GCX Metals

2023 Annual Report

GCX Metals Limited
ABN 44 155 933 010
ASX:GCX

Corporate Directory

DIRECTORS

Mr Ian Middlemas Chairman

Mr Ben Cleary Non-Executive Director

Mr Ryan de Franck Non-Executive Director

Mr Haydn Smith Non-Executive Director

Mr Mark Pearce Alternate Director

Mr Matthew Turner Alternate Director

COMPANY SECRETARY

Mr Gregory Swan

REGISTERED OFFICE

Level 9, 28 The Esplanade, Perth WA 6000
Website: gcxmetals.com.au

STOCK EXCHANGE LISTING

Australian Securities Exchange
(ASX: GCX)

SHARE REGISTRY

Computershare Investor Services Pty Ltd
Level 17, 221 St Georges Terrace,
Perth WA 6000, AUSTRALIA
Phone: +61 8 9323 2000

LAWYERS

Thomson Geer Lawyers

AUDITOR

William Buck Audit (WA) Pty Ltd

Contents

DIRECTORS' REPORT

The Directors of GCX Metals Limited present their report on the Consolidated Entity consisting of GCX Metals Limited ("Company" or "GCX") and the entities it controlled at the end of, or during, the year ended 30 June 2023 ("Consolidated Entity" or "Group").

OPERATING AND FINANCIAL REVIEW

Overview

During the financial year, the Group continued exploration activities at its Onslow copper-gold ("Cu-Au") project ("Onslow Project") in the Pilbara region of Western Australia. Results from a regional ground-based gravity survey further support compelling iron oxide copper-gold ("IOCG") targets identified in the northern area of the Onslow Project. The Company plans to drill test three IOCG targets in the coming weeks.

After the end of the financial year, the Company entered into a binding conditional agreement to acquire the Dante nickel-copper-platinum group elements ("Ni-Cu-PGE") project ("Dante Project") located in the West Musgrave region of Western Australia. The Dante Project contains large-scale magmatic Ni-Cu-PGE targets, as well as extensive outcropping PGE-gold ("Au") reefs and is situated in the same geological complex and in close proximity to one of the world's largest mining development projects, BHP's Nebo-Babel Ni-Cu-PGE mine development.

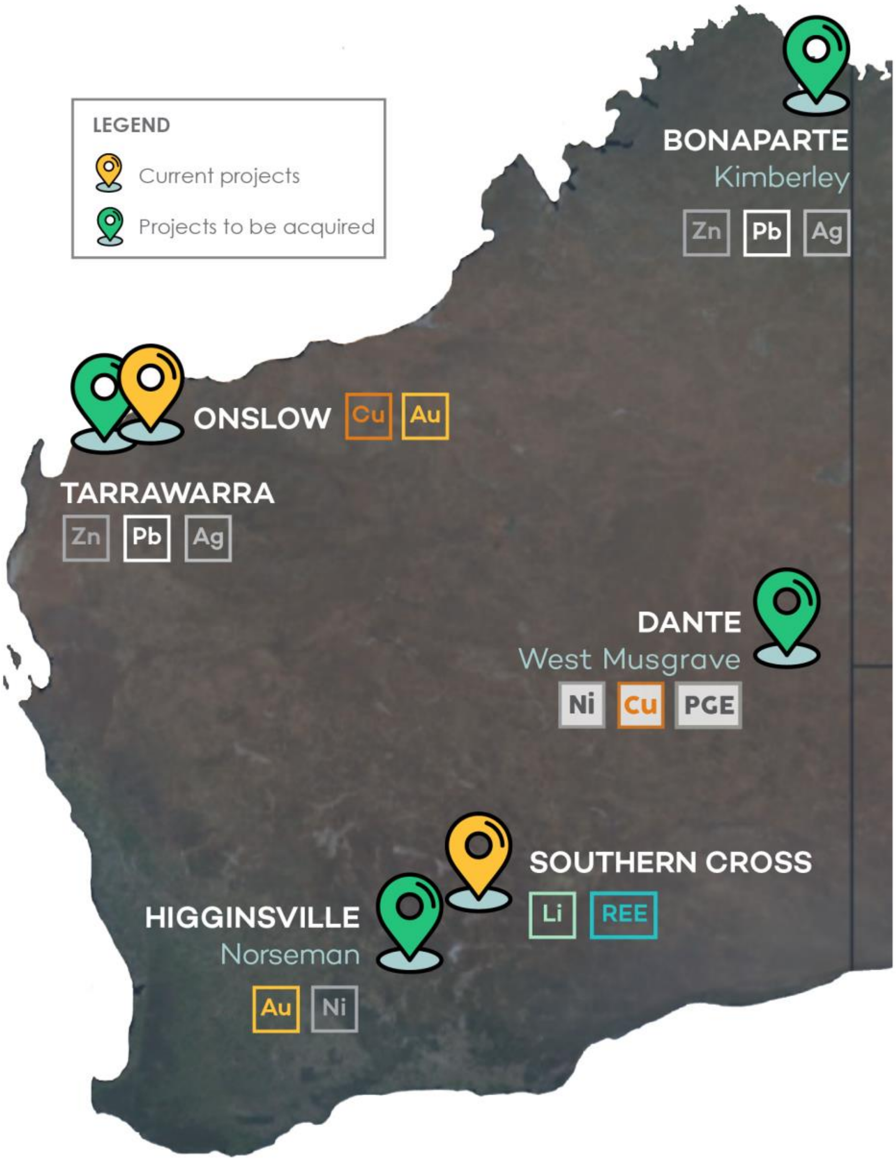

Figure 1: GCX current and proposed projects

DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Onslow Cu-Au Project

The Onslow Project (Figure 1) is located in the northwestern extension of the Capricorn Orogen and is considered prospective for gold, copper, lead and zinc. Nearby 1990's historic exploration identified the potential for banded-iron-formation hosted gold and iron-oxide hosted copper-gold mineralisation.

The Onslow Project covers 548km^2 and comprises three tenements. The Company owns 100% of granted licence E08/3311 (115km^2) and 80% of granted licence E08/3197 (188km^2). The Company has also applied for E08/3462, comprising a further 245km^2 of prospective ground located adjacent to E08/3311.

Historical drilling on the tenements was almost exclusively focussed on the cover sequence in the search for pisolitic iron mineralisation and hence the proterozoic basement is considered to be essentially untested. A recent review of historic airborne electromagnetic surveys confirmed several anomalies that have never been drill tested.

Regional Gravity Survey

During the year, Southern Geoscience successfully completed a comprehensive project wide gravity survey. The survey was completed on an 800m x 800m spacing with 400m x 400m infill in areas of interest, specifically the northern magnetic features.

The results of the survey were successful in refining the drill-targeting for the large-scale IOCG/magnetic features in the north of the Onslow Project. Several intense and discrete density anomalies, coincident with magnetic and geochemistry anomalies are interpreted as potential intrusive bodies prospective for IOCG type deposits.

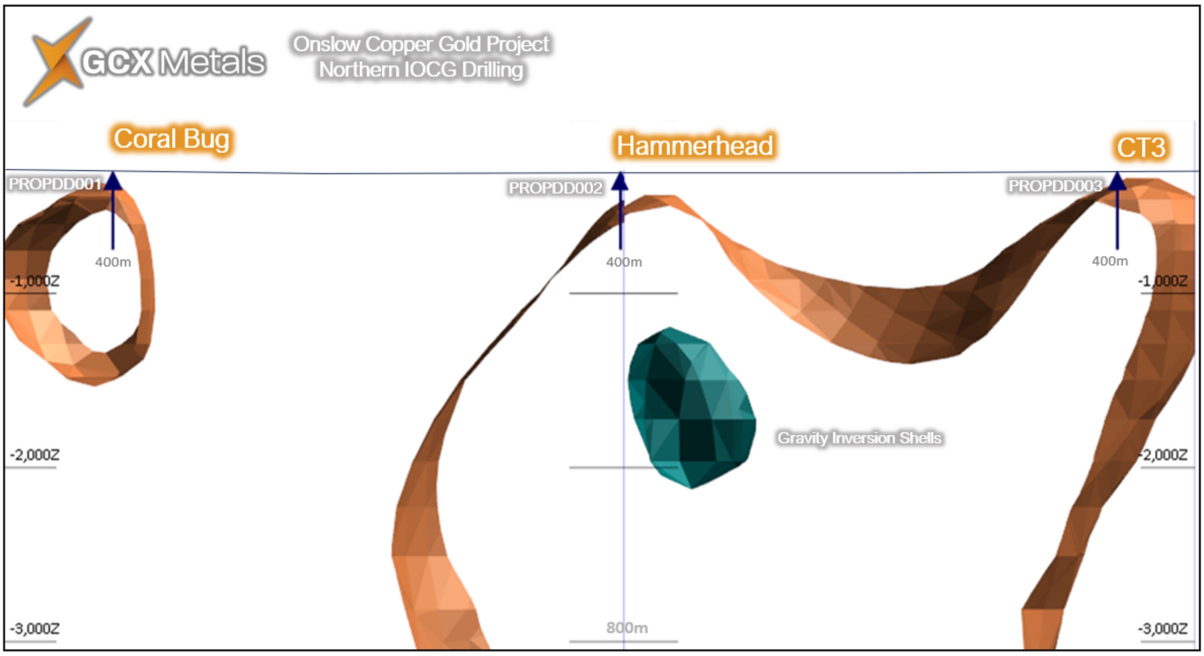

Figure 2: Northern Onslow Project Area – Gravity inversion shells with proposed DD holes into three major IOCG targets.

Diamond Drilling IOCG Targets

The Company is finalising logistics for its Co-Funded DD drilling program under the WA Government's Exploration Incentive Scheme to test the northern IOCG targets on the Project. The EIS allows the Company to apply for a total refund of $204,050 from up to 50% of incurred direct drilling costs, including mobilisation charges.

The Co-Funded drilling program will test three large scale magnetic, gravity and geochemistry targets with diamond drilling in the northern portion of the Project. The Company proposes to drill test the anomalies Coral Bug, Hammerhead and CT3 (See Figure 2).

Results of the gravity survey along with existing magnetic data were utilised by Caldera Analytics, a geoscience machine learning consultancy, to generate IOCG prospectivity maps for the Project. The maps, generated from deep learning models trained to recognise hydrothermal magnetite and hematite footprints of potential IOCG deposits have assisted the Company in ranking the exploration targets.

DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Onslow Cu-Au Project (continued)

Diamond Drilling IOCG Targets (Continued)

Of particular interest is the Coral Bug anomaly which returned the highest ranked hydrothermal magnetite response from the machine learning model which encouragingly corresponded well with a moderate-high density gravity response.

Existing station tracks proximal to the proposed drill sites have recently been restored by the station manager, which will now enable access for the Company to complete a heritage clearance survey over the area.

The Company has engaged a drilling contractor to complete the work which is expected to commence during the 2023 calendar year, subject to heritage clearance.

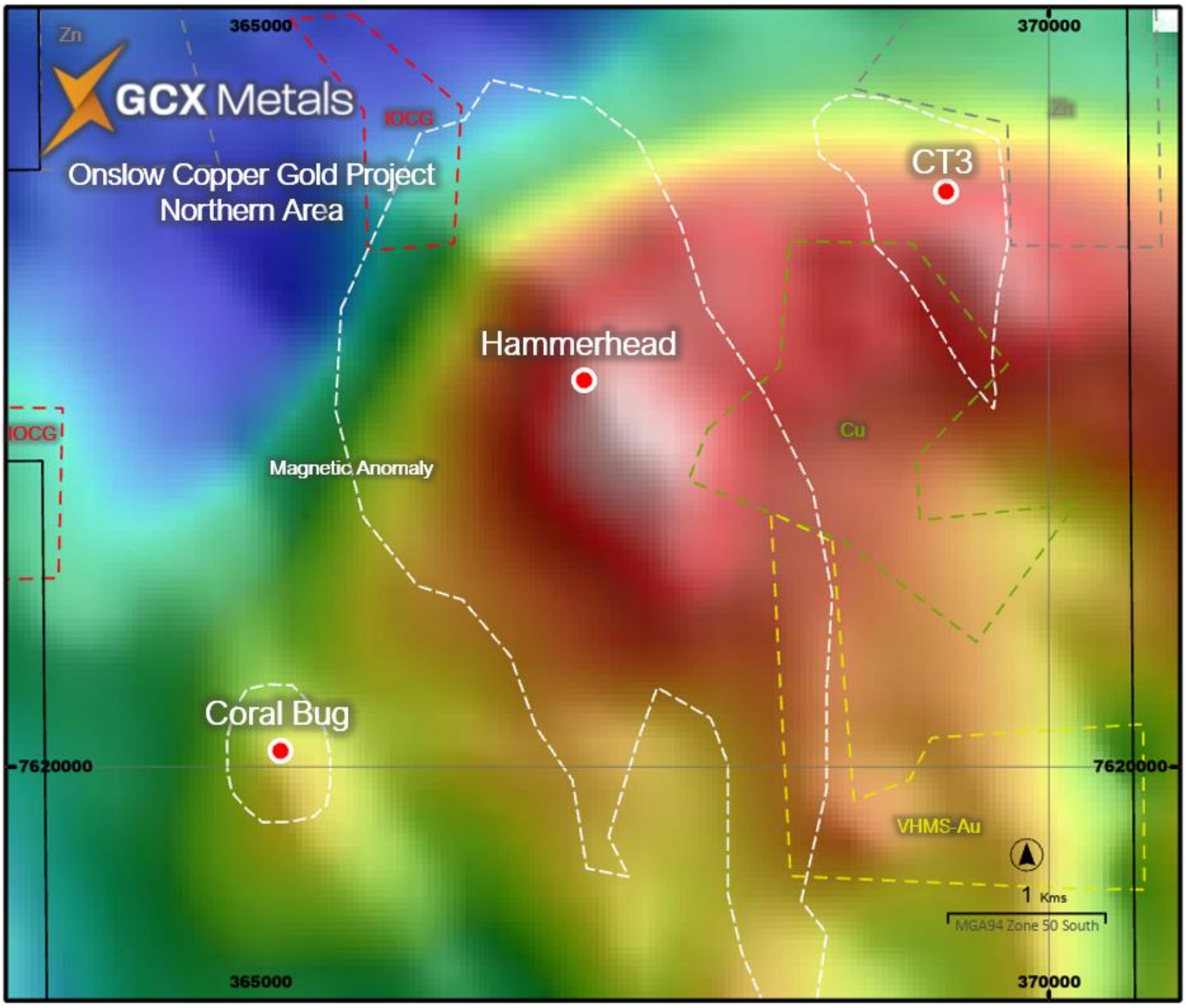

Figure 3: Northern Onslow Project Area - Proposed DD holes location over Gravity showing coincident magnetic anomaly (white dashed lines) and geochemistry signatures.

RC Drilling EM Targets

During the year, the Company also completed a RC drilling program on its EM conductors in the southern area of the Project. Four holes were completed for 738 meters intersecting ~75m of cover transitioning into ~30m of black pyritic shales and then terminating in a variable mafic volcanic unit. The pyritic black shale is believed to be the source of the EM response and the weakly magnetic mafic volcanic units support the existence of the magnetic anomaly. Assay results for the program have now been received and show no significant mineralisation.

OPERATING AND FINANCIAL REVIEW (Continued)

Dante Ni-Cu-PGE Project

After the end of the financial year, the Company entered into a binding conditional agreement to acquire 100% of the issued capital of Dante, which holds a portfolio of Western Australian exploration assets, including its flagship Dante Project ("Dante Project") located in the West Musgrave region in close proximity to one of the world's largest mining development projects, Nebo-Babel (BHP) (refer Figure 1).

The Dante Project contains large-scale magmatic Ni-Cu-PGE targets, including outcropping PGE-Au reefs (refer Figure 4) and is considered highly prospective for Nebo-Babel style and Julimar/Gonneville-style magmatic Ni-Cu-PGE deposits.

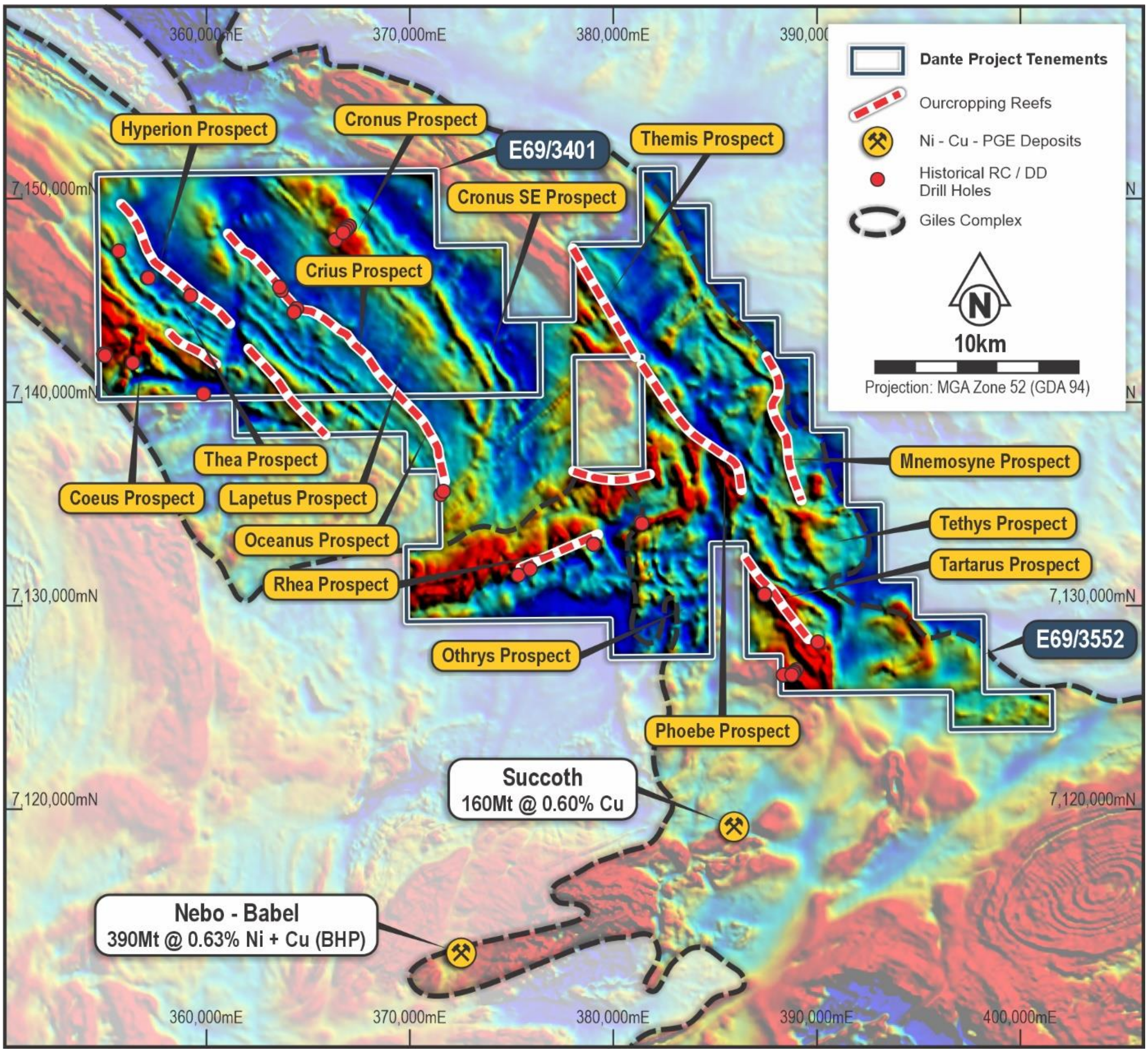

Figure 4: Dante Project prospects on TMI showing mapped outcropping reefs extending for 70km.

Geological Setting

The Musgrave block (140,000km^2) in central Australia is located at the junction of three major crustal elements: the West Australian, North Australian, and South Australian cratons. It is a Mesoproterozoic, east-west trending orogenic belt and comprises a variety of high grade (amphibolite to granulite facies) basement lithologies overprinted by several major tectonic episodes. The discovery of the Nebo-Babel Ni-Cu-PGE sulphide deposit in the western portion of the Musgrave block (Western Australia), was considered to be the world's largest Ni-Cu-PGE sulphide discovery since Voisey's Bay, prior to the discovery of Julimar/Gonneville in 2018.

OPERATING AND FINANCIAL REVIEW (Continued)

Dante Ni-Cu-PGE Project (continued)

Geological Setting (continued)

The West Musgrave region of Western Australia hosts one of the most important clusters of mafic–ultramafic layered intrusions globally. This layered intrusion is known as the "Giles Complex" (~1074 Ma) (refer Figure 4) and is considered to be one of the world's largest layered intrusions. The Giles Complex layered intrusion is a mafic layered intrusion with proven PGE reefs (refer Figure 5) that are commonly compared to the Bushveld and Stellar PGE reef systems. The Bushveld Complex in South Africa is estimated to contain 2.2 billion ounces of PGEs and Au making it the world's most important source of PGEs.

The Mesoproterozoic Jameson Range intrusion forms part of the Giles Intrusive Complex. Dante Project is dominated by the Jameson Intrusion which is predominantly mafic in composition consisting of olivine-bearing gabbroic lithologies, similar to that of Nebo-babel with an abundance of magnetite and ilmenite. Lithologies containing more than 50 vol% magnetite and ilmenite are classified titano-magnetites. Similar occurrences of titano-magnetite are known from the upper parts of other layered intrusions, such as the Bushveld Complex.

The Jameson Range intrusion itself is confirmed to host several laterally extensive layers of PGE reefs, as seen in magnetics and outcrop, which show an enrichment in PGEs together with Au (refer Figure 5). Four main lithological zones in the Jameson Range have been noted from the base to the top: Glomeroporphyritic gabbro (zone 1); banded lherzolite and Fe-Ti oxide-bearing lherzolite (zone 2); rhythmically layered troctolite and olivine-gabbronorite (zone 3); and layered troctolite, olivine-gabbro and olivine-gabbronorite with at least 11 PGE-reefs (zone 4).

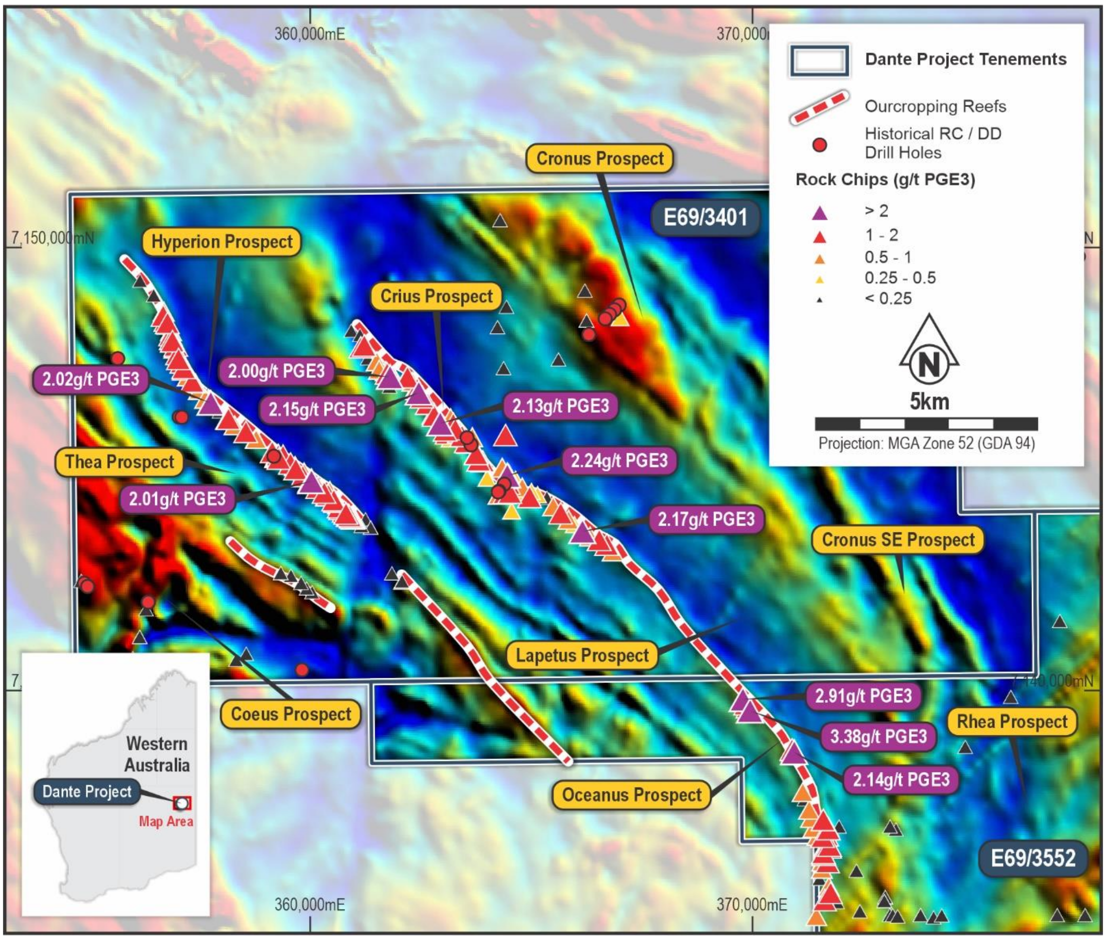

Figure 5: High-grade PGE-reef rock chip samples over 23km of outcropping strike.

OPERATING AND FINANCIAL REVIEW (Continued)

Dante Ni-Cu-PGE Project (continued)

Magmatic Nickel-Copper-PGE Sulphide Deposits

Magmatic Ni-Cu-PGE sulphide deposits, such as Nebo-Babel (West Musgraves region) Nova-Bollinger (Fraser Range region) and Julimar-Gonneville (Julimar region) are associated with large mafic-ultramafic intrusions and often develop in tube like intrusions referred to as chonoliths. Most major magmatic Ni-Cu-PGE sulphide deposits occur in areas of structural complexity, such as craton margins. The West Musgraves region represents a unique structural setting ideal for the development of large magmatic sulphide deposits, being at the junction of 3 major crustal features; namely the West Australian, South Australian and North Australian Cratons.

Layered intrusions

Layered intrusions host the majority of the world's platinum group elements, which include platinum (Pt), palladium (Pd), rhodium (Rh), iridium (Ir), osmium (Os), and ruthenium (Ru), with the elements of most commercial significance being platinum, palladium and gold. In all cases, the reefs consist of laterally extensive layers of ultramafic or mafic rocks. The host intrusions are exceedingly sulfur poor, suggesting that sulfide saturation of the magma was eventually reached due to fractionation.

Other Projects

At the date of this report, the Company holds an interest in the following exploration tenements

Project Name	Project Status	Tenement Number	Tenement Status	Percentage Interest	Area
Onslow Cu-Au	Owned	E08/3311	Granted	100%	114.6 km^2
	Owned	E08/3529	Application	100%	245.3 km^2
	Owned	E08/3197	Granted	80%	187.9 km^2
Southern Cross Li-REE	Owned	E77/3009	Granted	100%	207.4 km^2
	Owned	E77/3010	Granted	100%	207.1 km^2
	Owned	E77/3011	Granted	100%	207.1 km^2
	Owned	E77/3012	Granted	100%	206.8 km^2
Dante Ni-Cu-PGE	To be acquired	E69/3401	Granted	-	216.0 km^2
	To be acquired	E69/3552	Granted	-	376.1 km^2
	To be acquired	E69/4154	Application	-	259.2 km^2
Bonaparte Zn-Pb-Ag	To be acquired	E80/5521	Granted	-	125.4 km^2
Tarrawarra Zn-Pb-Ag	To be acquired	E08/3117	Granted	-	28.4 km^2
Higginsville Au-Ni	To be acquired	P15/6029	Granted	-	1.2 km^2
	To be acquired	P15/6723	Granted	-	0.03 km^2
	To be acquired	P15/6724	Granted	-	0.6 km^2
	To be acquired	P15/6725	Granted	-	1.1 km^2
	To be acquired	P15/6726	Granted	-	1.1 km^2

DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Corporate

After the end of the financial year, the Company entered into a binding conditional term sheet ("Agreement") to acquire 100% of the issued capital of Dante Resources Pty Ltd from the shareholders of Dante ("Vendors") ("Acquisition"). The major Vendors of Dante (comprising 50.2% of issued capital) have indicated their support for the offer. Dante, and its 100% owned subsidiary, 97992001 Pty Ltd, together hold, or have the contractual right to acquire, a portfolio of West Australian exploration assets, including its flagship Dante Project located in the West Musgrave region ("Projects").

Subject to shareholder approval, consideration for the acquisition comprises the issue of 50,000,000 ordinary shares in the Company, the issue of 60,000,000 performance shares in the Company which convert into ordinary shares subject to the satisfaction of certain performance milestones, and repayment of a total of up to $350,000 in loans owed by Dante at completion. Completion of the acquisition is subject to several outstanding conditions precedent, including completion of due diligence by the Company and obtaining the necessary shareholder and regulatory approvals. If the conditions precedent are not satisfied (or waived) on or before 31 October 2023 (or such other date as the Purchaser and the Company agree) either party may give notice to the other party that the Agreement is terminated.

As part of the Acquisition, Mr Thomas Line will be appointed as Managing Director and CEO of the Company. Mr Line is an experienced geologist, project generator and executive with over 10 years' experience in mining, exploration and resource development including his most recent role as CEO of Taruga Minerals Ltd (ASX: TAR). As part of Mr Line's proposed remuneration arrangements with the Company, Mr Line (and/or his nominee(s)) will, subject to shareholder approval, be granted 7,000,000 performance rights in the Company which convert into ordinary shares subject to the satisfaction of certain performance milestones.

Results of Operations

The net loss of the Group for the year ended 30 June 2023 was A$1,058,926 (2022 profit: A$80,415,990). The major item contributing to this result was the exploration and evaluation expenses of A$849,865 (2022: $380,844).

Financial Position

At 30 June 2023, the Group had cash reserves of A$3,302,754 (2022: A$4,535,363), net assets of A$3,922,480 (2022 net assets: A$3,926,400) and experienced net cash outflows from operating activities of A$1,484,153 (2022: A$476,688).

Loss Per Share

	2023 A$	2022 A$
Basic and diluted profit/(loss) per share from continuing operations	**(0.01)**	1.96

Environmental Regulation and Performance

The Consolidated Entity's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve. The Directors are not aware of any non-compliance with environmental laws by the Consolidated Entity.

Business Strategies and Prospects for Future Financial Years

The objective of the Group is to create long-term shareholder value through the successful exploration and development of its projects. To achieve its objective, the Group currently has the following business strategies and prospects:

- Complete the Group's planned diamond drilling program to test IOCG targets in in the northern area of the Onslow Project;
- Complete the Company's planned acquisition of the Dante Project located in the West Musgrave region of Western Australia; and
- Complete a maiden drilling program at the Dante Project to test magmatic Ni-Cu-PGE targets and PGE- Au reefs.

DIRECTORS' REPORT (Continued)

OPERATING AND FINANCIAL REVIEW (Continued)

Business Strategies and Prospects for Future Financial Years (continued)

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

- *The Group's exploration programmes may not identify an economic deposit* - The Group's projects are at an early stage of exploration and current/potential investors should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. The success of the Group depends, among other things, on successful exploration and/or acquisition of reserves, securing and maintaining title to tenements and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. There is no assurance that exploration and development of the mineral interests owned by the Group, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Group may seek to transfer its property interests or otherwise realise value, or the Group may even be required to abandon its business and fail as a "going concern";
- *The Group's exploration properties may never be brought into production* – The exploration for, and development of, mineral deposits involves a high degree of risk. Few properties which are explored are ultimately developed into producing mines. To mitigate this risk, the Group will undertake systematic and staged exploration and testing programs on its mineral properties and, subject to the results of these exploration programs, the Group will then progressively undertake a number of technical and economic studies with respect to its projects prior to making a decision to mine. However there can be no guarantee that the studies will confirm the technical and economic viability of the Group's mineral properties or that the properties will be successfully brought into production;
- *Fluctuations in commodity prices* – commodity prices fluctuate widely and are affected by numerous factors beyond the control of the Group. Future production, if any, from the Group's mineral exploration properties will be dependent upon the commodity price being adequate to make these properties economic. The Group currently does not engage in any hedging or derivative transactions to manage commodity price risk. As the Group's operations change, this policy will be reviewed periodically going forward;
- *The Group may not successfully acquire new projects* – the Group may pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation. The Group's success in its acquisition activities depends on its ability to identify suitable projects, acquire them on acceptable terms, and integrate the projects successfully, which the Group's Board is experienced in doing. However, there can be no guarantee that any proposed acquisition will be completed or be successful. If a proposed acquisition is completed the usual risks associated with a new project and/or business activities will remain;
- *The Group's activities will require further capital* – the exploration and any development of future and current projects will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and any development of the Group's projects or even a loss of project interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Group; and
- *Global financial conditions* – Economic conditions, both domestic and global, may affect the performance of the Group. Adverse changes in macroeconomic conditions, including global and Australian growth rates, the cost and availability of credit, the rate of inflation, interest rates, exchange rates, government policy and regulations, general consumption and consumer spending, input costs, employment rates and industrial disruptions, among others, are variables generally outside the Group's control. A slowdown in the financial markets or other economic conditions may result in material adverse impacts on the Group's businesses and its operational and financial performance, and position.

DIRECTORS' REPORT (Continued)

DIRECTORS

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

Mr Ian Middlemas	Non-Executive Chairman
Mr Benjamin Cleary	Non-Executive Director
Mr Ryan de Franck	Non-Executive Director
Mr Haydn Smith	Non-Executive Director
Mr Mark Pearce	Alternate Director for Mr Ian Middlemas
Mr Matthew Turner	Alternate Director for Mr Benjamin Cleary

Unless otherwise stated, Directors held their office from 1 July 2022 until the date of this report.

CURRENT DIRECTORS AND OFFICERS

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

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

Mr Middlemas was appointed as a Director of the Company on 16 October 2013 and as Chairman on 7 January 2014. During the three year period to the end of the financial year, Mr Middlemas has held directorships in NGX Limited (19 April 2021– present), Constellation Resources Limited (November 2017 – present), Apollo Minerals Limited (July 2016 – present), Berkeley Energia Limited (April 2012 – present), GreenX Metals Limited (August 2011 – present), Salt Lake Potash Limited (Receivers and Managers Appointed) (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Gold Limited (September 2005 – present), Peregrine Gold Limited (September 2020 – February 2022) and Piedmont Lithium Limited (September 2009 – December 2020).

Mr Benjamin (Ben) Cleary *BEcon, SA FIN, MAICD*
Non-Executive Director

Mr Cleary is a Portfolio Manager and Director of Tribeca Investment Partners. He has had an extensive career in the natural resources sector over the last 20 years and the Tribeca Global Natural Resources strategies that he manages have been involved in over $10 billion of transactions within the natural resources sector. Mr Cleary holds a Bachelor of Economics from the University of Queensland, a Graduate Diploma in Applied Finance from FINSIA and is a member of the Australian Institute of the Company Directors.

Mr Cleary was appointed as a Director of the Company on 16 June 2022. During the three year period to the end of the financial year, Mr Cleary has held directorships in Tribeca Global Natural Resources Limited (July 2018 – present) and DGR Global Limited (October 2017 – January 2021).

Mr Ryan de Franck *B.Com, SA FIN*
Non-Executive Director

Mr Ryan de Franck is currently Executive Director of the Valperlon Group, an Australian based project generation and corporate development group focused on the natural resources sector. Mr de Franck has a Bachelor of Commerce from the University of Western Australia, a Masters in Applied Finance from FINSIA and a Graduate Diploma in Mineral Exploration Geoscience from the Western Australian School of Mines.

Mr de Franck was appointed as a Director of the Company on 16 June 2022. During the three year period to the end of the financial year, Mr de Franck has held a directorship in Fin Resources Limited (July 2021 – May 2022).

DIRECTORS' REPORT (Continued)

CURRENT DIRECTORS AND OFFICERS (Continued)

Mr Haydn Smith *B.Com, SA FIN, GAICD*
Non-Executive Director

Mr Haydn Smith is a Portfolio Manager at Tribeca Investment Partners and is based in Sydney. Previously Mr. Smith had a 20-year career at Macquarie Bank where he was an Executive Director, Global Head of the bank's Mining Finance Group and Executive Committee Member of the Commodities and Financial Markets Group. Mr. Smith holds a Bachelor of Commerce from the University of Sydney, a Graduate Diploma in Applied Finance from the FINSIA and is a graduate of the Australian Institute of the Company Directors.

Mr Smith was appointed as a Director of the Company on 16 June 2022. During the three year period to the end of the financial year, Mr Smith has not held a directorship in any other listed companies.

Mr Mark Pearce *B.Bus, CA, FCIS, FFin*
Alternate Director for Ian Middlemas

Mr Pearce is a Chartered Accountant and is currently a director of several listed companies that operate in the resources sector. He has had considerable experience in the formation and development of listed resource companies. Mr Pearce is also a Fellow of the Institute of Chartered Secretaries and a member of the Financial Services Institute of Australasia.

Mr Pearce was appointed as alternate Director for Mr Ian Middlemas on 16 June 2022. During the three year period to the end of the financial year, Mr Pearce has held directorships in NGX Limited (April 2021 – present), Constellation Resources Limited (July 2016 – present), GreenX Metals Limited (August 2011 – present), Equatorial Resources Limited (November 2009 – present), Peregrine Gold Limited (September 2020 – February 2022), Odyssey Gold Limited (September 2005 – August 2020), Apollo Minerals Limited (July 2016 – February 2021) and Salt Lake Potash Limited (Receivers and Managers Appointed) (August 2014 – October 2020).

Mr Matthew Turner *BEc, BCom*
Alternate Director for Benjamin Cleary

Mr Turner is an investment analyst for the Tribeca Global Natural Resources Credit Strategy which targets senior secured opportunities in the natural resources sector using specialized lending, streaming and royalty structures. He brings several years of natural resources related experience in accounting and investment banking at Bank of America Merrill Lynch in Sydney and PwC in Perth, Western Australia where he worked with corporate clients from the oil and gas industry. He holds a Bachelor of Economics and a Bachelor of Commerce from the University of Western Australia.

Mr Turner was appointed as alternate Director for Mr Benjamin Cleary on 22 November 2022. During the three year period to the end of the financial year, Mr Turner has not held a directorship in any other listed companies.

Mr Gregory (Greg) Swan *BCom, CA, FCIS, FFin*
Company Secretary

Mr Swan is a Chartered Accountant with over 15 years' experience in the formation and development of publicly listed natural resources companies. He currently serves as Chief Financial Officer and/or Company Secretary for several listed companies that operate in the resources sector. He commenced his career at a large international Chartered Accounting firm and has since been involved with a number of mining exploration and development companies, including Piedmont Lithium Inc., IperionX Limited, Mantra Resources Limited, and Papillon Resources Limited.

Mr. Swan was appointed as Company Secretary of the Company on 25 November 2013. Mr Swan also served as Non-Executive Director of the Company from 26 February 2021 to 16 June 2022.

PRINCIPAL ACTIVITIES

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

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the year ended 30 June 2023 not otherwise disclosed.

DIRECTORS' REPORT (Continued)

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

(i) On 29 August 2023, the Company announced that it entered into a binding conditional agreement to acquire 100% of the issued capital in Dante Resources Pty Ltd. Dante holds a portfolio of West Australian exploration assets, including its flagship Dante Project located in the West Musgrave region. Subject to shareholder approval, consideration for the acquisition comprises the issue of 50,000,000 ordinary shares in the Company, the issue of 60,000,000 performance shares in the Company which convert into ordinary shares subject to the satisfaction of certain performance milestones, and repayment of a total of up to $350,000 in loans owed by Dante at completion. Completion of the acquisition is subject to several outstanding conditions precedent, including completion of due diligence by the Company and obtaining the necessary shareholder and regulatory approvals.

Other than the above, at the date of this report, there are no matters or circumstances, which have arisen since 30 June 2023 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2023, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2023, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2023, of the Group.

DIRECTORS' INTERESTS

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

	Shares[(1)]	Listed Options[(2)]
Mr Ian Middlemas	1,680,000	280,000
Mr Ben Cleary	-	-
Mr Ryan de Franck	6,000,000	166,668
Mr Haydn Smith	-	-
Mr Mark Pearce	2,134,500	689,085
Mr Matthew Turner	-	-

Notes:
(1) "Shares" means a fully paid ordinary share in the capital of the Company.
(2) "Listed Options" means an option to subscribe for a fully paid ordinary share in the capital of the Company.

SHARE OPTIONS

At the date of this report the following Options have been issued over unissued Shares of the Company:

- 37,713,240 Listed Options exercisable at $0.07 each on or before 16 June 2027;
- 10,000,000 Unlisted Options exercisable at $0.07 each on or before 27 May 2027;
- 10,000,000 Unlisted Options exercisable at $0.09 each on or before 27 May 2027;
- 1,250,000 Unlisted Options exercisable at $0.09 each on or before 16 June 2027;
- 1,500,000 Unlisted Options exercisable at $1.20 each on or before 21 February 2024; and
- 750,000 Unlisted Options exercisable at $0.07 each on or before 16 June 2027.

During the year ended 30 June 2023, no Shares were issued as a result of the exercise of Options. Subsequent to year end, and up until the date of this report, no Shares have been issued as a result of the exercise of Options.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Constitution of the Company requires the Company, to the extent permitted by law, to indemnify any person who is or has been a director or officer of the Company or Group for any liability caused as such a director or officer and any legal costs incurred by a director or officer in defending an action for any liability caused as such a director or officer.

The Company has paid, or agreed to pay, premiums in respect of Directors' and Officers' Liability Insurance and Company Reimbursement policies for the 12 months ended 30 June 2023 and 2022, which cover all Directors and officers of the Company against liabilities to the extent permitted by the Corporations Act 2001. The policy conditions preclude the Company from any detailed disclosures including premium amount paid.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (AUDITED)

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

Details of Key Management Personnel

Details of the KMP of the Group during or since the end of the financial year are set out below:

Mr Ian Middlemas	Non-Executive Chairman
Mr Ben Cleary	Non-Executive Director
Mr Haydn Smith	Non-Executive Director
Mr Ryan de Franck	Non-Executive Director
Mr Mark Pearce	Alternate Director for Mr Ian Middlemas
Mr Matthew Turner	Alternate Director for Mr Ben Cleary *(appointed 22 November 2022)*

Unless otherwise disclosed, the KMP held their position from 1 July 2022 until the date of this report.

Remuneration Policy

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

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for KMP: (a) the Group is currently focused on undertaking exploration and development activities; (b) risks associated with small cap resource companies whilst exploring and developing projects; and (c) other than profit which may be generated from asset sales, the Company does not expect to be undertaking profitable operations until sometime after the commencement of commercial production on any of its projects.

The objective of the Group's remuneration structure reward framework is to ensure that reward for performance is competitive and appropriate for the results delivered.

Executive Remuneration

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

Fixed Remuneration

Fixed remuneration consists of base salaries, as well as employer contributions to superannuation funds, and other non-cash benefits. Non-cash benefits may include provision of car parking, health care benefits, health insurance and life insurance.

Fixed remuneration is reviewed annually by the Board. The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices. No external remuneration consultants were used during the financial year.

Performance Based Remuneration – Short Term Incentives ("STI")

Some executives are entitled to an annual or semi-annual cash bonus upon achieving various key performance indicators ("KPI's"), as set by the Board. Having regard to the current size, nature and opportunities of the Company, the Board has determined that these KPI's will include measures such as:

(a) successful exploration activities (e.g. completion of exploration programs within budgeted timeframes and costs);
(b) successful development activities (e.g. completion of technical studies);
(c) successful corporate activities (e.g. recruitment and management of key personnel and investor relations activities); and
(d) successful business development activities (e.g. corporate transactions and capital raisings).

During the 2023 financial year, no KMP were entitled to STI cash bonuses and no STI cash bonuses were awarded.

REMUNERATION REPORT (AUDITED) (Continued)

Performance Based Remuneration – Long Term Incentives ("LTI")

The Group has a long-term equity incentive plan comprising the grant of Performance Rights and/or Incentive Options to reward KMP and other employees and contractors for long-term performance. To achieve its corporate objectives, the Group needs to attract, incentivise, and retain its key employees and contractors. The Board believes that grants of Performance Rights and/or Incentive Options to KMP will provide a useful tool to underpin the Group's employment and engagement strategy.

(i) Performance Rights

The Group may grant unlisted performance share rights ("Performance Rights") to some KMP and/or other employees and contractors.

Performance Rights are issued for no consideration and no amount is payable upon conversion thereof. Performance Rights granted to KMP and other employees and contractors will be linked to the achievement by the Group of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Right will lapse.

During the financial year, no Performance Rights were granted to KMP and no Performance Rights held by KMP vested during the financial year. At 30 June 2023, no Performance Rights were held by KMP.

(ii) Incentive Options

The Group may grant unlisted incentive options ("Incentive Options") to some KMP and/or other employees and contractors.

The Board's policy is to grant Incentive Options to KMP with exercise prices at or above market share price (at the time of agreement). As such, the Incentive Options granted to KMP are generally only of benefit if the KMP performs to the level whereby the value of the Group increases sufficiently to warrant exercising the Incentive Options granted. Other than service-based vesting conditions (if any) and the exercise price required to exercise the Incentive Options, there are no additional performance criteria on the Incentive Options granted to KMP, as given the speculative nature of the Group's activities and the small management team responsible for its running, it is considered that the performance of the KMP and the performance and value of the Group are closely related. The Company's Securities Trading Policy prohibits KMP's from entering into arrangements to limit their exposure to Incentive Securities granted as part of their remuneration package.

During the financial year, no Incentive Options were granted to KMP and no Incentive Options held by KMP vested during the financial year. At 30 June 2023, no Incentive Options were held by KMP.

Non-Executive Director Remuneration

The Board's policy is for fees to Non-Executive Directors to be no greater than market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, employee options and/or employee rights may also be used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. No external remuneration consultants were used during the financial year.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and given the current size, nature and opportunities of the Company, Non-Executive Directors may receive employee options and/or employee rights in order to secure their initial or ongoing holding and retain their services. The Company prohibits non-executives entering into arrangements to limit their exposure to employee options granted as part of their remuneration package.

Fees for the Chairman are presently A$50,000 per annum, however the Chairman elected to receive fees of only $36,000 for the 2023 financial year and no fees for the 2022 financial year. Fees for Non-Executive Directors are presently set at A$30,000 per annum, however, the Non-Executive Directors elected to receive no fees for the 2022 financial year. These fees cover main board activities only. Non-Executive Directors may receive additional remuneration for other services provided to the Company, including, but not limited to, membership of committees.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (AUDITED) (Continued)

Relationship between Remuneration of KMP and Shareholder Wealth

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

The Board did not determine, and in relation to, the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Group traded between the beginning and end of the current and the previous four financial years. Discretionary annual cash bonuses are based upon achieving various non-financial key performance indicators that are not based on share price or earnings. However, as noted above, certain KMP may receive Incentive Options and Performance Rights which will be of greater value to KMP if the value of the Group's shares increases.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Group is currently undertaking exploration and development activities, and does not expect to be undertaking profitable operations (other than by way of potential material asset sales) until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects. Accordingly, the Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

Emoluments of KMP

Details of the nature and amount of each element of the emoluments of each Director and KMP of GCX Metals Limited are as follows:

	Short-term benefits							
2023	Salary & fees A$	Cash Bonus A$	Other A$	Post-employment benefits A$	Share-based payments A$	Termin-ation Payments A$	Total A$	Perform-ance related %
Directors								
Mr Ian Middlemas	**36,000**	-	-	**3,780**	-	-	**39,780**	-
Mr Ben Cleary	-	-	-	-	-	-	-	-
Mr Ryan de Franck	**30,000**	-	-	**3,150**	-	-	**33,150**	-
Mr Haydn Smith	**30,000**	-	-	-	-	-	**30,000**	-
Mr Mark Pearce	-	-	-	-	-	-	-	-
Mr Matthew Turner	**30,000**	-	-	**3,150**	-	-	**33,150**	-
	126,000	-	-	**10,080**	-	-	**136,080**	-

	Short-term benefits							
2022	Salary & fees A$	Cash Bonus A$	Other A$	Post-employment benefits A$	Share-based payments A$	Termin-ation Payments A$	Total A$	Perform-ance related %
Directors								
Mr Ian Middlemas[1]	-	-	-	-	-	-	-	-
Mr Ben Cleary[1, 2]	-	-	-	-	-	-	-	-
Mr Ryan de Franck[1, 2]	-	-	-	-	-	-	-	-
Mr Haydn Smith[1, 2]	-	-	-	-	-	-	-	-
Mr Mark Pearce[2]	-	-	-	-	-	-	-	-
Mr Gregory Swan[1, 3]	-	-	-	-	-	-	-	-
Former								
Mr Todd Hannigan[1]	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

Notes:
1. Mr Middlemas, Mr Hannigan, Mr Cleary, Mr de Franck, Mr Smith and Mr Swan elected to not receive any fees during fiscal 2022.
2. Mr Cleary, Mr de Franck, Mr Smith and Mr Pearce were appointed effective 16 June 2022.
3. Mr Swan provides services as the Company Secretary through a services agreement with Apollo Group Pty Ltd. Apollo Group Pty Ltd provides a fully serviced office and administrative, accounting and company secretarial services to the Company. Apollo Group Pty Ltd elected to not receive any fees during fiscal 2022. Mr Swan resigned as Non-Executive Director on 16 June 2022.

DIRECTORS' REPORT (Continued)

REMUNERATION REPORT (AUDITED) (Continued)

Options Granted to KMP

No Incentive Options or Performance Rights were granted to KMP of the Group during the financial year. There were no Incentive Options or Performance Rights held by KMP that lapsed or were forfeited during the 2023 financial year.

Option holdings of KMP

2023	Held at 1 July 2022	Granted as Remuneration	Options Exercised	Purchases	Held at 30 June 2023	Vested & exercisable at 30 June 2023
Directors						
Ian Middlemas	**280,000**	-	-	-	**280,000**	**280,000**
Ben Cleary	-	-	-	-	-	-
Ryan de Franck	**166,668**	-	-	-	**166,668**	**166,668**
Haydn Smith	-	-	-	-	-	-
Mark Pearce	**689,085**	-	-	-	**689,085**	**689,085**
Matthew Turner	-	-	-	-	-	-
	1,135,753	-	-	-	**1,135,753**	**1,135,753**

Shareholdings of KMP

2023	Held at 1 July 2022	Granted as Remuneration	Share Consolidation	Purchases	Other net change	Held at 30 June 2023
Directors						
Ian Middlemas	**1,680,000**	-	-	-	-	**1,680,000**
Ben Cleary	-	-	-	-	-	-
Ryan de Franck	**6,000,000**	-	-	-	-	**6,000,000**
Haydn Smith	-	-	-	-	-	-
Mark Pearce	**2,134,500**	-	-	-	-	**2,134,500**
Matthew Turner	-	-	-	-	-	-
	9,814,500	-	-	-	-	**9,814,500**

Employment Contracts with Directors and Other KMP

At the date of this report, the Group does not have any employees. All Directors have a letter of appointment confirming the terms and conditions of their appointment as Director of the Company.

Other Transactions

On 9 September 2021, the Company accepted an offer from Arredo Pty Ltd, a company associated with Mr Ian Middlemas, to provide a $400,000 loan facility to the Company to provide working capital to facilitate the Company's shares being reinstated to trading on the ASX. The loan was unsecured, interest-free, and repayable at call. The loan was repaid in full during the 2023 financial year, on 20 July 2022. No other loans were provided to or received from Key Management Personnel during the year ended 30 June 2023.

Apollo Group Pty Ltd, a company of which Mr Mark Pearce is a director and beneficial shareholder, was paid or is payable $216,000 (2022: nil) for the provision of a fully serviced office and administrative, accounting and company secretarial services during the year ended 30 June 2023. The agreement has no fixed term and is able to be terminated by either party with one (1) months' notice.

On 20 July 2022, the Company issued the remaining 4,500,000 deferred shares to the Group's secured lenders (the "Tribeca Parties") pursuant to the Company's deed of release ("Deed of Release") with the Tribeca Parties. Mr Ben Cleary is a director of Tribeca Global Natural Resources Limited, one of the Tribeca Parties, and director and employee of Tribeca Investment Partners Pty Ltd, a related entity of the Tribeca Parties. Mr Haydn Smith is an employee of Tribeca Global Resources Pty Ltd and managing director of Tribeca Global Resources Credit Pty Ltd, related entities of the Tribeca Parties.

End of Remuneration Report.

DIRECTORS' REPORT (Continued)

DIRECTORS' MEETINGS

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

	Board Meetings	
	Number eligible to attend	Number attended
Mr Ian Middlemas	2	2
Mr Ben Cleary	2	-
Mr Ryan de Franck	2	2
Mr Haydn Smith	2	2
Mr Mark Pearce	2	2
Mr Matthew Turner	1	1

At 30 June 2023, there were no Board committees.

NON-AUDIT SERVICES

During the year, the Group's auditor, William Buck Audit (WA) Pty Ltd did not provide any non-audit services (2022: $6,600 for the provision of non-audit services consisting of an Investigating Accountant's Report for a prospectus.) The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act. The nature and scope of the non-audit services provided means that auditor independence was not compromised.

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2023 has been received and can be found on page 17 of the Directors' Report.

Signed in accordance with a resolution of the Directors.

HAYDN SMITH
Director

22 September 2023

AUDITOR'S INDEPENDENCE DECLARATION

WilliamBuck
ACCOUNTANTS & ADVISORS

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF GCX METALS LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2023 there have been:

— no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and

— no contraventions of any applicable code of professional conduct in relation to the audit.

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

CM

Conley Manifis
Director

Dated this 22nd day of September 2023

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 A$	2022 A$
Continuing operations			
Exploration and evaluation expenses		**(849,865)**	(380,844)
Corporate and administrative expenses		**(284,223)**	(104,855)
Finance income		**91,280**	-
Finance expenses	2	**-**	(9,724,197)
Share-based payment expense	15	**(16,118)**	(34,328)
Net gain on extinguishment of financial liability	8	**-**	90,660,214
Profit/(loss) before tax		**(1,058,926)**	80,415,990
Income tax expense	3	**-**	-
Profit/(loss) for the year		**(1,058,926)**	80,415,990
Net profit/(loss) attributable to members of GCX Metals Limited		**(1,058,926)**	80,415,990
Other comprehensive income		-	-
Other comprehensive income for the year, net of tax		**-**	-
Total comprehensive profit/(loss) for the year, net of tax		**(1,058,926)**	80,415,990
Total comprehensive profit/(loss) attributable to members of GCX Metals Limited		**(1,058,926)**	80,415,990
Basic and diluted profit/(loss) per share from continuing operations (A$ per share)	12	**(0.01)**	1.96

The above Consolidated Statement of Profit or Loss and other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2023

	Note	2023 A$	2022 A$
ASSETS			
Current Assets			
Cash and cash equivalents	5	**3,302,754**	4,535,363
Trade and other receivables		**107,755**	41,464
Total Current Assets		**3,410,509**	4,576,827
Non-Current Assets			
Exploration and evaluation assets	6	**572,521**	572,521
Total Non-Current Assets		**572,521**	572,521
TOTAL ASSETS		**3,983,030**	5,149,348
LIABILITIES			
Current Liabilities			
Trade and other payables	7	**60,550**	997,948
Other financial liabilities	8	**-**	225,000
Total Current Liabilities		**60,550**	1,222,948
TOTAL LIABILITIES		**60,550**	1,222,948
NET ASSETS		**3,922,480**	3,926,400
EQUITY			
Contributed equity	9	**145,085,639**	144,046,751
Reserves	10	**3,044,994**	3,277,765
Accumulated losses	11	**(144,208,153)**	(143,398,116)
TOTAL EQUITY		**3,922,480**	3,926,400

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023

	Note	Contributed Equity A$	Share-Based Payments Reserve A$	Accumulated Losses A$	Total Equity A$
Balance at 1 July 2022		**144,046,751**	**3,277,765**	**(143,398,116)**	**3,926,400**
Net loss for the year		**-**	**-**	**(1,058,926)**	**(1,058,926)**
Total comprehensive loss for the year		**-**	**-**	**(1,058,926)**	**(1,058,926)**
Issue of shortfall shares		**851,498**	**-**	**-**	**851,498**
Issue of Tribeca deferred shares		**225,000**	**-**	**-**	**225,000**
Share issue costs		**(37,610)**	**-**	**-**	**(37,610)**
Expired options	10(b)	**-**	**(248,889)**	**248,889**	**-**
Share-based payments expense	15(a)	**-**	**16,118**	**-**	**16,118**
Balance at 30 June 2023		**145,085,639**	**3,044,994**	**(144,208,153)**	**3,922,480**
Balance at 1 July 2021		137,606,375	2,556,889	(223,814,106)	(83,650,842)
Net profit for the year		-	-	80,415,990	80,415,990
Total comprehensive income for the year		-	-	80,415,990	80,415,990
Issue of placement offer shares		2,000,000	-	-	2,000,000
Issue of entitlement offer shares		2,730,469	-	-	2,730,469
Issue of Tribeca offer shares and options		1,525,000	686,548	-	2,211,548
Issue of vendor offer shares		375,000	-	-	375,000
Share issue costs		(190,093)	-	-	(190,093)
Share-based payments expense	15(a)	-	34,328	-	34,328
Balance at 30 June 2022		144,046,751	3,277,765	(143,398,116)	3,926,400

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 A$	2022 A$
Cash flows from operating activities			
Payments to suppliers and employees		**(1,575,433)**	(476,688)
Interest received		**91,280**	-
Net cash outflow from operating activities	5	**(1,484,153)**	(476,688)
Cash flows from investing activities			
Payments for exploration and evaluation assets		**-**	(165,865)
Net cash outflow from investing activities		**-**	(165,865)
Cash flows from financing activities			
Proceeds from borrowings		**-**	400,000
Repayment of borrowings		**(400,000)**	-
Proceeds from issue of shares		**851,498**	4,730,469
Payments for share issue costs		**(199,954)**	-
Net cash inflow from financing activities		**251,544**	5,130,469
Net increase/(decrease) in cash and cash equivalents		**(1,232,609)**	4,487,916
Net foreign exchange differences		**-**	79
Cash and cash equivalents at beginning of the year		**4,535,363**	47,368
Cash and cash equivalents at the end of the year	5	**3,302,754**	4,535,363

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in preparing the financial report of GCX Metals Limited ("GCX" or "Company") and its consolidated entities ("Consolidated Entity" or "Group") for the year ended 30 June 2023 are stated to assist in a general understanding of the financial report.

GCX Metals Limited is a for profit company limited by shares, incorporated and domiciled in Australia. Our ordinary shares are listed on the Australian Securities Exchange, or ASX under the symbol "GCX".

The Group's principal activities are mineral exploration and development.

The financial report of the Group for the year ended 30 June 2023 was authorised for issue in accordance with a resolution of the Directors on 18 September 2023.

(a) Basis of Preparation

This general-purpose financial report has been prepared in accordance with Australian Accounting Standards ("AASBs") and other authoritative pronouncements of the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001*. The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The financial report has been prepared on a historical cost basis and is presented in Australian dollars (A$).

The consolidated financial statements have been prepared on the going concern basis, which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

(b) New standards, interpretations and amendments adopted by the Group

In the current period, the Group has adopted all of the new and revised Accounting Standards and Interpretations effective from July 1, 2022 that are mandatory.

The adoption of the aforementioned standards has no impact on the financial statements of the Company as at June 30, 2023. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

(c) New standards, interpretations and amendments not yet applied by the Group

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2023. Those which may be relevant to the Group are set out in the table below.

Standard or Interpretation	Application Date of Standard	Application Date for Group
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current	1 January 2024	1 July 2024
AASB 2021-7(a-c) Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections	1 January 2025	1 July 2025
AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants	1 January 2024	1 July 2024

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company and the results of all subsidiaries.

Control is achieved when the Company has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power.

Subsidiaries are all those entities (including special purpose entities) over which the Company has the power to govern the financial and operating policies, is exposed or has rights to variable returns from its involvement and has the ability to use its power to affect the returns of those entities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity.

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

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

A change in the ownership interest of a subsidiary that does not result in a loss of control, is accounted for as an equity transaction. All investments in subsidiaries made by the parent are held at cost.

(e) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

(f) Trade and Other Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses.

Unbilled receivables relate to goods sold for which invoices have not yet been issued to the customer but represent the Group's unconditional right to consideration for goods sold, because only the passage of time is required before payment of the consideration is due. These amounts are recognised and measured in the same manner as other trade receivables.

If collection of the amounts is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current.

As the majority of receivables are short term in nature, their carrying amount is assumed to be the same as their fair value.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Exploration and Development Expenditure

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method and with AASB 6 Exploration for and Evaluation of Mineral Resources.

Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable.

For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised and recognised as an exploration and evaluation asset. This includes option payments made to landowners under the Group's option agreements with local landowners which are considered part of the acquisition costs. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

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

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

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

All other exploration and evaluation expenditures are expensed as incurred. Once the technical feasibility and commercial viability of a program or project has been demonstrated with a bankable feasibility study, the carrying amount of the exploration and evaluation expenditure in respect of the area of interest is reclassified as a "mine development property".

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

Impairment

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

(h) Trade and other payables

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 60 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.

The carrying amounts of trade and other payables are considered to be the same as their fair values, due to their short-term nature.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

For the majority of borrowings, the fair values are not materially different to their carrying amounts, since the interest payable on those borrowings is either close to current market rates or the borrowings are of a short-term nature. Refer to Note 1(q) for fair value estimation accounting policy.

(j) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(k) Interest Income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial assets.

(l) Income tax

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

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

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

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

GCX Metals Limited and its wholly-owned Australian subsidiaries have not yet formed an income tax consolidated group under the tax consolidation regime.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Earnings per Share

Basic earnings per share ("EPS") is calculated by dividing the net profit or loss attributable to members of the Company for the reporting period, after excluding any costs of servicing equity, by the weighted average number of Ordinary Shares of the Company, adjusted for any bonus issue.

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

(n) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(o) Segment Reporting

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

Operating segments have been identified based on the information provided to the chief operating decision makers, being the executive management team.

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

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

Further information on segmental reporting is included in Note 17.

(p) Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

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

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Fair Value Estimation

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

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

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows. The fair value of forward exchange contracts is determined using forward exchange market rates at the reporting date.

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

(r) Issued and Unissued Capital

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

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

(s) Foreign Currencies

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

Exchange differences arising on the translation of monetary items are recognised in the Statement of Profit or Loss and other Comprehensive Income, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the other Comprehensive Income.

(iii) Group companies

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

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

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the Statement of Profit or Loss and other Comprehensive Income in the period in which the operation is disposed.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Share-Based Payments

Equity-settled share-based payments are provided to officers, employees, consultants and other advisors. These share-based payments are measured at the fair value of the equity instrument at the grant date. Fair value is determined using an appropriate option pricing model. Further details on how the fair value of equity-settled share-based payments has been determined can be found in Note 15.

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

Equity-settled share-based payments may also be provided as consideration for the acquisition of assets. Where Ordinary Shares are issued, the transaction is recorded at fair value based on the quoted price of the Ordinary Shares at the date of issue. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

(u) Use and Revision of Accounting Estimates, Judgements and Assumptions

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

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

- Share-based payments (refer Note 15); and
- Recognition of deferred tax asset (refer Note 3).

(v) Discontinued Operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which:

- Represents a separate major line of business or geographic area of operations;
- Is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

2. FINANCE EXPENSES

	2023 A$	2022 A$
Finance expenses		
Interest expense on parent guarantee liabilities	-	6,656,067
Net foreign exchange loss	-	3,068,130
	-	9,724,197

3. INCOME TAX

	2023 A$	2022 A$
Recognised in profit or loss		
Current income tax benefit in respect of the current year	-	-
Deferred tax relating to origination and reversal of temporary differences	-	-
Income tax expense reported in profit or loss	-	-
Reconciliation between tax expense and accounting loss before income tax		
Accounting profit/(loss) before income tax	**(1,058,926)**	80,415,990
At the domestic income tax rate of 30% (2022: 30%)	**(317,678)**	24,124,797
Expenditure not allowable for income tax purposes	**4,991**	10,583
Income not assessable for income tax purposes	-	(24,280,805)
Adjustments in respect of deferred income tax of previous years	**448,729**	451,216
Effect of deferred tax assets not brought to account	**(136,042)**	(305,791)
Income tax expense reported in profit or loss	-	-
Deferred tax assets and liabilities		
Deferred tax liabilities:		
Exploration and evaluation assets	**171,756**	171,756
Deferred tax assets used to offset deferred tax liabilities	**(171,756)**	(171,756)
	-	-
Deferred tax assets:		
Accrued expenditure	**16,714**	12,900
Capital allowances	-	-
Tax losses	**2,431,553**	2,536,116
Capital losses	**34,043,954**	34,087,918
Deferred tax assets used to offset deferred tax liabilities	**(171,756)**	(171,756)
Deferred tax assets not brought to account [(1)]	**(36,320,465)**	(36,465,178)
	-	-

Notes:

[(1)] The benefit of deferred tax assets not brought to account will only be brought to account if: (a) future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised; (b) the conditions for deductibility imposed by tax legislation continue to be complied with; and (c) no changes in tax legislation adversely affect the Group in realising the benefit. The Group will assess the recoverability of the unrecognised deferred tax assets once ‘commercial production’ has been declared.

4. DIVIDENDS PAID OR PROVIDED FOR ON ORDINARY SHARES

No dividends have been paid or proposed for the year ended 30 June 2023 (2022: Nil).

5. CASH AND CASH EQUIVALENTS

		2023 A$	2022 A$
Cash at bank and on hand		**3,302,754**	4,535,363
Total cash at bank and on hand		**3,302,754**	4,535,363
Reconciliation of profit/(loss) before income tax to net cash flows from operations			
Net profit/(loss) for the year		**(1,058,926)**	80,415,990
Adjustment for non-cash income and expense items:			
Net foreign exchange loss		**-**	3,068,130
Gain on extinguishment of financial liability		**-**	(90,660,214)
Share based payments	15(a)	**16,118**	34,328
Change in working capital:			
(Increase)/decrease in trade and other receivables		**41,935**	(29,254)
Increase/(decrease) in trade and other payables		**(483,280)**	38,266
Increase/(decrease) in other financial liabilities		**-**	6,656,066
Net cash outflow from operating activities		**(1,484,153)**	(476,688)

6. EXPLORATION AND EVALUATION ASSETS

	Note	2023 A$	2022 A$
Onslow Copper Gold Project		**572,521**	572,521
Carrying amount at 30 June[1]		**572,521**	572,521
Reconciliation			
Balance at 1 July		**572,521**	6,656
Additions		**-**	565,865
Carrying amount at 30 June[1]		**572,521**	572,521

Notes:

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

7. TRADE AND OTHER PAYABLES

	2023 A$	2022 A$
Related party loan(1)	-	400,000
Trade creditors	**23,650**	550,861
Accrued expenses	**36,900**	47,087
	60,550	997,948

Notes:

(1) On 9 September 2021, the Company accepted an offer from Arredo Pty Ltd, a company associated with Mr Ian Middlemas, to provide a $400,000 loan facility to the Company to provide working capital to facilitate the Company's shares being reinstated to trading on the ASX. The loan was unsecured, interest-free, and repayable at call. The loan was repaid in full on 20 July 2022.

8. OTHER FINANCIAL LIABILITIES

	2023 A$	2022 A$
Parent company guarantee liabilities(1):	-	-
	-	-
Reconciliation		
Balance at 1 July	-	83,372,486
Accrued interest	-	6,656,067
Foreign exchange differences	-	3,068,209
Deed of Release consideration – Tribeca shares(2)	-	(1,525,000)
Deed of Release consideration – Tribeca options(2)	-	(686,548)
Deed of Release consideration – Tribeca deferred shares(2)	-	(225,000)
Gain on extinguishment of parent company guarantee liabilities(2)	-	(90,660,214)
	-	-

Notes:

(1) In February 2020, the Company's wholly owned subsidiary, Hartshorne, and its U.S. affiliates, filed voluntary Chapter 11 petitions in the United States Bankruptcy Court. In September 2020, Hartshorne filed a proposed plan of liquidation, disclosure statement, and proposed plan solicitation procedures motion for the expedited wind down of their estates. In February 2021, the Bankruptcy Court confirmed the plan of liquidation and, on 23 February 2021, the plan became effective and Hartshorne commenced the final stages of winding up the estates. On 23 February 2021, Hartshorne executed a liquidation trust agreement and transferred its remaining assets and liabilities to a liquidation trust, as well as assigning remaining critical contracts and insurance policies. Hartshorne funded the carve-out escrow with the majority of Hartshorne's cash-on-hand and transferred any remaining cash to the liquidation trust. The Hartshorne entities were dissolved on the effective date. At the time the Hartshorne entities were dissolved, Hartshorne had a US$40.0 million term loan facility ("Term Loan Facility") payable to Tribeca (as agent) and a US$9.0 million royalty payable to SP2 Royalty Co, LLC (an entity of which certain funds advised by Tribeca are members) ("Royalty"). The parent entity, GCX Metals Limited, guaranteed to Tribeca (as agent) the performance of its subsidiary, Hartshorne, in relation to the US$40.0 million Term Loan Facility and related finance documents. The effect of the guarantee is that GCX Metals Limited had guaranteed to pay any outstanding amounts if Hartshorne did not meet its obligations under the terms of Term Loan Facility.

(2) In April 2021, the Company entered into a deed of release ("Deed of Release") with the Group's secured lenders (the "Tribeca Parties") whereby the Group's secured lenders released the Company from all obligations and liabilities as parent company guarantor to the Group's US$40.0 million term loan facility ("Term Loan Facility") and related finance documents, in return for the Tribeca Parties being issued 35.0 million shares and 20.0 million options (10.0 million exercisable at $0.07 each and 10.0 million exercisable at $0.09 each, expiring 5 years from date of issue) in the Company on a post Share Consolidation basis. The Deed of Release was completed on 16 June 2022, following the issue of 30.5 million shares and 20.0 million options to the Tribeca Parties, with the remaining 4.5 million deferred shares issued to the Tribeca Parties during the financial year, on 20 July 2022.

9. CONTRIBUTED EQUITY

	Note	2023 A$	2022 A$
Issued capital			
185,778,694 fully paid ordinary shares (30 June 2022: 164,248,729)	9(a)	**145,085,639**	144,046,751
		145,085,639	144,046,751

(a) Movements in issued capital

Date	Details	No. of Shares	A$
2023			
1 July 2022	Opening balance	**164,248,729**	**144,046,751**
20 July 2022	Issue of shortfall offer shares	**17,029,965**	**851,498**
20 July 2022	Issue of Tribeca deferred shares	**4,500,000**	**225,000**
	Share issue costs	**-**	**(37,610)**
30 June 2023	Closing balance	**185,778,694**	**145,085,639**
2022			
1 July 2021	Opening balance	632,782,393	137,606,375
28 April 2022	Share consolidation	(601,143,046)	-
19 May 2022	Issue of placement offer shares	40,000,000	2,000,000
27 May & 16 June 2022	Issue of Tribeca offer shares	30,500,000	1,525,000
16 June 2022	Issue of entitlement offer shares	54,609,382	2,730,469
16 June 2022	Issue of vendor offer shares	7,500,000	375,000
	Share issue costs	-	(190,093)
30 June 2022	Closing balance	164,248,729	144,046,751

(b) Rights Attaching to Shares

The rights attaching to fully paid ordinary shares ("Shares") arise from a combination of the Company's Constitution, statute and general law.

(i) *Shares* – The issue of shares in the capital of the Company and options over unissued shares by the Company is under the control of the Directors, subject to the Corporations Act 2001, ASX Listing Rules and any rights attached to any special class of shares.

(ii) *Meetings of Members* – Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act 2001. The Constitution contains provisions prescribing the content requirements of notices of meetings of members and all members are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is two shareholders. The Company holds annual general meetings in accordance with the Corporations Act 2001 and the Listing Rules.

(iii) *Voting* – Subject to any rights or restrictions at the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representative more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents. On a poll, each eligible member has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

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

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

10. RESERVES

	Note	2023 A$	2022 A$
Share-based payments reserve	10(b)	**3,044,994**	3,277,765
		3,044,994	3,277,765

(a) Nature and Purpose of Reserves

(i) *Share-based payments reserve* – The share-based payments reserve is used to record the fair value of options and rights issued by the Group to officers, employees, consultants, lenders and advisors.

(b) Movements in share-based payments reserve

Details	No. of Listed Options	No. of Unlisted Options	No. of Performance Rights	A$
2023				
Opening balance	**32,036,570**	**22,222,223**	**-**	**3,277,765**
Issue of shortfall offer listed options	**5,676,670**	**-**	**-**	**-**
Issue of consultant options	**-**	**1,500,000**	**-**	**-**
Expiry/forfeit of options[1]	**-**	**(222,223)**	**-**	**(248,889)**
Share-based payment expense	**-**	**-**	**-**	**16,118**
Closing balance	**37,713,240**	**23,500,000**	**-**	**3,044,994**
2022				
Opening balance	-	34,444,444	-	2,556,889
Share consolidation	-	(32,722,221)	-	-
Issue of placement offer listed options	13,333,364	-	-	-
Issue of Tribeca offer unlisted options	-	20,000,000	-	686,548
Issue of entitlement offer listed options	18,203,206	-	-	-
Issue of consultant offer options	500,000	500,000	-	-
Share-based payment expense	-	-	-	34,328
Closing balance	32,036,570	22,222,223	-	3,277,765

Notes:
(1) 222,223 vested, unlisted options expired during the period.

(c) Terms and Conditions of Listed Options

Listed share options ("Listed Options") are granted based upon the following terms and conditions:

- Each Listed Option entitles the holder to the right to subscribe for one Share upon the exercise of each Listed Option;
- The Listed Options are exercisable at A$0.07 each on or before 16 June 2027;
- The Listed Options are exercisable at any time prior to the expiry date;
- Shares issued on exercise of the Listed Options rank equally with the then Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Listed Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Listed Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- The Listed Options are quoted on ASX (ASX: GCXO).

10. RESERVES (Continued)

(d) Terms and Conditions of Unlisted Options

Unlisted share options ("Unlisted Options") are granted based upon the following terms and conditions:

- Each Unlisted Option entitles the holder to the right to subscribe for one Share upon the exercise of each Unlisted Option;
- The Unlisted Options have the following exercise prices and expiry dates:
  - 10,000,000 Unlisted Options exercisable at $0.07 each on or before 27 May 2027;
  - 10,000,000 Unlisted Options exercisable at $0.09 each on or before 27 May 2027;
  - 1,250,000 Unlisted Options exercisable at $0.09 each on or before 16 June 2027;
  - 1,500,000 Unlisted Options exercisable at $1.20 each on or before 21 February 2024; and
  - 750,000 Unlisted Options exercisable at $0.07 each on or before 16 June 2027.
- The Unlisted Options are exercisable at any time prior to the expiry date, subject to vesting conditions being satisfied (if applicable);
- Shares issued on exercise of the Unlisted Options rank equally with the then Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Unlisted Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Unlisted Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- No application for quotation of the Unlisted Options will be made by the Company.

11. ACCUMULATED LOSSES

	2023 A$	2022 A$
Balance at 1 July	**(143,398,116)**	(223,814,106)
Net profit/(loss) for the year	**(1,058,926)**	80,415,990
Adjustment to accumulated losses for expired options	**248,889**	-
Balance at 30 June	**(144,208,153)**	(143,398,116)

12. EARNINGS PER SHARE

The following reflects the income and share data used in the calculations of basic and diluted earnings per share:

	2023 A$	2022 A$
Net profit/(loss) attributable to members GCX Metals Limited:	**(1,058,926)**	80,415,990
Net profit/(loss) attributable to members of the parent used in calculating basic and diluted earnings per share	**(1,058,926)**	80,415,990

	2023 No. of Shares	2022 No. of Shares
Weighted average number of Ordinary Shares used in calculating basic and diluted loss per share	**184,657,956**	41,061,650

12. EARNINGS PER SHARE (Continued)

(a) Non-Dilutive Securities

As at 30 June 2023, 61,213,240 options (37,713,240 listed options exercisable at A$0.07 each, 10,750,000 unlisted options exercisable at A$0.07 each, 11,250,000 unlisted options exercisable at A$0.09 each and 1,500,000 unlisted options exercisable at A$1.20 each) which represent 61,213,240 potential ordinary shares, were considered non-dilutive as the exercise price of the options were greater than the average market price of the Company's ordinary shares during the year and as such have been excluded from the weighted average number of shares for the purposes of diluted earnings per share.

(b) Conversions, Calls, Subscriptions or Issues after 30 June 2023

Subsequent to 30 June 2023, there have been no other conversions to, calls of, subscriptions for, or issues of Shares or potential Shares since the reporting date and before the completion of this financial report.

13. RELATED PARTIES

(a) Subsidiaries

Name	Country of Incorporation	% Equity Interest	
		2023	2022
Onslow Gold Pty Ltd	Australia	100	100
KSZ Metals Pty Ltd	Australia	100	100

(b) Ultimate Parent

GCX Metals Limited is the ultimate parent of the Group.

(c) Key Management Personnel

The aggregate compensation made to Key Management Personnel of the Group is set out below:

	2023 A$	2022 A$
Short-term employee benefits	**(126,000)**	**-**
Post-employment benefits	**(10,080)**	**-**
Total compensation	**(136,080)**	**-**

(d) Transactions with Related Parties

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

On 9 September 2021, the Company accepted an offer from Arredo Pty Ltd, a company associated with Mr Ian Middlemas, to provide a $400,000 loan facility to the Company to provide working capital to facilitate the Company's shares being reinstated to trading on the ASX. The loan was unsecured, interest-free, and repayable at call. The loan was repaid in full during the 2023 financial year, on 20 July 2022. No other loans were provided to or received from Key Management Personnel during the year ended 30 June 2023.

Apollo Group Pty Ltd, a company of which Mr Mark Pearce is a director and beneficial shareholder, was paid or is payable $216,000 (2022: nil) for the provision of a fully serviced office and administrative, accounting and company secretarial services during the year ended 30 June 2023. The agreement has no fixed term and is able to be terminated by either party with one (1) months' notice.

On 20 July 2022, the Company issued the remaining 4,500,000 deferred shares to the Group's secured lenders (the "Tribeca Parties") pursuant to the Company's deed of release ("Deed of Release") with the Tribeca Parties. Mr Ben Cleary is a director of Tribeca Global Natural Resources Limited, one of the Tribeca Parties, and director and employee of Tribeca Investment Partners Pty Ltd, a related entity of the Tribeca Parties. Mr Haydn Smith is an employee of Tribeca Global Resources Pty Ltd and managing director of Tribeca Global Resources Credit Pty Ltd, related entities of the Tribeca Parties.

Further details relating to Key Management Personnel, including remuneration details and equity holdings, are included in the Remuneration Report.

14. PARENT ENTITY DISCLOSURES

	2023 A$	2022 A$
(a) Financial Position		
Assets		
Current assets	**3,399,157**	4,576,827
Non-current assets	**565,059**	500,485
Total assets	**3,964,216**	5,077,312
Liabilities		
Current liabilities	**41,736**	1,150,912
Total liabilities	**41,736**	1,150,912
Equity		
Contributed equity	**145,085,639**	144,046,751
Reserves	**3,044,994**	3,277,765
Accumulated losses	**(144,208,153)**	(143,398,116)
Total equity	**3,922,480**	3,926,400
(b) Financial Performance		
Profit/(loss) for the year	**(1,058,926)**	80,415,990
Total comprehensive income/(loss)	**(1,058,926)**	80,415,990

15. SHARE-BASED PAYMENTS

(a) Recognised Share-based Payments

From time to time, the Group grants options and rights to officers, employees, consultants, and advisors as part of remuneration and incentive arrangements. The number of shares, options or rights granted, and the terms of the options or rights granted are determined by the Board. Shareholder approval is sought where required.

During the past two years, the following expenses arising from share-based payments have been recognised:

	2023 A$	2022 A$
Expense arising from equity-settled share-based payment transactions	**16,118**	34,328

(b) Summary of Options Granted as Share-based Payments

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

	2023 No. of Options	2023 WAEP A$	2022 No. of Options	2022 WAEP A$
Outstanding at beginning of year	**22,722,223**	**$0.220**	34,444,444	$0.10
Consolidation during the year	**-**	**-**	(32,722,221)	$0.146
Granted during the year	**1,500,000**	**$0.08**	21,000,000	$0.074
Expired during the year	**(222,223)**	**($6.80)**	-	-
Outstanding at end of year	**24,000,000**	**$0.15**	22,722,223	$0.220

15. SHARE-BASED PAYMENTS (Continued)

The following options were granted as share-based payments during the past two years:

2023 Series	Security Type	Number	Grant Date	Expiry Date	Exercise Price $	Grant Date Fair Value $
Series 1	Options	750,000	17-November-22	16-June-27	A$0.07	A$0.0262
Series 2	Options	750,000	17-November-22	16-June-27	A$0.09	A$0.0246

2022 Series	Security Type	Number	Grant Date	Expiry Date	Exercise Price $	Grant Date Fair Value $
Series 1	Options	10,000,000	27-May-22	27-May-27	A$0.07	A$0.0352
Series 2	Options	10,000,000	27-May-22	27-May-27	A$0.09	A$0.0334
Series 3	Options	500,000	16-June-22	16-June-27	A$0.07	A$0.0352
Series 4	Options	500,000	16-June-22	16-June-27	A$0.09	A$0.0334

(c) Weighted Average Remaining Contractual Life

At 30 June 2023, the weighted average remaining contractual life of options on issue that had been granted as share-based payments was 3.7 years (2022: 4.9 years).

(d) Range of Exercise Prices

At 30 June 2023, the range of exercise prices of options on issue that had been granted as share-based payments was A$0.07 to A$1.20 (2022: A$0.07 to A$6.80).

(e) Weighted Average Fair Value

The weighted average fair value of options granted as share-based payments by the Group during the year ended 30 June 2023 was A$0.0254 (2022: A$0.144).

(f) Option Pricing Model

The fair value of employee options and lender options granted is estimated as at the date of grant using the Black-Scholes option valuation model taking into account the terms and conditions upon which the options were granted.

The table below lists the inputs to the valuation model used for share options granted by the Group during the last two years:

	2023		2022			
Inputs	Series 1	Series 2	Series 1	Series 2	Series 3	Series 4
Exercise price	A$0.07	A$0.09	A$0.07	A$0.09	A$0.07	A$0.09
Grant date share price	A$0.04	A$0.04	A$0.05	A$0.05	A$0.05	A$0.05
Dividend yield[1]	-	-	-	-	-	-
Volatility[2]	100%	100%	100%	100%	100%	100%
Risk-free interest rate	3.340%	3.340%	2.025%	2.025%	2.025%	2.025%
Grant date	17-Nov-22	17-Nov-22	27-May-22	27-May-22	16-June-22	16-June-22
Expiry date	16-June-27	16-June-27	27-May-27	27-May-27	16-June-27	16-June-27
Expected life (years)[3]	4.58	4.58	5.0	5.0	5.0	5.0
Fair value at grant date	A$0.0262	A$0.0246	A$0.0352	A$0.0334	A$0.0352	A$0.0334

Notes:
1 The dividend yield reflects the assumption that the current dividend payout will remain unchanged.
2 The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.
3 The expected life of the options is based on the expiry date of the options.

16. AUDITORS' REMUNERATION

The auditor of GCX Metals Limited is William Buck.

	2023 A$	2022 A$
Amounts received or due and receivable by the auditor, William Buck, for:		
Australian audit or review of the financial report of the entity and any other entity in the Group	**29,500**	28,000
Other assurance and agreed upon procedures	**-**	6,600
	29,500	34,600

17. SEGMENT INFORMATION

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

During the reporting period, the Consolidated Entity operated in one segment, being mineral exploration and development of mineral resource projects. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Consolidated Entity.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

The Group's principal financial instruments comprise receivables, payables, and cash and cash equivalents. The main risks arising from the Group's financial instruments are credit risk, liquidity risk, interest rate risk, commodity price risk and foreign currency risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure or management of these risks.

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

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents, security deposits and trade and other receivables.

There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	2023 A$	2022 A$
Cash and cash equivalents	**3,302,754**	4,535,363
Trade and other receivables	**107,755**	41,464
	3,410,509	4,576,827

With respect to credit risk arising from cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments. Where possible, the Group invests its cash and cash equivalents with banks that are rated the equivalent of investment grade and above. The Group's exposure and the credit ratings of its counterparties are monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

(c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due.

(d) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and short-term deposits with a floating interest rate. These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities, in the form of receivables, payables, and fixed interest borrowings are either non-interest bearing or have a fixed interest rate.

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

	2023 A$	2022 A$
Financial assets		
Cash and cash equivalents	**3,302,754**	4,535,363
Total	**3,302,754**	4,535,363

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

Interest rate sensitivity

A sensitivity of 1% (100 basis points) has been selected as this is considered reasonable given the current level of both short term and long-term interest rates. A 1% (100 basis points) movement in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2022.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(d) Interest Rate Risk (continued)

Interest rate sensitivity (continued)

	Profit or loss	
	+ 100 basis points A$	- 100 basis points A$
2023		
Financial assets		
Cash and cash equivalents	**33,028**	**(33,028)**
	33,028	**(33,028)**
2022		
Financial assets		
Cash and cash equivalents	45,354	(45,354)
	45,354	(45,354)

(e) Fair Value

At 30 June 2023 and 2022 the Group has no material financial assets and liabilities that are measured at fair value on a recurring basis.

All financial assets and financial liabilities of the Group at the reporting date are recorded at amounts approximating their carrying amount. No financial instruments are subsequently carried at fair value.

(f) Capital Management

The Group defines its capital as total equity of the Group, being A$3,922,480 as at 30 June 2023 (2022: A$3,926,400). The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while financing the development of its projects through primarily debt and equity-based funding.

(g) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of future cash flows will fluctuate because of changes in foreign currency exchange rates.

At 30 June 2023, the majority of the Group’s liabilities were denominated in A$. At the reporting date, the Group’s exposure to financial instruments denominated in US$ was as follows:

Exposure to US$	2023 US$ exposure A$	2022 US$ exposure A$
Financial liabilities		
Trade and other payables	-	(149,956)
Other financial liabilities	-	-
Net exposure	-	(149,956)

Foreign exchange rate sensitivity

At the reporting date, had the US$ appreciated or depreciated against the A$, as illustrated in the table below, profit and loss and equity would have been affected by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss	
	10% Increase A$	10% Decrease A$
2023		
Group	-	-
2022		
Group	(14,996)	14,996

19. CONTINGENT ASSETS AND LIABILITIES

As at 30 June 2023, the Group did not have any contingent assets or liabilities.

20. COMMITMENTS

As at 30 June 2023, the Group did not have any commitments other than disclosed below (2022: nil).

Exploration Expenditure – Australia

The Group has certain obligations with respect to tenements and minimum expenditure requirements in Australia relating to the Onslow Copper Gold Project.

	2023 A$	2022 A$
Commitments for exploration expenditure:		
Not longer than 1 year	**95,000**	95,000
Longer than 1 year and shorter than 5 years	**117,917**	212,917
	212,917	307,917

21. EVENTS SUBSEQUENT TO BALANCE DATE

(i) On 29 August 2023, the Company announced that it entered into a binding conditional agreement to acquire 100% of the issued capital in Dante Resources Pty Ltd. Dante holds a portfolio of West Australian exploration assets, including its flagship Dante Project located in the West Musgrave region. Subject to shareholder approval, consideration for the acquisition comprises the issue of 50,000,000 ordinary shares in the Company, the issue of 60,000,000 performance shares in the Company which convert into ordinary shares subject to the satisfaction of certain performance milestones, and repayment of a total of up to $350,000 in loans owed by Dante at completion. Completion of the acquisition is subject to several outstanding conditions precedent, including completion of due diligence by the Company and obtaining the necessary shareholder and regulatory approvals.

Other than the above, at the date of this report, there are no matters or circumstances, which have arisen since 30 June 2023 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2023, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2023, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2023, of the Group.

DIRECTORS' DECLARATION

In accordance with a resolution of the Directors of GCX Metals Limited:

1. In the opinion of the Directors:

   (a) the attached financial statements, notes and the additional disclosures included in the Directors' report designated as audited, are in accordance with the Corporations Act 2001, including:

      (i) section 296 (compliance with accounting standards and Corporations Regulations 2001); and

      (ii) section 297 (gives a true and fair view of the financial position as at 30 June 2023 and of the performance for the year ended on that date of the consolidated group); and

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

2. The attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1(a) to the financial statements.

3. The Directors have been given a declaration required by section 295A of the Corporations Act 2001 for the financial year ended 30 June 2023.

Signed in accordance with a resolution of the Directors.

HAYDN SMITH
Director

22 September 2023

WilliamBuck
ACCOUNTANTS & ADVISORS

GCX Metals Limited
Independent auditor's report to members

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of GCX Metals (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 other explanatory information, and the directors' declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and

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

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current year. The key audit matter was 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 this matter.

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William Buck
ACCOUNTANTS & ADVISORS

CARRYING VALUE OF EXPLORATION COST	
Area of focus **Refer also to notes 1(g) and 6**	**How our audit addressed it**
The Group has capitalised the acquisition costs of tenements related to the Onslow Copper Gold Project located in the Pilbara region of Western Australia. The carrying value of these costs represents a significant asset of the Company. This is a key audit matter as significant judgement is applied in determining whether the capitalised exploration costs continue to meet the recognition criteria of AASB 6 *Exploration for and Evaluation of Mineral Resources*.	Our procedures focussed on evaluating management's assessment on whether the exploration assets meet the recognition criteria of AASB 6, including: — Obtaining evidence that the Group has valid rights to explore the areas represented by the capitalised exploration costs. — Enquiring of management and reviewing the cashflow forecast to verify that substantive expenditure on further exploration for and evaluation of the mineral resources in the Group's areas of interest was planned. — Enquiring with management, reviewing ASX announcements made and minutes of director meetings to verify that the Group had not decided to discontinue activities in any of its areas of interest. — Reviewing management's impairment assessment on the carrying value of exploration assets as at 30 June 2023 to ensure balances stated are reasonable and not impaired.

Other Information

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

Our opinion on the financial report does not cover the other information and 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.

WilliamBuck
ACCOUNTANTS & ADVISORS

Responsibilities of the Directors for the Financial Report

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

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

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our independent auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 12 to 15 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of GCX Metals Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

William Buck

William Buck Audit (WA) Pty Ltd
ABN 67 125 012 124

CM

Conley Manifis
Director
Dated this 22nd day of September 2023

CORPORATE GOVERNANCE

GCX Metals Limited ("**Company**" or "**GCX**") and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board of GCX has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company. These documents are available in the Corporate Governance section of the Company's website, www.gcxmetals.com.au. These documents are reviewed at least annually to address any changes in governance practices and the law.

The Company's Corporate Governance Statement 2023, which explains how GCX complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' in relation to the period ended 30 June 2023, is available in the Corporate Governance section of the Company's website, www.gcxmetals.com.au, and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

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

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

ASX ADDITIONAL INFORMATION

1. TWENTY LARGEST HOLDERS OF LISTED SECURITIES

The names of the twenty largest holders of listed securities as at 31 August 2023 are listed below:

Ordinary Shares

Name	Number of Ordinary Shares	Percentage of Ordinary Shares
CITICORP NOMINEES PTY LIMITED	13,795,865	7.43
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	13,691,155	7.37
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	12,210,000	6.57
UBS NOMINEES PTY LTD	10,521,598	5.66
BOUCHI PTY LTD	6,757,268	3.64
ONSLOW METALS GROUP PTY LTD	6,000,000	3.23
RANDOLPH INVESTMENT PTY LTD <RANDOLPH DUKE INVEST A/C>	5,000,000	2.69
MASSIF HOLDINGS PTY LTD	4,000,000	2.15
ARGONAUT PARTNERS PTY LIMITED	3,975,000	2.14
VALOREM CAPITAL PTY LTD	3,510,000	1.89
MR RICHARD ALEXANDER ANDREW DE FRANCK <LUDBROOK SUPER FUND A/C>	3,500,000	1.88
DRFT MANAGEMENT PTY LTD <D ROBERTS INVEST NO2 A/C>	2,600,000	1.40
BT PORTFOLIO SERVICES LIMITED <WARRELL HOLDINGS S/F A/C>	2,595,958	1.40
AWJ FAMILY PTY LTD <A W JOHNSON FAMILY A/C>	2,326,388	1.25
VERVE INVESTMENTS PTY LTD	2,150,000	1.16
6466 INVESTMENTS PTY LTD	2,125,000	1.14
WESTBLOCK SERVICES PTY LTD <WESTBLOCK INVESTMENT A/C>	2,120,002	1.14
MR NICO OLIVER CIVELLI	2,000,000	1.08
JET CAPITAL PTY LTD <THE OSCROW FAMILY A/C>	2,000,000	1.08
MR LUDGER DAVID KOHMASCHER	2,000,000	1.08
Total Top 20	**102,878,234**	**55.38**
Others	82,900,460	44.62
Total Ordinary Shares on Issue	**185,778,694**	**100.00**

ASX ADDITIONAL INFORMATION (Continued)

1. TWENTY LARGEST HOLDERS OF LISTED SECURITIES (Continued)

Listed Options

Name	Number of Listed Options	Percentage of Listed Options
CITICORP NOMINEES PTY LIMITED	3,444,367	9.13
BOUCHI PTY LTD	2,252,424	5.97
GURRAVEMBI PTY LTD <THE GURRAVEMBI SUPER/F A/C>	1,666,668	4.42
RANDOLPH INVESTMENT PTY LTD <RANDOLPH DUKE INVEST A/C>	1,666,668	4.42
MS JOSEPHINE KATHLEEN PATOIR	1,250,000	3.32
ARGONAUT PARTNERS PTY LIMITED	1,200,001	3.18
MR PETER WOODMAN + MS DENISE ELIZABETH PRINGLE	837,334	2.22
VALOREM CAPITAL PTY LTD	705,336	1.87
VERVE INVESTMENTS PTY LTD	702,668	1.86
JET CAPITAL PTY LTD <THE OSCROW FAMILY A/C>	666,668	1.77
MR NICO OLIVER CIVELLI	666,667	1.77
MR JOHN PAUL WELBORN	661,523	1.76
AWJ FAMILY PTY LTD <A W JOHNSON FAMILY A/C>	654,399	1.74
MASSIF HOLDINGS PTY LTD	646,668	1.71
MR JASON BONTEMPO + MRS TIZIANA BATTISTA <MORRISTON SUPER FUND A/C>	633,334	1.68
WESTBLOCK SERVICES PTY LTD <WESTBLOCK INVESTMENT A/C>	620,001	1.64
J & J BANDY NOMINEES PTY LTD <J & J BANDY SUPER FUND A/C>	600,000	1.59
JALAVER PTY LTD <FALCON PENSION A/C>	600,000	1.59
WIMALEX PTY LTD <TRIO S/F A/C>	600,000	1.59
MR RICHARD ALEXANDER ANDREW DE FRANCK <LUDBROOK SUPER FUND A/C>	500,000	1.33
Total Top 20	**20,574,726**	**54.56**
Others	17,138,514	45.44
Total Ordinary Shares on Issue	**37,713,240**	**100.00**

2. DISTRIBUTION OF EQUITY SECURITIES

An analysis of numbers of holders of listed securities by size of holding as at 31 August 2023 is listed below:

	Ordinary Shares		Listed Options	
Distribution	Number of holders	Number of Ordinary Shares	Number of holders	Number of Listed Options
1 - 1,000	342	154,176	79	26,399
1,001 - 5,000	237	580,621	36	90,006
5,001 - 10,000	65	478,287	11	71,168
10,001 - 100,000	154	5,487,753	68	3,178,124
100,001 Over	170	179,077,857	79	34,347,543
Totals	**968**	**185,778,694**	**273**	**37,713,240**

There were 651 holders of less than a marketable parcel of Ordinary Shares.

3. VOTING RIGHTS

See Note 9(b) of the Notes to the Financial Statements.

ASX ADDITIONAL INFORMATION (Continued)

4. SUBSTANTIAL SHAREHOLDERS

Substantial shareholder notices have been received from the following at 31 August 2023:

Substantial Holder	Number of Ordinary Shares
Tribeca Investment Partners Pty Ltd	17,492,732

5. UNQUOTED SECURITIES

The names of the security holders holding 20% or more of an unlisted class of security at 31 August 2023 are listed below:

Holder	$1.20 Unlisted Options expiring 31-Dec-23	$0.07 Unlisted Options expiring 27-May-27	$0.09 Unlisted Options expiring 27-May-27	$0.09 Unlisted Options expiring 16-Jun-27	$0.07 Unlisted Options expiring 16-Jun-27
J P Morgan Nominees Australia Pty Limited	1,075,500	7,400,000	7,400,000	-	-
UBS Nominees Pty Ltd	424,501	2,600,000	2,600,000	-	-
Peter Woodman & Denise Elizabeth Pringle	-	-	-	500,000	-
Samuel Radford Moyle	-	-	-	750,000	750,000
Total	**1,500,001**	**10,000,000**	**10,000,000**	**1,250,000**	**750,000**
Total holders	*2*	*2*	*2*	*2*	*1*

6. ON-MARKET BUY BACK

There is currently no on-market buyback program for any of GCX Metals Limited's listed securities.

7. MINERAL RESOURCES STATEMENT

At 31 August 2023, the Company had no reported Mineral Resources or Ore Reserves for its exploration projects.

9. INTERESTS IN MINING PROPERTIES

At 31 August 2023, the Company had an interest in the following exploration mining tenements:

Project Name	Permit Number	Percentage Interest	Status
Onslow Cu-Au Project, Western Australia	E08/3311	100%	Granted
	E08/3529	100%	Pending
	E08/3197	80%	Granted
Southern Cross Li-REE Project, Western Australia	E77/3009	100%	Granted
	E77/3010	100%	Granted
	E77/3011	100%	Granted
	E77/3012	100%	Granted

9. FORWARD LOOKING STATEMENTS

This report may include forward-looking statements. These forward-looking statements are based on GCX's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of GCX, which could cause actual results to differ materially from such statements. GCX makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of that announcement.

ASX ADDITIONAL INFORMATION (Continued)

10. COMPETENT PERSONS STATEMENT

The information in this report that relates to Exploration Results for the Dante Project is extracted from the Company's ASX announcement dated 28 August 2023 and the information in this report that relates to Exploration Results for the Onslow Project is extracted from the Company's ASX announcements dated 22 June 2023, 20 February 2023, and 27 April 2022 ("Original ASX Announcements"). These announcements are available to view at the Company's website at www.gcxmetals.com.au. The Company confirms that: a) it is not aware of any new information or data that materially affects the information included in the Original ASX Announcements; b) all material assumptions included in the Original ASX Announcements continue to apply and have not materially changed; and c) the form and context in which the relevant Competent Persons' findings are presented in this report have not been materially changed from the Original ASX Announcements.

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GCX Metals

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