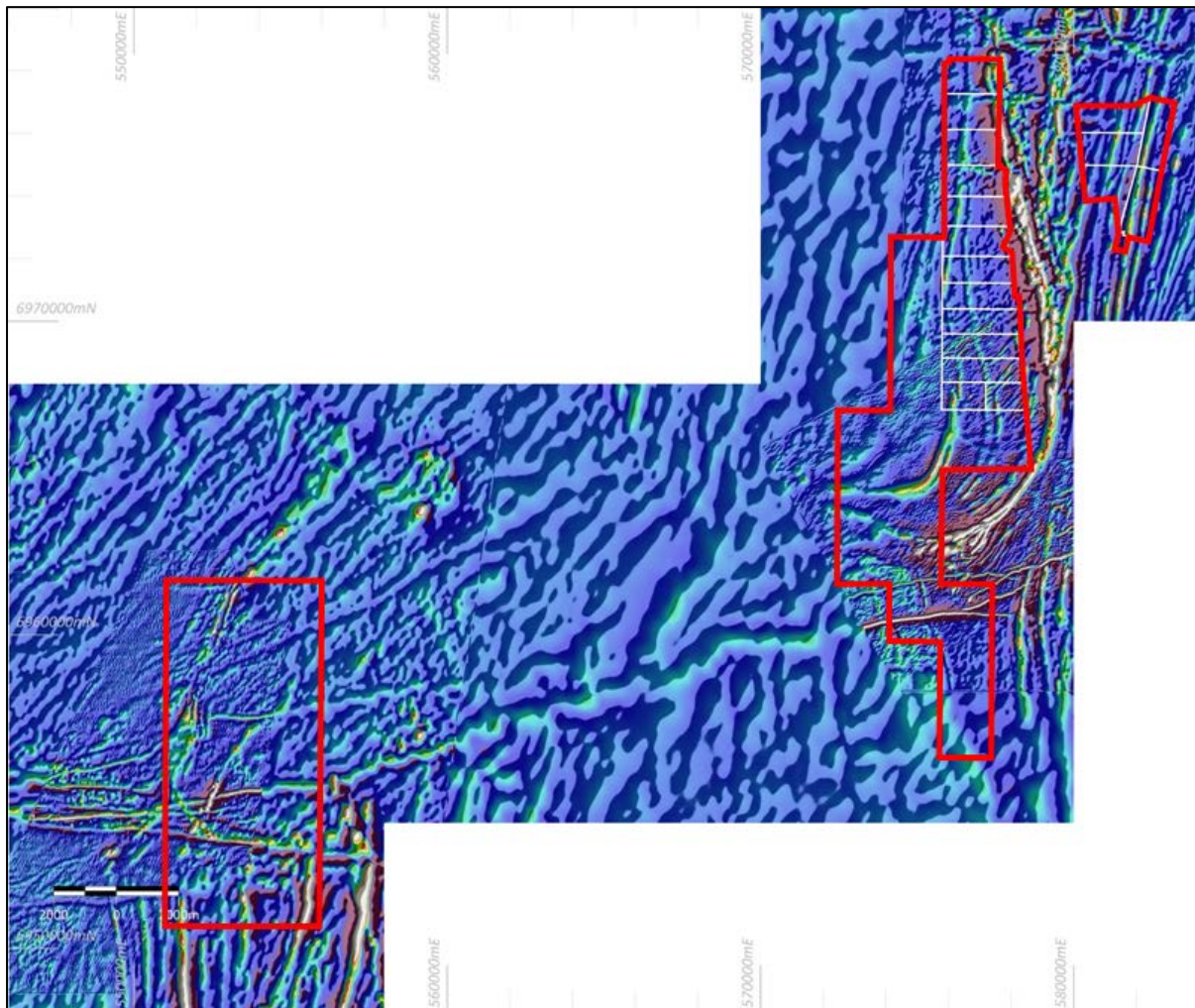


Figure 4: Cuddingwarra and Big Bell South Reprocessed Magnetics

The Cuddingwarra group of tenements was split into Cuddingwarra West and Fleece Pool. A targeting exercise was completed across both tenement groups to ascertain priority exploration targets. A total of 33 first pass targets were identified and ranked based on historical soil sampling, previous drilling, as well as geological and geophysical interpretation.

Four high priority prospects were as walk-up drill targets. The remaining targets are earlier stage and require soil sampling, mapping and ground truthing, or geophysics.

Northampton Project – Western Australia

The Northampton complex is a highly prospective historical base metals field that has seen very little modern exploration. Caprice believes the region is highly prospective for additional base metals mineralisation.

During the year, Caprice was granted three Exploration Licences (E66/111-113) which abutted the Company's existing 150km² Northampton tenements. The EL's cover an area of c.900km².

In addition, the Company purchased the Yungaro Project from a private party. The Yungaro Project consists of two granted exploration licences covering c.130km², which abut the southernmost new EL.

Consideration for the acquisition was:

- \$210,000 in CRS ordinary fully paid shares (see Appendix 3B of today's date for further details),
- A 2.5% Net Smelter Royalty, and
- Cash payment of \$250,000 on completion of a positive Pre-Feasibility Study.

Combined, the Northampton Project now covers over 1,170km².

Using regional geophysical datasets, Caprice has interpreted early structural corridors away from the historical mining area which may have the potential to host a broader style of structurally controlled hydrothermal Pb-Cu-Zn-Ag mineralisation.

After the expansion of the Project, regional airborne magnetics data was reprocessed. In addition, a review of the GSWA 20km spaced Sky TEM data was completed.

A regional low-level multi-element stream sediment geochemistry program was also completed to give baseline information, as well as to assess correlation between mineral occurrences and anomalous base metals pathfinder elements.

Next steps will involve drilling of selected advanced targets, focussing on the historical Lady Sampson workings at Yungaro, as well as following up the 2020 drilling at Wheel Fortune that returned 31m @ 1.1% Cu, 2.0% Pb & 9g/t Ag (ASX 1/10/20). Geophysics are planned for the earlier stage and more regional targets. Work has also commenced on access agreements for the more advanced targets.

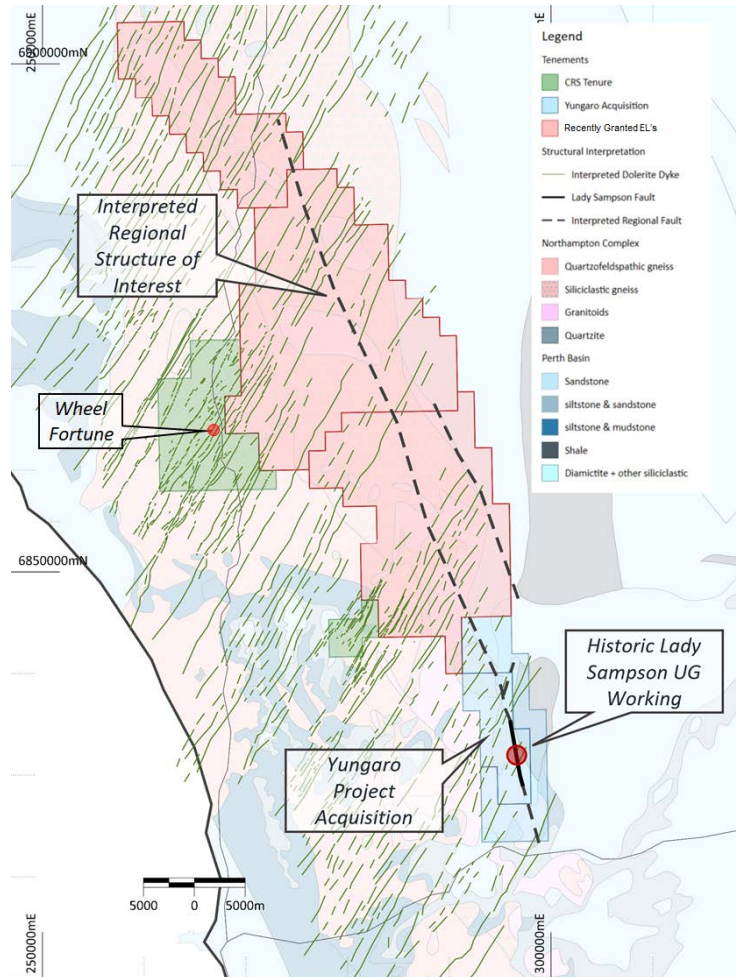


Figure 5: Northampton Project Geology and Interpreted Dykes and Key Structures

Wild Horse Hill Project – Northern Territory

The Wild Horse Hill Project covers an area of over 231km² and is situated in the Pine Creek mineralogical terrain. Pine Creek is highly prospective for gold, highlighted by the presence of established and historical gold mining areas.

The Company undertook its initial drilling program in the last quarter of 2019 with the first phase of the drill program testing the Cook Prospect with 10 RC drill holes, each drilled to a maximum depth of 150m.

A review of geology, previous work and targeting was undertaken on the Wild Horse Hill Project during the year with a view to reviewing the projects status in the current asset portfolio.

Competent Person's Statement

The information in this report has been reviewed and / or compiled by Mr Christopher Oorschot, a full time employee of Caprice Resources Limited. Mr Oorschot is a Member of the Australian Institute of Geoscientists and has sufficient experience in the style of mineralisation and type of deposit under consideration and the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"). Mr Oorschot consents to the inclusion in the report of the matters based on the information in the form and context in which it appears and confirms there are no material changes from when the information was first reported. The exploration results in this announcement were reported by the Company in accordance with listing rule 5.7 on 1 October 2020, 31 August 2021, 8 November 2021, 31 January 2022, 17 February 2022, 8 March 2022, 16 March 2022, 24 March 2022, 1 June 2022, 15 June 2022 and 15 August 2022.

Corporate Governance

Caprice Resources Limited's Corporate Governance Statement for FY2022 is available on the Company's website www.capriceresources.com



Financial Statements

FY2022

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CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT

The Directors present their report together with the annual financial report of Caprice Resources Ltd ("Caprice" or the "Company") and Controlled Entity (the "Group" or "consolidated entity") for the year ended 30 June 2022 and the independent auditor's report thereon.

Directors

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

David Church (Non-Executive Chairman)
Andrew Muir (Managing Director)
Michael Caruso (Non-Executive Director)
Adam Miethke (Non-Executive Director)
Scott Patrizi (Non-Executive Director) resigned 11 August 2021

Principal Activities

The principal activity of the Group is mineral exploration. No significant change in the nature of this activity occurred during the year.

Review of Operations

During the year, the Group:

- acquired an 80% interest in the Cuddingwarra Projects and Big Bell South Projects in WA;
- acquired a 100% interest in the Yungaro Project in WA;
- completed a placement to institutional and sophisticated investors, and Directors at an issue price of \$0.16 raising \$2,000,000 (before costs);
- completed targeting studies for Cuddingwarra and Fleece Pool group of tenements;
- was granted exploration licences E66/111, E66/112 and E66/113 to expand Northampton Project;
- undertook a site visit and reconnaissance inspection of the new ground at Northampton;
- completed RC drilling programs on The Island within the Island Gold Project, returning significant intercepts;
- completed 2 rounds of aircore drilling at Solis within the Island Gold Project, identifying a large gold anomaly; and
- continued with the ongoing data review at the Wild Horse Hill Project.

Financial Results

The loss of the Group after providing for income tax for the period ending 30 June 2022 was \$1,366,052 (30 June 2021: \$2,079,147). During the year, total expenses amounted to \$1,367,379 (30 June 2021: \$2,090,980). Cash and cash equivalents amounted to \$1,958,751 as at 30 June 2022 (30 June 2021: \$3,315,439).

Significant Changes in State of Affairs

During the year, Caprice Resources Ltd acquired an 80% interest in the Cuddingwarra and Big Bell South Projects in WA from Golden State Mining Limited, and a 100% interest in the Yungaro Project in WA from Belres Pty Ltd, and was granted additional Northampton tenements. The Company has recognised lease accounting for the new office lease and office equipment lease.

There were no other significant changes in the state of affairs of the Group during the financial year.

CAPRICE RESOURCES LTD
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DIRECTORS' REPORT (continued)

Events Subsequent to the End of the Reporting Period

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

Likely Developments and Expected Results of Operations

Other than as referred to in this report, further information as to likely developments in the operations of the Group and likely results of those operations in future financial years would, in the opinion of the directors, be speculative.

Dividends

No dividends have been paid or declared by the Group.

Environmental Regulation

The Group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

Indemnity and Insurance of Officers

To the extent permitted by law, the Company indemnifies every person who is or has been:

- an Officer against any liability to any person (other than the Company) incurred while acting in that capacity and in good faith; and
- an Officer of the Company, against costs and expenses incurred by that person in that capacity in successfully defending legal proceedings and ancillary matters.

The Company has entered into a Deed of Indemnity, Access and Insurance with each of its Directors and the Company Secretary. Under the Deeds of Indemnity, Access and Insurance the Company will indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Deeds of Indemnity, Access and Insurance also provide for the right to access Board papers and other Company records.

Indemnity and Insurance of Auditor

The Group has not, during or since the end of the financial year indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.

During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

Proceedings on Behalf of Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or 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.

CAPRICE RESOURCES LTD
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DIRECTORS' REPORT (continued)

Information on Directors

Information in relation to the Directors of the Company for the reporting period and up to the date of this report is as follows:

Mr David Church - Non-Executive Chairman (appointed Non-Executive Director 18 October 2018; transitioned to Non-Executive Chairman on 6 October 2020)

Qualifications: LLB

Experience and expertise: Mr Church is a consultant providing general counsel and mergers and acquisition services to Regent Pacific Group Limited, a company whose securities are listed on The Stock Exchange of Hong Kong Limited. Mr Church is a qualified solicitor and has practiced in Australia with Clayton Utz, and in the UK and Hong Kong with Linklaters.

Other current directorships: Non-Executive Director of Hammer Metals Limited (ASX:HMX).

Former directorships: Nil.

Special responsibilities: Nil.

Interest in shares: 1,131,017 ordinary shares.

Interest in options: 325,000 options (exercise price \$0.25, expiry date 28 November 2022); 1,000,000 options (exercise price \$0.3894, expiry date 10 December 2023); 234,375 options (exercise price \$0.30, expiry date 31 March 2024).

Contractual rights to shares: Nil.

Mr Andrew Muir – Managing Director (appointed 27 April 2021)

Qualifications: Bachelor of Science with Honours (Geology), Graduate Diploma in Applied Finance & Investment, FFIN

Experience and expertise: Mr Muir is a highly regarded mining executive with a strong background in gold exploration and geology, coupled with strong economic evaluation and corporate experience. He was previously Managing Director of NTM Gold Ltd where he was responsible for significant exploration success which ultimately resulted in the takeover by Dacian Gold Ltd

Mr Muir is an experienced geologist with time spent equally across both exploration and mining operations. He was instrumental in the discovery of the multi-million-ounce Wallaby deposit whilst at the Granny Smith operations. He has previously worked with Great Central Gold Mines, Placer Dome and Goldfields Limited. Prior to NTM, Mr Muir worked at Argonaut Capital, where he was an Associate Director with Argonaut's corporate team. He was also a resource analyst for JP Morgan, Hartleys and PCF Capital.

Other current directorships: Nil.

Former directorships: Managing Director of NTM Gold Ltd (ASX: NTM) resigned 15/3/2021 following takeover; Non-Executive Director of Alice Queen Ltd (ASX: AQX) resigned 3/2/2020.

Special responsibilities: Nil.

Interest in shares: 312,500 ordinary shares.

Interest in options: 156,250 options (exercise price \$0.30, expiry date 31 March 2024).

Contractual rights to shares: 3,750,000 performance rights.

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DIRECTORS' REPORT (continued)

Mr Michael Caruso – Non-Executive Director (appointed 6 October 2020)

Experience and expertise: Mr Caruso 40 years of practical and management experience in the operation of remotely located civil and mining earthmoving and mineral exploration projects throughout Australia.

For ten years Mick owned and profitably operated a 100 ton/hour wet gravity alluvial gold mining operation at Peak Hill in the Murchison Goldfield, Western Australia. During 1998, he was instrumental in the identification of Banded Iron Formation primary gold mineralisation associated with shear zones at the Island Gold Project.

Other current directorships: Nil

Former directorships: Nil.

Special responsibilities: Nil.

Interest in shares: 11,557,543 ordinary shares.

Interest in options: 325,000 options (exercise price \$0.25, expiry date 6 October 2023); 1,000,000 options (exercise price \$0.3894, expiry date 10 December 2023).

Contractual rights to shares: Mr Caruso has a contractual right to 3,464,492 "milestone shares" as part of the acquisition agreement of Goldview Metals Pty Ltd. These "milestone shares" are ordinary shares in Caprice which will be issued to Mr Caruso upon the successful announcement by Caprice on the ASX market announcement platform of a mineral resources in accordance with the JORC Code 2012 of a minimum of 250,000 ounces gold resource at a minimum grade of 2.0 grams per tonne of gold on the Goldview tenements being M21/66, M21/140 and E21/186 on or before 25 September 2025.

Mr Adam Miethke – Non-Executive Director (appointed 6 October 2020)

Qualifications: Bachelor of Applied Science with First Class Honours in Geology & Master of Business Administration

Experience and expertise: Mr Miethke is a geologist with over extensive experience in the metals and mining industry, funds management and as a corporate advisor. He initially worked for Rio Tinto's iron ore division before joining Snowden Mining Consultants where he worked across all commodities in Australia, Africa, Eastern Europe and South America. After completing an MBA in 2008, he joined Regent Pacific Group in Hong Kong as technical director, overseeing the group's investment portfolio. Between 2011 and 2016, Mr Miethke was a director of a corporate finance team at Argonaut Capital Limited and led Argonaut's metals and mining division.

Other current directorships: Nil.

Former directorships: Non-Executive Director of Calidus Resources Ltd (ASX: CAI) resigned 27/7/20.

Special responsibilities: Nil.

Interest in shares: 1,894,445 ordinary shares.

Interest in options: 1,000,000 options (exercise price \$0.3894, expiry date 10 December 2023).

Contractual rights to shares: Nil.

Mr Scott Patrizi – Non-Executive Director (resigned 11 August 2021)

Qualifications: Bachelor of Commerce

Experience and expertise: Mr Patrizi is a corporate finance professional being previously employed with Deloitte. Mr Patrizi holds a Bachelor of Commerce from the University of Western Australia. During his time at Deloitte, Mr Patrizi worked across a wide range of industries including mining, oil and gas, healthcare, education and private equity providing merger and acquisition, valuation and due diligence services. Prior to Deloitte, Mr Patrizi worked for Argonaut, a full-service advisory, stockbroking & research and investment house focused on clients in the natural resources sector.

Other current directorships: Director of Huntsman Exploration Inc (TSX-V: HMAN).

Former directorships: Matador Mining Ltd (ASX: MZZ) resigned 3 July 2018; Elixir Energy Ltd (formerly Elixir Petroleum Limited) (ASX:EXR) resigned 6 May 2019; RareX Ltd (formerly Sagon Resources Ltd) (ASX:REE) resigned 18 February 2020.

Special responsibilities: Nil.

Interest in shares: 364,600 ordinary shares.

Interest in options: 2,000,000 options (exercise price \$0.25, expiry date 28 November 2022); 1,000,000 options (exercise price \$0.3894, expiry date 10 December 2023).

Contractual rights to shares: Nil.

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

Directors' Meetings

During the financial year, five meetings of Directors were held. Attendances by each Director during the year were as follows:

Director	Directors' Meetings	
	Eligible to Attend	Attended
David Church	5	5
Andrew Muir	5	5
Michael Caruso	5	5
Adam Miethke	5	5
Scott Patrizi	1	1

Company Secretary

The following person held the position of company secretary at the end of the financial year:

Ms Oonagh Malone

Ms Malone is a principal of a corporate advisory firm which provides company secretarial and administrative services. She has over 10 years' experience in administrative and company secretarial roles for listed companies and is a member of the Governance Institute of Australia. She currently acts as company secretary for ASX-listed companies African Gold Ltd, Aston Minerals Limited, Benz Mining Corp, Carbine Resources Ltd, RareX Ltd and Riversgold Ltd, and non-executive director of Peak Minerals Ltd.

Remuneration Report - Audited

The remuneration report details the key management personnel remuneration arrangements for the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

Remuneration Policy

In determining competitive remuneration rates, the Board seeks independent advice on local and international trends among comparative companies and industry generally.

Independent advice may be obtained to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices. During the year no remuneration consultants were used.

Performance-based Remuneration

The Board recognises that the Group operates in a global environment. To prosper in this environment we must attract, motivate and retain key executive staff.

The principles supporting the remuneration policy are that:

- reward reflects the competitive global market in which the Group operates;
- rewards to executives are linked to creating value for shareholders;
- remuneration arrangements are equitable and facilitate the development of senior management across the Group;
- where appropriate, senior managers receive a component of their remuneration in equity to align their interests with those of the shareholders; and
- long term incentives are used to ensure that remuneration of key management personnel reflects the Group's financial performance, with particular emphasis on the Group's earnings and the consequence of the Group's performance on shareholder wealth.

CAPRICE RESOURCES LTD
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DIRECTORS' REPORT (continued)

Market Comparisons

Consistent with attracting and retaining talented executives, the Board endorses the use of incentive and bonus payments. The Board continues to seek external advice to ensure reasonableness in remuneration scale and structure, and to compare the Company's position with the external market. The impact and high cost of replacing senior employees and the competition for talented executives requires the Board to reward key employees when they deliver consistently high performance.

Board Remuneration

The Board determines actual payments to Directors and reviews their remuneration annually based on independent external advice with regard to market practice, relativities, and the duties and accountabilities of directors. A review of Directors' remuneration is conducted annually to benchmark overall remuneration including retirement benefits.

Directors' Fees

Executive Remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders.

The Board ensures that executive reward satisfies the following key criteria for good reward corporate governance practices:

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage/alignment of executive compensation
- Transparency
- Capital management

The Company has structured an executive framework that is market competitive and complementary to the reward strategy for the organisation.

The Board's policy for determining the nature and amount of remuneration for Board members and executives of the Company is as follows:

- The remuneration policy, setting the terms and conditions for executive directors and executives, was developed and approved by the Board. All executives receive a fee, part of which may be taken as superannuation, and from time to time, options. Options issued to Directors are subject to approval by Shareholders. The Board reviews executive packages regularly by reference to the Company's performance, executives' performance and comparable information from industry sectors and other listed companies in similar industries. The Board may in its discretion establish a performance-based bonus system to provide reward in addition to the base salary level to the executives on such terms as the Board may determine.
- Salaried executive directors and specified executives are allocated superannuation guarantee contributions as required by law, and do not receive any other retirement benefits. From time to time, some individuals may choose to sacrifice their salary or consulting fees to increase payments towards superannuation.
- All remuneration paid to directors and specified executives is valued at the cost to the Company and expensed. Options are valued using either the ASX trading price (for listed options issued) or the Black-Scholes methodology (for unlisted options issued).

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

Service Agreements

A summary of service agreements entered into with Executives is set out below:

Executive	Term of Agreement	Base Salary per annum including any Superannuation* (Non-performance based)	Termination Conditions	Elements of Remuneration related to Performance
Mr Andrew Muir	Ongoing until terminated in accordance with the agreement	\$275,000	3 months' notice by either party	3,750,000 performance rights
Mr Scott Patrizi ¹	Ongoing until terminated in accordance with the agreement	\$36,000	1 month notice by either party	1,000,000 options

* Base salary quoted is the position as at 30 June 2022; salaries are reviewed annually

¹ Mr Patrizi resigned on 11 August 2021

Non-Executive Remuneration

Shareholders approve the maximum aggregate remuneration for non-executive directors. The maximum aggregate remuneration approved for Non-Executive Directors is determined from time to time by a general meeting.

It is recognised that non-executive director remuneration is ideally structured to exclude equity-based remuneration. However, whilst the Company remains small and the full Board, including the Non-Executive Directors, are included in the operations of the Company more intimately than may be the case with larger companies, the Non-Executive Directors are entitled to participate in equity-based remuneration schemes.

Bonus or Profit Participation Plan

Performance incentives may be offered to executive directors and senior management of the Company through the operation of a bonus or profit participation plan at the ultimate discretion of the Board.

Details of the remuneration of the directors and key management personnel of the Company (as defined in AASB 124 *Related Party Disclosures*) are set out in the following tables.

There were no other transactions with Directors or key management personnel other than those included in the below remuneration tables or as disclosed elsewhere in the Directors' Report.

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

Details of remuneration for year ended 30 June 2022

	Salary, Fees and Commissions \$	Super- annuation Contribution \$	Non-cash Benefits \$	Share-based Payments \$	Total \$
Non-executive Directors					
Mr David Church	60,000	6,000	-	-	66,000
Mr Michael Caruso	40,000	4,000	-	-	44,000
Mr Adam Miethke	40,000	4,000	-	-	44,000
Mr Scott Patrizi ¹	4,516	452	-	-	4,968
Executive Director					
Mr Andrew Muir	250,000	25,000	-	200,925	475,925
Other Key Management Personnel					
Ms Oonagh Malone	48,000	-	-	-	48,000
Total	442,516	39,452	-	200,925	682,893

1 Resigned 11 August 2021

Details of remuneration for year ended 30 June 2021

	Salary, Fees and Commissions \$	Super- annuation Contribution \$	Non-cash Benefits \$	Share-based Payments \$	Total \$
Non-executive Directors					
Mr David Church	50,516	4,799	-	141,600	196,915
Mr Michael Caruso ¹	30,000	2,850	-	231,268	264,118
Mr Adam Miethke ¹	29,516	2,804	-	141,600	173,920
Mr Scott Patrizi ²	84,538	7,130	-	141,600	233,268
Mr Bryn Hardcastle ³	6,000	-	-	-	6,000
Executive Director					
Mr Andrew Muir ⁴	45,513	4,324	-	35,231	85,068
Other Key Management Personnel					
Ms Oonagh Malone	41,742	-	-	35,400	77,142
Total	287,825	21,907	-	726,699	1,036,431

1 Appointed 6 October 2020

2 Resigned 11 August 2021

3 Resigned 6 October 2020

4 Appointed 27 April 2021

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

The proportion of remuneration linked to performance and fixed proportion are as follows:

	Fixed remuneration		At risk- short term incentives		At risk- long term incentives	
	2022 %	2021 %	2022 %	2021 %	2022 %	2021 %
Non-executive Directors						
Mr David Church	100	28	-	-	-	72
Mr Michael Caruso	100	12	-	-	-	88
Mr Adam Miethke	100	19	-	-	-	81
Mr Scott Patrizi ¹	100	39	-	-	-	61
Mr Bryn Hardcastle ²	-	100	-	-	-	-
Executive Director						
Mr Andrew Muir	58	59	-	-	42	41
Other Key Management Personnel						
Ms Oonagh Malone	100	54	-	-	-	46

¹ Resigned 11 August 2021

² Resigned 6 October 2020

There were no cash bonuses paid/payable or forfeited during the year ended 30 June 2022 or 30 June 2021.

Share-based compensation

Issue of shares

There were no shares granted during the reporting period as compensation (2021: Nil).

Issue of options

There were no options issued during the reporting period as compensation (2021: 4,575,000).

The options below were issued to the following Directors and key management personnel during the year ended 30 June 2021 as part of their performance-based remuneration:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Mr David Church	1,000,000	10/12/20	10/12/20	10/12/23	\$0.3894	\$0.1416
Mr Michael Caruso ¹	325,000	6/10/20	6/10/20	6/10/23	\$0.25	\$0.2759
Mr Michael Caruso ¹	1,000,000	10/12/20	10/12/20	10/12/23	\$0.3894	\$0.1416
Mr Adam Miethke ¹	1,000,000	10/12/20	10/12/20	10/12/23	\$0.3894	\$0.1416
Mr Scott Patrizi ²	1,000,000	10/12/20	10/12/20	10/12/23	\$0.3894	\$0.1416
Ms Oonagh Malone	250,000	10/12/20	10/12/20	10/12/23	\$0.3894	\$0.1416

¹ Appointed 6 October 2020

² Resigned 11 August 2021

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

Values of options over ordinary shares granted, exercised and lapsed for directors and other and key management personnel as part of compensation during the year ended 30 June 2021 are set out below.

Name	Value of options granted during the year	Value of options exercised during the year	Value of options lapsed during the year	Remuneration consisting of options for the year
	\$	\$	\$	%
Mr David Church	141,600	-	-	72
Mr Michael Caruso ¹	231,268	-	-	88
Mr Adam Miethke ¹	141,600	-	-	81
Mr Scott Patrizi ²	141,600	-	-	61
Ms Oonagh Malone	35,400	-	-	46

¹ Appointed 6 October 2020

² Resigned 11 August 2021

Performance Rights

There were no performance rights issued to Directors and key management personnel during the reporting period as compensation (2021: 3,750,000).

The performance rights below were issued to the following Directors and key management personnel during the year ended 30 June 2021 as part of their performance-based remuneration:

Director	Class	Grant date	Expiry date	No. of performance rights	Fair value per performance right	Total fair value of performance rights issued	Expense to Statement of Profit or Loss for the year ¹	
					(\$)	(\$)	2022 (\$)	2021 (\$)
A Muir ²	A	27/4/21	27/4/24	150,000	0.1726	25,890	8,621	1,512
	B	27/4/21	27/4/24	250,000	0.1496	37,400	12,457	2,184
	C	27/4/21	27/4/24	350,000	0.1318	46,130	15,366	2,694
	D	27/4/21	27/4/24	250,000	0.25	62,500	20,817	3,650
	E	27/4/21	27/4/25	500,000	0.25	125,000	31,228	5,476
	F	27/4/21	27/4/26	750,000	0.25	187,500	37,480	6,572
	G	27/4/21	27/4/26	1,500,000	0.25	375,000	74,956	13,143
Total				3,750,000		859,420	200,925	35,231

¹ Performance rights are expensed on a straight-line basis over the vesting period.

² Appointed 27 April 2021

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

The performance rights will vest on meeting the following performance conditions before the expiry date:

Class	Vesting Condition - vesting will occur:	Number
A	30 Day VWAP at any time after the date of issue exceeds \$0.75	150,000
B	30 Day VWAP at any time after the date of issue exceeds \$1.00	250,000
C	30 Day VWAP at any time after the date of issue exceeds \$1.25	350,000
D	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 250,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	250,000
E	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 500,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	500,000
F	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 750,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	750,000
G	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 1,000,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	1,500,000

The Board considers that the performance rights are a cost effective and efficient reward for the Company to make to appropriately incentivise the continued performance of the management, and are consistent with the strategic goals and targets of the Company.

Additional disclosures relating to key management personnel

(i) Share holdings

The numbers of shares in the Company held during the financial year by each director and other key management personnel of the Company, including their personally related parties, are set out below.

2022	Balance at the start of the year or on appointment	Received during the year on exercise of options	Other changes during the year	Balance at the end of the year or date of resignation
Ordinary shares				
Mr David Church	662,267	-	468,750	1,131,017
Mr Michael Caruso	11,557,543	-	-	11,557,543
Mr Adam Miethke	1,894,445	-	-	1,894,445
Mr Scott Patrizi ¹	364,600	-	-	364,600
Mr Andrew Muir	-	-	312,500	312,500
Ms Oonagh Malone	10,000	-	-	10,000
Total	14,488,855	-	781,250	15,270,105

¹ Resigned 11 August 2021

CAPRICE RESOURCES LTD
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DIRECTORS' REPORT (continued)

2021	Balance at the start of the year or on appointment	Received during the year on exercise of options	Other changes during the year	Balance at the end of the year or date of resignation
Ordinary shares				
Mr David Church	162,500	-	499,767	662,267
Mr Michael Caruso ¹	11,557,543	-	-	11,557,543
Mr Adam Miethke ¹	1,894,445	-	-	1,894,445
Mr Scott Patrizi ²	168,000	-	196,600	364,600
Mr Bryn Hardcastle ³	250,000	-	42,373	292,373
Mr Andrew Muir ⁴	-	-	-	-
Ms Oonagh Malone	10,000	-	-	10,000
Total	14,042,488	-	738,740	14,781,228

1 Appointed 6 October 2020

2 Resigned 11 August 2021

3 Resigned 6 October 2020

4 Appointed 27 April 2021

(ii) Option holdings

The numbers of options over ordinary shares in the Company held during the financial year by each director and other key management personnel of the Company, including their personally related parties, are set out below.

2022	Balance at start of the year	Granted as Compensation	Acquired	Lapsed/ Forfeited	Balance at end of the year	Vested	Escrowed until 28 Nov 2022
D Church	1,325,000	-	234,375	-	1,559,375	1,559,375	325,000
A Muir	-	-	156,250	-	156,250	156,250	-
V Caruso	1,325,000	-	-	-	1,325,000	1,325,000	325,000
A Miethke	1,000,000	-	-	-	1,000,000	1,000,000	-
S Patrizi ¹	3,000,000	-	-	-	3,000,000	3,000,000	2,000,000
O Malone	250,000	-	-	-	250,000	250,000	-
Total	6,900,000	-	390,625	-	7,290,625	7,290,625	2,650,000

1 Resigned 11 August 2021

2021	Balance at start of the year	Granted as Compensation	Acquired	Lapsed/ Forfeited	Balance at end of the year	Vested	Escrowed until 28 Nov 2022
D Church	325,000	1,000,000	-	-	1,325,000	1,325,000	325,000
A Muir ⁴	-	-	-	-	-	-	-
V Caruso ¹	-	1,325,000	-	-	1,325,000	1,325,000	325,000
A Miethke ¹	-	1,000,000	-	-	1,000,000	1,000,000	-
S Patrizi ²	2,000,000	1,000,000	-	-	3,000,000	3,000,000	2,000,000
B Hardcastle ³	325,000	-	-	-	325,000	325,000	-
O Malone	-	250,000	-	-	250,000	250,000	-
Total	2,650,000	4,575,000	-	-	7,225,000	7,225,000	2,650,000

1 Appointed 6 October 2020

2 Resigned 11 August 2021

3 Resigned 6 October 2020

4 Appointed 27 April 2021

During the reporting period, no shares were issued to Directors or key management personnel on the exercise of options previously granted as remuneration.

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

(iii) Performance rights

The numbers of performance rights held during the financial year by each Director and other key management personnel of the Company, including their personally related parties, are set out below.

2022	Balance at start of the year	Granted as Compensation	Converted	Lapsed/ Forfeited	Balance at end of the year	Vested
D Church	-	-	-	-	-	-
A Muir	3,750,000	-	-	-	3,750,000	-
V Caruso	-	-	-	-	-	-
A Miethke	-	-	-	-	-	-
S Patrizi	-	-	-	-	-	-
O Malone	-	-	-	-	-	-
Total	3,750,000		-	-	3,750,000	-

During the reporting period, no performance rights were issued to Directors or key management personnel.

(iv) Other transactions with key management personnel and their related parties

Non-Executive Director Michael Caruso, trading as Civil and Mining Earthmoving, received \$56,400 (2021: \$44,680) for labour and excavator hire in relation to exploration activities at the Island Gold Project.

Discovery Capital Partners received \$150,000 (2021: \$110,000) for corporate advisory services and \$2,671 (2021: \$36,039) for office rent.

All transactions with related parties have been entered into on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Additional information for consideration of shareholder wealth

This table summarises the earnings of the Group and other factors that are considered to affect shareholder wealth.

	2022	2021	2020	2019	2018 ¹
Loss after income tax attributable to shareholders (\$)	(1,366,052)	(2,079,147)	(369,505)	(1,226,824)	(55,277)
Share price at financial year end (\$)	0.085	0.205	0.21	0.15	-
Movement in share price for the year (\$)	(0.12)	(0.005)	0.06	(0.05)	-
Total dividends declared (cents per share)	-	-	-	-	-
Basic loss per share (cents per share)	(1.85)	(3.62)	(1.13)	(5.47)	(16.14)

¹ The Company was incorporated on 20 March 2018 and as admitted to the ASX on 5 December 2018.

This is the end of the audited Remuneration report.

CAPRICE RESOURCES LTD
ABN 96 624 970 725
DIRECTORS' REPORT (continued)

Shares under option

Unissued ordinary shares of the Company under option at the date of this report are:

Grant date	Expiry date	Exercise price	Number of options
28/11/2018	28/11/2022	\$0.25	2,650,000
6/10/2020	6/10/2023	\$0.25	325,000
10/12/2020	10/12/2023	\$0.3894	4,250,000
2/8/2021	2/8/2024	\$0.25	250,000
20/12/2021	20/12/2024	\$0.40	50,000
20/12/2021	20/12/2024	\$0.60	33,333
20/12/2021	20/12/2024	\$0.80	25,000
31/3/2022	31/3/2024	\$0.30	6,249,999
Total			13,833,332

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

During the year, there were no shares issued on the exercise of options (2021: 825,000 exercise price of \$0.25).

Non-audit services

No non-audit services were performed by the Group's auditor, RSM Australia Partners, during the year ended 30 June 2022 (2021: nil).

Officers of the company who are former partner of RSM Australia Partners

No officer of the Company is or has been a Partner/Director of any auditor of the Group.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 18.

Auditor

RSM Australia continues in office in accordance with section 327 of the *Corporations Act 2001*.

This Directors' Report is signed in accordance with a resolution of the Board of Directors made pursuant to section 298(2)(a) of the *Corporation Act 2001*.

David Church
Chairman

Dated this 29 day of September 2022



RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Caprice Resources Ltd for the period ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) The auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) Any applicable code of professional conduct in relation to the audit.

RSM
RSM AUSTRALIA PARTNERS

ALASDAIR WHYTE
Partner

Perth, WA
Dated: 29 September 2022

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

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CAPRICE RESOURCES LTD
ABN 96 624 970 725

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

	Note	2022 \$	2021 \$
Income			
Interest income	3(a)	1,327	1,306
Other income	3(a)	-	10,527
Total income		1,327	11,833
Expenses			
Administration expenses		(357,999)	(300,113)
Consultants and management expenses	3(b)	(620,090)	(428,703)
Depreciation expense	13,18(b)	(39,291)	(1,394)
Financial Costs	18(c)	(5,639)	-
Legal expenses		(12,826)	(13,352)
Share based payment expense	17	(255,274)	(1,226,699)
Exploration costs expensed or written off	5	(54,509)	-
Foreign exchange gain/(loss)		(275)	-
Transaction costs	3(c)	(21,476)	(120,719)
Total expenses		(1,367,379)	(2,090,980)
Loss before income tax for the year		(1,366,052)	(2,079,147)
Income tax expense	6	-	-
Loss after income tax expense for the year		(1,366,052)	(2,079,147)
Other comprehensive income		-	-
<i>Items that will not be reclassified subsequently to profit or loss</i>		-	-
Total other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(1,366,052)	(2,079,147)
Attributable to:			
Members of the Company		(1,366,052)	(2,079,147)
Basic and diluted loss per share (cents per share)	21	(1.85)	(3.62)

The accompanying notes form part of these financial statements.

CAPRICE RESOURCES LTD
ABN 96 624 970 725

STATEMENT OF FINANCIAL POSITION
FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022 \$	2021 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7	1,958,751	3,315,439
Trade and other receivables	8	50,750	129,041
Other current assets	9	63,372	68,838
TOTAL CURRENT ASSETS		2,072,873	3,513,318
NON-CURRENT ASSETS			
Exploration and evaluation assets	10	11,455,373	8,353,592
Property, plant and equipment	13	18,463	8,462
Right of use asset	18(b)	71,445	-
TOTAL NON-CURRENT ASSETS		11,545,281	8,362,054
TOTAL ASSETS		13,618,154	11,875,372
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	14	232,716	80,772
Provisions		34,299	9,048
Lease liability	18(c)	35,471	-
TOTAL CURRENT LIABILITIES		302,486	89,820
NON-CURRENT LIABILITIES			
Lease liability	18(c)	39,269	-
TOTAL NON-CURRENT LIABILITIES		39,269	-
TOTAL LIABILITIES		341,755	89,820
NET ASSETS		13,276,399	11,785,552
EQUITY			
Contributed equity	15	16,487,929	13,914,054
Reserves	16	1,885,275	1,602,251
Accumulated losses		(5,096,805)	(3,730,753)
TOTAL EQUITY		13,276,399	11,785,552

The accompanying notes form part of these financial statements.

CAPRICE RESOURCES LTD
ABN 96 624 970 725

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

	Note	Contributed Equity \$	Option Reserve \$	Accumulated Losses \$	Total \$
Balance at 1 July 2020		4,733,874	875,552	(1,651,606)	3,957,820
Loss after income tax expense for the year		-	-	(2,079,147)	(2,079,147)
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive loss for the year		-	-	(2,079,147)	(2,079,147)
Transactions with owners, in their capacity as owners		-	-	-	-
Share issues	15(b)	2,600,000	-	-	2,600,000
Proceeds from exercise of options	15(b)	206,250	-	-	206,250
Shares issued as consideration for acquisition of Goldview Metals Pty Ltd		6,004,800	-	-	6,004,800
Transactions costs		(130,870)	-	-	(130,870)
Share based payments	14(b), 16	500,000	726,699	-	1,226,699
Balance at 30 June 2021		13,914,054	1,602,251	(3,730,753)	11,785,552
Balance at 1 July 2021		13,914,054	1,602,251	(3,730,753)	11,785,552
Loss after income tax expense for the year		-	-	(1,366,052)	(1,366,052)
Other comprehensive income for the year, net of tax		-	-	-	-
Total comprehensive loss for the year		-	-	(1,366,052)	(1,366,052)
Transactions with owners, in their capacity as owners		-	-	-	-
Share issues	15(b)	2,000,000	-	-	2,000,000
Proceeds from exercise of options		-	-	-	-
Shares issued as consideration for tenements	15(b)	710,000	-	-	710,000
Transactions costs	15(b)	(136,125)	-	-	(136,125)
Share based payments	16, 17	-	255,274	-	255,274
Options issued as consideration for tenements	16	-	27,750	-	27,750
Balance at 30 June 2022		16,487,929	1,885,275	(5,096,805)	13,276,399

The accompanying notes form part of these financial statements.

CAPRICE RESOURCES LTD
ABN 96 624 970 725

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022 \$	2021 \$
CASH FLOWS USED IN OPERATING ACTIVITIES			
Payments to suppliers and employees		(920,068)	(948,301)
Interest paid	18(c)	(5,639)	-
Interest received	3(a)	1,327	1,306
Other income		-	10,527
Net cash used in operating activities	22	(924,380)	(936,468)
CASH FLOWS USED IN INVESTING ACTIVITIES			
Payments for exploration expenditure		(1,982,831)	(1,460,561)
Payments for acquisition of mining tenements		(267,355)	(180,000)
Payments for property, plant and equipment	13	(13,995)	(7,056)
Cash acquired on acquisition of subsidiary		-	3,137
Payments for security deposit		-	(35,435)
Net cash used in investing activities		(2,264,181)	(1,679,915)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	15(b)	2,000,000	2,806,250
Share issue costs paid	15(b)	(136,125)	(130,870)
Repayments of lease liabilities		(32,002)	-
Net cash from financing activities		1,831,873	2,675,380
Net increase/(decrease) in cash held		(1,356,688)	58,997
Opening cash and cash equivalents		3,315,439	3,256,442
Cash and cash equivalents at end of year	7	1,958,751	3,315,439

The accompanying notes form part of these financial statements.

CAPRICE RESOURCES LTD
ABN 96 624 970 725

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

The consolidated financial statements and notes represent those of Caprice Resources Ltd (the Company) and Controlled Entity (the Group or consolidated entity). Caprice Resources Ltd is a listed public company limited by shares, incorporated and domiciled in Australia.

The separate financial statements of the parent entity, Caprice Resources Ltd, have not been presented within this financial report as permitted by the Corporations Act 2001. Supplementary information about the parent entity is disclosed in Note 27.

The consolidated financial statements were authorised for issue on 29 September 2022 by the Directors of Caprice Resources Ltd.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

This general purpose consolidated financial statements has been prepared in accordance with the *Corporations Act 2001* and Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board. The consolidated entity is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of the consolidated financial statements are presented below and have been consistently applied unless stated otherwise.

Compliance with IFRS

The consolidated financial statements of the Caprice Resources Ltd comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

New or amended Accounting Standards and Interpretations adopted by the Group

The Group has adopted all of the new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the Group incurred a net loss of \$1,366,052 and had net cash outflow from operating activities of \$924,380 and financing activities of \$2,264,181 for the year ended 30 June 2022. The ability of the Group to continue as a going concern is primarily dependent on securing additional funding through the issue of additional equity securities.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that it is reasonably foreseeable that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- a. The Directors believe that future funding will be available to meet the Group's objectives and debts as and when they fall due, including through engaging with parties interested in joint venture arrangements and/or raising additional capital through equity placements to existing or new investors. The Group has a demonstrated history of success in this regard with the Directors being confident in the ability to continue to raise additional funds on a timely basis, as and when required; and
- b. The Group has the capacity, if necessary, to reduce its operating cost structure in order to reduce its working capital requirements.

CAPRICE RESOURCES LTD
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The financial statements do not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Historical cost convention

These consolidated financial statements have been prepared on an accrual basis under the historical cost convention.

Critical accounting estimates, judgements and assumptions

The preparation of consolidated financial statements requires the use of certain critical accounting estimates, judgements and assumptions. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 1(s).

Accounting Policies

a. **Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 27.

b. **Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Caprice Resources Limited ('company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. Caprice Resources Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity 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 consolidated entity.

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 consolidated entity 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 consolidated entity 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.

c. **Other revenue and income**

Interest income is recognised using the effective interest method, this is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

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

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

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

d. Income tax

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

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

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

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

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

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

Caprice Resources Limited (the 'head entity') and its wholly-owned Australian subsidiary have formed an income tax consolidated group under the tax consolidation regime. The head entity and its subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

CAPRICE RESOURCES LTD
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e. **Current and non-current classification**

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

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

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

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

f. **Cash and cash equivalents**

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

g. **Trade and other receivables**

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade and other receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

h. **Exploration and evaluation expenditure assets**

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the period in which the decision is made.

Costs incurred before the Group has obtained the legal rights to explore an area are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

i. **Impairment of non-financial assets**

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

j. **Right of use assets**

A right of use asset is recognised at the commencement date of a lease. The right of use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where, included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

CAPRICE RESOURCES LTD
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NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Right of use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Company has elected not to recognise a right of use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to Consolidated Statement of Profit or Loss and Other Comprehensive Income as incurred.

k. **Lease liabilities**

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

l. **Trade and other payables**

Trade and other payables represent the liabilities for goods and services received by the Group that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

m. **Contributed equity**

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit recognised.

n. **Share based payments**

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

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

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

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

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

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

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

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

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

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

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

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

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

o. Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

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

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

p. **Earnings per share**

Basic earnings per share

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

Diluted earnings per share

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

q. **Goods and services tax (GST)**

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

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from financing and investing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers. Commitments and contingencies are disclosed net of GST.

r. **Critical accounting estimates and judgements**

The directors evaluate estimates and judgements incorporated into the consolidated 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.

s. **Critical accounting estimates, judgements and assumptions**

(i) *Impairment exploration and evaluation assets*

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

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (*continued*)

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

(ii) *Share-based payment transactions*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of the options issued are determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in the notes to the financial statements. The assumptions detailed in the note is also judgemental.

For equity transactions with consultants and other employees, the fair value reflects the value attributable to services where applicable. Where there is no quantifiable value of services the value of options is calculated using the Black-Scholes option pricing model.

For instruments issued with market-based conditions, alternative valuation methodologies would be adopted.

(iii) *Business combinations*

As stated in note 11, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

t. **Segment reporting**

Operating segments are now reported in a manner that is consistent with the internal reporting to the Chief Operating Decision Maker, which has been identified by the Group as the Executive Director and other members of the board of directors.

The Group has identified its operating segment based on the internal reports that are reviewed and used by the board of directors in assessing performance and determining the allocation of resources. Reportable segments disclosed are based on aggregating operating segments, where the segments have similar characteristics. For the current reporting period, the Group's sole activity was mineral exploration and resource development wholly within Australia, which is its only reportable segment.

The reportable segment is represented by the consolidated financial statements forming this financial report.

NOTE 2: SEGMENT INFORMATION

The Group's operations are in one reportable business segment, being the exploration for gold, lead, zinc and copper. The Group operates in one geographical segment, being Australia.

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

NOTE 3: LOSS BEFORE INCOME TAX

	2022	2021
	\$	\$
a. Income		
Interest income	1,327	1,306
Australian Government cash flow boost	-	10,000
Rebate	-	527
	<u>1,327</u>	<u>11,833</u>
b. Consultants and management expenses		
Director fees and superannuation	433,968	267,989
Other consultants and management expenses	186,122	160,714
	<u>620,090</u>	<u>428,703</u>
c. Transaction costs – acquisition of Goldview Metals Pty Ltd		
Geological consulting	-	20,000
Legal and accounting fees	21,476	100,719
	<u>21,476</u>	<u>120,719</u>

NOTE 4: AUDITOR'S REMUNERATION

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the Group:

	2022	2021
	\$	\$
Audit services - RSM Australia Partners:		
Audit or review of the financial report of the Company and controlled entity	31,100	27,500

NOTE 5: EXPLORATION COSTS EXPENSED

	2022	2021
	\$	\$
Exploration and project evaluation expenses	54,509	-

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

NOTE 6: TAXATION

	2022	2021
	\$	\$
Income tax expense		
Current tax	-	-
Deferred tax	-	-
Under/ (over) provision in respect of prior years	-	-
	-	-
Reconciliation of income tax expense to prima facie tax payable		
Loss before income tax expense	(1,366,052)	(2,079,147)
Tax at the Australian tax rate of 25% (2021: 27.5%)	(341,513)	(571,765)
Tax effect of expenditure not deductible in calculating taxable income:		
Share based payments	63,819	337,342
Cash flow boost	-	(2,750)
Fringe benefits	609	-
Capital raising expenditure	(42,693)	(39,475)
Other amounts not deductible or taxable in calculating taxable income	77	148
Income tax benefit not recognised	319,701	276,500
Income tax expense	-	-
Unrecognised deferred tax assets		
Tax losses	1,098,185	874,667
Other timing differences	23,381	7,384
Deferred tax assets not brought to account.	1,121,566	882,051

The Group has not recognised any deferred tax assets or liabilities.

These benefits will only be obtained if:

- (i) the Group derives future assessable income of a nature and of an amount sufficient to enable the benefits from the deduction for the losses to be realised;
- (ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation; and
- (iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deduction for the losses.

Franking credits

The Group has no franking credits available.

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

NOTE 7: CASH AND CASH EQUIVALENTS

	2022	2021
	\$	\$
Cash at bank and on hand	1,958,751	3,315,439
	1,958,751	3,315,439

NOTE 8: TRADE AND OTHER RECEIVABLES

	2022	2021
	\$	\$
GST refundable	50,750	129,041

NOTE 9: OTHER ASSETS

	2022	2021
	\$	\$
Prepayments	11,125	9,870
Security deposit in relation to office lease	35,436	-
Security deposit in relation to tenement	16,811	58,968
	63,372	68,838

NOTE 10: EXPLORATION AND EVALUATION ASSETS

	2022	2021
	\$	\$
Tenement acquisition costs	6,690,416	5,542,438
Capitalised exploration expenditure	4,764,957	2,811,154
	11,455,373	8,353,592
<i>Movements in carrying value</i>		
Balance at the beginning of the year	8,353,592	714,528
Tenement acquisition costs	1,147,978 ²	5,246,922 ¹
Capitalised exploration expenditure at acquisition	-	1,088,277
Exploration expenditure capitalised	1,953,803	1,303,865
Balance at the end of the year	11,455,373	8,353,592

1 \$5,216,922 of tenement acquisition costs relates to the Island Gold Project (Note 11) and \$30,000 relates to the exclusivity fee paid for the Cuddingwarra and Big Bell South Gold Projects, the acquisition of which was finalised after 30 June 2021 (Note 11).

2 \$142,872 of tenement acquisition costs relates to the Island Gold Project (Note 11), \$734,153 relates to Cuddingwarra and Big Bell South Gold Projects (Note 12), \$250,000 relates to Yungaro Project (Note 12) and \$20,953 relates to 3 additional exploration licences granted at Northampton Project.

The balance carried forward represents the acquisition costs and capitalised exploration expenditure of the Western Australian and Northern Territory tenements which is in the exploration and evaluation phase. Ultimate recoupment of exploration expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of respective areas.

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

NOTE 11: ACQUISITION OF SUBSIDIARY

During October 2020, the Company completed the acquisition of 100% of the issued share capital of Goldview Metals Pty Ltd (**Goldview**) which holds the tenements for the Island Gold Project.

The consideration for the acquisition of Goldview was as follows:

- Exclusivity Payment: a non-refundable \$100,000 cash payment to Goldview;
- Upfront Scrip consideration: 16,680,000 shares in the Company issued to the shareholders of Goldview or their nominees;
- Repayment of expenses: \$80,000 paid in cash;
- Expenditure Commitment: the Group to meet exploration expenditure commitments of \$1,000,000 within the first 12 months upon completion of the transaction;
- Royalty: Goldview's major shareholder, Michael Caruso, will retain a 1.5% Net Profit After Tax (NPAT) royalty over material processed from the Island Gold Project. The Company has the right to purchase the 1.5% NPAT royalty for \$1,500,000 at any time before the commencement of production;
- Milestone payment: 5,000,000 shares in the Company to be issued to shareholders of Goldview or their nominees upon reporting to the ASX a mineral resource in accordance with the JORC 2012 Edition Guidelines of a minimum of 250,000 ounces of gold at a minimum grade of 2.0 g/t of gold. These shares have not been brought to account in the financial statements and are disclosed as a contingent liability in Note 18; and
- Board appointment right: Michael Caruso was appointed to the Company's Board of Directors as a Non-Executive Director.

The following components of the consideration have been capitalised as *Exploration and evaluation costs* in the financial statements:

	\$
Exclusivity fee	100,000
Fair value of 16,680,000 shares in Caprice Resources Ltd	6,004,800
Cash payment	80,000
Stamp Duty	142,872
Total consideration paid	6,327,672

The acquisition of the project has been accounted for as an acquisition of an asset on the basis that it does not constitute a business as defined by *AASB 3 Business Combinations*.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 11: ACQUISITION OF SUBSIDIARY (continued)

The assets and liabilities recognised as a result of the acquisition of Goldview are as follows:

	\$
Cash	3,137
Other receivables	25,238
Exploration and evaluation assets	1,088,277
Trade and other payables	(148,774)
Net identifiable assets acquired	967,878
Add: Exploration asset	5,216,922
Net assets acquired	6,184,800
Total consideration paid	6,184,800

The acquisition of Goldview has been accounted for as an acquisition of an asset on the basis that it does not constitute a business as defined by *AASB 3 Business Combinations*.

NOTE 12: ACQUISITION OF MINING TENEMENTS

In August 2021, the Company purchased an 80% interest in the Cuddingwarra and Big Bell South Projects from Golden State Mining Limited (**GSM**). GSM has retained a 20% interest in the Cuddingwarra and Big Bell South Projects and is free-carried to completion of a pre-feasibility study. The projects are located northwest of the Company's Island Gold Project in the Murchison Region.

The consideration for the acquisition of the projects as follows:

- Exclusivity Payment: a non-refundable \$30,000 cash payment;
- Share Issue: 2,500,000 shares in the Company;
- Payment: \$170,000 paid in cash; and
- Options Issue: 250,000 options in the Company.

The following components of the consideration have been capitalised as *Exploration and evaluation costs* in the financial statements:

	\$
Exclusivity fee ⁽¹⁾	30,000
Fair value of 2,500,000 shares in Caprice Resources Ltd	500,000
Cash payment	170,000
250,000 options in Caprice Resources Ltd	27,750
Stamp duty paid on acquisition	36,403
Total consideration paid	764,153

¹ Exclusivity fee paid 19 May 2021 and accounted for as capitalised *Exploration and evaluation costs* during the year ended 30 June 2021.

Additionally, in December 2021, the Company purchased a 100% interest in the Yungaro Project from Belres Pty Ltd. The project is located in the Northampton Region, significantly expanding the area of the Northampton Project.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 12: ACQUISITION OF MINING TENEMENTS (continued)

The consideration for the acquisition of the projects as follows:

- Exclusivity Payment: a non-refundable \$40,000 cash payment; and
- Share Issue: 1,135,136 shares in the Company.

The following components of the consideration have been capitalised as *Exploration and evaluation costs* in the financial statements:

	\$
Exclusivity fee	40,000
Fair value of 1,135,136 shares in Caprice Resources Ltd	210,000
Total consideration paid	250,000

The acquisition of the projects has been accounted for as an acquisition of an asset on the basis that it does not constitute a business as defined by *AASB 3 Business Combinations*.

NOTE 13: PLANT AND EQUIPMENT

	Furniture & Fixtures	Total
	\$	\$
At 30 June 2022		
At cost	13,995	13,995
Accumulated depreciation	(1,215)	(1,215)
	12,780	12,780
<i>Movements in carrying value</i>		
Year ended 30 June 2022		
Balance 1 July 2021	-	-
Additions	13,995	13,995
Disposals	-	-
Depreciation expense for the year	(1,215)	(1,215)
Balance at 30 June 2022	12,780	12,780
	Computer Equipment	Total
	\$	\$
At 30 June 2022		
At cost	11,115	11,115
Accumulated depreciation	(5,432)	(5,432)
	5,683	5,683
<i>Movements in carrying value</i>		
Year ended 30 June 2022		
Balance 1 July 2021	8,462	8,462
Additions	-	-
Disposals	-	-
Depreciation expense for the year	(2,779)	(2,779)
Balance at 30 June 2022	5,683	5,683

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

NOTE 13: PLANT AND EQUIPMENT (continued)

	Computer Equipment	Total
	\$	\$
At 30 June 2021		
At cost	11,115	11,115
Accumulated depreciation	(2,653)	(2,653)
	8,462	8,462
<i>Movements in carrying value</i>		
Year ended 30 June 2021		
Balance 1 July 2020	2,800	2,800
Additions	7,056	7,056
Disposals	-	-
Depreciation expense for the year	(1,394)	(1,394)
Balance at 30 June 2021	8,462	8,462

NOTE 14: TRADE AND OTHER PAYABLES

	2022	2021
	\$	\$
Trade creditors	53,959	29,687
Accrued expenses	19,600	15,000
Other payables	159,157	36,085
	232,716	80,772

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 15: CONTRIBUTED EQUITY

a. Share capital

	2022	2021
	\$	\$
Fully paid ordinary shares – 82,223,473 (2021: 66,088,337)	16,487,929	13,914,054
Total share capital	16,487,929	13,914,054

b. Movements in ordinary share capital:

Date	Details	Number of Shares	Issue Price	\$
1 July 2020	Balance at 1 July 2020	32,750,003		4,733,874
	Movements for the year	33,338,334		9,180,180
30 June 2021	Balance at 30 June 2021	66,088,337		13,914,054
2 August 2021	Shares issued as part consideration for acquisition of Cuddingwarra and Big Bell South Projects	2,500,000	0.20 ⁽¹⁾	500,000
10 December 2021	Shares issued as part consideration for acquisition of Yungaro Project	1,135,136	0.185 ⁽²⁾	210,000
11 February 2022	Shares issued via placement	12,500,000	0.16	2,000,000
	Less Transaction costs	-		(136,125)
30 June 2022	Balance at 30 June 2022	82,223,473		16,487,929

1 Fair value of shares issued as at 2 August 2021.

2 Fair value of shares issued as at 10 December 2021.

Ordinary shares

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

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Dividends

There were no dividends paid or declared during the year.

Capital risk management

When managing capital, management's objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the Group. In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders, return capital to shareholders, issue new shares, enter into joint ventures or sell assets.

The Group is not subject to any externally imposed capital requirements.

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

NOTE 16: RESERVES

	2022	2021
	\$	\$
Reserves		
Options and performance rights	1,885,275	1,602,251
Movements:		
<i>Options</i>		
Opening balance	1,602,251	875,552
Share based payments (Note 17)	255,274	726,699
Options issued as consideration for tenement	27,750	-
Proceeds from listed options issued	-	-
Closing balance	1,885,275	1,602,251

Nature and purpose of reserves – options

The options reserve recognises the grant date fair value of options issued but not exercised.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 17: SHARE BASED PAYMENTS

During the year ended 30 June 2022, the following share-based payments totaling \$283,024 (2021: \$1,226,699) were made, consisting of \$255,274 (2021: \$1,226,699) expensed to the Statement of Profit or Loss and Other Comprehensive Income and \$27,750 (2021: nil) capitalised as tenement acquisition costs.

Options

The options have been valued by the Directors using the Black-Scholes option pricing model based on the following:

30 June 2022	Consideration Options¹	Employee Incentive Options #1	Employee Incentive Options #2	Employee Incentive Options #3
Underlying value of the security	\$0.200	\$0.185	\$0.185	\$0.185
Exercise price	\$0.250	\$0.400	\$0.600	\$0.800
Grant date	02/08/2021	20/12/2021	20/12/2021	02/08/2021
Expiry date	02/08/2024	20/12/2024	20/12/2024	02/08/2024
Life of options/performance rights in years	3.00	3.00	3.00	3.00
Volatility	97%	97%	97%	97%
Risk free rate	0.14%	0.96%	0.96%	0.96%
Number of options/performance rights	250,000	50,000	33,333	25,000
Valuation per options/performance rights	\$0.1110	\$0.0823	\$0.0669	\$0.0564
Valuation	\$27,750	\$4,115	\$2,230	\$1,410
Share based payment expense per statement of profit or loss	-	\$4,115	\$2,230	\$1,410

1 Consideration for acquisition of tenements

30 June 2021	Incoming Director Options	Director Incentive Options	Employee Incentive Options
Underlying value of the security	\$0.40	\$0.27	\$0.27
Exercise price	\$0.25	\$0.3894	\$0.3894
Grant date	6/10/20	10/12/20	10/12/20
Expiry date	6/10/23	10/12/23	10/12/23
Life of Options in years	3.00	3.00	3.00
Volatility	97%	97%	97%
Risk free rate	0.17%	0.11%	0.11%
Number of Options	325,000	4,000,000	250,000
Valuation per Option	\$0.2759	\$0.1416	\$0.1416
Valuation	\$89,668	\$566,400	\$35,400
Share based payment expense per statement of profit or loss	\$89,668	\$566,400	\$35,400

Shares

During the year ended 30 June 2022, no shares were issued as share based payments (2021: \$500,000).

During the year ended 30 June 2021, the Company issued 1,388,889 shares at a fair value of \$0.36 per share, being a total fair value of \$500,000, as consideration for corporate advisory fees.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 17: SHARE BASED PAYMENTS (continued)

Performance Rights

The performance rights have been valued by the Directors using the Black-Scholes option pricing model based on the fair value for each class of performance right and the discount applied to share price at grant date to reflect market based vesting condition.

During the year ended 30 June 2022, the following performance rights were issued:

2022		Expiry date	Life of Options in Years	Number of Rights	Barrier Price / Probability applied for Performance Rights with non-market based vesting conditions	Valuation per Right	Total Fair Value
Underlying value of the security	\$0.185						
Exercise price	Nil						
Grant date	20/12/21						
Volatility	97%						
Risk free rate	0.96%						
<i>Performance Right:</i>							
<i>Class H</i>		20/12/24	3	250,000	100%	\$0.185	\$46,250
<i>Class I</i>		20/12/25	4	500,000	100%	\$0.185	\$92,500
<i>Class J</i>		20/12/25	4	750,000	100%	\$0.185	\$138,750
<i>Class K</i>		20/12/24	3	250,000	100%	\$0.185	\$46,250
				1,750,000			\$323,750

During the year ended 30 June 2021, the following performance rights were issued:

2021		Expiry date	Life of Options in Years	Number of Rights	Barrier Price / Probability applied for Performance Rights with non-market based vesting conditions	Valuation per Right	Total Fair Value
Underlying value of the security	\$0.25						
Exercise price	Nil						
Grant date	27/4/21						
Volatility	90.42%						
Risk free rate	0.11%						
<i>Performance Right:</i>							
<i>Class A</i>		27/4/24	3	150,000	\$0.75	\$0.1726	\$25,890
<i>Class B</i>		27/4/24	3	250,000	\$1.00	\$0.1496	\$37,400
<i>Class C</i>		27/4/24	3	350,000	\$1.25	\$0.1318	\$46,130
<i>Class D</i>		27/4/24	3	250,000	100%	\$0.25	\$62,500
<i>Class E</i>		27/4/25	4	500,000	100%	\$0.25	\$125,000
<i>Class F</i>		27/4/26	5	750,000	100%	\$0.25	\$187,500
<i>Class G</i>		27/4/26	5	1,500,000	100%	\$0.25	\$375,000
				3,750,000			\$859,420

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 17: SHARE BASED PAYMENTS (continued)

Movements in performance rights during the year ended 30 June 2022 are shown in the table below:

Class	Grant date	Expiry date	Balance 1-Jul-21	Granted/ (Cancelled) during the year	Converted during the year	Balance 30-Jun-22
A	27/4/21	27/4/24	150,000	-	-	150,000
B	27/4/21	27/4/24	250,000	-	-	250,000
C	27/4/21	27/4/24	350,000	-	-	350,000
D	27/4/21	27/4/24	250,000	-	-	250,000
E	27/4/21	27/4/25	500,000	-	-	500,000
F	27/4/21	27/4/26	750,000	-	-	750,000
G	27/4/21	27/4/26	1,500,000	-	-	1,500,000
H	20/12/21	20/12/24	-	250,000	-	250,000
I	20/12/21	20/12/25	-	500,000	-	500,000
J	20/12/21	20/12/25	-	750,000	-	750,000
K	20/12/21	20/12/24	-	250,000	-	250,000
			3,750,000	1,750,000	-	5,500,000

Vesting Conditions are shown in the table below:

Class	Vesting Condition - vesting will occur:	Number
A	30 Day VWAP at any time after the date of issue exceeds \$0.75	150,000
B	30 Day VWAP at any time after the date of issue exceeds \$1.00	250,000
C	30 Day VWAP at any time after the date of issue exceeds \$1.25	350,000
D	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 250,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	250,000
E	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 500,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	500,000
F	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 750,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	750,000
G	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 1,000,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	1,500,000
H	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 250,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	250,000
I	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 500,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	500,000
J	The Company announces an Inferred, Indicated or Measured Resource (as defined in the JORC Code) of no less than 750,000(oz) of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent	750,000
K	Completion 2 years of service	250,000

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 17: SHARE BASED PAYMENTS (continued)

A summary of the fair value of share-based payments expensed during the year to the Statement of Profit or Loss and Other Comprehensive Income is shown in the table below:

	2022		2021	
	Fair Value	\$	Fair Value	\$
<i>Options</i>				
Incoming Director Options	-		89,668	
Director Incentive Options	-		566,400	
Employee Incentive Options	7,755		35,400	
	7,755		691,468	
<i>Shares</i>				
Performance Rights (pro rata expense over vesting period)	247,519		35,231	
	255,274		1,226,699	

Class	Grant date	Expiry date	No. of performance rights	Fair value per performance right	Total fair value of performance rights issued	Expense to Statement of Profit or Loss for the year ¹
				(\$)	(\$)	(\$)
A	27/4/21	27/4/24	150,000	0.1726	25,890	8,621
B	27/4/21	27/4/24	250,000	0.1496	37,400	12,457
C	27/4/21	27/4/24	350,000	0.1318	46,130	15,366
D	27/4/21	27/4/24	250,000	0.25	62,500	20,817
E	27/4/21	27/4/25	500,000	0.25	125,000	31,228
F	27/4/21	27/4/26	750,000	0.25	187,500	37,480
G	27/4/21	27/4/26	1,500,000	0.25	375,000	74,956
Total			3,750,000		859,420	200,925

Class	Grant date	Expiry date	No. of performance rights	Fair value per performance right	Total fair value of performance rights issued	Expense to Statement of Profit or Loss for the year ¹
				(\$)	(\$)	(\$)
H	20/12/21	20/12/24	250,000	0.185	46,250	8,102
I	20/12/21	20/12/25	500,000	0.185	92,500	12,156
J	20/12/21	20/12/25	750,000	0.185	138,750	18,234
K	20/12/21	20/12/24	250,000	0.185	46,250	8,102
Total			1,750,000		323,750	46,594

¹ Performance rights are expensed on a straight-line basis over the vesting period.

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

NOTE 18: COMMITMENTS

a. Mineral exploration expenditure

The Group must meet the following tenement expenditure commitments to maintain its tenements in good standing until they are joint ventured, sold, reduced, relinquished, exemptions from expenditure are applied or are otherwise disposed of. These commitments are not provided for in the financial statements and are as follows.

	2022	2021
	\$	\$
Not later than one year	720,100	228,890
After one year but less than five years	1,930,090	585,630
	<u>2,650,190</u>	<u>814,520</u>

b. Right of use asset

The Company entered into an office lease for an initial term of 3 years commencing from 1 July 2021, and an office equipment lease for a term of 3 years commencing 27 August 2022.

	2022	2021
	\$	\$
Opening balance	-	-
Additions	106,742	-
Depreciation	(35,297)	-
	<u>71,445</u>	<u>-</u>

c. Lease liabilities

	2022	2021
	\$	\$
Current liability	35,471	-
Non-current liability	39,269	-
	<u>74,740</u>	<u>-</u>

	2022	2021
	\$	\$
Opening balance	-	-
Initial recognition of new leases	106,742	-
Interest	5,639	-
Principal	(37,641)	-
	<u>74,740</u>	<u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 19: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The following components of the consideration of Goldview Metals Pty Ltd are disclosed as contingent liabilities:

- Royalty: Goldview's major shareholder, Michael Caruso, will retain a 1.5% Net Profit After Tax (NPAT) royalty over material processed from the Island Gold Project. The Company has the right to purchase the 1.5% NPAT royalty for \$1,500,000 at any time before the commencement of production; and
- Milestone payment: 5,000,000 shares in the Company to be issued to shareholders of Goldview or their nominees upon reporting to the ASX a mineral resource in accordance with the JORC 2012 Edition Guidelines of a minimum of 250,000 ounces of gold at a minimum grade of 2.0 g/t of gold.

The following components of the consideration for the acquisition of the Yungara Project from Belres Pty Ltd are disclosed as contingent liabilities:

- Royalty: Belres Pty Ltd will retain a 2.5% Net Profit After Tax (NPAT) smelter royalty over any product extracted and sold, removed or disposed of from the Yungara Project.
- Cash Payment: Belres Pty Ltd will receive a cash payment of \$250,000 on completion of a positive Pre-Feasibility Study.

The following components of the consideration for the acquisition of the Cuddingwarra and Big Bell South Gold Projects from Golden State Mining Ltd (GSM) are disclosed as contingent liabilities:

- Royalty: GSM's retained 20% ownership over the projects will be free-carried through to completion of a pre-feasibility study after which point GSM can elect to contribute or dilute. Should GSM elect to dilute below 10% Project ownership their interest will convert into a 2% Net Smelter Royalty (NSR) royalty, with Caprice able to buy-back the royalty for a cash payment of \$5,000,000.
- Caprice has first right of refusal should GSM elect to dispose of its Project ownership.

The Group has no other contingent liabilities or contingent assets as at 30 June 2022 (2021: nil).

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 20: EVENTS AFTER THE REPORTING PERIOD

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

NOTE 21: LOSS PER SHARE

	2022	2021
	\$	\$
Loss per share from continuing operations attributable to the ordinary equity holders of the Company:		
Basic/diluted loss per share in cents from continuing operations	(1.85)	(3.62)
Weighted average number of ordinary shares used in the calculation of basic/diluted loss per share	73,684,043	54,430,652
Basic/diluted loss from continuing operations	(1,366,052)	(2,079,147)

The 13,833,332 options on issue at 30 June 2022 (2021: 9,725,000) were anti-dilutive, and therefore diluted loss per share was the same as basic loss per share.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 22: CASH FLOW INFORMATION

a. Reconciliation of cash flow from operations with loss after income tax

	2022 \$	2021 \$
Loss after income tax	(1,366,052)	(2,079,147)
Non-cash flows in loss:		
Depreciation	39,291	1,394
Share based payments expense	255,274	1,226,699
Changes in assets and liabilities net of effects of purchase of subsidiaries:		
Movement in trade and other receivables	81,467	(98,902)
Movement in prepayments	2,290	(10,692)
Movement in provisions	25,251	9048
Movement in trade and other payables	38,099	15,132
Net cash used in operating activities	(924,380)	(936,468)

b. Non cash financing and investing activities

The Company issued 3,635,136 (2021: 16,680,000) shares as part consideration for tenement acquisitions as detailed in Note 11 and Note 12.

NOTE 23: DETAILS OF CONTROLLED ENTITY

Information about Subsidiary

	Country of Incorporation	Percentage Owned %	
		2022	2021
Parent Entity:			
Caprice Resources Limited	Australia		
Subsidiary of Caprice Resources Limited:			
Goldview Metals Pty Ltd	Australia	100	100

Refer; Note 11 for details of acquisition of Goldview Metals Pty Ltd.

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NOTES TO THE FINANCIAL STATEMENTS
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NOTE 24: FINANCIAL INSTRUMENTS

Financial Risk Management

The Group's principal financial instruments are Cash and cash equivalents, Trade and other receivables, and Trade and other payables.

Overview

The Group has exposure to the following financial risks from their use of financial instruments:

- liquidity risk
- credit risk
- market risk (interest rate risk)

This note presents information about the Group's exposure to each of the above risks. The Group had nominal foreign exchange risk for 2022 and no foreign exchange risk for 2021. The Group had insignificant foreign currency transactions or balances.

Financial Risk Management Policies

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework.

Risk management policies are established by the Board of Directors to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits.

	2022	2021
	\$	\$
Financial Assets		
Cash and cash equivalents	1,958,751	3,315,439
Trade and other receivables	50,750	129,041
	2,009,501	3,444,480
Financial Liabilities		
Trade and other payables	232,716	80,772
	232,716	80,772

Liquidity Risk and Liquidity Risk Management

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will have sufficient cash to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of credit facilities or other fund-raising initiatives.

The Board frequently reviews budget variance analyses that include working capital projections to monitor working capital requirements and optimise cash utilisation.

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

NOTE 24: FINANCIAL INSTRUMENTS (continued)

The Group continuously monitors forecast and actual cash flows and the maturity profiles of financial assets and financial liabilities to manage its liquidity risk.

The following are the contractual maturities of financial liabilities:

At 30 June 2022						
	Weighted average interest rate	Carrying Amount	Under 6 Months	6 – 12 Months	1 - 2 years	2 – 5 years
Non-derivative financial liabilities:	%					
Trade and other payables (Note 14)	-	232,716	232,716	-	-	-
		<u>232,716</u>	<u>232,716</u>	<u>-</u>	<u>-</u>	<u>-</u>

At 30 June 2021						
	Weighted average interest rate	Carrying Amount	Under 6 Months	6 – 12 Months	1 – 2 years	2 – 5 years
Non-derivative financial liabilities:	%					
Trade and other payables (Note 14)	-	80,772	80,772	-	-	-
		<u>80,772</u>	<u>80,772</u>	<u>-</u>	<u>-</u>	<u>-</u>

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

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

Credit Risk

Credit risk refers to the risk that counterparties will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

Banks and financial institutions are chosen only if they are independently rated parties with a minimum rating of 'A'.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

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

NOTE 24: FINANCIAL INSTRUMENTS (continued)

Market risk- Interest Rate Risk

Interest rate risk is managed with a mixture of fixed and floating rate debt. The Group's exposure to interest rate risk and the effective weighted average interest rate for each class of financial assets and financial liabilities is set out in the following table:

2022	Weighted Average Interest Rate %	Floating Interest Rate \$	Fixed Interest Maturing in 1 Year or Less \$	Fixed Interest Maturing in over 1 Year \$	Non- Interest Bearing \$	Total \$
Financial Asset						
Cash and cash equivalents	0.01	1,958,751	-	-	-	1,958,751
Trade and other receivables	-	-	-	-	50,750	50,750
Financial Liabilities						
Trade and other payables	-	-	-	-	(232,716)	(232,716)
Net Financial Assets		1,958,751	-	-	(181,966)	1,776,785

2021	Weighted Average Interest Rate %	Floating Interest Rate \$	Fixed Interest Maturing in 1 Year or Less \$	Fixed Interest Maturing in over 1 Year \$	Non- Interest Bearing \$	Total \$
Financial Asset						
Cash and cash equivalents	0.01	3,315,439	-	-	-	3,315,439
Trade and other receivables	-	-	-	-	129,041	129,041
Financial Liabilities						
Trade and other payables	-	-	-	-	(80,772)	(80,772)
Net Financial Assets		3,315,439	-	-	48,269	3,363,708

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

NOTE 24: FINANCIAL INSTRUMENTS (continued)

The following tables summarises the sensitivity of the Group's financial assets and financial liabilities to interest rate risk:

2022	Carrying Amount \$	-1%		+1%	
		Profit \$	Equity \$	Profit \$	Equity \$
Cash and cash equivalents	1,958,751	(19,588)	(19,588)	19,588	19,588
Total increase/(decrease)		(19,588)	(19,588)	19,588	19,588

2021	Carrying Amount \$	-1%		+1%	
		Profit \$	Equity \$	Profit \$	Equity \$
Cash and cash equivalents	3,315,439	(33,154)	(33,154)	33,154	33,154
Total increase/(decrease)		(33,154)	(33,154)	33,154	33,154

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks, and ageing analysis for credit risk.

Risk management is carried out by the Board of Directors. These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits.

NOTE 25: INTERESTS OF KEY MANAGEMENT PERSONNEL

Refer to the remuneration report contained in the Directors' Report for additional details of the remuneration paid or payable to each member of the Group's key management personnel (**KMP**) for the year ended 30 June 2022.

The totals of remuneration paid to KMP of the Group during the year are as follows:

	Short-Term Benefits \$	Post-Employment Benefits \$	Termination Payments \$	Share-Based Payments \$	Total KMP Compensation \$
2022 Total	442,516	39,452	-	200,925	682,893
2021 Total	287,825	21,907	-	726,699	1,036,431

Other KMP Transactions

For details of other transactions with KMP, refer to Note 26 Related Party Transactions and Balances.

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

NOTE 26: RELATED PARTY TRANSACTIONS AND BALANCES

The Group's only related entities are the key management personnel. Key management personnel are any people having authority and responsibility for planning, controlling and directing the activities of the entity, directly or indirectly, including any director (whether executive or otherwise). The Group has determined that the only key management personnel are the directors and company secretary.

Non-Executive Director Michael Caruso, trading as Civil and Mining Earthmoving, received \$56,400 (2021: \$44,680) for labour and excavator hire in relation to exploration activities at the Island Gold Project.

Discovery Capital Partners received \$150,000 (2021: \$110,000) for corporate advisory services and \$2,671 (2021: \$36,039) for office rent.

All transactions with related parties have been entered into on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

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

NOTE 27: PARENT ENTITY DISCLOSURES

	2022 \$	2021 \$
Statement of Financial Position		
Assets		
Current assets	2,037,709	3,392,693
Non-current assets	11,549,279	8,477,003
Total assets	13,586,988	11,869,696
Liabilities		
Current liabilities	271,320	84,144
Non-current liabilities	39,269	-
Total liabilities	310,589	84,144
Equity		
Issued capital	16,487,929	13,914,054
Reserves	1,885,275	1,602,251
Accumulated losses	(5,096,805)	(3,730,753)
Total equity	13,276,399	11,785,552
Statement of Profit or Loss and Other Comprehensive Income		
Loss for the year	(1,367,126)	(2,079,147)
Total comprehensive loss for the year	(1,367,126)	(2,079,147)

Guarantees

Caprice Resources Ltd has not entered into any guarantees in the current or previous financial year in relation to the debts of its subsidiary.

Other Commitments and Contingencies

Caprice Resources Ltd has no commitments to acquire property, plant and equipment and has no contingent liabilities other than those already disclosed in the notes to the financial statements.

CAPRICE RESOURCES LTD

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DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of Caprice Resources Ltd, the Directors of the Company declare that:

1. the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
2.
 - a. the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
 - b. the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of the performance for the year ended on that date;
3. In the Directors' opinion there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.

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

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



David Church
Chairman

Dated this 29 day of September 2022

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
CAPRICE RESOURCES LTD**

Opinion

We have audited the financial report of Caprice Resources Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- (ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report, which indicates that the Group incurred a loss of \$1,366,052 and had net cash outflows from operating activities of \$924,380 and from investing activities of \$2,264,181 for the year ended 30 June 2022. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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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. In addition to the matter described in the *Material uncertainty related to going concern* section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed this matter
<p>Exploration and evaluation assets Refer to Note 10 in the financial report</p> <p>The Group has capitalised exploration and evaluation expenditure with a carrying value of \$11,455,373 at the reporting date.</p> <p>We considered this to be a key audit matter due to the significant management judgments involved in assessing the carrying value of the assets including:</p> <ul style="list-style-type: none"> Determining whether the exploration and evaluation expenditure can be associated with finding specific mineral resources and the basis on which that expenditure is allocated to an area of interest; Assessing whether any indicators of impairment are present at the reporting date and if so, judgement applied to determine and quantify any impairment loss; and Assessing whether exploration activities have reached a stage at which the existence of economically recoverable reserves may be determined. 	<p>Our audit procedures in relation to the carrying value of exploration and evaluation expenditure included:</p> <ul style="list-style-type: none"> Assessing whether the Group's accounting policy in compliance with Accounting Standards; Agreeing a sample of additions to supporting documentation relating to the areas of interest; Assessing and evaluating management's assessment that no indicators of impairment existed for those tenements where the Group has current rights of tenure; and Through discussions with the management and review of the Board Minutes, ASX announcements and other relevant documentation, assessing management's determination that exploration activities have not yet progressed to the stage where the existence or otherwise of economically recoverable reserves may be determined.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and the 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.

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Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

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

Responsibilities

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

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ALASDAIR WHYTE
Partner

Perth, WA
Dated: 29 September 2022

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ASX Additional Information

Shareholder Information

The following information is based on share registry information processed up to 28 October 2022.

Distribution of Fully Paid Ordinary Shares

The number of holders, by size of holding, for fully paid ordinary shares, including shares subject to voluntary escrow, in the Company is:

Spread of Holders	Number of Holders	Number of Shares
1 – 1,000	33	4,918
1,001 – 5,000	113	378,426
5,001 – 10,000	110	879,066
10,001 – 100,000	313	13,069,599
100,001 and over	133	67,891,464
Total	702	82,223,473

There are 202 holders of unmarketable parcels comprising a total of 742,547 ordinary shares amounting to 0.90% of issued capital.

Twenty Largest Holders of Quoted Shares (ungrouped)

	Shareholder	Number Held	%
1	Mr Victor Michael Caruso	9,604,606	11.68
2	Two Tops Pty Ltd	3,000,000	3.65
3	Golden State Mining Limited	2,500,000	3.04
4	Mr Victor Michael Caruso <The Island Gold A/C>	1,952,937	2.38
5	Discovery Services Pty Ltd <Discovery Capt Inv Unit A/C>	1,461,865	1.78
6	Mr Timothy Douglas Cottee	1,420,000	1.73
7	Max Assets Holdings Pty Ltd	1,317,869	1.60
8	Horizon Investment Services Pty Ltd <The Horizon Investment A/C>	1,313,889	1.60
9	Mr Phillip Richard Perry	1,230,000	1.50
10	Mandolin Nominees Pty Ltd <TJ Cowcher Family A/C>	1,215,000	1.48
11	Highland Company Pty Ltd <Highland A/C>	1,131,017	1.38
12	Silverpeak Nominees Pty Ltd <The RGM Hill A/C>	1,128,551	1.37
13	Mr Scott David Deakin <Deakin Family A/C>	1,028,019	1.25
14	Atkins Superannuation Fund Pty Ltd <Atkins Super A/C>	900,000	1.09
15	Shrewsbury Ltd	877,120	1.07
16	PRW Investments Pty Ltd	877,116	1.07
17	Blue Coasters Pty Ltd	850,000	1.03
18	6466 Investments Pty Ltd	820,170	1.00
19	Rod Dog Pty Ltd	810,727	0.99
20	Orca Capital GMBH	800,000	0.97
	Total	34,238,886	41.64

There are 82,223,473 ordinary fully paid shares currently listed on the Australian Securities Exchange held by 702 shareholders. There is no current on-market buy back taking place.

Substantial Holders

The Company notes there is one substantial securityholder, Mr Victor Michael Caruso, who holds 11,557,543 shares representing 14.06% of issued capital.

Voting Rights - Fully Paid Ordinary Shares

Every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands, and on a poll, one vote for each fully paid share.

Unquoted Equity Securities

Quantity	Class	Number of Holders
2,650,000	Options exercisable at \$0.25 each on or before 28 November 2022	3
325,000	Options exercisable at \$0.25 each on or before 6 October 2023	1
4,250,000	Options exercisable at \$0.3894 each on or before 10 December 2023	5
6,249,999	Options exercisable at \$0.30 each on or before 31 March 2024	72
125,000	Options exercisable at \$0.25 each on or before 2 August 2024	1
125,000	Options exercisable at \$0.25 each on or before 2 August 2024	1
50,000	Options exercisable at \$0.40 each on or before 20 December 2024	1
33,333	Options exercisable at \$0.60 each on or before 20 December 2024	1
25,000	Options exercisable at \$0.80 each on or before 20 December 2024	1
150,000	Class A Rights vesting on 30 Day VWAP at any time after the date of issue exceeds \$0.75 on or before 27 April 2024	1
250,000	Class B Rights vesting on 30 Day VWAP at any time after the date of issue exceeds \$1.00 on or before 27 April 2024	1
350,000	Class C Rights vesting on 30 Day VWAP at any time after the date of issue exceeds \$1.25 on or before 27 April 2024	1
250,000	Class D Rights vesting on the Company announces an Inferred, Indicated or Measured Resource of no less than 250,000oz of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent on or before 27 April 2024	1
500,000	Class E Rights vesting on the Company announces an Inferred, Indicated or Measured Resource of no less than 500,000oz of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent on or before 27 April 2025	1
750,000	Class F Rights vesting on the Company announces an Inferred, Indicated or Measured Resource of no less than 750,000oz of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent on or before 27 April 2026	1
1,500,000	Class G Rights vesting on the Company announces an Inferred, Indicated or Measured Resource of no less than 1,000,000oz of gold or gold equivalent at a minimum grade of 2.0 g/t of gold or gold equivalent on or before 27 April 2026	1
250,000	Class 1 Rights vesting on the Company announcing an Inferred, Indicated or Measured Resource of no less than 250,000oz of gold or gold equivalent at a minimum grade of 2.0g/t of gold or gold equivalent on or before 20 December 2024	1
500,000	Class 2 Rights vesting on the Company announcing an Inferred, Indicated or Measured Resource of no less than 500,000oz of gold or gold equivalent at a minimum grade of 2.0g/t of gold or gold equivalent on or before 20 December 2025	1
750,000	Class 3 Rights vesting on the Company announcing an Inferred, Indicated or Measured Resource of no less than 750,000oz of gold or gold equivalent at a minimum grade of 2.0g/t of gold or gold equivalent on or before 20 December 2025	1
250,000	Class 4 Performance Rights vesting on 2 years service expiring 20 December 2024	1

Holder of Unquoted Securities Holding More than 20% of Each Class

Class	Holder	Number
Options exercisable at \$0.25 each on or before 28 November 2022	Valtellin Pty Ltd	2,000,000
Options exercisable at \$0.25 each on or before 6 October 2023	Mr Victor Michael Caruso	325,000
Options exercisable at \$0.3894 each on or before 10 December 2023	Mr Victor Michael Caruso Highland Company Pty Ltd Valtellin Pty Ltd Horizon Investment Services Pty Ltd	1,000,000 1,000,000 1,000,000 1,000,000
Options exercisable at \$0.25 each on or before 2 August 2024	Golden State Mining Limited	125,000
Options exercisable at \$0.25 each on or before 2 August 2024	Golden State Mining Limited	125,000
Options exercisable at \$0.40 each on or before 20 December 2024	Christopher William Oorschot	50,000
Options exercisable at \$0.60 each on or before 20 December 2024	Christopher William Oorschot	33,333
Options exercisable at \$0.80 each on or before 20 December 2024	Christopher William Oorschot	25,000
Class A Performance Rights	Mr Andrew James Muir	150,000
Class B Performance Rights	Mr Andrew James Muir	250,000
Class C Performance Rights	Mr Andrew James Muir	350,000
Class D Performance Rights	Mr Andrew James Muir	250,000
Class E Performance Rights	Mr Andrew James Muir	500,000
Class F Performance Rights	Mr Andrew James Muir	750,000
Class G Performance Rights	Mr Andrew James Muir	1,500,000
Class 1 Performance Rights	Christopher William Oorschot	250,000
Class 2 Performance Rights	Christopher William Oorschot	500,000
Class 3 Performance Rights	Christopher William Oorschot	750,000
Class 4 Performance Rights	Christopher William Oorschot	250,000

Company Secretary

Ms Oonagh Malone

Registered Office

Level 3, 10 Outram Street, West Perth WA 6005

Telephone: +61 8 6142 0987

Share Registry

Automic Registry Services
126 Phillip Street, Sydney NSW 2000

Telephone: 1300 992 916

Schedule of Mining Tenements

Project	Licence Number	Location	Interest
Island Gold	M 21/66	Western Australia	100%
	M 21/140	Western Australia	100%
	E 21/186	Western Australia	100%
Northampton	E 66/98	Western Australia	100%
	E 66/99	Western Australia	100%
	E 66/111	Western Australia	100%
	E 66/112	Western Australia	100%
	E 66/113	Western Australia	100%
	E 66/106	Western Australia	100%
	E 70/5677	Western Australia	100%
Wild Horse Hill	EL 30951	Northern Territory	100%
	EL 30964	Northern Territory	100%
Big Bell South	E 21/0193	Western Australia	80%
Cuddingwarra	E 21/0192	Western Australia	80%
	P 20/2256	Western Australia	80%
	P 20/2257	Western Australia	80%
	P 20/2258	Western Australia	80%
	P 20/2259	Western Australia	80%
	P 20/2260	Western Australia	80%
	P 20/2261	Western Australia	80%
	P 20/2262	Western Australia	80%
	P 20/2263	Western Australia	80%
	P 20/2264	Western Australia	80%
	P 20/2265	Western Australia	80%
	P 20/2266	Western Australia	80%
	P 20/2267	Western Australia	80%
	P 20/2268	Western Australia	80%
	P 20/2269	Western Australia	80%
	P 20/2272	Western Australia	80%
	P 20/2273	Western Australia	80%
P 20/2274	Western Australia	80%	
P 20/2275	Western Australia	80%	
P 20/2382	Western Australia	80%	

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