mount burgess mining

and Controlled Entities

ACN 009 067 476

Annual Report

for the Year ended 30 June 2023

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	ROBERT BROUGHAM, FAusIMM BSc
	JACOB THAMAGE, MBA BEM – *appointed 1 February 2023*
	IAN BARCLAY MCGEORGE, CGeol MSc BSc – *appointed 1 February 2023*
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Mount Burgess Mining NL is an ASX listed public company incorporated in Australia (ASX Code: MTB).

It is my pleasure to present to you our Annual Report for the Year to 30 June 2023.

During the year, the Company received assay results from drilling conducted at the Nxuu Deposit, able to be applied to an initial Indicated/Inferred Mineral Resource Estimate, compliant with the 2012 JORC Code, conducted by an Independent Resource Geologist.

Mineral Resource Estimates

The combined Indicated/Inferred Nxuu and Kihabe Mineral Resource Estimates (Refer to Tables 1 and 4 on Pages 9 and 12) applying a 0.5% Zinc equivalent low cut grade now stand at 27 million tonnes, with the following in-ground metal content.

Resource	Tonnes (Million)	Zinc (Tonnes)	Lead (Tonnes)	Silver (Ozs)	Vanadium Pentoxide (Tonnes)	Gallium (Kg)	Germanium (Kg)
Kihabe	21	321,000	154,000	5,400,000	10,000	No estimate	No estimate
Nxuu	6	64,000	32,000	1,040,000	2,600	61,000	16,000
Total	27	385,000	186,000	6,440,000	12,600	61,000	16,000

Potential Significance of Gallium and Germanium for the Project

Gallium and Germanium have been listed by the United States Geological Survey as critical minerals for the following reasons:

- Both now seen as strategic modern metals through significant increase in recent demand. Gallium Nitride (GaN) chips are required for the significant increase in 5^{th} generation (5G) communications. Germanium is required for fibre optics, infra-red optics, high brightness LEDs, night vision, night targeting and in solar panels to convert 40% of sunlight into power.
- High percentages of these metals have to be imported for the manufacture of the above applications.

A peripheral Gallium and Germanium Inferred Mineral Resource, additional to the above Mineral Resource Estimate was estimated for the Nxuu Deposit (Refer to Table 2 on Page 9) with the following in-ground metal content.

Resource	Tonnes (Million)	Gallim (Kg)	Germanium (Kg)
Nxuu Peripheral	2.3	25,500	3,200

Significant intersections of Gallium have been recorded from seventeen holes drilled into the 2.4km strike length of the Kihabe Deposit, seven of which were assayed for Germanium, which also included significant intersections. However, further drilling and assaying for Gallium and Germanium will be required before they can be included in a Mineral Resource Estimate.

With the contribution of Gallium, Germanium and Vanadium Pentoxide now seen as having the potential to represent significant credits for the project, further in-depth assessment was conducted on these minerals during the year.

At the Kihabe Deposit, an independent **Exploration Target for Gallium** was estimated to range between 75 million tonnes to 100 million tonnes at 9g/t to 12g/t respectively.

At the Nxuu Deposit, an independent **Exploration Target for Gallium and Germanium** was estimated to range between:

- 4 million tonnes at 9g/t to 8 million tonnes at 12g/t respectively for Gallium.
- 4 million tonnes at 2g/t to 8 million tonnes at 3g/t respectively for Germanium.

Forty of the drill holes assayed for Gallium, Germanium and Vanadium at the Nxuu Deposit, confirmed that Gallium, Germanium and Vanadium Pentoxide add an extra 119.75% to the Zn/Pb/Ag mineralised domains. This shows that on average, 81% of the forty drill hole lengths contain combined Zinc, Lead, Silver, Vanadium Pentoxide, Gallium and Germanium to the base of mineralisation in the quartz wacke. Including the top cover of Kalahari sand, 70% of drill hole lengths are mineralised to the base of mineralisation. The shallow, totally oxidised and weathered, basin shaped Nxuu Deposit presents as a low risk, low cost operation with a very low waste to ore ratio.

Metallurgical test work on the Nxuu Deposit shows that 93% Zinc and 82% of Vanadium Pentoxide can be recovered on site. Metallurgical test work is currently being conducted on Gallium and Germanium to determine if they can be recovered on site.

Corporate

During the year Karen Clark retired from the Board of the Company. We would all like to thank Karen for her contribution to the Board over the time she was involved and wish her all the best in retirement.

During the year, the Company welcomed Jacob Thamage and Ian McGeorge to the Board of the Company.

Jacob, a Mining Engineer, is a Motswana national, resident in Botswana. Jacob runs Botswana's diamond hub and is currently the International Chairman of the Kimberley Process.

Ian, a Geologist, is a British national, resident in Botswana. Ian has a significant amount of experience in dealing with the geology of Botswana.

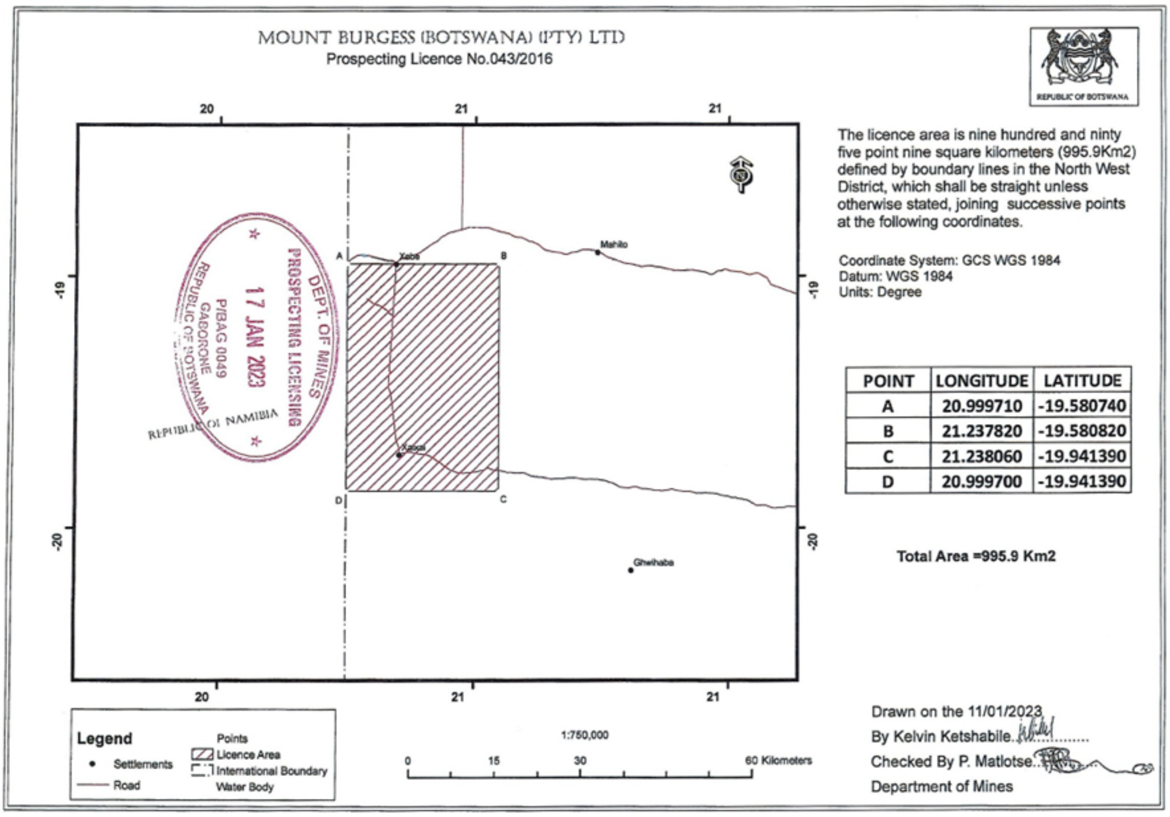
I would like to thank those shareholders who have contributed to funding during the year. I am also grateful for the extension of loan funding provided by past and present fellow Directors during the year. My sincere thanks go to Executives and Staff Members who have contributed significant excess time to fulfill the required corporate demands of the Company and help move its project forward without being remunerated accordingly. For this, I am extremely grateful.

Nigel Forrester
Chairman & Managing Director
20 September 2023

THE KIHABE-NXUU PROJECT BOTSWANA - PL 043/2016

LICENCE TITLE

In January 2016, Mount Burgess (Botswana) (Proprietary) Limited, a wholly owned subsidiary of the Company was granted Prospecting Licence PL43/2016, covering 1,000 sq km over the Kihabe Nxuu Project. A Neo-proterozoic belt spans the border between Namibia and Botswana and PL43/2016 covers the whole of that portion of the Neo-proterozoic belt, situated in Western Ngamiland, on the Botswana side of the border *(Figure 1)*. Situated within a Neo-proterozoic belt, the project is highly prospective for Zinc (Zn), Lead (Pb), Copper Cu), Silver (Ag), Vanadium (V) containing Vanadium Pentoxide (V2O5), Gallium (Ga) and Germanium (Ge). The initial term of PL43/2016 ran for three years to 31 December 2018. A first two year term renewal to 31 December 2020 was granted, with a second two year term renewal granted to 31 December 2022. The Company applied for a further extension which was granted in January 2023.



STYLE OF MINERALISATION

The Kihabe-Nxuu Project is a sedimentary exhalative (SEDEX) mineralised system within a Neo-Proterozoic belt. Zn/Pb/Cu/Ag/V/Ga/Ge mineralisation occurs in a Quartz Wacke, right at the contact with the regional Dolostone.

In the Neo-proterozoic era, this SEDEX zone of mineralisation was formed by hydrothermal fluids discharged by basal geothermal heat through fractures in the Earth's crust, depositing mineralisation over Quartz Wacke overlying the regional sea bed/lake bed Dolostone. This would have formed a single unit covering a large area. Over time that unit has been broken up by folding, faulting and erosion, with the result that several individual SEDEX units now exist within close proximity of one another, that now show up as individual geochemical anomalies.

RESOURCES

To date, the Company has developed Indicated and Inferred resources compliant with the 2012 JORC Code at both the Kihabe and Nxuu Deposits.

The Nxuu Deposit

The Nxuu Deposit is a shallow basin shaped deposit where mineralisation occurs in a totally oxidised Quartz Wacke, embedded in a barren Dolostone basin. Based on an average per hole from 52 vertical holes drilled to date:

- The average depth to base of mineralisation is only 41m.
- The average depth of Kalahari sand cover is 7m.

V_2O_5, Ga and Ge, seen as modern strategic metals, will make significant contributions to the project.

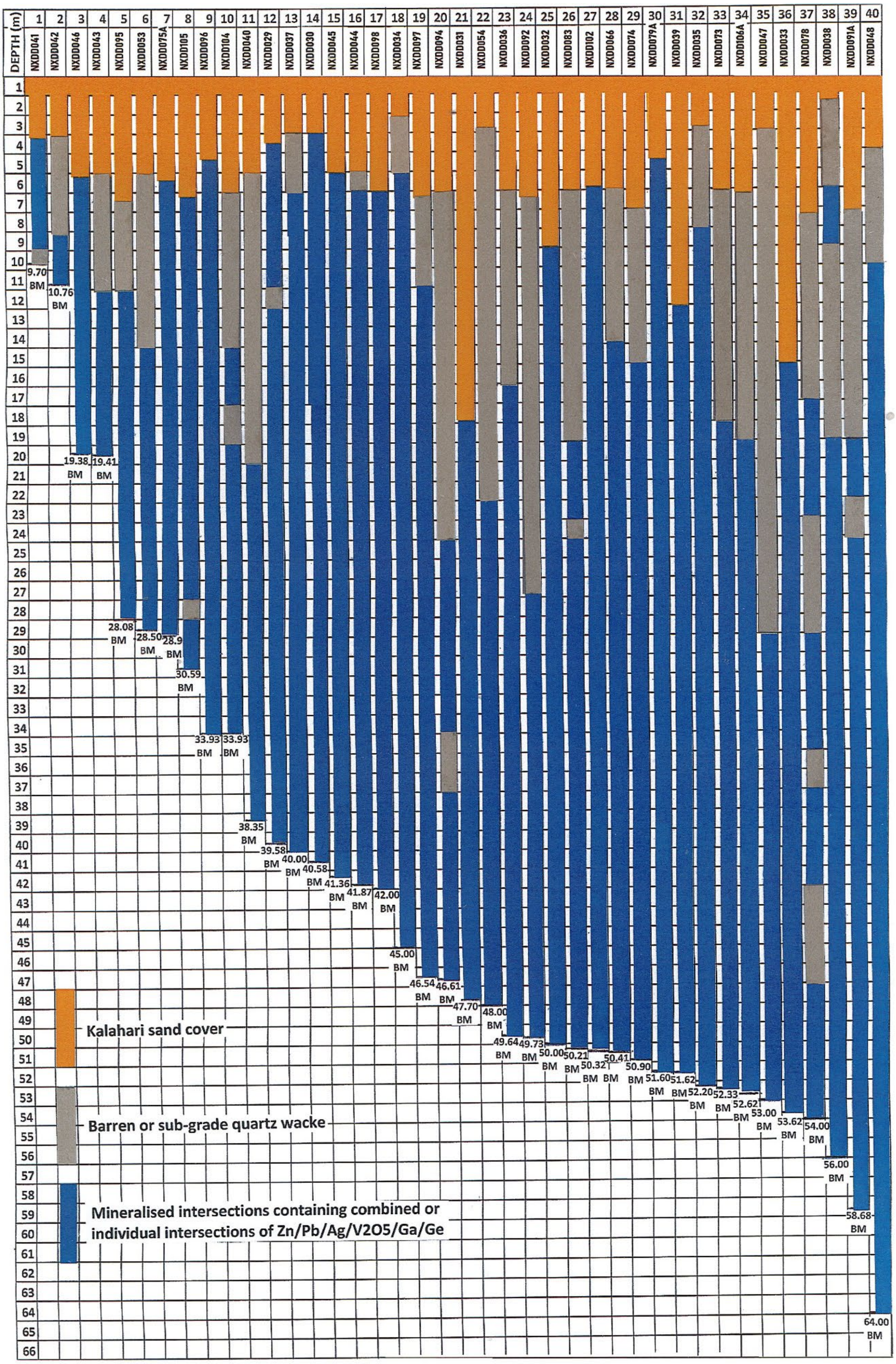
Forty of the holes drilled into the Nxuu Deposit were assayed for Ga and Ge, which together with V_2O_5 showed they contain the following:

- 1,711.7m to base of mineralisation (BM), averaging 42.79m per hole.
- 231.9m (13.5% to BM) contain Kalahari sand cover, averaging 5.8m per hole.
- 281.3m of barren or sub-grade quartz wacke in 27 of the 40 drill holes.
- **1,198.5m of combined or individual mineralised intersections of Zn/Pb/Ag/V2O5/Ga/Ge is equal to 70% of 1,711.7m drilled to the base of mineralisation**

If the Kalahari sand cover can be removed by scraper, leaving only the underlying, totally oxidised and weathered quartz wacke, requiring only a light blast in order to loosen up the material to improve productivity, 1,198.5m will amount to 81% of the quartz wacke metres to the base of mineralisation containing Zn/Pb/Ag/V2O5/Ge/Ga.

Figure 3 The Nxuu Deposit drill hole map shows the location of the drill holes in *Figure 2*.

Figure 2: Nxuu Deposit Ga/Ge/V205 Mineralisation together with Zn/Pb/Ag



Total of 1,198.5m of combined or individual mineralised intersections contain the following individual metal/mineral intersections **in order of contribution**:

1. **Gallium** with 1,002.62m (58.62% to BM) @ 11g/t, applying a 10g/t low cut
2. **Zinc** with 497.55m (29.1% to BM) @ 1.8%, applying a 1% low cut
3. **Germanium** with 444.54m (26.0% to BM) @ 4.3g/t, applying a 3g/t low cut
4. **Vanadium Pentoxide** with 386.28m (22.6% to BM) @ 1,170ppm, applying a 300ppm low cut
5. **Lead** with 243.59m (14.2% to BM) @ 1.5%, applying a 1% low cut
6. **Silver** with 170.42m (10.0% to BM) @ 17.8g/t, applying a 10g/t low cut

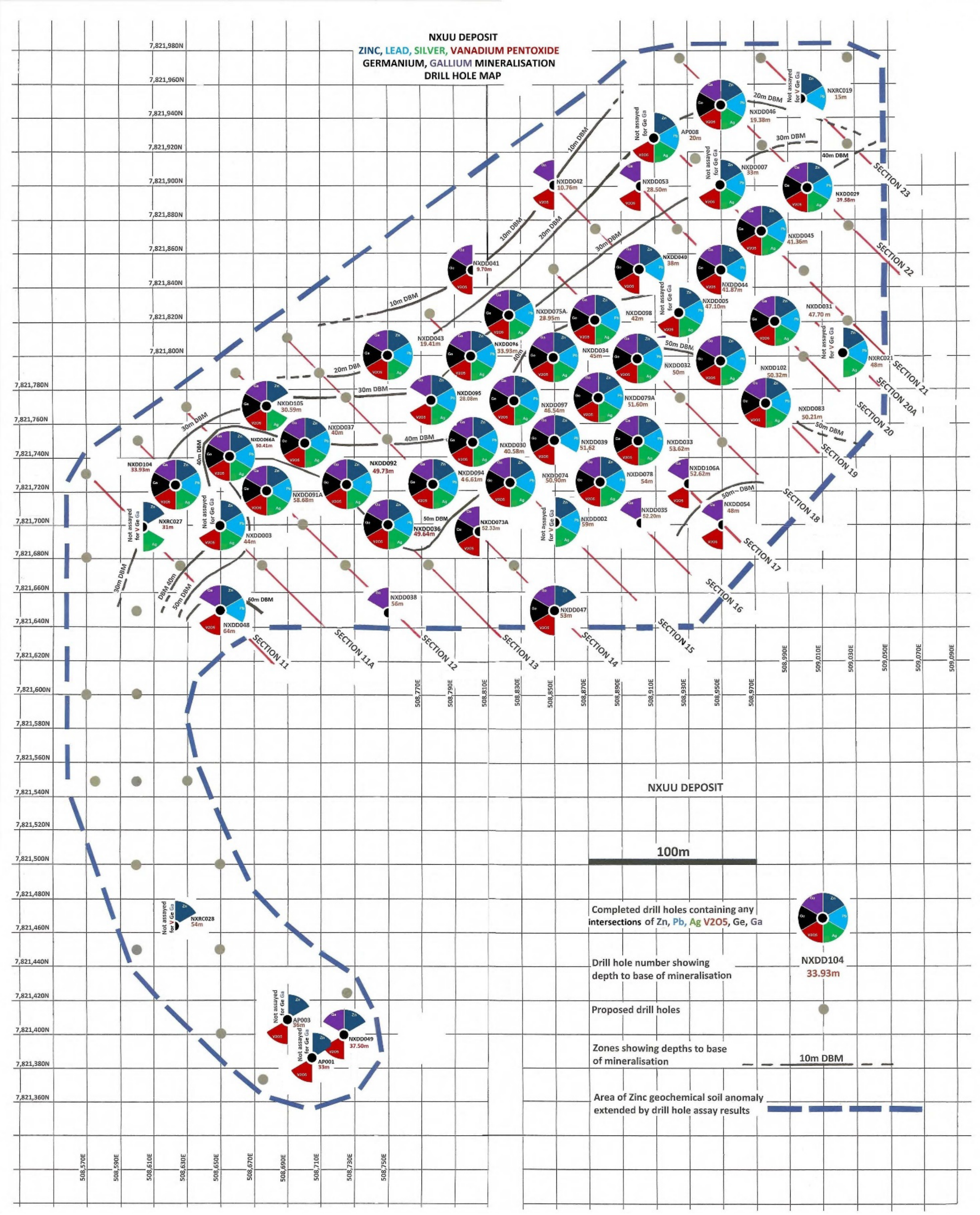
The order of contribution shows the significance of the credits of **Gallium (1st), Germanium (3rd) and Vanadium Pentoxide (4th)** and how they will positively affect the Nxuu Deposit's waste to ore ratio.

Gallium and Germanium are strategic modern metals. Due to their significant increase in demand which requires access to imported supply, they are now both listed by the United States Geological Survey as Critical Minerals.

Nxuu Deposit on-site Metal/Mineral Recoveries

- 93% Zinc can be recovered on site from smithsonite through solvent extraction and electro-winning (SE/EW).
- Lead, hosted in cerussite, can be recovered on site as a concentrate by gravity separation, followed by flotation, which will also recover Silver minerals and inclusions with cerussite.
- Silver is known to be recoverable from oxide deposits through successfully developed processing circuits within concentrators.
- 82% Vanadium Pentoxide can be recovered on site from descloizite, through gravity separation, followed by subjecting the tail to flotation, using hydroximate acid for recovery.
- Samples containing Gallium and Germanium have been delivered to a mineralogical/metallurgical laboratory to determine appropriate processing routes for on-site recoveries.

Figure 3: Nxuu Deposit Zn/Pb/Ag Ga/Ge/V205 Mineralisation Drill Hole Map



A further 2,500m of drilling is required to test for further extensions to the Nxuu Deposit, and to estimate an Indicated/Measured resource compliant with the 2012 JORC Code, to then proceed to a Pre-feasibility study. Seen as a shallow, low risk deposit, the Company intends to develop the Nxuu Deposit first.

Table 1: Nxuu November 2022 Mineral Resource Estimate (0.5% ZnEq Cut-off Grade)

Domain	Indicated Mineral Resource													
	Tonnage	**ZnEq**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**
	Mt	**%**	**%**	**%**	**g/t**	**%**	**g/t**	**g/t**	**kt**	**kt**	**kOz**	**kt**	**kg**	**kg**
Base Metal	2.7	2.3	1.4	0.7	7.2	0.04	3.1	10.4	38	20	630	1.2	9,000	28,000
Total	**2.7**	**2.3**	**1.4**	**0.7**	**7.2**	**0.04**	**3.1**	**10.4**	**38**	**20**	**630**	**1.2**	**9,000**	**28,000**

Domain	Inferred Mineral Resource													
	Tonnage	**ZnEq**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**
	Mt	**%**	**%**	**%**	**g/t**	**%**	**g/t**	**g/t**	**kt**	**kt**	**kOz**	**kt**	**kg**	**kg**
Base Metal	2.9	1.4	0.9	0.4	4.0	0.03	2.3	10.3	25	10	370	0.9	7,000	30,000
Vanadium	0.4	1.5	0.3	0.5	3.7	0.15	2.6	8.7	1	2	40	0.6	1,000	3,000
Total	**3.2**	**1.4**	**0.8**	**0.4**	**3.9**	**0.04**	**2.3**	**10.1**	**26**	**12**	**410**	**1.4**	**8,000**	**33,000**

Domain	Total Mineral Resource													
	Tonnage	**ZnEq**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**	**Zn**	**Pb**	**Ag**	**V2O5**	**Ge**	**Ga**
	Mt	**%**	**%**	**%**	**g/t**	**%**	**g/t**	**g/t**	**kt**	**kt**	**kOz**	**kt**	**kg**	**kg**
Base Metal	5.6	1.8	1.1	0.5	5.5	0.04	2.7	10.3	63	30	990	2.0	15,000	58,000
Vanadium	0.4	1.5	0.3	0.5	3.7	0.15	2.6	8.7	1	2	40	0.6	1,000	3,000
Total	**6.0**	**1.8**	**1.1**	**0.5**	**5.4**	**0.04**	**2.7**	**10.2**	**64**	**32**	**1,040**	**2.6**	**16,000**	**61,000**

Note:

The Mineral Resource has been compiled under the supervision of Mr. Shaun Searle who is a director of Ashmore Advisory Pty Ltd and a Registered Member of the Australian Institute of Geoscientists. Mr. Searle has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he has undertaken to qualify as a Competent Person as defined in the JORC Code.

All Mineral Resources figures reported in the table above represent estimates in November 2022. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Rounding may cause some computational discrepancies.

Mineral Resources are reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The Joint Ore Reserves Committee Code – JORC 2012 Edition).

Zinc equivalent grades are estimated based on LME Zn/Pb prices, Kitco Silver Price for Ag, Live Vanadium Price for V2O5, Kitco Strategic Metals Prices for Ge/Ga, as at 21 October 2022 and calculated with the formula:

**ZnEq =100 x [(Zn% x 3,000) + (Pb% x 2,000) + (Ag g/t x (20/31.1035)) + (V2O5% x 16,000)] / (3,000).*

Table 2: Nxuu November 2022 Inferred Mineral Resource Estimate (10g/t Ga Cut-off Grade)

Domain	Inferred Mineral Resource				
	Tonnage	**Ge**	**Ga**	**Ge**	**Ga**
	Mt	**g/t**	**g/t**	**kg**	**kg**
Peripheral	**2.3**	**1.4**	**11.3**	**3,200**	**25,500**

Table notes as above.

The Peripheral Mineral Resource surrounds the Base Metal and Vanadium Resource and, as such, is in addition to the Base Metal and Vanadium Mineral Resource above.

Gallium and Germanium Exploration Target

On 10 August 2023, the Company released an announcement headed, Nxuu Polymetallic Deposit Gallium and Germanium Exploration Target additional to the Ga/Ge Mineral Resource Estimates, compiled by an independent geological consultant.

Data for Ga/Ge in the 40 drill holes the subject of this current announcement was included in the Exploration Target. Additional extensions of Ga/Ge, beyond the Ga/Ge data for the 40 drill holes, (refer *Figure 4* where the Ga/Ge extensions are shown in cyan colour) were also included in the Exploration Target.

The Exploration Target showed an upper and a lower range of tonnages and grades of the Ga and Ge additional extensions as follows.

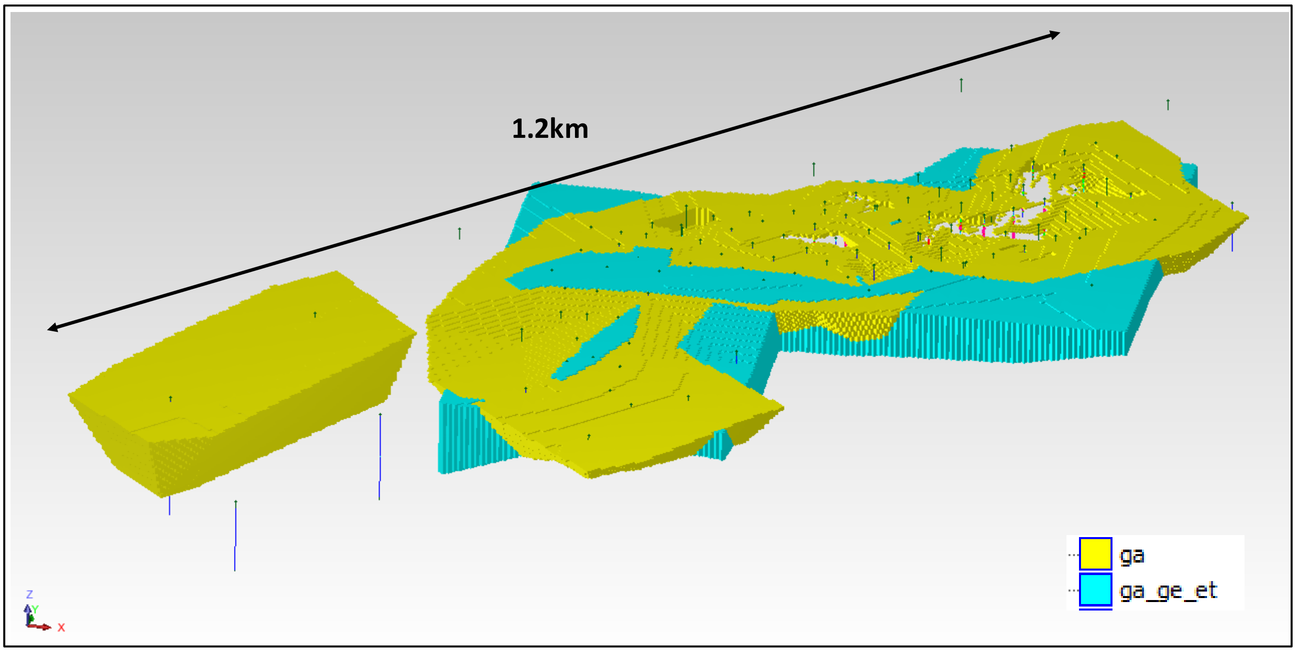
Table 3: Nxuu additional extensions of Gallium/Germanium August 2023 Exploration Target

Range	Tonnage (Mt)	Gallium Grade (ppm)	Germanium Grade (ppm)
Lower	4	9	2
Upper	8	12	3

The Exploration Target is based on the results of exploration activities undertaken to date and references an extensive dataset of historical drilling, geological and geophysical information, which includes recent exploration data obtained by MTB. The quartz wacke host geology wireframe (refer to *Figure 4*) forms the basis for grade ranges and tonnage factors for the Exploration Target, as gallium and germanium occur at consistent grades across the breadth of this geological unit. The average depth to the base of the gallium/germanium mineralisation and Exploration Target is approximately 43m below the natural surface, with the maximum depth being 65m.

MTB plans to conduct additional drill testing within the Exploration Target area as conditions permit.

Figure 4: Nxuu Gallium/Germanium August 2023 Exploration Target – Geospatial Location



Note: ga = Gallium component of the 3/11/22 MRE, ga_ge_et = Exploration Target as per Table 3.

The Kihabe Resource

The Kihabe Deposit contains an indicated/Inferred Resource of 21 million tonnes, estimated applying a 0.5% low cut for Zn/Pb, which contains the following metals (Refer Table 4):

- 321,000 tonnes of Zn
- 154,000 tonnes of Pb
- 5,400,000 Ozs Ag
- 10,000 tonnes V2O5

Whilst significant zones of Cu, Ga and Ge mineralisation have been intersected, they can only be included in a Kihabe Mineral Resource Estimate compliant with the 2012 JORC Code, once further drilling and assaying has been conducted.

Mineralisation in the Kihabe Deposit occurs in a Quartz Wacke at an almost vertical contact with a barren Dolostone. The Quartz Wacke situated beneath Kalahari sand cover is layered with oxide, transitional and sulphide zones.

Mineralogical and metallurgical test work conducted to date has confirmed that:

Within the oxide and upper transitional zones:

- 97% Zn, hosted in the oxide mineral Baileychlore, can be recovered on site through acid leaching and electro-winning.
- 92% Pb hosted in the sulphide mineral Galena can be recovered from flotation concentrates containing 76% Pb, which can be transported from site to a smelter.
- 81% V2O5 hosted in the oxide mineral Descloizite can be recovered on site through gravity separation, then subjecting the tail to flotation using a hydroximate acid for recovery.
- Ga and Ge are hosted in micas, allowing for high grade concentrates to be generated on site through flotation, which can then be subject to metal recovery. Metallurgical test work is required to confirm this.

Within the sulphide and lower transitional zones:

- 94% Zn, hosted in the sulphide mineral Sphalerite can be recovered from flotation concentrates containing 58% Zn, then transported from site to a smelter.
- 84% Pb, hosted in the sulphide mineral Galena can be recovered from flotation concentrates containing 76% Pb, then transported from site to a smelter.
- 96% Ag can be recovered from site from flotation concentrates transported from site to a smelter.

Table 4: Kihabe Resource statement

Kihabe Polymetallic Deposit
July 2022 Mineral Resource Estimate (0.5% ZnEq Cut-off)

Type	Indicated Mineral Resource										
	Tonnage Mt	ZnEq* %	Zn %	Pb %	Ag g/t	V2O5 %	ZnEq* kt	Zn kt	Pb kt	Ag Moz	V2O5 kt
Oxide	1.1	1.6	0.9	0.8	8.8	0.04	18	10	8	0.3	1
Transitional	3.1	1.8	1.4	0.7	9.0	0.01	57	43	20	0.9	1
Fresh	7.5	2.1	1.6	0.8	8.9	0.01	160	122	57	2.1	2
Total	**11.7Mt**	**2.0**	**1.5**	**0.7**	**8.9**	**0.01**	**234kt**	**176kt**	**86kt**	**3.3Moz**	**5kt**

Type	Inferred Mineral Resource										
	Tonnage Mt	ZnEq* %	Zn %	Pb %	Ag g/t	V2O5 %	ZnEq* kt	Zn kt	Pb kt	Ag Moz	V2O5 kt
Oxide	0.8	1.4	0.9	0.6	6.0	0.04	11	7	4	0.1	1
Transitional	1.9	1.7	1.3	0.6	5.4	0.02	33	25	11	0.3	1
Fresh	6.6	2.3	1.7	0.8	7.7	0.01	151	114	53	1.6	3
Total	**9.3Mt**	**2.1**	**1.6**	**0.7**	**7.1**	**0.02**	**194kt**	**146kt**	**68kt**	**2.1Moz**	**5kt**

Type	Total Mineral Resource										
	Tonnage Mt	ZnEq* %	Zn %	Pb %	Ag g/t	V2O5 %	ZnEq* kt	Zn kt	Pb kt	Ag Moz	V2O5 kt
Oxide	1.9	1.5	0.9	0.7	7.7	0.04	28	17	13	0.5	2
Transitional	5.0	1.8	1.4	0.6	7.6	0.01	90	68	31	1.2	2
Fresh	14.1	2.2	1.7	0.8	8.3	0.01	310	237	110	3.8	5
Total	**21.0Mt**	**2.0**	**1.5**	**0.7**	**8.1**	**0.01**	**429kt**	**321kt**	**154kt**	**5.4Moz**	**10kt**

Zinc Equivalent grade calculated on 30 June 2022 closing prices

Mt = Million tonnes
kt = thousand tonnes
Moz = Million ounces

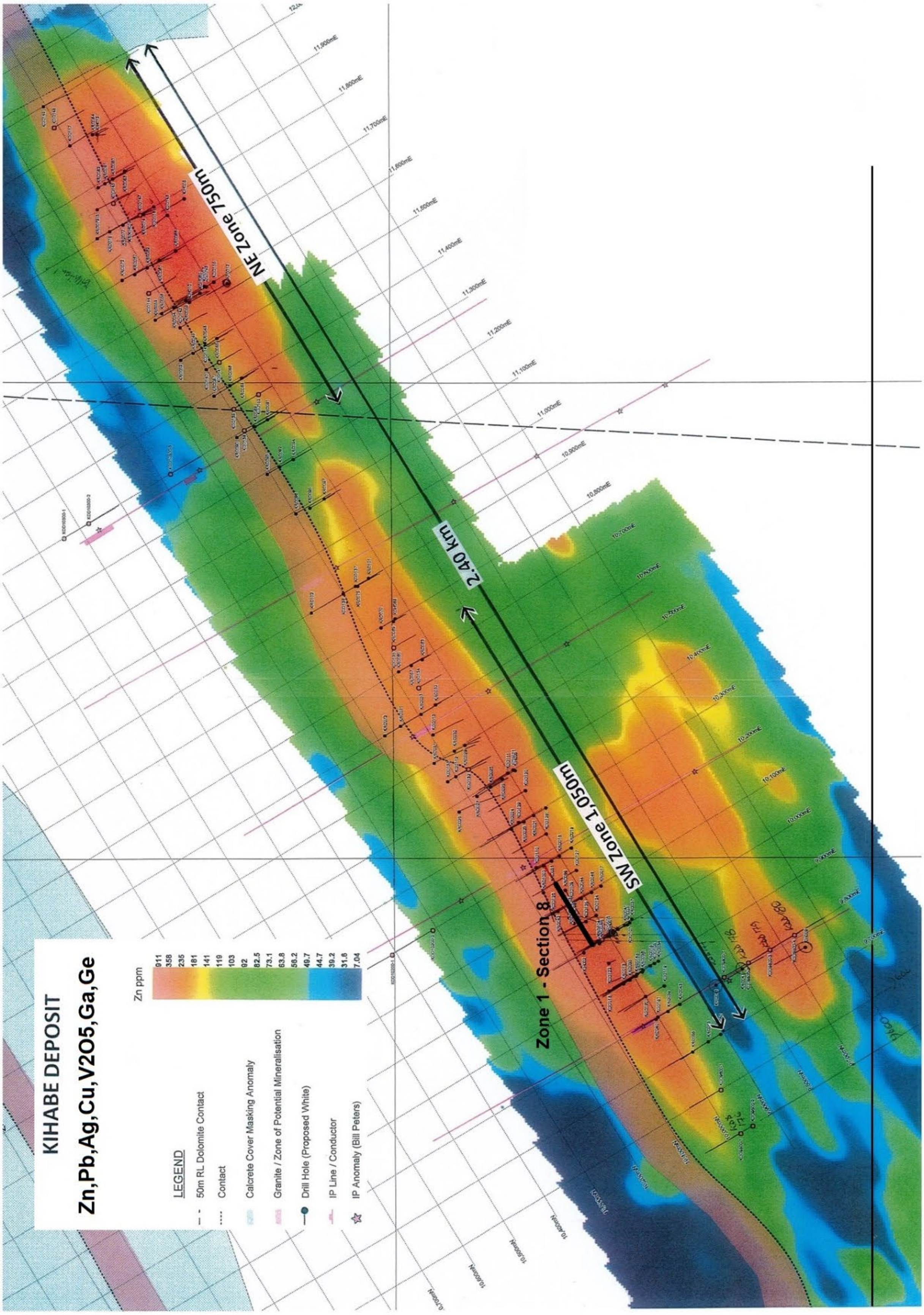
Zn - 1.5% x US$ 3,410/t (LME)	US$ 51.15
Pb - 0.7% x US$1,955/t (LME)	US$ 13.70
Ag - 8.1g/t x US$20.37/Oz (Kitco)	US$ 5.30
V2O5 – 0.01% x US$20,720/t (Vanadium Price)	US$ 2.10
TOTAL	US$ 72.75

US$72.25 divided by US$34.1 per 1% Zn = 2.12% ZnEq

Competent Person Statement

The information in this release that relates to Mineral Resources is based on information compiled by Mr Shaun Searle who is a Member of the Australasian Institute of Geoscientists. Mr Searle is an employee of Ashmore Advisory Pty Ltd and independent consultant to Mount Burgess Mining NL. Mr Searle has sufficient experience, which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Searle consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

Figure 5: Kihabe Drill Hole Map



Significant Gallium Exploration Target defined at the Kihabe Deposit

In addition to the Kihabe Mineral Resource Estimate (Refer to *Table 4*) an Exploration Target estimated by Ashmore Advisory Pty Ltd is reported for the deposit in relation to Gallium.

Table 5: Kihabe Gallium July 2023 Exploration Target

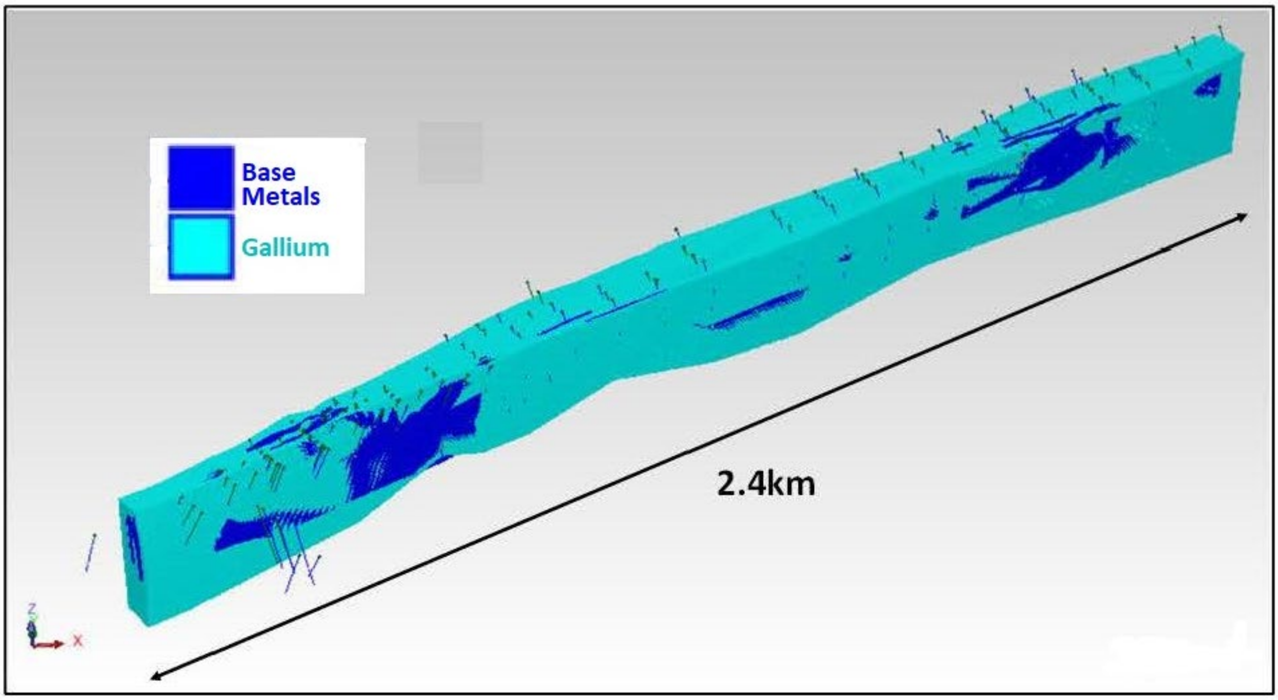
Range	Tonnage (Mt)	Gallium Grade (ppm)
Lower	75	9
Upper	100	12

Mt = million tonnes
ppm = parts per million (g/t)

Cautionary Statement:
The potential quantity and grade of the Exploration Target is conceptual in nature. There has been insufficient exploration to estimate a Mineral Resource for all target areas reported. It is uncertain if further exploration will result in the estimation of a Mineral Resource. The Exploration Target has been prepared and reported in accordance with the 2012 edition of the JORC Code.

The Exploration Target is based on the results of exploration activities undertaken to date and references an extensive dataset of historical drilling, geological and geophysical information, which includes recent exploration data obtained by the Company. The quartz wacke host geology wireframe (refer to *Figure 6*) forms the basis for grade ranges and tonnage factors for the Exploration Target, as Gallium occurs at consistent grades across the breadth of this geological unit.

Figure 6



The Company plans to re-assay existing samples within the deposit area for gallium and germanium, as well as additional drill testing if conditions permit over the next two to three years.

Figure 7: Kihabe Deposit SW Area Long Section

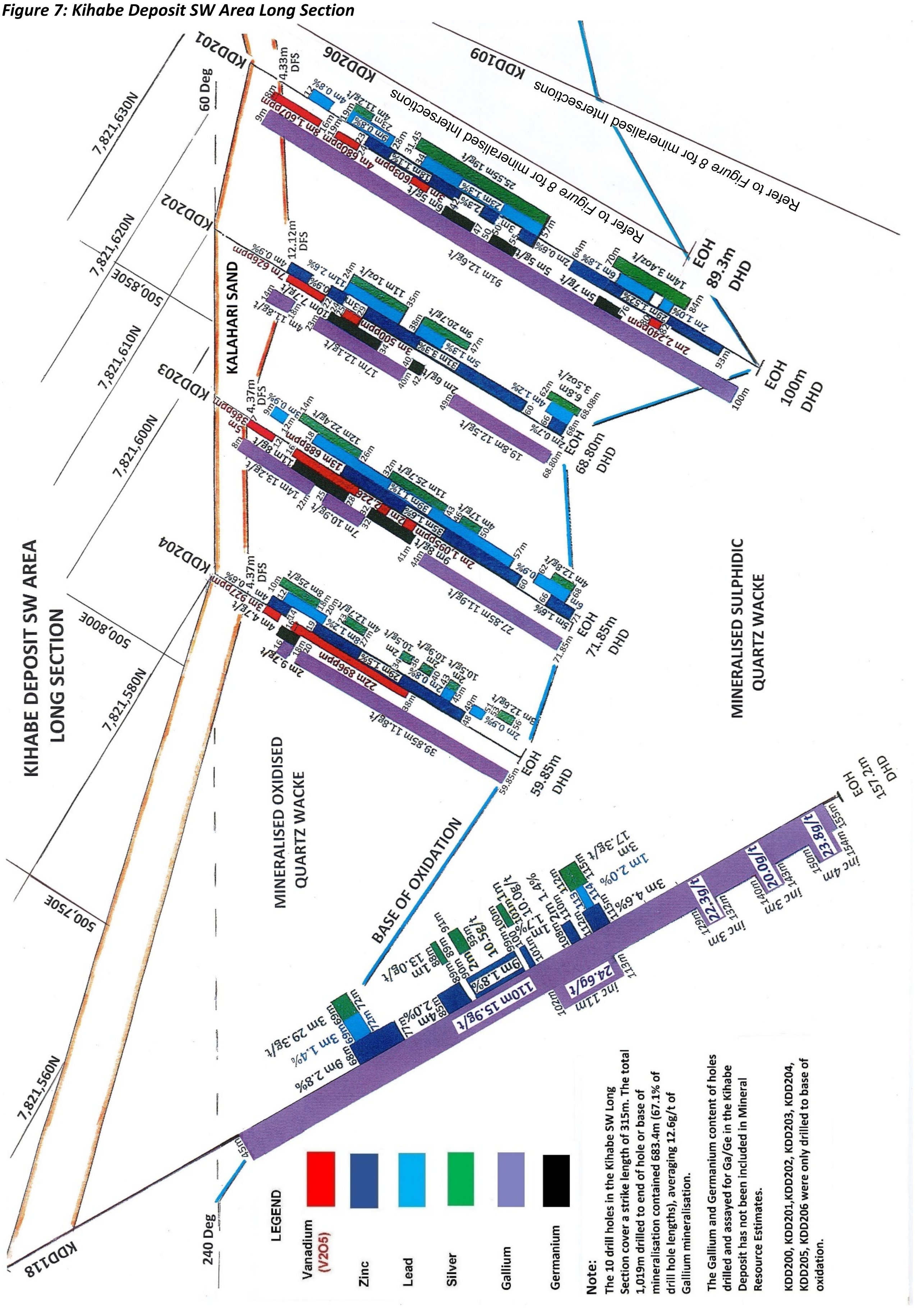
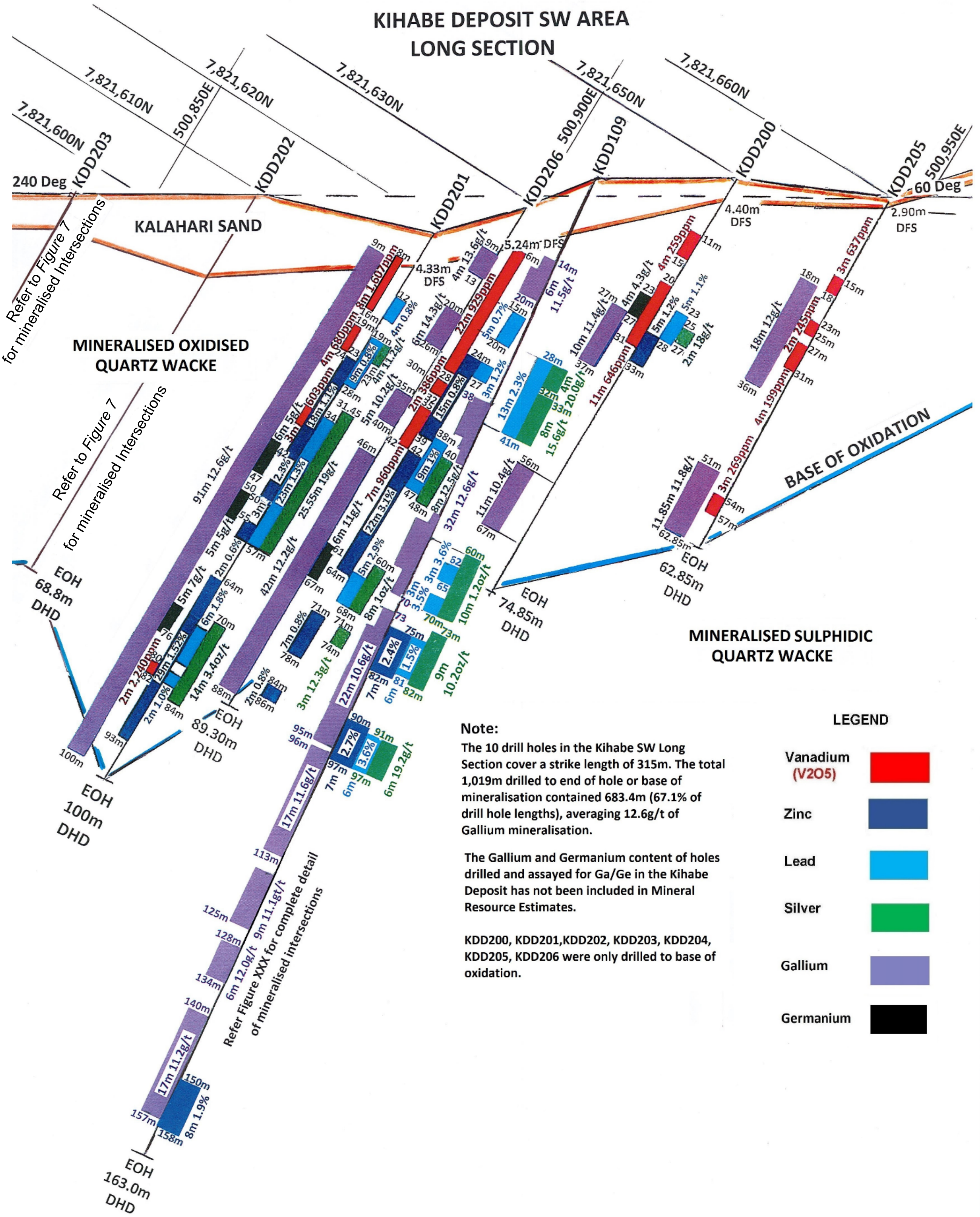


Figure 8: Kihabe Deposit SW Area Long Section



STRATEGIC DIRECTION

Mount Burgess Mining's strategy is to advance the project as follows:

1. Focus on the Nxuu Deposit for Initial Development – The Nxuu Deposit, a totally oxidised, gently sloping, bowl shaped deposit, has a maximum depth of 64m. The average depth to base of mineralisation of the 52 vertical holes drilled to date is only 41m. It has been identified potentially as a low risk, low capital project, with a relatively quick path to production.
2. With recent price increase in Vanadium Pentoxide (V2O5), Gallium (Ga) and Germanium (Ge) through modern applications such as:
   - V2O5 used for vanadium redox flow batteries
   - Ga used for semi-conductors, light emitting diodes (LEDs), low melting point alloys and 5th generation (5G) networks, to cope with high temperatures generated by high volumes of international data transmission
   - Ge used for fibre optics, infra-red optics, high brightness LEDs in vehicle headlights, night vision, night targeting and the most efficient energy generator in solar panels

   The Company believes these metals, which are present in all assays for which they have so far been tested, will represent significant credits for the project. Ga particularly, has shown to be present in significant intersections beyond those containing Zn/Pb/Ag/V2O5/Ge.
3. Determine the most appropriate way to extract as many of these metals as possible on site, without impacting on recovery levels already determined through the different recovery processes required for Zn/Pb/Ag/V2O5. This will require additional metallurgical recovery test work.

The Directors of Mount Burgess Mining N.L. ("Mount Burgess" or the "Company") submit herewith the annual report of Mount Burgess Mining N.L. and its subsidiaries (the Group) for the financial year ended 30 June 2023. In order to comply with the provisions of the Corporations Act 2001, the Directors' report as follows:

Information about the Directors and Senior Management

The names, skills and experience of the Directors of the Company during or since the end of the financial year are:

Mr N R Forrester

FCA (ICAEW)
Chairman & Managing Director
Chartered Accountant
Non- independent

Mr Forrester is a Fellow of the Institute of Chartered Accountants in England and Wales. He has been involved in the exploration and mining industry over the past 42 years. Mr Forrester is one of the original shareholders of the Company which he floated in 1985.

Aged 77. Board member since 1985.

Ms K Clark

Non-executive Director
Independent
(Resigned 29 September 2022)

Following employment with the British Institute of Management, Ms Clark joined Gresham House plc in 1974. Gresham House was involved in asset management and investment trusts. Ms Clark was Company Secretary to fifty companies as well as Director of some forty companies, alongside previous Director of Mount Burgess Mining Mr Stirling until 2008. Since 2008, Ms Clark has been Company Secretary of six Companies and a Director of a number of companies.

Aged 73. Board member since 2015.

Mr H Warries

FAusIMM MS Mine Eng.
Non-executive Director
Mining Engineer
Independent

Mr Warries is a mining engineer with more than 32 years of experience in the mining industry and is a Fellow of the AusIMM. Prior to setting up his own mining consultancy business he worked on a wide range of projects, both in Australia and overseas, including a number of major feasibility studies. He has provided mining engineering services relative to copper, nickel, cobalt, gold, lead, zinc and graphite projects, as well as conducting numerous due diligence studies and technical audits.

Aged 59. Board member since 2016.

Mr R Brougham

FAusIMM BSc
Non-executive Director
Metallurgist
Independent

Mr Brougham is a Metallurgist with vast experience in commissioning, plant operations and maintenance of many base metal projects in Australia, Zambia, Eritrea and Indonesia. He has in-depth knowledge of the Company project in Kihabe-Nxuu, having been the principal metallurgist involved in all the metallurgical test work conducted on the project by ProMet Engineering.

Aged 71. Board member since 2021.

Mr J Thamage

MBA BEM
Non-executive Director
Mining Engineer
Independent
(Appointed 1 February 2023)

Mr Thamage, a Mostwana National, is a Mining Engineer and was reappointed as CEO of Botswana's Diamond Hub in July 2021 and appointed as the International Chairman of the Kimberley Process in 2022.

Mr Thamage was previously engaged as the Deputy Permanent Secretary to the Ministry of Minerals, Energy and Water Resources in May 2010. He was appointed Coordinator of Botswana's Diamond Hub to coordinate the relocation of DeBeers diamond sales functions from London to Gaborone, Botswana.

Aged 65. Appointed on 1 February 2023.

Mr I B McGeorge CGeol MSc BSc Non-executive Director Geolosist *Independent* *(Appointed 1 February 2023)*	Mr McGeorge, a British national resident in Botswana, is a Fellow of the Geological Society of London and a chartered geologist. He is Principal Consultant and co-owner of iQuest Geology, a geological consultancy based in Gaborone, Botswana. Mr McGeorge has many years of experience of prospecting in Botswana, having been involved in exploration for diamonds, gold, copper, nickel, iron ore, lithium, and industrial minerals, as well as supervising exploration and resource development on the Company's Kihabe-Nxuu project. Mr McGeorge has also held senior positions in Government funded groundwater and mapping contracts. In addition to Botswana, Mr McGeorge has significant experience of exploring for copper in Zambia and the DRC, gold in Zimbabwe and diamonds in West Africa. Aged 71. Appointed 1 February 2023.

The above named Directors held office during the whole of the financial year and since the end of the financial year except where otherwise noted.

Directorships of other Listed Companies

At no time during the year did any officer of the Company hold any directorship of other listed companies in the three years immediately before the end of the financial year.

Former Partners of the Audit Firm

At no time during the year was any officer of the Company a partner in an audit firm, or a director of an audit company that was an auditor of the Company for the year.

Directors' Shareholdings

The following table sets out each director's relevant interest in shares and options in shares of the Company or a related body corporate as at the date of this report.

	Mount Burgess Mining NL	
	Fully Paid Ordinary Shares	**Share Options**
N R Forrester and /or associates	73,069,648	-
H Warries and /or associates	15,151,818	-
R Brougham and / or associates	3,761,905	-
J Thamage and / or associates	3,000,000	-
I McGeorge and / or associates	-	-

Remuneration of Directors and Senior Management

Information about the remuneration of directors is set out in the remuneration report of this directors' report, on pages 23 to 26.

Company Secretaries

The names and particulars of the Company Secretaries of the Company as at the end of the financial year are:

Name	Particulars
Mrs J E Forrester	Aged 74, joined the Company upon listing in 1985 and was appointed as Joint Company Secretary in 1993.
Ms S Chau, CPA	Certified Practising Accountant, aged 44, joined the Company in 2007 as Company Secretary/Accountant and previously held a position in the audit division of Deloitte, Perth.

Review of Operations

(a) The objectives of the Group are to explore for and in the event of discovery, develop commercial deposits of mineral resources. To this end, during the financial period the Group was involved with the following:

Western Ngamiland, Botswana – Base Metals

A two-year renewal of PL 43/2016 to 31 December 2024 was granted on 17 January 2023. PL 43/2016 covers an area of 1000 sq km within which is situated a Neoproterozoic belt prospective for base metals.

To date, the Group has developed Indicated and Inferred Mineral Resource Estimates compliant with the 2012 JORC Code at the Kihabe and Nxuu Deposits, as follows:

- Kihabe Deposit. A 21 million tonne Mineral Resource was estimated @ 2% Zinc equivalent grade, applying a 0.5% Zinc equivalent low cut, containing Zinc, Lead, Silver and Vanadium Pentoxide. Not included in the Mineral Resource Estimate were Copper, Gallium and Germanium, which at current metal prices could represent significant credits. Further drilling and assaying for Copper, Gallium and Germanium will be required to include them in a Mineral Resource Estimate. The Kihabe Deposit has the potential to be an open-cut mining operation.
- Nxuu Deposit. A 6 million tonne Mineral Resource was estimated @ 1.8% Zinc equivalent grade, applying a 0.5% Zinc equivalent low cut, containing Zinc, Lead, Silver, Vanadium Pentoxide, Gallium and Germanium. The Nxuu Deposit has the potential to be an open-cut mining operation where 83.4% of the Deposit to the base of mineralisation is included in the Mineral Resource Estimate. The remaining 16.6% is made up of 6.9% Kalahari sand cover and 9.7% of low grade or barren quartz wacke.
- The combined in-ground metal content of the Kihabe and Nxuu Mineral Resource Estimates is as follows:

Metal	Unit	Kihabe Resource	Nxuu Resource	Total
Zinc	Tonnes	321,000	64,000	385,000
Lead	Tonnes	154,000	32,000	186,000
Silver	Oz	5,400,000	1,040,000	6,440,000
V2O5	Tonnes	10,000	2,600	12,600
Gallium	Kg	Not included	86,500	86,500
Germanium	Kg	Not included	19,200	19,200
Copper	-	Not included	Not significant	Not included

(b) As a SEDEX system of mineralisation, potential exists for the development of further Mineral Resource Estimates, delineated through a number of geochemical soil anomalies within PL43/2016.Performance and indicators used by management in carrying out the above objectives include:

- Assessing and reviewing the likeliness of making a discovery through exploration
- Assessing the risks and rewards relative to the costs of exploration and the values of the minerals being explored for

(c) As the Group is involved only in exploration and resource development at this stage, any significant commercial discovery or resource upgrade could have a significant impact on the capitalisation of the Group. However, inherent in all exploration are risk factors relative to rates of success. Even beyond exploration at the point of resource development, risks prevail relative to fluctuations in commodity prices, rates of exchange and political risk.

Operations and Principal Activities

(a) The main business activity of the Group during the financial year consisted of assessing the way forward for the project. This included investigating the potential to exploit additional known metal credits such as Copper, Vanadium, Gallium and Germanium and investigating various metallurgical processes that could be applied to enhance the potential for on-site beneficiation of metal production.

Funds applied to the various exploration activities were as follows:

	2023 $	2022 $	2021 $	2020 $	2019 $
Resource development for base metals in Botswana	368,645	559,181	286,305	213,700	250,664

(b) As the Group was involved in exploration and resource development over the Kihabe-Nxuu Project during the financial year, there were not any returns to shareholders by way of dividends and increase in shareholder funds. Between 2019 and 2023 the Company's shares traded as follows:

2023		2022		2021		2020		2019	
Low cents	High Cents	Low cents	High cents	Low cents	High cents	Low cents	High cents	Low cents	High cents
0.2	0.7	0.5	0.9	0.1	2.8	0.2	0.6	0.2	0.8

Since the Group regained title to its Kihabe-Nxuu base metals project through the grant of PL43/2016, the Company has been in a far more favourable position to raise funds for ongoing resource development and exploration expenditure for the project.

(c) Compliance with Covid-19 restrictions imposed by the Government of Botswana, did impact upon the ability to access the project site during 2020. However, this allowed for time to be applied operation, as outlined in (a) above.

Financial Conditions

(a) Further resource exploration requirements beyond the Group's current cash resources can only be funded from further share and loan capital raisings or the sale or joint venture of equity in the projects.

(b) At the end of the financial year, the Group had cash resources of $44,047.

(c) A loan agreement is in place with Exchange Services Ltd, a company controlled by A P Stirling, a former Director of the Company for funding up to £275,618 equivalent to $486,428; funding of $477,100 provided via a loan from Jan and Nigel Forrester; funding of $60,000 provided via a loan from Harry Warries; funding of $10,000 provided via a loan from Rob Brougham; funding of $14,000 provided via a loan from Chris Campbell-Hicks, a former director of the Company; and $14,500 from Ron O'Regan, a former director of the Company. There were no other resources available to the Group that are not reflected in the Statement of Financial Position, other than the availability to raise further funds through the issue of shares, loan funds, the sale or joint venture of equity in projects and the sale of assets.

The Consolidated Entity has continued financial support from the Directors, former Directors and their associated entities, in that the Directors have confirmed in writing that they will not recall upon their loans to be repaid within the next 12 months, unless sufficient funds are available to do so without affecting the Company's going concern. As at 30 June 2023, the Directors' loans outstanding were $1,684,621 (Note 4.4) and accruals for unpaid salaries for director and his related party amounting to $2,402,783 (Note 4.3).

(d) As the Group was mainly involved in exploration and resource development over the Kihabe-Nxuu project during the financial year, then later assessing the way forward of the project, there was not any cash generated from operations.

(e) The financial condition of the Group was not impacted by any legislation or other external requirements during the reporting period. It is not currently foreseen that the financial condition will be materially affected by such issues in future reporting periods.

(f) The Audit Report issued by the Group's auditor, contains a "Material uncertainty related to going concern" paragraph in relation to the Group's ability to continue as a going concern. The directors are of the opinion that the use of the going concern basis of accounting is appropriate as they are confident in the ability of the Group to be successful in securing additional funds through debt or equity issues as and when the need to raise working capital arises.

A full review of operations is outlined on page 4 to 17.

Change in State of Affairs

During the year there were no significant changes in the state of affairs of the Group.

Subsequent Events

Since the end of the financial year the Company has conducted a share placement. On 25 July 2023, the Company announced the issue of 132,475,668 ordinary shares under Listing Rule 7.1, at an issue price of 0.40 of a cent to raise $530,000, subject to a placement fee of 6%.

Other than the above, there have not been any matters or circumstances occurring subsequent to the end of the financial year that have significantly affected, or may significantly affect, the operations of the Group, the result of those operations, or the state of affairs of the Group in future financial years.

Likely Developments and Expected Results of Operations

With secure legal title over the Kihabe-Nxuu project, the Group is continuing with exploration and enhancement of resource development.

Environmental Regulations

The Board is committed to environmental best practice in its operations and ensures full compliance with all statutory environmental regulations and guidelines in the countries in which it operates. No known environmental breaches have occurred in relation to the Group's operations.

Dividends

The Directors do not recommend the payment of a dividend and no dividend has been paid or declared since the end of the previous financial year.

Shares under Options - expired

The number of unissued ordinary shares of Mount Burgess Mining NL under options at the date of this report are as follows:

Grant Date	Expiry date	Exercise Price	Number under options
16/02/2021	31 May 2023	$0.015	34,666,666

Options expired on 31 May 2023.

Shares Issued on the Exercise of Options

There were no ordinary shares of MTB issued on the exercise of options during the year ended 30 June 2023 and up to the date of this report.

Indemnification of Officers and Auditors

During or since the end of the year, the Company, except to the extent permitted by law, has not given any indemnity to a current or former officer or auditor against a liability or made any agreement under which an officer or auditor may be given any indemnity.

During the year, the Group has not paid a premium in respect of directors' and officers' indemnity insurance for the financial year under review.

Remuneration Report – Audited

This report details the nature and amount of remuneration for each director and the key personnel management of Mount Burgess Mining NL. The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001.

Directors Details

The following persons acted as directors of the Company during or since the end of the financial year:

Mr N R Forrester (Chairman and Managing Director)

Ms K Clark – *resigned 29 September 2022*

Mr H Warries

Mr R Brougham

Mr J Thamage – *appointed 1 February 2023*

Mr I B McGeorge – *appointed 1 February 2023*

For the purpose of this report key management personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any director (whether executives or otherwise) of the parent company and all key management personnel.

Remuneration Committee

Due to the limited size of the Group and its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. The Board has adopted the following policies for Directors' and executives' remuneration.

Remuneration policy

The Board of Directors maintains remuneration policies aimed at attracting and retaining a motivated workforce and management team which are within the economic capabilities of the Company. The intention is to match the outcomes from the remuneration system with the performance of the Company and ultimately the value received by our shareholders on a long-term basis.

As an overall policy, the Group will remunerate in such a way that it motivates Directors and management to pursue the long-term growth and success of the Group.

Remuneration structure

In accordance with ASX Corporate Governance Principles and Recommendations, the structure of Non-executive Director and executive compensation is separate and distinct.

Non-executive Directors' Remuneration

Under normal financial circumstances the non-executive directors receive fees either in cash or in shares in lieu of cash – subject to shareholder approval - (including statutory superannuation where applicable) for their services.

During the financial year, at the Annual General Meeting held on 30 November 2022 approval was granted for the issue of 24,000,000 shares to H Warries, R Brougham, J Thamage, J Forrester and S Chau. The shares were in lieu of fees to non-executive directors of the Company and its wholly owned subsidiary Mount Burgess (Botswana) (Proprietary) Ltd. The shares were approved for issue at a price of 0.4 of 1 cent per share and covered the period from 1 July 2020 to 30 June 2022. The shares were issued on 20 December 2022.

Mount Burgess Mining NL		
H Warries	$24,000 worth at 0.40 of a cent* =	6,000,000 shares
R Brougham	$12,000 worth at 0.40 of a cent* =	3,000,000 shares
Mount Burgess (Botswana) (Proprietary) Ltd		
J Thamage	$12,000 worth at 0.40 of a cent* =	3,000,000 shares
J Forrester	$24,000 worth at 0.40 of a cent* =	6,000,000 shares
S Chau	$24,000 worth at 0.40 of a cent* =	6,000,000 shares

* The fully paid shares issued were issued at the volume weighted average price ("VWAP") of the shares in the five ASX trading days prior to issue after approval by shareholders.

ASX Corporate Governance Principles 8.2 recommends that non-executive directors should not receive options or bonus payments. The Company does not comply with this recommendation as it is prepared to grant options to all non-executive Directors in recognition of the significant time they contribute to the Company. The non-executive directors are often called upon to perform duties for the Company overseas or spend considerable time away from their earning base to represent the Company. Their fees for these duties in no way cover what they could otherwise earn. Any options granted are often exercisable at a significant premium to the current share price. As at 30 June 2023 the Company did not have any employee share options on issue.

Executive Remuneration

Directors and staff can be granted options in recognition of their efforts and as long term incentives for their retention and for creating value for the Company. No such options will be issued for the satisfaction of any performance conditions. Any options issued to directors are subject to shareholder approval.

The Board reviews the remuneration packages and policies applicable to executive directors, executives and non-executive directors on an annual basis. Remuneration levels relative to current market conditions will be competitively set to attract the most qualified and experienced directors and senior executives. Where necessary the Board will obtain independent advice on the appropriateness of remuneration packages. The Company did not utilise the services of remuneration consultant for the year.

Remuneration packages contain the following key elements:

(a) Short term employee benefits – salary/fees (including any annual leave accrued), shares issued in lieu of directors fees or salary sacrifice and unlisted share options granted under any Employee Share Option Plan and non-monetary benefits

(b) Post employment benefits – including superannuation

(c) Other long term employment benefits – long service leave

(d) Share based payment – unlisted share options which could be granted under and Employee Share Option Plan

There is no link between the remuneration policy and the Company's performance.

Key terms of employment contracts

There were no other employment contracts in place during the financial year.

Details of remuneration

The compensation of each member of the key management personnel of the Company and Group is set out below:

	Short term employee benefits						
2023	Salary & Fees $	Annual Leave $	Shares issued in lieu of directors' fees or salary sacrifice* $	Post employment benefits Super annuation $	Long Service Leave $	Total $	Proportion related to performance %
Non-executive Directors							
K Clark[1]	-	-	-	-	-	-	-
H Warries	-	-	24,000	-	-	-	-
R Brougham	-	-	12,000	-	-	-	-
J Thamage[2, 3]	-	-	12,000	-	-	-	-
I B McGeorge[3]	-	-	-	-	-	-	-
Executive Directors							
N R Forrester[4]	172,936	15,454	-	18,158	7,086	213,634	-
	172,936	15,454	48,000	18,158	7,086	213,634	

*Shares issued in lieu of Director's fees for the period of 1 July 2020 to 30 June 2022, approved by shareholders on 30 November 2022.

[1] Resigned 29 September 2022

[2] Appointed as a director of Mount Burgess (Botswana) Proprietary Limited on 7 July 2021

[3] Appointed 1 February 2023

[4] The salary, annual leave, superannuation and long service leave as shown for N R Forrester was not paid during the year. It has been shown as an accrual.

	Short term employee benefits						
2022	Salary & Fees $	Annual Leave $	Shares issued in lieu of directors' fees or salary sacrifice $	Post employment benefits Super annuation $	Long Service Leave $	Total $	Proportion related to performance %
K Clark[1]		-	-	-	-	-	-
H Warries	-	-	-	-	-	-	-
R Brougham	-	-	-	-	-	-	-
J Thamage[2, 3]	-	-	-	-	-	-	-
I B McGeorge[3]	-	-	-	-	-	-	-
Executive Directors							
N R Forrester[4]	172,936	15,503	-	17,293	7,025	212,557	-
	172,936	15,503	-	17,293	7,025	212,557	

[1] Resigned 29 September 2022

[2] Appointed as a director of Mount Burgess (Botswana) Proprietary Limited on 7 July 2021

[3] Appointed 1 February 2023

[4] The salary, annual leave, superannuation and long service leave as shown for N R Forrester was not paid during the year. It has been shown as an accrual.

No director appointed during the year received a payment as part of his or her consideration for agreeing to hold the position. There is no short or long term incentive.

Equity instrument held by key management personnel

Shareholdings

	Balance at 1 July 2022 No.	Granted as compensation No.	Off market Transfer No.	Balance at 30 June 2023 No.	Balance held nominally No.
N R Forrester and /or associates	67,069,648	6,000,000	-	73,069,648	-
K Clark	9,577,532	-	-	9,577,532	-
H Warries and /or associates	9,151,818	6,000,000	-	15,151,818	-
R Brougham and / or associates	761,905	3,000,000	-	3,761,905	
J Thamage and / or associates	-	3,000,000	-	3,000,000	-
I B McGeorge and / or associates	-	-	-	-	-
	86,560,903	18,000,000	-	104,560,903	-

None of the shares above are held nominally by the directors or any of the other key management personnel.

Loans from key management personnel

Details of loans made from directors of Mount Burgess Mining N.L. and other key management personnel of the Group, including their close family members and entities related to them, are set out below:

Aggregates for key management personnel

	Principal $	Interest $	Total $
Balance as at 30 June 2021	691,965	198,523	890,488
Reclassification	(14,000)	(424)	(14,424)
Additions	-	8,853	8,853
Repayment	(63,272)	-	(63,272)
Balance as at 30 June 2022	614,693	206,952	821,645
Additions	20,000	22,865	42,865
Repayment	(87,593)	-	(87,593)
Balance as at 30 June 2023	547,100	229,817	776,917

For the details of the loans please refer to Note 4.4.

No write-downs or allowances for doubtful receivables have been recognised in relation to any loans made to key management personnel.

Other transaction with key management personnel

During the year the Company did not receive any loan funding from Jan and Nigel Forrester (2022: Nil). Mr Nigel Forrester is a Director of the Company. Interest will accrue on the outstanding loan from Jan and Nigel Forrester at the rate of 1% (2022: 1%) above the Bank Bill Rate in Australia and is currently at 5.25% (2022: 2.05% pa). The interest accrued during the financial year amounts to $20,809 (2022: $8,168). The loan balance, which is inclusive of interest and unpaid salaries at the end of the financial year amounted to $702,417 (2022: $769,201) and $2,402,783 (2022: $2,166,654) respectively. During the financial year $87,593 was repaid (2022: $63,272).

During the year the Company received $10,000 loan funding from Harry Warries (2022: Nil). Mr Harry Warries is a Director of the Company. Interest accrued on the loan at the rate of 1% above the Bank Bill Rate in Australia, which was at 5.25% (2022: 2.05%). The loan balance, which is inclusive of interest at the end of the financial year amounted to $64,494 (2022: $52,444). No repayment was made during the financial year (2022: Nil).

During the year the Company received $10,000 loan funding from Mr Rob Brougham (2022: Nil). Mr Rob Brougham is a Director of the Company. Interest accrued on the loan at the rate of 1% above the Bank Bill Rate in Australia, which was at 5.25% (2022: Nil). The loan balance, which is inclusive of interest at the end of the financial year amounted to $10,006 (2022: Nil). No repayment was made during the financial year (2022: NIL).

During the year an amount of $3,584 (2022: $1,226) was paid to McG & M (Pty) Ltd for geological consulting services and other services at commercial rates, provided by Mr Ian Barclay McGeorge who is the principal of McG & M (Pty) Ltd.

Adoption of Remuneration Report

At the 2022 Annual General Meeting, the resolution adopting the 2022 remuneration report was carried unanimously.

The Company received more than 99% of "yes" votes on its Remuneration Report for the 2022 financial year. The Company did not receive any specific feedback at the Annual General Meeting or throughout the year on its remuneration practices.

Additional Information

The earnings of the Company for the five years to 30 June 2023 are summarised below:

	2023 $	2022 $	2021 $	2020 $	2019 $
Other income	111	5	10,067	10,072	100
Loss after income tax	(535,747)	(281,314)	(470,540)	(266,037)	(257,205)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023 $	2022 $	2021 $	2020 $	2019 $
Share price at financial year end ($)	0.005	0.005	0.007	0.002	0.002
Basic loss per share (cents per share)	(0.06)	(0.04)	(0.07)	(0.05)	(0.06)
Diluted loss per share (cents per share)	N/A	N/A	N/A	N/A	N/A

This concludes the remuneration report, which has been audited.

Directors Meetings

The number of Directors' meetings attended by each of the Directors of the Company during the financial year are as follows:

Director	Attended	Eligible
N Forrester	35	35
K Clark – *resigned 29 September 2022*	-	8
H Warries	33	35
R Brougham	33	35
J Thamage – *appointed 1 February 2023*	7	13
I B McGeorge – *appointed 1 February 2023*	7	13

Corporate Governance Statement

Please refer to www.mountburgess.com/corporate/corporate-governance-statement-environmental-policy/ for the Company's 2023 Corporate Governance Statement.

Non-Audit Service

There were no amounts paid or payable to the auditors of the Group for non-audit services provided during the year. Details of amounts paid or payable to the auditors during the year are outlined in Note 9(i) to the financial statements.

Auditor's Independence Declaration

The auditor's independence declaration follows on immediately from the Directors' Report as required under s.307C of the Corporations Act 2001.

Signing of the Directors' Report

This Directors' Report is signed in accordance with a resolution of directors made pursuant to s.298 (2) of the Corporations Act 2001.

On behalf of the Directors

Nigel Forrester
Chairman & Managing Director
Perth, 20 September 2023

To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit Director for the audit of the financial statements of Mount Burgess Mining NL for the financial year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

CHRIS NICOLOFF CA
Director

Dated this 20th day of September 2023
Perth, Western Australia

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The Association of Advisory and Accounting Firms

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	Notes	Consolidated 2023 $	Consolidated 2022 $
Other income	2.1	111	5
Administration expenses	2.2 (a)	(476,823)	(249,012)
Finance cost	2.2 (b)	(56,191)	(29,472)
Depreciation on non current assets		(2,844)	(2,835)
Loss before income tax		(535,747)	(281,314)
Income tax benefit / (expense)	3	-	-
Loss after income tax for the year		(535,747)	(281,314)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the owners of Mount Burgess Mining NL		(535,747)	(281,314)
Loss per share for the year attributable to the owners of Mount Burgess Mining NL:			
Basic Loss per Share (cents per share)	8.4	(0.06)	(0.04)
Diluted Loss per Share (cents per share)	8.4	N/A	N/A

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

	Notes	Consolidated 2023 $	Consolidated 2022 $
CURRENT ASSETS			
Cash and cash equivalents	4.1	44,047	453,478
Trade and other receivables	4.2	6,711	16,174
TOTAL CURRENT ASSETS		50,758	469,652
NON CURRENT ASSETS			
Plant and equipment	5.1	15,468	23,862
Exploration interests	5.2	2,882,452	2,554,761
TOTAL NON CURRENT ASSETS		2,897,920	2,578,623
TOTAL ASSETS		2,948,678	3,048,275
CURRENT LIABILITIES			
Trade and other payables	4.3	2,466,897	2,201,818
Borrowings	4.4	1,684,261	1,640,237
Provisions	5.3	399,160	368,113
TOTAL CURRENT LIABILITIES		4,550,318	4,210,168
TOTAL LIABILITIES		4,550,318	4,210,168
NET LIABILITIES		(1,601,640)	(1,161,893)
EQUITY			
Issued capital	7.1	47,125,633	47,029,633
Reserves	7.4(a)	490,017	490,017
Accumulated losses	7.4(b)	(49,217,290)	(48,681,543)
TOTAL DEFICIENCY		(1,601,640)	(1,161,893)

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

	Issued Capital $	Employee Equity Settled Benefits Reserve $	Assets Realisation Reserve $	Accumulated Losses $	Total $
Balance at 30 June 2021	46,551,133	380,045	109,972	(48,400,229)	(1,359,079)
Loss for the year	-	-	-	(281,314)	(281,314)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	(281,314)	(281,314)
Transactions with owners in their capacity as owners:					
Share placement to professional investors	478,500	-	-	-	478,500
Balance at 30 June 2022	47,029,633	380,045	109,972	(48,681,543)	(1,161,893)
Loss for the year	-	-	-	(535,747)	(535,747)
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	(535,747)	(535,747)
Transactions with owners in their capacity as owners:					
Shares issued in lieu of directors' fees	96,000	-	-	-	96,000
Balance at 30 June 2023	47,125,633	380,045	109,972	(49,217,290)	(1,601,640)

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

	Notes	2023 $	2022 $
Cash flows from operating activities			
Payments to suppliers and employees		(279,544)	(279,813)
Other income and interest income received		111	5
Interest and other costs of finance paid		-	-
R&D Tax Incentives		16,307	22,305
Net cash (outflows) from operating activities	6(b)	(263,126)	(257,503)
Cash flows from investing activities			
Payments for exploration and evaluation expenditure		(113,344)	(313,428)
Acquisition of fixed assets		-	(3,775)
R&D Tax Incentives		40,954	8,926
Net cash (outflows) from investing activities		(72,390)	(308,277)
Cash flows from financing activities			
Proceeds from issues of equity securities		-	500,000
Payment for share issue costs		-	(21,500)
Proceeds from borrowings to fund operations		20,000	-
Repayment of borrowings		(93,593)	(63,272)
Net cash (outflows)/inflows from financing activities		(73,593)	415,228
Net (decrease) in cash and cash equivalents		(409,109)	(150,552)
Cash and cash equivalents at the beginning of the financial year		453,478	604,281
Effects of exchange rate changes on the balance of cash held in foreign currencies		(322)	(251)
Cash and cash equivalents at the end of the financial year	6(a)	44,047	453,478

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes. Prior period comparatives have been re-presented to be in line with the current year.

NOTE 1: SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the board of Directors that are used to make strategic decisions. The Company does not have any operating segments with discrete financial information.

The board of Directors review internal management reports on a monthly basis that are consistent with the information provided in the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position and Statement of Cash Flows. As a result, no reconciliation is required because the information as presented is what is used by the board to make strategic decisions.

NOTE 2: OTHER INCOME AND EXPENSES

NOTE 2.1: Other income

	2023 $	2022 $
Interest Income	111	5

Accounting Policy

Revenue is measured at the fair value of the consideration received or receivable.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

NOTE 2.2: Expenses

		2023 $	2022 $
(a)	**Administration expenses include:**		
	Salaries and wages	102,333	111,019
	Directors' fees	96,000	-
	Defined contribution plans	10,176	10,480
	Net foreign exchange loss/(gain)	62,534	(25,675)
(b)	**Finance Costs**		
	Interest on directors' loans	56,191	29,472

NOTE 3: INCOME TAXES

		2023 $	2022 $
(a)	**Income Tax Expense**		
	Income tax recognised in profit or loss		
	Tax expense/(income) comprises:		
	Income tax refund	-	-
	Benefits arising from previously unrecognised tax losses recognised	-	-
	Total tax expense/(income)	-	-
	Income tax expense/(income) attributable to loss from continuing operations	-	-

NOTE 3: INCOME TAXES (Cont'd)

	2023 $	2022 $
The prima facie income tax expense on pre-tax accounting loss from operations reconciles to the income tax expense as follows:		
Loss from operations	(535,747)	(281,314)
Income tax benefit calculated at 27.5% (2022: 27.5%)	(147,330)	(77,361)
Tax effect of amounts which are not deductible/taxable in calculating taxable income:		
Non-deductible expenses	98,482	202
Share based payments	96,000	-
Tax benefits not recognised	(47,152)	77,159
Income tax benefit	-	-

(b) Unrecognised Australian Deferred Tax Assets

The following deferred tax assets have not been brought to account as assets:		
Tax losses at 27.5% (2022:27.5%)	6,218,612	6,157,696
Temporary differences at 27.5% (2022:27.5%)	231,603	213,231
	6,450,215	6,370,927

Accounting Policy

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that they are probable and that sufficient taxable income will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in associates and are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and that they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects that tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they are related to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred taxes are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination the tax effect is included in the accounting for the business combination.

NOTE 4: FINANCIAL ASSETS AND LIABILITIES

NOTE 4.1: Cash and cash equivalents

	2023 $	2022 $
Cash	44,047	453,478

Accounting Policy

Cash comprises cash on hand and demand deposits. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and have a maturity of three months or less at the date of acquisition.

NOTE 4.2: Trade and other receivables

	2023 $	2022 $
VAT/GST receivables	6,711	16,174

Due to the short term nature of current receivables, the carrying amount is assumed to be the same as their fair value.

NOTE 4.3: Trade and other payables

	2023 $	2022 $
Trade payables	40,117	11,167
Accruals	2,426,780	2,190,651
	2,466,897	2,201,818

Trade payables are non-interest bearing and are normally settled on terms of 30 days from month end. Included in the balance, $12,895 was for current creditors, leaving balance of $27,222 for creditors over 30 days. Included in accruals are unpaid salaries for director and his related party amounting to $2,402,783.

Accounting Policy

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

NOTE 4.4: Borrowings

	2023 $	2022 $
Unsecured – at amortised cost		
Loan from a former Director related company (i)	875,654	781,475
Loan from a Director (ii)	702,417	769,201
Loan from a Director (iii)	64,494	52,444
Loan from a former Director (iv)	10,006	-
Loan from a former Director (v)	15,190	14,617
Loan from a former Director (vi)	16,500	22,500
	1,684,261	1,640,237
Current	1,684,261	1,640,237

NOTE 4.4: Borrowings (Cont'd)

(i) The loan comprises two parts:

a) Loan from a former Director's related company amounts to £20,618, equivalent to $31,855 (2022: $33,584) to a wholly owned subsidiary Mount Burgess (Botswana) Proprietary Ltd. Interest is not payable on this loan.

b) Loan from a former Director's related company amounts to £255,000 equivalent to $486,428 (2022: $449,517). Interest will accrue on the loan at the rate of 4% above the Bank Bill Rate in Australia as from 1 July 2010 until the loan has been repaid in full. The above balance is inclusive of interest payable amounting to £187,344 (2022: £169,260), equivalent to $357,371 (2022: $298,374).

The Company's exposure to foreign currency exchange risk has been disclosed in Note 7.3.

(ii) The loan was provided by NR and JE Forrester. Mr NR Forrester is a Director of the Company. Interest will accrue on the loan at the rate of 1% (2022: 1%) above the Bank Bill Rate in Australia and is currently at 5.25% (2022: 2.05%). The above balance is inclusive of interest.

(iii) The loan was provided by Harry Warries. Mr Harry Warries is a Director of the Company. Interest will accrue on the loan at the rate of 1% above the Bank Bill Rate in Australia and is currently at 5.25% (2022: 2.05%). The above balance is inclusive of interest.

(iv) The loan was provided by Rob Brougham. Mr Rob Brougham is a Director of the Company. Interest will accrue on the loan at the rate of 1% above the Bank Bill Rate in Australia and is currently at 5.25% (2022: Nil). The above balance is inclusive of interest.

(v) The loan was provided by Chris Campbell-Hicks. Mr Chris Campbell-Hicks was a Director of the Company. Interest will accrue on the loan at the rate of 1% above the Bank Bill Rate in Australia and is currently at 5.25% (2022: 2.05%). The above balance is inclusive of interest.

(vi) The loan was provided by Ron O'Regan. Mr Ron O'Regan was a Director of the Company. Interest is not payable on this loan.

Loan movement is as follows:

	Principal $	Interest $	Total $
Balance as at 30 June 2021	1,219,468	489,997	1,709,465
Additions	-	29,473	29,473
Repayment	(63,272)	-	(63,272)
Revaluation	(21,902)	(13,527)	(35,429)
Balance as at 30 June 2022	1,134,294	505,943	1,640,237
Additions	20,000	56,191	76,191
Repayment	(93,593)	-	(93,593)
Revaluation	35,182	26,244	61,426
Balance as at 30 June 2023	1,095,883	588,378	1,684,261

Accounting Policy

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the consolidated statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities, unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

NOTE 5: NON-FINANCIAL ASSETS AND LIABILITIES

NOTE 5.1: Plant and Equipment

	Plant, Equipment and Vehicles $	Leased Equipment and vehicle $	Total $
Gross carrying amount			
Balance as at 1 July 2021	898,311	27,931	926,242
Additions	3,775	-	3,775
Disposal	(154,341)	(27,931)	(182,272)
Balance as at 30 June 2022	747,745	-	747,745
Additions	-	-	-
Disposal	-	-	-
Balance as at 30 June 2023	747,745	-	747,745
Accumulated depreciation/amortisation			
Balance as at 1 July 2021	870,079	27,931	898,010
Depreciation/amortisation expense	8,145	-	8,145
Disposal	(154,341)	(27,931)	(182,272)
Balance as at 30 June 2022	723,883	-	723,883
Depreciation/amortisation expense	8,394	-	8,394
Disposal	-	-	-
Balance as at 30 June 2023	732,277	-	732,277
Net Book Value			
As at 30 June 2022	23,862	-	23,862
As at 30 June 2023	15,468	-	15,468

Aggregate depreciation and amortisation allocated during the year

	2023 $	2022 $
Plant, equipment and vehicles		
Capitalised as part of the carrying amount of exploration interests	5,550	5,310

Accounting Policy

Plant and equipment and equipment under finance lease are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of each item of plant and equipment is written off over its estimated useful life to its estimated residual value.

Depreciation is calculated on a diminishing value or straight line basis. Each item's economic life has due regard to both its own physical limitations and to any present assessments of economically recoverable resources of the mine property at which the item is located, and to possible future variations in those assessments. Estimates of remaining useful lives and residual values are made annually, with the effect of any changes recognised on a prospective basis.

The following estimated useful lives are used in the calculation of depreciation:

Plant, equipment and vehicles	2 - 15 years
Leased equipment and vehicles	3 - 5 years

Depreciation relating directly to plant and equipment utilised in exploration activities is allocated to particular areas of interest and capitalised into the exploration and evaluation asset for that area.

NOTE 5.2: Exploration interests

	2023 $	2022 $
Tenement acquisition at cost		
Balance as at the start of the financial year	-	-
Addition/ (Write offs)	-	-
Balance as at the end of the financial year	-	-
Exploration expenditure at cost		
Balance as at the start of the financial year	2,554,761	2,004,506
Additions	368,645	559,181
R&D Tax incentives	(40,954)	(8,926)
Balance as at the end of the financial year	2,882,452	2,554,761
Total Exploration Interests	2,882,452	2,554,761

Recovery of the carrying amount of exploration expenditure is dependent on the continuance of the Group's right to tenure of the areas of interest, successful development of commercial exploration or sale of the respective tenement areas.

Accounting Policy

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as exploration and evaluation assets in the year in which they are incurred where the following conditions are satisfied:

(i) the rights to tenure of the area of interest are current; and

(ii) at least one of the following conditions is also met:

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

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administration costs are included in measurement of exploration and evaluation costs only when they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (or the cash-generating unit(s) to which it has been allocated, being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years. Where a decision is made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

NOTE 5.3: Provisions

	2023 $	2022 $
Employee entitlements	399,160	368,113

The current provision for employee entitlements includes accrued annual leave and long service leave. For long service leave it covers all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled pro-rata payments in certain circumstances. The entire amount of the provision is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations.

Accounting Policy

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

NOTE 6: NOTES TO THE STATEMENT OF CASH FLOWS

(a) Reconciliation of Cash and Cash Equivalents

For the purpose of the cash flow statement, cash includes cash on hand and in banks. Cash and cash equivalents at the end of the financial year as shown in the cash flow statement are reconciled to the related items in the statement of financial position as follows:

	2023 $	2022 $
Cash and cash equivalents	44,047	453,478

The Company's exposure to interest rate risk is discussed in Note 7.3.

(b) Reconciliation of Loss for the Period to the Net Cash Flows from Operating Activities

	2023 $	2022 $
Loss for the year	(535,747)	(281,314)
Depreciation	2,844	2,835
Project management fees	(17,580)	(22,785)
Unrealised foreign exchange loss/(gain) on loan	61,426	(35,429)
Equity settled expenses	96,000	-
Net exchange differences	322	251
Changes in operating assets and liabilities:		
Increase/(decrease) in trade receivables	9,463	(10,280)
Increase in trade payables	55,391	50,565
Increase in borrowings costs	56,191	29,473
Increase in provision for employee entitlements	8,564	9,181
Net cash (outflows) from operations	(263,126)	(257,503)

(c) Non-cash Financing and Investing Activities

There have been no non-cash financing and investing activities for the year ended 30 June 2022 (2022: NIL).

(d) Financing Facilities

As at reporting date the Company had a Visa Card credit facility to the value of $10,000 (2022: $10,000) and an indemnity / guarantee facility of $8,000 (2022: $8,000). At reporting date the total amount unused for all facilities was $16,000 (2022: $18,000).

NOTE 7: EQUITY

NOTE 7.1: Issued capital

	2023 $	2022 $
883,171,119 fully paid ordinary shares (2022: 859,171,119)	47,125,633	47,029,633

	2023 No.	2023 $	2022 No.	2022 $
Fully paid ordinary share capital				
Balance at beginning of financial year	859,171,119	47,029,633	759,171,119	46,551,133
Share placements to professional investors	-	-	100,000,000	500,000
Less costs	-	-	-	(21,500)
Issue of ordinary shares in lieu (i)	24,000,000	96,000	-	-
	883,171,119	47,125,633	859,171,119	47,029,633

(i) Issue of ordinary shares in lieu of directors' fees

During the financial year, at the General Meeting of shareholders held on 30 November 2022, approval was given for the issue of fully paid ordinary shares in the Company in lieu of director fees and for a salary sacrifice as follows:

Mr H Warries	$24,000 worth at 0.40 of a cent =	6,000,000	Shares
M R Brougham	$12,000 worth at 0.40 of a cent =	3,000,000	Shares
M J Thamage	$12,000 worth at 0.40 of a cent =	3,000,000	Shares
Ms J Forrester	$24,000 worth at 0.40 of a cent =	6,000,000	Shares
Ms S Chau	$24,000 worth at 0.40 of a cent =	6,000,000	Shares
		24,000,000	Shares

NOTE 7.2: Options

	2023 $	2022 $
NIL listed options (30 June 2022: 34,666,666)	-	34,666,666

(a) Movements in listed options on issue:

	2023 No.	2023 $	2022 No.	2022 $
Balance at 1 July	34,666,666	-	-	-
Options issued for as part of placement	-	-	34,666,666	-
Expired	(34,666,666)	-	-	-
Balance at 30 June	-	-	34,666,666	-

(b) Terms of Options

At the end of the year ended 30 June 2023, there are NIL options over issued shares as follows:

Expiry Date	Exercise Price	Number of Options
31 May 2023	$0.015	34,666,666

During the previous financial year, on 18 September 2020 the Company announced a capital raising comprised of a placement to raise $416,000 (before costs) through the issue of 52,000,000 shares and free-attaching New Listed Options (subject to shareholder approval). The offer made was the issue of two (2) free attaching options for every three (3) shares issued in the September 2020 Placement. Following shareholder approval and the issue of a transaction specific prospectus 34,666,666 free attaching options with an expiry date of 30 May 2023 and exercisable at 1.5 cents each were listed on ASX with trading commencing on 16 February 2021.

NOTE 7.3: Financial Risk management

(a) Significant Accounting Policies

Details of significant accounting policies and methods adopted including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 9 to the financial statements. No financial derivative instruments were in place at year end.

(b) Financial Risk Management Objectives

Note 7.3 (c), (d), (e) (f) (g) and (h) present information about the Group's exposure to credit, liquidity and market risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Group does not use any form of derivatives as it is not at a level of exposure that requires the use of derivatives to hedge its exposure. Exposure limits are reviewed by management on a continual basis. The Group does not enter into or trade financial instruments, including derivatives financial instruments, for speculative purposes.

The Board of Directors has the overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risk relating to the operations of the Group through regular reviews of the risks.

(c) Interest Rate Risk Management – Cash Flow

The Group is exposed to interest rate risk (primarily on its cash and cash equivalents and variable rate borrowings), which is the risk that a financial instrument's value will fluctuate as a result of changes in the market interest rates on interest-bearing financial instruments. The Group does not use derivatives to mitigate these exposures.

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

	Weighted average effective interest rate %	2023 $	2022 $
Non-interest bearing			
Financial assets	-	40,758	459,652
Financial liabilities	-	2,515,252	2,257,902
		2,556,010	2,717,554
Fixed rate instruments			
Financial assets	0.05	10,005	10,005
Financial liabilities		-	-
		10,005	10,005
Variable rate instruments			
Financial assets		-	-
Financial liabilities	6.66%	1,117,116	1,113,779
		1,117,116	1,113,779

Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable rate instruments at the end of the reporting period. The analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis point higher/lower and all other variables constant, the Group's loss for the year ended 30 June 2023 would decrease/increase by $5,237 (2022: decrease/increase by $5,391). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

NOTE 7.3: Financial Risk management (Cont'd)

(d) Foreign Currency Risk Management

The Group undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. The Company monitors relevant rates of exchange on a daily basis to determine as best as possible the more advantageous rates at which to transfer funds to overseas accounts.

The Group has not entered into any derivative financial instruments to hedge such transactions.

The Group is exposed to currency risk. At reporting date the Group holds significant amounts of financial assets or liabilities which are exposed to foreign currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	Liabilities		Assets	
	2023	2022	2023	2022
GBP	275,618	275,618	-	-

(e) Sensitivity Analysis

A 10 percent strengthening of the Australian dollar against the following currency as at 30 June would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant. The analysis is performed on the same basis for 2023.

	GBP impact	
	2023	2022
Profit or loss	52,576	48,586

A 10 percent weakening of the Australian dollar against the above currencies at 30 June would have had the equal but opposite effect on the above currencies to the amount shown above, on the basis that all other variables remain constant.

(f) Credit Risk Management

Credit risk refers to the risk that a counter party will default on in relation to its contractual obligations, resulting in financial loss to the Group. The Group has adopted the policy of dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company measures credit risk on a fair value basis.

The Group does not have any significant credit risk exposure to a single counterparty or any group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

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

Non-trade receivables from wholly owned controlled entities are assessed for impairment by reference to any future prospects in relation to development of the tenements / resources.

(g) Net Fair Value

The carrying amount of financial assets and financial liabilities recorded in the financial statements represents their respective net fair values, determined in accordance with the accounting policies disclosed in Note 9 to the financial statements.

(h) Liquidity Risk Management

Ultimate responsibility of liquidity risk management rests with the Board of Directors, which continually monitors the Company's future funding plans. Future funding plans are subject to change, according to prevailing and anticipated market conditions determining the ease at which further funding capital can be raised. Capital raisings are planned at times that the Company still holds adequate cash resources or has in place banking and resource borrowing facilities.

NOTE 7.3: Financial Risk management (Cont'd)

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Consolidated	Weighted average effective interest rate %	Less than 1 year $	1-5 years $	Total $
30 June 2023				
Non-interest bearing		2,515,252	-	2,515,252
Variable interest rate instruments	6.66	1,117,116		1,117,116
		3,632,368		3,632,368
30 June 2022				
Non-interest bearing		2,257,902	-	2,257,902
Variable interest rate instruments	3.30	1,113,799		1,113,799
		3,371,701		3,371,701

The following table details the Company's expected maturity of its non-derivative financial assets. The table has been drawn up based on the undiscounted maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Consolidated	Weighted average effective interest rate %	Less than 1 year $	1-5 years $	Total $
30 June 2023				
Non-interest bearing		40,758	-	40,758
Fixed rate instruments	0.05	10,005	-	10,005
		50,763	-	50,763
30 June 2022				
Non-interest bearing		459,652	-	459,652
Fixed rate instruments	0.05	10,005	-	10,005
		469,657	-	469,657

(i) Capital Risk Management

The Group manages its capital to ensure that companies in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt to equity balance. The Group's focus has been to raise sufficient funds through equity to fund exploration and resource development activities.

The Group's overall strategy remains unchanged from 2022. Risk management policies and procedures are established with regular monitoring and reporting.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and accumulated losses as disclosed in Notes 7.1, 7.4(a) and 7.4(b) respectively. The Group operates in Australia and Botswana. None of the Group's companies are subject to externally imposed capital requirements.

NOTE 7.4: Reserves and accumulated losses

(a) Reserves

	2023 $	2022 $
Equity-settled employee benefits	380,045	380,045
Asset realisation reserve	109,972	109,972
	490,017	490,017

The equity-settled employee benefits arise on the grant of share options to employees under the employee share option plan. Further information about share-based payments to employees is made in Note 7.1 to the financial statements.

Asset realisation reserve represents realised benefits transferred from a previous asset revaluation reserve.

(b) Accumulated losses

	2023 $	2022 $
Movements in accumulated losses were as follows:		
Balance 1 July	(48,681,543)	(48,400,229)
Net loss for the year	(535,747)	(281,314)
Balance 30 June	(49,217,290)	(48,681,543)

NOTE 8: OTHER INFORMATION

NOTE 8.1: Commitments for Expenditure

(a) Exploration Commitments

The Group has certain obligations to perform minimum exploration work on its Prospecting Licence PL 43/2016, in Western Ngamiland, Botswana, in order to maintain tenure. These obligations will vary over time, depending on the Group's priorities relative to exploration and resource development programmes.

The Group is required to outline minimum annual expenditure estimates as proposed by it when applying for or renewing its Prospecting Licence in Botswana. The Group may from time to time notify the Minister of any amendments it wishes to make to its proposed prospecting operations and relative expenditure. The Minister has the discretion to suspend or agree to vary the obligation to expend the minimum annual expenditure estimates as initially outlined when applying for or renewing its Prospecting Licence.

The Group has 100% of Prospecting Licence PL 43/2016, awarded effective January 2016 for a period of three years with the right to renew for a further two years to 31 December 2020 which has been applied for and granted. A further right to renew for a further two years to 31 December 2022 was applied for and granted on 9 November 2020. A two-year renewal of PL 43/2016 to 31 December 2024 was granted on 17 January 2023. The annual expenditure commitment for PL 43/2016 covers the calendar year from 1 January to 31 December. The expenditure commitment outlined by the Group is listed below:

Year	Period	Commitment BWP	$	Expenditure $
1	1 January 2023 – 31 December 2023	7,855,000	888,173	179,670
2	1 January 2024 – 31 December 2024	10,400,000	1,175,938	-

With in-field commitments outlined for 2021 and 2022 being severely impacted by Covid restrictions, the Company has submitted and application to amend its previously proposed prospecting activities.

The Company has commenced investigations into the economics of on-site solar/hybrid power in the event of not being able to rely on grid power.

Even without having conducted a Feasibility Study on the project, whilst being involved with the project since 2003, the Group has spent P114,987,986 on the project against commitments of P110,250,000. This amounts to excess expenditure of P4,737,986. This includes P9,200,000 (A$1,150,000) expended on the project between 30 June 2012 and the award of PL43/2016 on 26 January 2016, when the Company ultimately had no title to the project.

NOTE 8.1: Commitments for Expenditure (cont'd)

(b) Operating Lease Commitments

	2023 $	2022 $
No later than 1 year	10,068	10,068
Later than 1 year and not later than 5 years	-	-
	10,068	10,068

The above operating lease commitment is for the lease of the Company premises. The annual lease commitments are fixed and there are no contingent rental payments. The lease agreement contains an option to renew the lease.

Accounting Policy

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group adopted AASB16 Leases during the prior year. Commitments above relate to leases that have not been brought into Consolidated Statement of Financial Position. Refer Note 9 (g).

NOTE 8.2: Contingent Assets and Contingent Liabilities

As at reporting date there are no known contingent assets and liabilities.

NOTE 8.3: Events occurring after the reporting period

Since the end of the financial year the Company has conducted a share placement. On 25 July 2023, the Company announced the issue of 132,475,668 ordinary shares under Listing Rule 7.1, at an issue price of 0.40 of a cent to raise $530,000, subject to a placement fee of 6%.

Other than the above, there have not been any matters or circumstances occurring subsequent to the end of the financial year that have significantly affected, or may significantly affect, the operations of the Group, the result of those operations, or the state of affairs of the Group in future financial years.

NOTE 8.4: Loss per share

	2023 Cents per share	2022 Cents per share
Basic loss per share	(0.06)	(0.04)
Diluted basic loss per share	N/A	N/A

The loss and weighted average number of ordinary shares used in the calculation of basic and dilutive earnings per share are as follows:

	2023 $	2022 $
Net loss	(535,747)	(281,314)
Loss used in calculation of basic and dilutive EPS	(535,747)	(281,314)
Weighted average number of ordinary shares used in the calculation of basic earnings per share	871,861,530	767,116,324

NOTE 8.4: Loss per share (Cont'd)

There have been no conversions to, calls of, or subscriptions for ordinary shares or issues of potential ordinary shares since the reporting date and before the completion of this financial report other than disclosed in subsequent events.

Accounting Policy

Basic earnings per share

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares.
- The weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

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 financial costs associated with dilutive potential ordinary shares; and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares

NOTE 8.5: Related-party transactions

(a) Equity Interest in Related Parties

Details of the percentage of ordinary shares held in subsidiaries are disclosed in Note 8.7 to the financial statements.

(b) Key Management Personnel

Remuneration of Directors

The aggregate compensation made to the directors of the Company and Group is set out below:

	2023 $	2022 $
Short term employee benefits (including annual leave accrued)	188,390	188,239
Directors Fees' – shares issued in lieu of Directors' fees	96,000	-
Post-employment benefits	18,158	17,293
Other long term benefits – long service leave accrued	7,086	7,025
	309,634	212,557

Accounting Policy

Short term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date is recognised in non-current liabilities, provided there is an unconditional right to defer settlement of the liability. The liability is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method.

Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

The obligations are presented as current liabilities in the consolidated statement of financial position if the entity does not have an unconditional right to defer settlement for at least twelve months after reporting period, regardless of when the actual settlement is expected to occur.

NOTE 8.5: Related-party transactions (Cont'd)

(c) Other Transactions with Key Management Personnel (and their Related Parties) of Mount Burgess Mining N.L.

During the year the Company did not receive any loan funding from Jan and Nigel Forrester (2022: Nil). Mr Nigel Forrester is a Director of the Company. Interest will accrue on the outstanding loan from Jan and Nigel Forrester at the rate of 1% (2022: 1%) above the Bank Bill Rate in Australia and is currently at 5.25% (2022: 2.05% pa). The interest accrued during the financial year amounts to $20,809 (2022: $8,168). The loan balance, which is inclusive of interest and unpaid salaries at the end of the financial year amounted to $702,417 (2022: $769,201) and $2,402,783 (2022: $2,166,654) respectively. During the financial year $87,593 was repaid (2022: $63,272).

During the year the Company received $10,000 loan funding from Harry Warries (2022: Nil). Mr Harry Warries is a Director of the Company. Interest accrued on the loan at the rate of 1% above the Bank Bill Rate in Australia, which was at 5.25% (2022: 2.05%). The loan balance, which is inclusive of interest at the end of the financial year amounted to $64,494 (2022: $52,444). No repayment was made during the financial year (2022: Nil).

During the year the Company received $10,000 loan funding from Mr Rob Brougham (2022: Nil). Mr Rob Brougham is a Director of the Company. Interest accrued on the loan at the rate of 1% above the Bank Bill Rate in Australia, which was at 5.25% (2022: Nil). The loan balance, which is inclusive of interest at the end of the financial year amounted to $10,006 (2022: Nil). No repayment was made during the financial year (2022: Nil).

During the year an amount of $3,584 (2022: $1,226) was paid to McG & M (Pty) Ltd for geological consulting services and other services at commercial rates, provided by Mr Ian Barclay McGeorge who is the principal of McG & M (Pty) Ltd.

During the financial year, at the Annual General Meeting of shareholders held on 30 November 2022, approval was given for the issue of fully paid ordinary shares in the Company in lieu of director fees to Directors or their nominees and their related party as follows:

Name	Number of fully paid shares to be issued	
H Warries	$24,000 worth at 0.40 of a cent* =	6,000,000
R Brougham	$12,000 worth at 0.40 of a cent* =	3,000,000
J Thamage	$12,000 worth at 0.40 of a cent* =	3,000,000
J Forrester	$24,000 worth at 0.40 of a cent* =	6,000,000

* The fully paid shares issued were issued at the volume weighted average price ("VWAP") of the shares in the five ASX trading days prior to issue after approval by shareholders.

(d) Transactions with Subsidiary

All loans advanced to and payable by MTB (Namibia) (Pty) Ltd and Mount Burgess (Botswana) (Proprietary) Limited are interest free, unsecured and subordinate to other liabilities.

(e) Parent Entity

The parent entity in the Group is Mount Burgess Mining N.L. Equity interests in controlled entities are disclosed in Note 8.7.

NOTE 8.6: Parent entity financial information

(a) Financial Position

	2023 $	2022 $
Assets		
Current assets	42,402	451,585
Non-current assets	581	3,425
Total assets	42,983	455,010
Liabilities		
Current liabilities	4,518,463	4,176,441
Non-current liabilities	25	25
Total liabilities	4,518,463	4,176,466
Net Liabilities	(4,475,505)	(3,721,456)
Equity		
Issued capital	47,125,633	47,029,633
Reserves	490,017	490,017
Accumulated losses	(52,091,155)	(51,241,106)
Total Deficit	(4,475,505)	(3,721,456)

(b) Financial Performance

	2023 $	2022 $
Loss for the year	(850,049)	(836,557)
Other comprehensive income	-	-
Total comprehensive loss	(850,049)	(836,557)

(c) Guarantees entered into by the Parent Entity in relation to the Debts of its Subsidiaries

As at reporting date there are no known guarantees entered into by the parent entity in relation to the debts of its subsidiaries.

(d) Contingent Liabilities of the Parent Entity

As at reporting date there are no known contingent liabilities of the parent entity.

(e) Commitments of the Parent Entity

The commitments of the parent entity have been disclosed in Note 8.1.

NOTE 8.7: Controlled entities

	Country of Incorporation	Ownership Interest (%) 2023	Ownership Interest (%) 2022
Parent Entity			
Mount Burgess Mining N.L.	Australia		
Controlled Entity			
MTB (Namibia) (Proprietary) Ltd	Namibia	100%	100%
Mount Burgess (Botswana) (Pty) Ltd	Botswana	100%	100%

NOTE 9: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the directors on 20 September 2023.

Mount Burgess Mining N.L. is a for profit entity for the purpose of preparing the financial statements.

Basis of Preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Accounting Policies

(a) Going concern basis

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

The Consolidated Entity has incurred net losses before tax of $535,747 (2022: $281,314) and net cash outflows from operating and investing activities of $335,516 (2022: $565,780) for the year ended 30 June 2023. As at 30 June 2023, the Consolidated Entity had a working capital deficiency of current assets to current liabilities of $4,499,560 (2022: $3,740,516) and cash and cash equivalents of $44,047 (2022: $453,478).

The ability of the Consolidated Entity to continue as a going concern is dependent upon continued financial support from its Directors' related parties and creditors, and the Directors' are confident on securing additional funding through capital raising to continue to meet its working capital requirements in the next 12 months. These conditions indicate a material uncertainty that may cast significant doubt that the Consolidated entity will continue as a going concern and therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors believe the Consolidated entity will continue as a going concern and be able to pay its debts as and when they fall due, for the following reasons:

(a) The Consolidated Entity has continued financial support from the Directors, former Directors and their associated entities, in that they have confirmed in writing that they will not call upon their loans to be repaid within the next 12 months, unless sufficient funds are available to do so without affecting the Company's going concern. As at 30 June 2023, the Directors' loans outstanding were $1,184,261 (Note 4.4) and accruals for unpaid salaries for director and his related party amounting to $2,402,783 (Note 4.3);

(b) The Company has the ability to raise funds through equity issues. In relation to additional funding via capital raisings, initial discussions have commenced with potential brokers;

(c) In addition, the Directors have also embarked on a strategy to reduce costs in line with the funds available to the Consolidated Entity; and

(d) The Directors are of the opinion that the use of the going concern basis of accounting is appropriate as they are confident in the ability of the Consolidated Entity to be successful in securing additional funds through debt or equity issues as and when the need to raise working capital arises.

Should the Consolidated Entity be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different from those stated in the financial report. The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Consolidated Entity be unable to continue as a going concern.

NOTE 9: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Basis of Consolidation

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

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

(c) Financial Instruments issued by the Company

Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recorded as the proceeds received, net of direct issue costs.

Transaction costs on the issue of equity instruments

Transaction costs arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method, with interest expense recognised on an effective yield basis.

(d) Financial assets

All financial assets are recognised and de-recognised on the date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as fair value through profit or loss, which are initially measured at fair value.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

NOTE 9: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

<u>De-recognition of financial assets</u>

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

<u>Investment in subsidiaries</u>

Investments in subsidiaries are recognised in the parent entity's financial statements at cost less any impairment losses.

(e) Foreign Currency

The individual financial statements of each Group are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group entity are expressed in Australian dollars ('$'), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets where they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal of partial disposal of the net investment.

(f) Goods and services tax and VAT

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

(i) where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

(ii) for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

NOTE 9: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) New accounting standards and Australian accounting interpretations

Adoption of new and revised Accounting Standards

In the year ended 30 June 2023, the Directors have reviewed all the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group's operations and effective for annual reporting periods beginning on or after 1 July 2022. As a result of this review, the Directors have determined that there is no material impact of any new and revised Standards and Interpretations issued by the AASB.

New Standards and Interpretations issued but not yet effective

The Directors have also reviewed all of the new and revised Standards and Interpretations in issue not yet adopted from the year ended 30 June 2023. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations in issue not yet adopted on the Group and therefore no material change is necessary to Group accounting policies.

(h) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in Note 9, management is required to make judgements, estimates, and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the entity's accounting policies

The following are the critical judgements that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

I. Going Concern

The Company does not have a sustainable income base from which it can fund its continual exploration effort and resource development. Consequently, with regard to going concern, the Company is reliant upon raising funds through equity issues, debt, or from the sale of assets to fund its ongoing exploration and resource development. Alternatively, the Company can seek joint venture partners to fund exploration and resource development on its behalf.

II. Commitments for exploration and evaluation expenditure not provided for

The Company has expenditure commitments in relation to its exploration licence. If any of these commitments fall into arrears through any funding inability, the Company has the choice to seek joint venture partners to meet these commitments or apply for expenditure exemptions.

III. The carrying amount of the Exploration and Evaluation Assets

The write-off or carrying forward of exploration expenditure of the Company is based on a periodic assessment of the viability of an area of interest and/or the existence of economically recoverable reserves. This assessment is based on pre-determined impairment indicators, taking into account the requirements of the accounting standard, and with the information available at the time of preparing this report. Information may come to light in subsequent periods which requires the asset to be impaired or written down for which the directors are unable to predict the outcome.

IV. Coronavirus (COVID-19) pandemic

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

NOTE 9: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Auditor's remuneration

	2023 $	2022 $
Auditor of the parent entity		
Auditing of the financial report	35,000	35,000

The auditor of Mount Burgess Mining N.L. is Hall Chadwick (2022: Hall Chadwick)

NOTE 10: COMPANY INFORMATION

Mount Burgess Mining NL (the Company) is a public company listed on Australian Securities Exchange (trading under the symbol 'MTB') incorporated in Australia. The addresses of its registered office and principal place of business are disclosed in the introduction to the annual report. The principal activities of the Company and its subsidiaries (the Group) are described in Note 1.

In the Directors' opinion:

(a) the financial statements and notes set out on pages 33 to 53 are in accordance with the Corporations Act 2001, including:
   (i) complying with the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements, and
   (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date, and

(b) there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable, and

Note 9 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

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

On behalf of the Directors

Nigel Forrester
Chairman & Managing Director
Perth, 20 September 2023

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MOUNT BURGESS MINING NL

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Mount Burgess Mining NL ("the Company") and its subsidiaries ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:

   (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2023 and of its financial performance for the year then ended; and

   (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 9.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 9(a) in the financial report which indicates that the Consolidated Entity incurred a net loss of $535,747 during the year ended 30 June 2023. As stated in Note 9, these events or conditions, along with other matters as set forth in Note 9(a), indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in this 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.

<table>
<tr><th>Key Audit Matter</th><th>How our audit addressed the Key Audit Matter</th></tr>
<tr><td>Exploration Interests

At balance date, the Group’s capitalised exploration costs are carried at $2,882,452

The recognition and recoverability of the capitalised exploration costs was considered a key audit matter due to:

• The carrying value of capitalised exploration costs represents a significant asset of the Group, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of this asset may exceed the recoverable amount; and

• Determining whether impairment indicators exist involves significant judgement by management.</td><td>Our audit procedures included but were not limited to:

• Assessing management’s determination of its areas of interest for consistency with the definition in AASB 6 Exploration and Evaluation of Mineral Resources (“AASB 6”);

• Assessing the Group’s rights to tenure for a sample of permits and licenses;

• Testing the Group’s additions to capitalised exploration costs for the year by evaluating a sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Group’s accounting policy and the requirements of AASB 6;

• By testing the status of the Group’s tenure and planned future activities, reading board minutes and discussions with management we assessed each area of interest for one or more of the following circumstances that may indicate impairment of the capitalised exploration costs:

o The licenses for the rights to explore expiring in the near future or are not expected to be renewed;

o Substantive expenditure for further exploration in the area of interest is not budgeted or planned;

o Decision or intent by the Group to discontinue activities in the specific area of interest due to lack of commercially viable quantities of resources; and

o Data indicating that, although a development in the specific area is likely to proceed, the carrying amount of the exploration asset is unlikely to be recorded in full from successful development or sale; and</td></tr>
</table>

HALL CHADWICK

Key Audit Matter	How our audit addressed the Key Audit Matter
.	• Assessing the appropriateness of the related disclosures in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 9, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

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

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

HALL CHADWICK

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2023. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Mount Burgess Mining NL, for the year ended 30 June 2023, complies with section 300A of the Corporations Act 2001.

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

CHRIS NICOLOFF CA
Director

Dated this 20th day of September 2023
Perth, Western Australia

The information set out below was applicable as at 12 September 2023

1. Distribution of Equity Securities and Voting Rights:

(a) Distribution of Shareholders of Ordinary shares:-

	No. of Holders
1 - 1,000	796
1,001 - 5,000	573
5,001 - 10,000	192
10,001 - 100,000	463
100,001 and over	541
Total No. of Shareholders	2,565

(b) Each shareholder entitled to vote may vote in person or by proxy, attorney or representative. On a show of hands, every person presents who is a shareholder or a proxy, attorney or representative of a shareholder has one vote. On a poll, every person presents who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share.

(c) There existed 2,133 shareholders who held less than a marketable parcel of shares.

(d) Substantial Shareholders:

Armuk Pty Ltd and Jerd Pty Ltd	85,000,000 shares	representing	8.37% of the Company
N R Forrester & Associates	73,069,648 shares	representing	7.19% of the Company
Mr Peter Andrew Proksa	51,000,000 shares	representing	5.02% of the Company

2. Top Twenty Shareholders

	Shareholder Name	**Units Held**	**Percentage of Issued Capital (%)**
1	Armuk Pty Ltd and Jerd Pty Ltd	85,000,000	8.37
2	Mr Nigel Raymond Forrester & Associates	73,069,648	7.19
3	Mr Peter Andrew Proksa	51,000,000	5.02
4	Peloton Pty Ltd	40,540,584	3.99
5	Citicorp Nominees Pty Limited	35,720,947	3.52
6	Mr Martin Hubble & Associates	35,487,122	3.49
7	Mr Udaykumar Ratilal Raniga	20,759,996	2.04
8	Mr Geoffrey Allen Bailey	19,641,550	1.93
9	BNP Paribas Nominees Pty Ltd	16,339,262	1.61
10	Ms Sze Leng Chau & Associates	15,537,373	1.53
11	Mr Michael Damian Murphy & Associates	15,357,143	1.51
12	Mr Harm Warries & Associates	15,151,818	1.49
13	ESM Limited	15,000,000	1.48
14	Mr Doughlas Corker	11,387,164	1.12
15	Southswan Pty Ltd	10,000,000	0.98
16	Mr Venasithamny Parameswaran	10,000,000	0.98
17	Mr Nai Pei Li	10,000,000	0.98
18	Ms Karen Clark	9,577,532	0.94
19	Mr Vincenzo Brizzi	9,500,000	0.94
20	Mr Darren Nath	9,000,779	0.89
		508,070,918	**50.00**

Tenement No.	Percentage of Equity
BOTSWANA	
Kihabe-Nxuu	
PL 043/2016	100%