

**Coda Minerals Ltd.**  
ABN: 49 625 763 957

2023  
Directors' Report and  
Annual Financial Report

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**CCDA**  
MINERALS

Sustaining Tomorrow

## CORPORATE DIRECTORY

<b>Directors</b>	Keith Francis Jones – Non-Executive Chairperson Andrew Marshall – Non-Executive Director Colin Moorhead – Non-Executive Director Paul Hallam – Non-Executive Director Christopher Stevens – Chief Executive Officer
<b>Company secretary</b>	Susan Park
<b>Registered &amp; corporate office</b>	6 Altona Street West Perth , Western Australia 6005  Telephone: (08) 6270 6331 Email: <a href="mailto:info@codaminerals.com">info@codaminerals.com</a>
<b>Share registry</b>	Automic Group Level 5, 126 Phillip Street Sydney, New South Wales 2000  GPO Box 5193 Sydney, New South Wales 2001  Telephone: 1300 288 664 (within Australia) +61 2 9698 5414 (outside Australia) Email: <a href="mailto:hello@automicgroup.com.au">hello@automicgroup.com.au</a>
<b>Auditor</b>	RSM Australia Partners Level 32 Exchange Tower 2 The Esplanade Perth, Western Australia 6000
<b>Stock exchange listing</b>	Coda Minerals Limited shares are listed on the Australian Securities Exchange ASX code: COD
<b>Website</b>	<a href="http://www.codaminerals.com">www.codaminerals.com</a>
<b>Corporate Governance Statement</b>	<a href="http://www.codaminerals.com/about/#corporate_governance">www.codaminerals.com/about/#corporate_governance</a>

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**DIRECTORS' REPORT**  
For the year ended 30 June 2023

The directors of Coda Minerals Ltd ('the Company' or 'Coda') present their report together with the financial statements of the Company and its Subsidiaries ('the Group') for the financial year ended 30 June 2023 and the Auditor's Report thereon. In order to comply with the provisions of the *Corporations Act 2001*, the Directors' report is as follows:

**DIRECTORS**

The directors of the Company at any time during or since the end of the financial year were:

<b>Name &amp; Qualifications</b>	<b>Experience and Special Responsibilities</b>
<p>Mr Keith F Jones BBus, FCA, FAICD, FFin Non-Executive Chairman</p> <p>Appointed: 26 April 2018</p> <p>Other current directorships: Ecograf Limited (Appointed May 2023)</p> <p>Former directorships in last 3 years: Ora Banda Mining Limited (April 2019 to September 2022)</p>	<p>Mr Jones is an experienced public company Chairman with a background of over 40 years professional experience providing advisory and consulting services to the mining and resources sector.</p> <p>Mr Jones is the former Chairman of Deloitte Australia and served for 10 years on the Board of Deloitte Australia. He is the former Chairman of Gindalbie Metals Limited and Cannings Purple and former Non-Executive Director of ASX listed Company Ora Banda Minerals Limited</p> <p>Mr Jones has significant executive leadership experience serving for 15 years as the Managing Partner of Deloitte in Western Australia and as Leader of the National Chinese Services Group and National Energy and Resources Group.</p>
<p>Mr Andrew Marshall I Eng (UK), MAICD Non-Executive Director</p> <p>Appointed: 19 July 2019</p>	<p>Mr Andrew (Robin) Marshall has previously been involved in managing the successful delivery of some of the world's largest resource projects, including major projects for BHP Billiton, Vale Inco, Western Mining and North Limited.</p> <p>Most recently Mr Marshall oversaw the delivery of the Goldfields, Goldroad Gruyere Gold Project as Chairman of the Technical Steering Committee.</p> <p>At Vale Inco, he held the position of Project Director with responsibility for delivery of the multi-billion dollar Goro Nickel Project in New Caledonia through to its commissioning in early 2009. At BHP Billiton Iron Ore, Mr Marshall held the position of Vice President – Asset Development Projects with responsibility for the development of a number of projects in the first wave of expansion in the iron ore business sector.</p> <p>In addition to these roles, Mr Marshall also previously held key positions of Project Manager for the West Angelas Iron Ore Project with North Limited, Project Director with Iron Ore Company of Canada, Manager Projects for Forrestania Gold/LionOre Australia, Manager Engineering &amp; Project Services for Western Mining Corporation and Project Manager for Nedpac (Signet Engineering). Mr Marshall provides consulting services to major companies and has extensive experience with overseas projects and operations.</p>
<p>Mr Colin Moorhead BSc (Hons), FAusIMM (CP), FSEG, GAICD. Non-Executive Director</p> <p>Appointed: 21 August 2019</p> <p>Other current directorships: Xanadu Mines Ltd (Appointed November 2019)</p> <p>Aeris Resources Ltd (Appointed July 2020)</p> <p>Sihayo Gold Ltd (Appointed July 2020)</p> <p>Ramelius Resources Ltd (Appointed December 2022)</p> <p>Former directorships in last 3 years:</p>	<p>Mr Moorhead is an experienced mining professional. He is well recognised in the mining industry, including building safe, successful and highly regarded technical teams; ability to develop and deliver strategy, culture and governance; a thorough understanding of the technical, legal and commercial aspects of the mining business with an exposure to many different cultures and operating environments. Also recognised as a leader in the areas of health, safety, environment and community.</p> <p>Prior to joining Coda Minerals, he served as CEO PT Merdeka Copper Gold Tbk (2016-2018), EGM Minerals, Newcrest Mining Ltd, Australia (2008-2015), GM Resources &amp; Reserves of the same company (2006-2008), Geology Manager, PT Nusa Halmahera Minerals, Gosowong Gold Mine, Indonesia (2003-2006), Technical Services Manager, Cadia Holdings Ltd, NSW, Australia (1997-2003), and various other positions in the mining industry in a career spanning 36 years since 1987.</p> <p>In addition to this role at Coda, Colin is also the Executive Chairman of Xanadu Mines Ltd, Executive Chairman of Sihayo Gold Limited and a Non-Executive Director of Aeris Resources Limited and Ramelius Resources Limited.</p>

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**DIRECTORS' REPORT**  
For the year ended 30 June 2023

<p>Merdeka Copper Gold Ltd (January 2016 to July 2020)</p>	<p>Mr. Moorhead is a former President of The Australasian Institute of Mining and Metallurgy (AusIMM) and a former member of The JORC Committee. He is also a graduate of the Australian Institute of Company Directors and the Harvard Business School Advanced Management Program (AMP183, 2012)</p>
<p>Mr Paul Hallam BE(Hons)Mining, FAICD, FAusIMM Non-Executive Director</p> <p>Appointed: 21 August 2019</p> <p>Other current directorships:</p> <p>Greatland Gold Plc. (Appointed September 2021)</p> <p>Former directorships in last 3 years:</p> <p>Sandfire Resources Ltd (May 2013 to November 2021)</p>	<p>Mr Hallam has more than 40 years Australian and international resource industry experience. His operating and corporate experience is across a range of commodities (iron ore, bauxite, alumina, aluminium, gold, silver, copper, zinc and lead) and includes both surface and underground mining. Mr Hallam retired in 2011 to pursue a career as a professional non-executive director. He has held Australian and international non-executive director roles since 1997.</p> <p>His former executive roles include Director – Operations with Fortescue Metals Group, Executive General Manager – Developments &amp; Projects with Newcrest Mining Limited, Director – Victorian Operations with Alcoa and Executive General Manager – Base and Precious Metals with North Ltd.</p> <p>Mr Hallam is a qualified mining engineer and holds a BE (Hons) Mining from Melbourne University and a Certificate of Mineral Economics from Curtin University. He is a Fellow of the Australian Institute of Company Directors and the Australasian Institute of Mining &amp; Metallurgy.</p>
<p>Mr Chris Stevens BA (Hons), MA (Oxon), MSc, GAICD, FAusIMM Chief Executive Officer</p> <p>Appointed: 26 April 2018</p> <p>Former directorships in last 3 years:</p> <p>Enterprise Metals Limited (October 2021 to January 2023)</p>	<p>Mr Stevens is an experienced resources executive and mineral economist who joined Coda after holding the role of CEO at Gindalbie Metals. Prior to joining Gindalbie in 2016, Mr Stevens was the Western Australian Mining Consulting Lead at PricewaterhouseCoopers (PwC), where he managed professional teams to devise strategy, evaluate investment options and assist in delivery of major transactions for various ASX listed mining and energy companies.</p> <p>Prior to joining PwC, Mr Stevens held senior roles in the mining industry including General Manager- Commercial at Asia Iron and Commercial Manager at Gindalbie Metals.</p> <p>In addition to his executive resources experience, Mr Stevens has over 18 years' experience working with Chinese companies in commercial consulting and private equity. Mr Stevens is a Fellow of the AusIMM, holds an Honours degree from the University of Oxford, a Master of Science in Mineral Economics from Curtin University, and is a fluent Chinese speaker.</p>

**COMPANY SECRETARY**

The Company's company secretary is Ms Susan Park BCom, ACA, F Fin, FGIA, FCIS, GAICD. Ms Park was appointed to the position of company secretary on 25 November 2020.

**PRINCIPAL ACTIVITIES**

The principal activities of the Company during the financial year were primarily focused on the progression of exploration and evaluation activities associated with the Elizabeth Creek Copper Cobalt Project ("Elizabeth Creek") in South Australia. The Company also advanced exploration work at the Cameron River Copper Gold Project ("Cameron River") as well as engaging in the evaluation of projects and potential joint ventures with other mining companies to explore for minerals.

**REVIEW OF OPERATIONS**

Coda is focused on the discovery and development of minerals that are leveraged to the global energy transformation through electrification and the adoption of renewable energy technologies. Coda's flagship asset is the 100%-owned Elizabeth Creek Copper-Cobalt Project, located in the world-class Olympic Copper Province in the Eastern Gawler Craton, South Australia's most productive copper belt. Elizabeth Creek is centred 100km south of BHP's Olympic Dam copper-gold-uranium mine, 15km from its new Oak Dam West Project and 50km west of its Carrapateena copper-gold project.

Coda consolidated 100% ownership of the Elizabeth Creek Copper Project after completing the acquisition of its former joint venture partner, Torrens Mining, in the first half of 2022. In December 2021, Coda announced a maiden Indicated and Inferred Mineral Resource Estimate for the Emmie Bluff copper-cobalt deposit at Elizabeth Creek comprising 43Mt

## DIRECTORS' REPORT

### For the year ended 30 June 2023

@ 1.3% copper, 470ppm cobalt, 11g/t silver and 0.15% zinc (1.84% CuEq<sup>1</sup>) containing approximately 560kt copper, 20kt cobalt, 15.5Moz silver and 66kt zinc (800kt CuEq<sup>1</sup>). Importantly, 92% of the contained metal is classified in the higher confidence 'Indicated Resource' category and is available for use in mining studies. Emmie Bluff is one of three known 'Zambian-style' copper-cobalt deposits at Elizabeth Creek, including JORC 2012 compliant Indicated Mineral Resources at the Windabout (18Mt @ 1.14% CuEq<sup>1</sup>) and MG14 (1.8Mt @ 1.67% CuEq<sup>1</sup>) deposits. Collectively, the three resources at Elizabeth Creek now host a total of 1.1 million tonnes of contained copper equivalent.

In March 2023, Coda released the results of the Elizabeth Creek Copper-Cobalt Project Scoping Study, which outlined an economically robust, long-life project with potential to further improve on several key metrics. The project has a relatively low CAPEX by comparison to its peers, and has a competitive AISC of US\$2.13/lb Cu produced, with an approximate pre-tax NPV<sub>8</sub> of \$570M and an IRR of 26.5%.

Coda also discovered a significant IOCG system adjacent to and below the Emmie Bluff target, with initial deep diamond drilling in June 2021 intersecting 200m of intense IOCG alteration at the Emmie IOCG target, including approximately 50m of copper sulphide mineralisation. Since then, Coda has drilled 21 holes into Emmie IOCG, with all but three returning significant widths of mineralisation, some over 3% copper and 0.5g/t gold.

Coda has a dual strategy for success at Elizabeth Creek. Firstly, carrying out detailed optimisation in key areas of the successful Scoping Study to enhance the economic potential of the known sediment-hosted Mineral Resources on the tenure, while simultaneously undertaking exploration to further define and extend known Zambian-style copper-cobalt resources across multiple prospects. Secondly, it is undertaking a substantial geophysics programme at the Emmie IOCG prospect to further understand the structures and extent of the geological model defined over historical drilling. The large scale ongoing geophysical analysis will assist in making decisions about drill target locations and is expected to result in the delineation of multiple new, high priority targets

Coda also has a Farm-In and Joint Venture Agreement with Wilgus Investments Pty Ltd to acquire up to 80% ownership of the Cameron River Copper-Gold Project, located in the highly prospective Mount Isa Inlier in Queensland. The Project comprises 35km<sup>2</sup> of copper and gold exploration tenure spanning two Exploration Permits (EPs 27042 and 27053). Through the Torrens Mining acquisition, Coda also owns exploration tenements in Victoria, New South Wales and Papua New Guinea.

Key events for the year ended 30 June 2023:

- Completion of the Elizabeth Creek Copper-Cobalt Scoping Study demonstrating robust economics from the development of a low-technical risk operation in a Tier-1 location. Key Scoping Study highlights include:
  - Average forecast steady-state annual production of approximately 25,000tpa copper and 1,000tpa cobalt at a lifetime average grade of 1.86% CuEq (1.29% Cu and 515ppm Co);
  - Pre-production CAPEX of approximately \$277 million. Payback period for total capital of approximately 4.75 years (pre-tax);
  - Estimated pre-tax NPV<sub>8</sub> of approximately \$570 million and 26.5% IRR; and
  - Total pre-tax revenue of approximately \$5.73 billion over the life-of-mine.
- Tight-spaced gravity survey completed over Emmie IOCG and Ambient Noise Tomography (ANT) geophysical survey completed over Emmie IOCG and Elaine. Detailed interpretation of Emmie IOCG ANT results released, transforming the Company's understanding of the IOCG opportunity and the potential for extensions to the shallower Emmie Bluff copper-cobalt mineralisation.
- Maiden drill program completed at Copper Weed/Rebound and Bluey/Bingo trends of the Cameron River Copper-Gold Project, with results released in October 2022. On 3 November 2022, Coda exceeded the Stage 1 expenditure threshold of \$1 million in exploration expenditure under the Cameron River Farm-in and Joint Venture Agreement, and notified its joint venture partner, Wilgus Investments Pty Ltd. Consequently, Coda has the right to a 51% interest in the Cameron River Project tenements.
- Coda completed the divestment of the Mt Piper Project (comprising EL6775, EL7331, EL7337, EL7366, EL7380 and application ELA7481) to Kalamazoo Resources Limited, and was granted three tenements in Victoria at Club Terrace (EL7342 and EL7584) and Balmoral (EL7637).
- In November 2022 the Company raised \$3.8 million through a placement resulting in the issuance of 15.9 million new shares. There were no special terms or features attached to the shares on offer. Directors of the Company also applied for 1,341,667 shares in total to raise an additional \$322,000, and this was approved by shareholders at the Extraordinary General Meeting on the 7<sup>th</sup> of February 2023.

## FINANCIAL RESULTS

The net loss for the year ended 30 June 2023 was \$7,762,665 (net loss for the year ended 30 June 2022 was \$14,210,882). As at the reporting date, the Company has \$4,717,592 of cash reserves.

<sup>1</sup> See on statement regarding metal equivalent calculations on page 52.

DIRECTORS' REPORT  
For the year ended 30 June 2023

**SIGNIFICANT CHANGES IN STATE OF AFFAIRS**

There were no significant changes in the state of affairs of the Company during the year not otherwise disclosed in this report.

**EVENTS SUBSEQUENT TO REPORTING DATE**

No matters or circumstances have arisen since the end of the financial year apart from the following:

- On the 5<sup>th</sup> of July 2023, 994,437 performance rights were issued to employees under the Employee Incentive Plan;
- On the 5<sup>th</sup> of July 2023, 46,316 performance rights were cancelled that were under the Employee Incentive Plan; and
- On the 5<sup>th</sup> of July 2023, 359,269 Coda shares were issued to employees upon the exercise of vested performance rights that were under the Employee Incentive Plan.

**ONGOING WORK**

**Elizabeth Creek Copper Cobalt Project**

**Scoping study**

Coda has made material progress on multiple optimisation projects including the applicability of XRF ore sorting to the Emmie Bluff deposit and ongoing efforts to improve the metallurgical flowsheet for the Elizabeth Creek Copper Cobalt Project. Final reports from these work programmes remain pending and will be released to market as soon as possible.

**Exploration**

In July 2023 Coda initiated a 61 station ground magnetotelluric survey immediately adjacent to the Emmie Bluff Mineral Resource. This survey, which is designed to complement a similar historical survey completed in 2010, will assist in defining the geometry of the basin which hosts Emmie Bluff, as well as identifying any potential similar extensional basins in the highly prospective regions to the east and southeast of the existing Resource. The survey will also cover prospective IOCG targets in the area.

**Other Projects**

**Exploration**

The Company was informed that the application process had formally commenced for a 73km<sup>2</sup> package of ground (ELA 2023/00034) immediately adjacent to the Elizabeth Creek Copper Cobalt Project. The Company considers the ground prospective for sediment-hosted copper-cobalt deposits similar to the nearby MG14 and Windabout deposits.

Rock chip samples from Coda's Club Terrace Project in Victoria were submitted for assay post year end and results are pending.

**CORPORATE GOVERNANCE**

In recognising the need for high standards of corporate behaviour and accountability, the Directors support and have substantially adhered to the best practice recommendations set by the ASX Corporate Governance Council. The Company's corporate governance policies are all available on the Company's website at [www.codaminerals.com](http://www.codaminerals.com)

**COMMITTEE MEMBERSHIPS**

The Company maintains an Audit and Risk Committee and a Nomination and Remuneration Committee which consist of the following Directors:

<b>Audit and Risk Committee</b>	<b>Nomination and Remuneration Committee</b>
P Hallam (Chair)	KF Jones (Chair)
KF Jones	A Marshall
A Marshall	P Hallam
	C Moorhead

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DIRECTORS' REPORT  
For the year ended 30 June 2023

**DIRECTORS' MEETINGS**

The number of Directors' meetings held during the financial year and the numbers of meetings attended by each Director were:

	Directors' meetings		Nomination and Remuneration Committee meetings		Audit and Risk Committee meetings	
	Held	Attended	Held	Attended	Held	Attended
KF. Jones	9	9	3	3	2	2
A. Marshall	9	9	3	3	2	2
C. Moorhead	9	9	3	3	2	2
P. Hallam	9	9	3	3	2	2
C. Stevens	9	9	3	3	2	2

**ENVIRONMENTAL REGULATION**

The Company's current exploration and development activities are conducted in accordance with environmental regulations under both Commonwealth and State legislation.

As stated in the Environmental Policy, the Company is committed to achieving superior standards in its environmental performance. It has employed environmental professionals to monitor this area of operating performance, with responsibility for monitoring of environmental exposures and compliance with environmental regulations.

Compliance with the requirements of environmental regulations and with specific requirements of the relevant managing authorities including the Department of Environment and Conservation, and the Department of Industry and Resources was achieved across all aspects of the current operations.

There were no instances of non-compliance in relation to any instructions or directions from the relevant governing agencies. The Board is not aware of any significant breaches during the period covered by this report.

**KEY BUSINESS RISK**

The Company's exploration and evaluation operations will be subject to the normal risks of mineral exploration. The material business risks that may affect the Company are summarised below.

**Future capital raisings**

The Company's ongoing activities may require substantial further financing in the future. The Company will require additional funding to continue its exploration and evaluation operations on its projects with the aim to identify economically mineable reserves and resources. Any additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price and debt financing, if available, may involve restrictive covenants which limit the Company's operations and business strategy. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

**Exploration risk**

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Exploration on the Company's existing tenements may be unsuccessful, resulting in a reduction in the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the tenements. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability. If the level of operating expenditure required is higher than expected, the financial position of the Company may be adversely affected.

**Mineral resource estimate risk**

Mineral resource estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates were appropriate when made but may change significantly when new information becomes available. There are risks associated with such estimates. Mineral resource estimates are necessarily imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value. Cobalt, copper, silver and zinc metal price fluctuations, as well as increased production costs or reduced throughput and/or recovery rates, may render resources containing relatively lower grades uneconomic and may materially affect resource estimations.

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# REMUNERATION REPORT - AUDITED

## For the year ended 30 June 2023

### REMUNERATION REPORT – Audited

The directors present the Coda Minerals Ltd 2023 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

#### (a) Key management personnel

The following persons were deemed to be Key Management Personnel (“KMP”) during or since the end of the financial year for the purpose of Section 300A of the *Corporations Act 2001* and unless otherwise stated were KMP for the entire reporting period.

##### Non-executive directors

Keith F. Jones	Non-Executive Director & Chair
Andrew Marshall	Non-Executive Director
Colin Moorhead	Non-Executive Director
Paul Hallam	Non-Executive Director

##### Executive directors

Chris Stevens	Chief Executive Officer & Executive Director
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##### Other executives

Kudzai Mtsambiwa	Chief Financial Officer
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#### (b) Remuneration policy for key management personnel

The Board is responsible for determining the appropriate remuneration for directors and senior management via the Remuneration Committee. The committee is made up of independent non-executive directors.

The Company’s remuneration policy is designed to:

- ensure that coherent remuneration policies and practices are observed which enable the attraction and retention of directors and management who will create value for shareholders;
- fairly and responsibly reward directors and senior management having regard to the Company’s performance, the performance of the senior management and the general pay environment; and
- comply with all relevant legal and regulatory provisions.

##### Non-executive directors

The board’s policy is to remunerate Non-executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Remuneration Committee on behalf of the board determines payments to the Non-executive Directors and reviews their remuneration annually to ensure it remains aligned to business needs and meets remuneration principles. From time to time, the committee also engages external remuneration consultants to assist with this review. Although no remuneration consultant was engaged during the current Financial Year the board undertook comparable benchmarking of peer remuneration in the previous financial year. In particular, the board aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the company to attract and retain key talent;
- aligned to the company’s strategic and business objectives and the creation of shareholder value;
- transparent and easily understood; and
- acceptable to shareholders.

The maximum aggregate amount of fees that can be paid to Non-executive Directors is \$950,000 as approved by shareholders in July 2019. 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.

##### Executive directors and other senior executives

The remuneration policy for employees is developed by the Remuneration Committee taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The Board will make decisions regarding the remuneration of executive directors and senior management having regard to various factors including performance and any recommendations made by the Managing Director/CEO, senior management, compensation consultants and other advisors. The Board will also make a decision regarding the remuneration of non-executive directors having regard to, amongst other things, any recommendations made by compensation consultants and other advisors.



REMUNERATION REPORT - AUDITED  
For the year ended 30 June 2023

**Remuneration policy for key management personnel (continued)**

The Company adopted a Employee Incentive Plan ("EIP") for its staff, executive KMP and Non-executive Directors on 19 June 2020 and this was subsequently updated on 9 November 2022 following shareholder approval. The board believes that the EIP will assist the Company in remunerating and providing ongoing incentives to employees of the Company. The rules of the EIP enable the Company to issue shares, options or performance rights to eligible personnel subject to performance and vesting conditions determined by the Company.

All remuneration provided to KMP in the form of share based payments are valued pursuant to AASB 2 Share-Based Payment at fair value on grant date and are expensed on a pro rata basis over the vesting period of the relevant security.

**(c) Elements of remuneration**

Remuneration for non-executive directors may contain any or all of the following:

- (i) annual fees - reflecting the value of the individuals' personal performance, time commitment and responsibilities of the role;
- (ii) equity based remuneration - issues of shares or securities, reflecting the contribution of the Director towards the Company's medium and long term performance objectives; and
- (iii) other benefits - superannuation payments, but not including retirement benefits that are additional to the individual's superannuation.

Remuneration for executive directors and other senior executives may incorporate fixed and variable pay performance elements with both a short term and long term focus.

Remuneration packages may contain any or all of the following:

- (i) annual base salary - reflecting the value of the individuals' personal performance, their ability and experience, as well as the Company's obligations at law and labour market conditions and should be relative to the scale of the business of the Company;
- (ii) performance based remuneration - rewards, bonuses, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution having regard to clearly specified performance targets and to the Company's circumstances, values and risk appetite;
- (iii) equity based remuneration - share participation via employee share and option schemes, reflecting the Company's short, medium and long term performance objectives;
- (iv) other benefits - such as holidays, sickness benefits, superannuation payments and long service benefits;
- (v) expense reimbursement - for any expenses incurred in the course of the personnel's duties; and
- (vi) termination payments - any termination payments should reflect contractual and legal obligations and will not be made when an executive is removed for misconduct.

**(d) Voting and comments made at the company's 2022 Annual General Meeting ('AGM')**

At the 2022 AGM, 99% of the total votes cast in the poll supported the adoption of the remuneration report for the year ended 30 June 2022. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

**(e) Link between remuneration and performance**

The table below sets out summary information about the Consolidated Entity's earnings and movements in shareholder wealth for the three years to June 2023 (The Company listed on 28 October 2020).

	30 June 2023	30 June 2022	30 June 2021
	\$	\$	\$
Revenue	-	-	-
EBITDA	(7,762,070)	(14,070,685)	(6,401,000)
EBIT	(7,924,530)	(14,218,215)	(6,523,750)
Net loss before tax	(7,762,665)	(14,210,882)	(6,523,291)
Net loss after tax	(7,762,665)	(14,210,882)	(6,523,291)
Total comprehensive loss	(7,846,540)	(14,210,882)	(6,523,291)
	<b>\$/share</b>	<b>\$/share</b>	<b>\$/share</b>
Share price at start of year	\$0.26	\$1.25	\$0.30 <sup>2</sup>
Share price at end of year	\$0.21	\$0.26	\$1.25
	<b>cents/share</b>	<b>cents/share</b>	<b>cents/share</b>
Basic loss per share	(0.06)	(0.14)	(0.09)

<sup>2</sup> The Company listed on ASX on 28 October 2020 at \$0.30 per share.

REMUNERATION REPORT - AUDITED

For the year ended 30 June 2023

(f) KMP remuneration expenses

The KMP received the following amounts during the year as compensation for their services as directors and executives of the Company.

2023	Short-Term Employee Benefit				Post-Employment Benefit	Share Based Payments		Total	Remuneration Linked to Performance
	Salary & Fees	Bonus <sup>(iii)</sup>	Non-Monetary <sup>(ii)</sup>	Annual Leave Movement <sup>(i)</sup>	Super-annuation	Performance Rights	Options		
	\$	\$	\$	\$	\$	\$	\$		
<b>Non-executive directors</b>									
Keith F. Jones	100,000	-	-	-	10,500	-	28,000	138,500	-
Andrew Marshall	50,000	-	-	-	5,250	-	9,333	64,583	-
Colin Moorhead <sup>(iv)</sup>	53,937	-	-	-	1,313	-	9,333	64,583	-
Paul Hallam	50,000	-	-	-	5,250	-	9,333	64,583	-
	253,937	-	-	-	22,313	-	55,999	332,249	-
<b>Executive directors</b>									
Chris Stevens	328,997	90,610	3,600	13,117	25,292	98,736	28,000	588,352	32%
	328,997	90,610	3,600	13,117	25,292	98,736	28,000	588,352	
<b>Other executives</b>									
Kudzai Mtsambiwa	235,000	49,925	3,600	5,662	25,216	35,073	-	354,476	24%
	235,000	49,925	3,600	5,662	25,216	35,073	-	354,476	
<b>Total</b>	817,934	140,535	7,200	18,779	72,821	133,809	83,999	1,275,077	

Notes:

(i) The amounts disclosed represent the movement in the associated annual leave provision balances. The value may be negative when an Executive resigns or takes more leave than the entitlement accrued during the year.

(ii) Non-monetary benefits relate to office car parking.

(iii) The FY23 bonus was approved by the Remuneration Committee in June 2023 following analysis of attainment of KPIs against criteria set. Bonuses for eligible employees are based on a percentage of Total Fixed Remuneration (TFR) and assessed against companywide criteria. During the FY23 period, the CEO was eligible for a cash bonus of up to 33% of TFR and the CFO was eligible for a cash bonus of up to 25% of TFR. During the FY23 period, the cash bonus paid to the CEO was 26% of TFR and the cash bonus paid to the CFO was 19% of TFR.

(iv) Mr Moorhead received a superannuation guarantee employer shortfall exemption certificate from the Australian Taxation Office and as such the shortfall in superannuation was paid as directors fees.

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REMUNERATION REPORT - AUDITED  
For the year ended 30 June 2023

FY23 KPIs were set based on the following criteria:

Area	Threshold	Target	Exceed	Weight
	50%	75%	100%	
<b>1. Safety, Environment and Heritage</b>	76-100% Construction and Mining Industry benchmark LTIFR.	51-75% Construction and Mining Industry benchmark LTIFR.	≤50% Construction and Mining Industry benchmark LTIFR.	10%
<b>2. Adherence to Budget</b>	Adherence to approved FY23 budget with utilisation of contingency and minor overruns or variations.	Adherence to FY23 budget with strong budgetary controls and no material overruns or material variations.	Board assesses budgetary control to be beyond expectations and with clear overperformance and/ or cost savings identified.	20%
<b>3. Share Price</b>	Share price performance in top 50% of selected basket of peers.	Share price performance in top 75% of selected basket of peers.	Share price growth resulting in an enterprise value > 300% of listing value and being in top quartile of peers.	30%
<b>4. Scoping Study</b>	Completion and delivery of board approved Scoping Study for the Elizabeth Creek Copper Project.	Completion and delivery of board approved Scoping Study for the Elizabeth Creek Copper Project with an NPV:CAPEX ratio > 0.5:1 and board approved funding plan to proceed with critical path PFS items.	Completion and delivery of board approved Scoping Study for the Elizabeth Creek Copper Project with an NPV:CAPEX ratio > 1:1 and board approved funding plan to proceed into PFS.	25%
<b>5. Exploration &amp; Business Development</b>	Completion of ANT and Tight Spaced Gravity surveys with clear go-forward targets with board approval to proceed and/ or material progress towards a board approved M&A transaction.	Completion of geophysical programmes and completion of associated board approved drilling programmes leading to discovery of economic grade mineral intercepts remaining open for continued exploration. And/ or completion of a material board approved M&A transaction.	Completion of geophysical programmes and completion of associated board approved drilling programmes leading to discovery of economic grade mineralisation of significant scale and project impact. And/ or completion of a board approved M&A transaction leading to increased JORC Resource base.	15%

In June 2023 the board passed and approved the payment of bonus against the KPIs as follows:

Area	1	2	3	4	5
<b>KPI</b>	Safety	Budget	Share Price	Scopting Study	Exploration & Business Development
<b>KPI Weighting</b>	10%	20%	30%	25%	15%
<b>Award Recommended</b>	Exceed	Exceed	Threshold	Exceed	Threshold
<b>Award % Recommended</b>	100%	100%	50%	100%	50%

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REMUNERATION REPORT - AUDITED

For the year ended 30 June 2023

2022	Short-Term Employee Benefit				Post-Employment Benefit	Share Based Payments		Total	Remuneration Linked to Performance
	Salary & Fees	Bonus <sup>(v)</sup>	Non-Monetary <sup>(iii)</sup>	Annual Leave Movement <sup>(ii)</sup>	Super-annuation	Performance Rights	Options		
	\$	\$	\$	\$	\$	\$	\$		
<b>Non-executive directors</b>									
Keith F. Jones	100,000	-	-	-	10,000	-	28,000	138,000	-
Andrew Marshall	50,000	-	-	-	5,000	-	9,333	64,333	-
Colin Moorhead <sup>(vi)</sup>	52,500	-	-	-	2,500	-	9,333	64,333	-
Paul Hallam	50,000	-	-	-	5,000	-	9,333	64,333	-
Zhu Changjiang <sup>(iv)</sup>	-	-	-	-	-	-	-	-	-
	252,500	-	-	-	22,500	-	55,999	330,999	-
<b>Executive directors</b>									
Chris Stevens	328,997	69,300	3,600	16,449	23,568	52,369	28,000	522,283	23%
	328,997	69,300	3,600	16,449	23,568	52,369	28,000	522,283	
<b>Other executives</b>									
Kudzai Mtsambiwa <sup>(i)</sup>	184,385	28,927	2,791	9,182	17,796	-	-	243,081	12%
	184,385	28,927	2,791	9,182	17,796	-	-	243,081	
<b>Total</b>	<b>765,882</b>	<b>98,227</b>	<b>6,391</b>	<b>25,631</b>	<b>63,864</b>	<b>52,369</b>	<b>83,999</b>	<b>1,096,363</b>	

Notes:

(i) Mr Mtsambiwa was appointed Chief Financial Officer on 20 September 2021.

(ii) The amounts disclosed represent the movement in the associated annual leave provision balances. The value may be negative when an Executive resigns or takes more leave than the entitlement accrued during the year.

(iii) Non-monetary benefits relate to office car parking.

(iv) Mr Zhu Changjiang resigned on 31 August 2021.

(v) The FY22 bonus was approved by the Remuneration Committee in June 2022 following analysis of attainment of KPIs against criteria set. Bonuses for eligible employees are based on a percentage of Total Fixed Remuneration (TFR) and assessed against companywide criteria. During the FY22 period, the CEO was eligible for a cash bonus of up to 33% of TFR and the CFO was eligible for a cash bonus of up to 25% of TFR. During the FY22 period, the cash bonus paid to the CEO was 20% of TFR and the cash bonus paid to the CFO was 14% of TFR.

(vi) Mr Moorhead received a superannuation guarantee employer shortfall exemption certificate from the Australian Taxation Office and as such the shortfall in superannuation was paid as directors fees.

DIRECTORS' REPORT  
For the year ended 30 June 2023

(g) KMP contractual arrangements

Executive directors and other executives

Component	Executive Director – Chris Stevens	Other Executive – Kudzai Mtsambiwa
Total Fixed remuneration	\$ 388,500 inclusive of superannuation	\$ 276,501 inclusive of superannuation
Contract duration	Ongoing contract	Ongoing contract
Notice by the individual/company	4 months' notice (individual) 6 months' notice (Company).	12 weeks
Termination of employment (without cause)	Entitlement to pro-rata STI for the year. Unvested LTI will remain on foot subject to achievement of the performance hurdles at the original date of testing. The Board has discretion to award a greater or lower amount.	
Termination of employment (with cause) or by the individual	STI is not awarded, and all unvested LTI will lapse. Vested and unexercised LTI can be exercised within a period of 30 days from termination.	

Non-executive directors

Component	Chair	Member
Board base fees plus superannuation (pa)	\$100,000	\$50,000
Additional fees (pa):		
Audit & Risk Management Committee	-	-
Remuneration & Nomination Committee	-	-

All non-executive directors enter into a service agreement with the company in the form of a letter of appointment. The letter summarises the board policies and terms, including remuneration, relevant to the office of director. Superannuation paid at the legislated rate is excluded from base directors fees and where a director has a superannuation guarantee employer shortfall exemption certificate from the Australian Taxation Office, the shortfall in superannuation is paid as directors fees.

(h) KMP share holding

Details of fully paid ordinary shares held by KMP during the financial year is set out below:

2023	Opening Balance	Purchases on-market	Received on Exercise of Performance Rights	Purchases from Share Placement	Net Other Change	Closing Balance
<b>Non-executive directors</b>						
Keith F. Jones	7,110,801	-	-	733,334	-	7,844,135
Andrew Marshall	229,293	-	-	100,000	-	329,293
Colin Moorhead	500,000	-	-	200,000	-	700,000
Paul Hallam	1,248,888	-	-	100,000	-	1,348,888
<b>Executive directors</b>						
Chris Stevens	338,920	19,254	34,415 <sup>1</sup>	208,333	-	600,922
<b>Other executives</b>						
Kudzai Mtsambiwa	-	-	-	-	-	-

Note: <sup>1</sup>The shares were issued for nil exercise price upon the exercise of performance rights on 12 July 2022.

Options

No options were granted to directors or KMP during the 30 June 2023 financial year. The following tables summarises information relevant to options held by directors and KMP as at 30 June 2023.

Name	Grant Date	Number Granted	Number Vested	Fair Value at Grant date (\$)	Expiry Date
<b>Non-executive directors</b>					
Keith F. Jones	3/7/2020	2,000,000	2,000,000 <sup>1</sup>	112,000	3/7/2024
Andrew Marshall	3/7/2020	666,666	666,666 <sup>1</sup>	37,333	3/7/2024
Colin Moorhead	3/7/2020	666,667	666,667 <sup>1</sup>	37,333	3/7/2024
Paul Hallam	3/7/2020	666,667	666,667 <sup>1</sup>	37,333	3/7/2024
<b>Executive directors</b>					
Chris Stevens	3/7/2020	2,000,000	2,000,000 <sup>1</sup>	112,000	3/7/2024
<b>Other executives</b>					
Kudzai Mtsambiwa	-	-	-	-	-

**DIRECTORS' REPORT**  
For the year ended 30 June 2023

Notes:

<sup>1</sup>All Options have an exercise price of \$0.2145, an expiry date of 3 July 2024 and were subject to escrow until 28 October 2022.

The options vested in tranches as follows:

1/3 of the options vested upon reaching a share price of \$0.23 in the 30 June 2021 financial year.

1/3 of the options vested upon reaching a share price of \$0.27 in the 30 June 2021 financial year.

1/3 of the options vested upon reaching a share price of \$0.30 in the 30 June 2021 financial year.

Details of the movement in options held by directors and KMP during the financial year is set out below:

2023	Opening Balance	Vested During Period	Expired During Period	Net Other Change	Closing Balance
<b>Non-executive directors</b>					
Keith F. Jones	2,000,000	-	-	-	2,000,000
Andrew Marshall	666,666	-	-	-	666,666
Colin Moorhead	666,667	-	-	-	666,667
Paul Hallam	666,667	-	-	-	666,667
<b>Executive directors</b>					
Chris Stevens	2,000,000	-	-	-	2,000,000
<b>Other executives</b>					
Kudzai Mtsambiwa	-	-	-	-	-

**Performance rights**

The following tables summarises information relevant to performance rights held by directors and KMP as at 30 June 2023.

Name	Grant Date	Number Granted	Number Vested <sup>3</sup>	Fair Value at Grant date (\$)	Expiry Date
<b>Non-executive directors</b>					
Keith F. Jones	-	-	-	-	-
Andrew Marshall	-	-	-	-	-
Colin Moorhead	-	-	-	-	-
Paul Hallam	-	-	-	-	-
Zhu Changjiang	-	-	-	-	-
<b>Executive directors</b>					
Chris Stevens	19/11/2021	103,246 <sup>1</sup>	34,415	85,694	19/11/2026
	9/11/2022	471,602 <sup>2</sup>	-	122,616	9/11/2027
<b>Other executives</b>					
Kudzai Mtsambiwa	12/07/2022	197,903 <sup>2</sup>	-	57,392	9/11/2027

Notes:

<sup>1</sup>1/3 of the performance rights vested on 1 July 2023 and were exercised on 5 July 2023

1/3 of the performance rights vest on 1 July 2024.

<sup>2</sup>1/3 of the performance rights vested on 1 July 2023 and were exercised on 5 July 2023

1/3 of the performance rights vest on 1 July 2024.

1/3 of the performance rights vest on 1 July 2025.

<sup>3</sup>Performance rights have an exercise price of nil.

Details of the movement in performance rights held by directors and KMP during the financial year is set out below:

2023	Opening Balance	Issued During Period	Exercised During Period	Net Other Change	Closing Balance
<b>Non-executive directors</b>					
Keith F. Jones	-	-	-	-	-
Andrew Marshall	-	-	-	-	-
Colin Moorhead	-	-	-	-	-
Paul Hallam	-	-	-	-	-
<b>Executive directors</b>					
Chris Stevens	103,246	471,602	(34,415)	-	540,433
<b>Other executives</b>					
Kudzai Mtsambiwa	-	197,903	-	-	197,903

**Other transactions with key management personnel and their related parties**

There have been no other related party transactions during the reporting period.

**End of audited remuneration report.**

DIRECTORS' REPORT  
For the year ended 30 June 2023

**AUDITOR**

RSM Australia Partners was appointed the Group's auditor on the 1<sup>st</sup> of November 2022 and continues in office in accordance with section 327 of the Corporations Act 2001.

**INDEMNIFICATION AND INSURANCE - OFFICER OR AUDITOR**

During the financial year, the Company has indemnified each of the Directors and Officers against all liabilities incurred by them as Directors or Officers of the Company and all legal expenses incurred by them as Directors or Officers of the Company. The indemnification is subject to various specific exclusions and limitation. The Directors and Officers of the Company have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The contract of insurance prohibits the disclosure of the amount of the insurance premiums paid during the year ended 30 June 2023. The Company did not provide any insurance or indemnification for the auditors of the Company.

**PROCEEDINGS ON BEHALF OF THE COMPANY**

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

**AUDIT AND NON-AUDIT SERVICES**

Details of the amounts paid to the auditor of the Company, RSM Australia Partners, and its related practices for audit and non-audit services provided during the period are set out below:

	<b>30 June 2023</b>
Auditors of the Company – <i>RSM Australia Partners</i>	\$
<b>RSM Australia Partners and related network firms</b>	
Audit and review of financial reports	39,000
Other services - Tax consulting services	13,000
	<u>52,000</u>

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in above. The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed above do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

**ROUNDING OF AMOUNTS**

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest nearest dollar.

**LEAD AUDITOR'S INDEPENDENCE DECLARATION**

In accordance with section 307C of the *Corporations Act 2001*, the directors received the attached Independence Declaration set out on page 15 and forms part of the Directors' Report for the year ended 30 June 2023.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001. On behalf of the directors:

  
\_\_\_\_\_  
K F Jones  
Director  
26 September 2023  
Perth, Australia

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F +61 (0) 8 9261 9111

[www.rsm.com.au](http://www.rsm.com.au)

### AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Coda Minerals Ltd for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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



RSM AUSTRALIA PARTNERS



MATTHEW BEEVERS  
Partner

Perth, WA  
Dated: 26 September 2023

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RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation



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## INDEPENDENT AUDITOR'S REPORT

To the Members of Coda Minerals Ltd

### Opinion

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

In our opinion 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 then ended; and
- (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

### Basis for Opinion

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

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

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

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## Key Audit Matters

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

Key Audit Matter	How our audit addressed this matter
<b>Exploration and Evaluation Assets</b> Refer to Note 13 in the financial statements	
<p>The Group has capitalised exploration and evaluation assets with a carrying value of \$17,926,175 as at 30 June 2023.</p> <p>We considered this to be a key audit matter due to the significant management judgments involved in assessing the carrying value of the asset including:</p> <ul style="list-style-type: none"> <li>• Determination of whether the expenditure can be associated with finding specific mineral resources, and the basis on which that expenditure is allocated to an area of interest;</li> <li>• Determination of whether exploration activities have progressed to the stage at which the existence of an economically recoverable mineral reserve may be assessed; and</li> <li>• Assessing whether any indicators of impairment are present, and if so, judgments applied to determine and quantify any impairment loss.</li> </ul>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>• Assessing the Group's accounting policy for compliance with Australian Accounting Standards;</li> <li>• Assessing whether the Group's right to tenure of each relevant area of interest is current;</li> <li>• Agreeing, on a sample basis, exploration and evaluation expenditure incurred during the year to supporting documentation, including assessing whether all amounts have been accounted for in accordance with the Group's accounting policy;</li> <li>• Assessing and evaluating management's assessment that no indicators of impairment existed at the reporting date;</li> <li>• Assessing management's determination that exploration and evaluation activities have not yet reached a stage where the existence or otherwise of economically recoverable reserves may be reasonably determined;</li> <li>• Enquiring with management and reading budgets and other supporting documentation to corroborate that active and significant operations in, or relation to, each relevant area of interest will be continued in the future; and</li> <li>• Assessing the appropriateness of the disclosures in financial report.</li> </ul>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 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 accordingly we do not express any form of assurance conclusion thereon.

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

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

## Responsibilities of the Directors for the Financial Report

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

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

## Auditor's Responsibilities for the Audit of the Financial Report

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

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

## Report on the Remuneration Report

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Coda Minerals Ltd., for the year ended 30 June 2023, complies with section 300A of the Corporations Act 2001.

*Responsibilities*

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

A handwritten signature in blue ink that reads "RSM".

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink, appearing to read "Matthew Beevers".

MATTHEW BEEVERS  
Partner

Perth, WA  
Dated: 26 September 2023

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CODA MINERALS LTD and its controlled entities  
DIRECTORS' DECLARATION  
For the year ended 30 June 2023

1. In the opinion of the directors of Coda Minerals Ltd ("the Group"):
  - (a) the financial statements and notes, are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of the financial position of the Group as at 30 June 2023 and of its performance, for the financial period ended on that date; and
    - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001; and
  - (b) there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2023.
3. The Directors draw attention to Note 2(a) to the financial statements, which include a statement of compliance with International Financial Reporting Standards.

Dated at Perth this 26<sup>th</sup> day of September 2023.

Signed in accordance with a resolution of the directors.



KF Jones  
Director

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CODA MINERALS LTD and its controlled entities  
CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME  
For the year ended 30 June 2023

	Note	30 June 2023 \$	30 June 2022 \$
Other income	5	107,164	791,996
Administration expenses	5 (a)	(4,310,787)	(3,254,014)
Exploration & evaluation expenses	5 (b)	(3,370,309)	(11,420,307)
Corporate finance expenses	5 (c)	(188,138)	(188,360)
Other expenses	5 (d)	(162,460)	(147,530)
<b>Results from operating activities</b>		<b>(7,924,530)</b>	<b>(14,218,215)</b>
Finance income	5	164,180	13,950
Finance expenses	5 (e)	(2,315)	(6,617)
<b>Loss before income tax</b>		<b>(7,762,665)</b>	<b>(14,210,882)</b>
Income tax benefit / (expense)	6	-	-
<b>Loss for the period attributable to owners of the parent</b>		<b>(7,762,665)</b>	<b>(14,210,882)</b>
<b>Other comprehensive income</b>			
Fair value movement on financial asset		(83,875)	-
<b>Total comprehensive loss for the period attributable to owners of the parent</b>		<b>(7,846,540)</b>	<b>(14,210,882)</b>
<b>Earnings per share</b>			
Basic and diluted (loss) per share	23	(0.06)	(0.14)

The consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to the financial statements. Refer to Note 2 on basis of preparation.

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CODA MINERALS LTD and its controlled entities  
CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
As at 30 June 2023

	Note	30 June 2023 \$	30 June 2022 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	7	4,717,592	8,178,668
Receivables	8	77,572	171,015
Assets classified as held for sale	9	-	559,250
Prepayments		224,185	233,564
<b>TOTAL CURRENT ASSETS</b>		<b>5,019,349</b>	<b>9,142,497</b>
<b>NON-CURRENT ASSETS</b>			
Financial assets at fair value through other comprehensive income	10	175,375	-
Receivables	8	150,328	95,000
Property, plant and equipment	11	165,812	305,097
Intangible assets	12	117,887	131,220
Exploration and evaluation assets	13	17,926,175	17,926,175
<b>TOTAL NON-CURRENT ASSETS</b>		<b>18,535,577</b>	<b>18,457,492</b>
<b>TOTAL ASSETS</b>		<b>23,554,926</b>	<b>27,599,989</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	15	581,587	1,426,773
Employee benefits	16	269,658	197,359
Lease liabilities	17	7,668	98,400
<b>TOTAL CURRENT LIABILITIES</b>		<b>858,913</b>	<b>1,722,532</b>
<b>TOTAL LIABILITIES</b>		<b>858,913</b>	<b>1,722,532</b>
<b>NET ASSETS</b>		<b>22,696,013</b>	<b>25,877,457</b>
<b>EQUITY</b>			
Issued capital	18	44,137,422	40,229,393
Capital contribution reserve	19	12,040,106	12,040,106
Share based payment reserve	19	1,368,926	611,859
Revaluation reserve	19	(83,875)	-
Accumulated losses		(34,766,566)	(27,003,901)
<b>TOTAL EQUITY</b>		<b>22,696,013</b>	<b>25,877,457</b>

The consolidated statement of financial position is to be read in conjunction with the notes to the financial statements.  
Refer to Note 2 on basis of preparation.

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CODA MINERALS LTD and its controlled entities  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
For the year ended 30 June 2023

	Issued capital	Capital contribution reserve	Share based payments reserve	Revaluation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$	\$
<b>Year ended 30 June 2023</b>						
<b>Opening balance at 1 July 2022</b>	<b>40,229,393</b>	<b>12,040,106</b>	<b>611,859</b>	-	<b>(27,003,901)</b>	<b>25,877,457</b>
Loss for the year	-	-	-	-	(7,762,665)	(7,762,665)
Fair value movement on financial asset	-	-	-	(83,875)	-	(83,875)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(83,875)</b>	<b>(7,762,665)</b>	<b>(7,846,540)</b>
Shares issued under placement	4,131,756	-	-	-	-	4,131,756
Share issue costs	(266,790)	-	-	-	-	(266,790)
Transferred from reserve upon exercise	43,063	-	(43,063)	-	-	-
Share based payments to Directors, employees & lead advisor	-	-	800,130	-	-	800,130
<b>Closing balance at 30 June 2023</b>	<b>44,137,422</b>	<b>12,040,106</b>	<b>1,368,926</b>	<b>(83,875)</b>	<b>(34,766,566)</b>	<b>22,696,013</b>

	Issued capital	Capital contribution reserve	Share based payments reserve	Revaluation reserve	Accumulated losses	Total
	\$	\$	\$	\$	\$	\$
<b>Year ended 30 June 2022</b>						
<b>Opening balance at 1 July 2021</b>	<b>23,473,301</b>	<b>12,040,106</b>	<b>263,444</b>	-	<b>(12,793,019)</b>	<b>22,983,832</b>
Loss for the year	-	-	-	-	(14,210,882)	(14,210,882)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(14,210,882)</b>	<b>(14,210,882)</b>
Issue of ordinary shares consideration on acquisition of Torrens Mining Limited	16,756,092	-	-	-	-	16,756,092
Share based payment consideration on acquisition of Torrens Mining Limited	-	-	185,467	-	-	185,467
Share based payments to Directors and Employees	-	-	162,948	-	-	162,948
<b>Closing balance at 30 June 2022</b>	<b>40,229,393</b>	<b>12,040,106</b>	<b>611,859</b>	<b>-</b>	<b>(27,003,901)</b>	<b>25,877,457</b>

The consolidated statement of changes in equity is to be read in conjunction with the notes to the financial statements. Refer to Note 2 on basis of preparation.

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CODA MINERALS LTD and its controlled entities  
CONSOLIDATED STATEMENT OF CASH FLOWS  
For the year ended 30 June 2023

	Note	30 June 2023 \$	30 June 2022 \$
<b>Cash flows from operating activities</b>			
Proceeds from government grants and tax incentives	5	69,907	791,996
Payments for exploration and evaluation expenditure		(4,458,336)	(12,322,615)
Payments for administration, corporate finance activities and other expenditure		(3,281,682)	(2,815,944)
Interest received		164,180	13,950
<b>Net cash used in operating activities</b>	26	<b>(7,505,931)</b>	<b>(14,332,613)</b>
<b>Cash flows from investing activities</b>			
Payments for property, plant & equipment		(18,312)	(86,254)
Proceeds from sale of Mt Piper		300,000	-
Cash acquired, net of payments for the acquisition of subsidiary		-	901,252
<b>Net cash from investing activities</b>		<b>281,688</b>	<b>814,998</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		4,131,756	-
Payments associated with the issue of shares		(266,789)	-
Premium on options issued		375	-
Repayment of lease liabilities		(102,175)	(90,827)
<b>Net cash from / (used in) financing activities</b>		<b>3,763,167</b>	<b>(90,827)</b>
Net decrease in cash and cash equivalents		(3,461,076)	(13,608,442)
Cash and cash equivalents at beginning of the year		8,178,668	21,787,110
<b>Cash and cash equivalents at the end of the year</b>		<b>4,717,592</b>	<b>8,178,668</b>

The consolidated statement of cash flows is to be read in conjunction with the notes to the financial statements. Refer to Note 2 on basis of preparation.

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CODA MINERALS LTD and its controlled entities  
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS  
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**1. REPORTING ENTITY**

Coda Minerals Ltd (the 'Company' or 'Coda') is a company domiciled in Australia and listed on the Australian Securities Exchange 'ASX' (ASX:COD). The address of the Company's registered office is 6 Altona Street, West Perth. The financial statements of Coda as at and for the year ended 30 June 2023 comprise the Company and its subsidiaries' ('the Group') results.

The Company is a for-profit entity primarily involved in the exploration and evaluation of mineral resources.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**a) Statement of compliance**

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards ("AAS") adopted and other authoritative pronouncements issued by the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001*. The financial statements comply with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB").

The financial statements were authorised for issue by the Directors on the 26<sup>th</sup> September 2023.

**b) New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**c) Basis of preparation**

*Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

*Critical accounting estimates*

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

**d) Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 21.

**e) Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Group has power over an entity and is exposed to, or has rights over, the variable returns of the entity, as well as the ability to use this power to affect the variable returns of the entity.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

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.

If the Group loses control over a subsidiary, it:

- derecognises the assets (including goodwill) and liabilities of the subsidiary;
- derecognises the carrying amount of any non-controlling interest;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and

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- reclassifies to profit or loss or transfers directly to retained earnings, as appropriate, the parent's share of components previously recognised in other comprehensive income.

**f) Foreign currency translation**

The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

*Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

**g) Going concern**

The Directors believe that the Group will continue as a going concern, and as a result the financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

As at 30 June 2023, the Group had cash and cash equivalents of \$4,717,592 and a net asset position of \$22,696,013 compared to 30 June 2022, when it had cash and cash equivalents of \$8,178,668 and a net asset position of \$25,877,457. For the year ended 30 June 2023, the Group recorded a loss of \$7,762,655 and experienced operating cash outflows of \$7,505,931. For the period ended 30 June 2022, the Group recorded a loss of \$14,210,882 and experienced net operating cash outflows of \$14,332,613.

The Directors believe that, based on current conditions and performance assumptions, that the Group is sufficiently funded to meet its anticipated near-term funding needs over the next 12 months.

**h) Use of estimates and judgements**

The preparation of financial statements in conformity with AASB 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. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in Note 13 – Exploration and evaluation.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial period are included in the notes if applicable. There were no significant estimations of useful life for the current reporting period.

**i) Determination of fair values**

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

**j) Current and non-current classification**

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

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

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

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**k) Goods and services tax ('GST')**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office ('ATO'). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Cash flows are presented in the statement of cash flows on a gross basis.

**l) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**m) Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

**n) Investments and other financial assets**

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

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

*Financial assets at fair value through other comprehensive income*

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

**o) Mining assets**

Capitalised mining development costs include expenditures incurred to develop new ore bodies to define further mineralisation in existing ore bodies, to expand the capacity of a mine and to maintain production. Mining development also includes costs transferred from exploration and evaluation phase once production commences in the area of interest.

Amortisation of mining development is computed by the units of production basis over the estimated proved and probable reserves. Proved and probable mineral reserves reflect estimated quantities of economically recoverable reserves which can be recovered in the future from known mineral deposits. These reserves are amortised from the date on which production commences. The amortisation is calculated from recoverable proven and probable reserves and a predetermined percentage of the recoverable measured, indicated and inferred resource. This percentage is reviewed annually.

Restoration costs expected to be incurred are provided for as part of development phase that give rise to the need for restoration.

**p) Right-of-use assets**

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

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset

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at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

**q) Employee benefits**

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

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

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

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

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

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

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

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

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

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

**r) Rounding of amounts**

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

**s) New Accounting Standards and Interpretations not yet mandatory or early adopted**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

**t) Accounting Policies**

Significant and other accounting policies that summarise the measurement basis used and which are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements. Where possible, wording has been simplified to provide clearer commentary on the financial report of the Group. Accounting policies determined non-significant are not included in the financial statements.

**u) COVID-19**

The COVID-19 pandemic affecting Australia and the world had a limited impact on the Group's operations with restrictions on interstate travel and challenges associated with maintaining government recommended social distancing practices being the key areas the Company had to consider. Although these factors have the potential to impact the Group's ability to undertake fieldwork safely and cost effectively, the impact to date has been limited during all field programmes. The Group's COVID-19 management plan has been established to address the ongoing potential future impact. The Company will continue to monitor and manage the impact on its operations.

**3. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

*Share-based payment transactions*

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 19 for further information.

*Fair value measurement hierarchy*

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs. Refer to note 24 for further information.

*Estimation of useful lives of assets*

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

*Lease term*

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease

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commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

*Incremental borrowing rate*

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

*Employee benefits provision*

As discussed in note 2, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

*Exploration and evaluation costs*

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

#### **4. SEGMENT INFORMATION**

**Accounting policy**

An operating segment is a component of the Group that engages in business activities from which it may incur expenses. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and exploration expenditure.

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions.

For management purposes, the Group has identified six reportable segments relating to exploration activities in the following business segments: the Elizabeth Creek Copper Cobalt project, the Cameron River Copper Gold project, the Club Terrace Gold project, the Mt Piper Gold project, the Balmoral project and the Laloki-Rigo Copper Gold project. The business segments include the activities associated with the determination and assessment of the existence of commercial reserves, from the Group's mineral assets that fall under those projects.

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**SEGMENT INFORMATION (continued)**

The following is an analysis of the Group's results by reportable operating segment for the full year under review:

<b>Operating Segment Results For the year ended 30 June 2023</b>	<b>Elizabeth Creek \$</b>	<b>Cameron River \$</b>	<b>Club Terrace \$</b>	<b>Mount Piper \$</b>	<b>Balmoral \$</b>	<b>Laloki-Rigo \$</b>	<b>Corporate / Other \$</b>	<b>Consolidated \$</b>
<b>Revenue and other income</b>								
Revenue	-	-	-	-	-	-	-	-
Other Income	69,907	-	-	-	-	-	37,257	107,164
<b>Total revenue and other income</b>	<b>69,907</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>37,257</b>	<b>107,164</b>
<b>EBITDA</b>	<b>(2,058,410)</b>	<b>(1,173,101)</b>	<b>(8,685)</b>	<b>(19,144)</b>	<b>(7,278)</b>	<b>(33,784)</b>	<b>(4,461,668)</b>	<b>(7,762,070)</b>
Depreciation and amortisation	-	-	-	-	-	-	(162,460)	(162,460)
Interest revenue	-	-	-	-	-	-	164,180	164,180
Finance costs	-	-	-	-	-	-	(2,315)	(2,315)
<b>Total loss before income tax expense</b>	<b>(2,058,410)</b>	<b>(1,173,101)</b>	<b>(8,685)</b>	<b>(19,144)</b>	<b>(7,278)</b>	<b>(33,784)</b>	<b>(4,462,263)</b>	<b>(7,762,665)</b>
Income tax expense	-	-	-	-	-	-	-	-
<b>Total loss after income tax expense</b>	<b>(2,058,410)</b>	<b>(1,173,101)</b>	<b>(8,685)</b>	<b>(19,144)</b>	<b>(7,278)</b>	<b>(33,784)</b>	<b>(4,462,263)</b>	<b>(7,762,665)</b>
Fair value movement on financial asset	-	-	-	-	-	-	(83,875)	(83,875)
<b>Total comprehensive loss</b>	<b>(2,058,410)</b>	<b>(1,173,101)</b>	<b>(8,685)</b>	<b>(19,144)</b>	<b>(7,278)</b>	<b>(33,784)</b>	<b>(4,546,138)</b>	<b>(7,846,540)</b>
<b>Assets and liabilities As At 30 June 2023</b>								
<b>Assets</b>								
Total segment assets	17,882,330	362,228	1,250	-	-	16,649	5,292,469	23,554,926
<b>Liabilities</b>								
Total segment liabilities	(230,597)	(4,000)	(6,685)	-	(6,685)	(31,503)	(579,444)	(858,913)
<b>Included in segment assets are</b>								
Additions to non-current assets	-	-	-	-	-	-	193,687	193,687



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**SEGMENT INFORMATION (continued)**

The following is an analysis of the Group's comparative results by reportable operating segment for the prior year:

<b>Operating Segment Results For the year ended 30 June 2022</b>	<b>Elizabeth Creek \$</b>	<b>Cameron River \$</b>	<b>Club Terrace \$</b>	<b>Mount Piper \$</b>	<b>Balmoral \$</b>	<b>Laloki-Rigo \$</b>	<b>Corporate / Other \$</b>	<b>Consolidated \$</b>
<b>Revenue and other income</b>								
Revenue	-	-	-	-	-	-	-	-
Other Income	-	-	-	-	-	-	791,996	791,996
<b>Total revenue and other income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>791,996</b>	<b>791,996</b>
<b>EBITDA</b>	<b>(10,665,905)</b>	<b>(671,400)</b>	<b>(18,008)</b>	<b>(51,310)</b>	<b>-</b>	<b>(13,684)</b>	<b>(2,650,378)</b>	<b>(14,070,685)</b>
Depreciation and amortisation	-	-	-	-	-	-	(147,530)	(147,530)
Interest revenue	-	-	-	-	-	-	13,950	13,950
Finance costs	-	-	-	-	-	-	(6,617)	(6,617)
<b>Total loss before income tax expense</b>	<b>(10,665,905)</b>	<b>(671,400)</b>	<b>(18,008)</b>	<b>(51,310)</b>	<b>-</b>	<b>(13,684)</b>	<b>(2,790,575)</b>	<b>(14,210,882)</b>
Income tax expense	-	-	-	-	-	-	-	-
<b>Total loss after income tax expense</b>	<b>(10,665,905)</b>	<b>(671,400)</b>	<b>(18,008)</b>	<b>(51,310)</b>	<b>-</b>	<b>(13,684)</b>	<b>(2,790,575)</b>	<b>(14,210,882)</b>
Fair value movement on financial asset	-	-	-	-	-	-	-	-
<b>Total comprehensive loss</b>	<b>(10,665,905)</b>	<b>(671,400)</b>	<b>(18,008)</b>	<b>(51,310)</b>	<b>-</b>	<b>(13,684)</b>	<b>(2,790,575)</b>	<b>(14,210,882)</b>
<b>Assets and liabilities As At 30 June 2022</b>								
<b>Assets</b>								
Total segment assets	18,927,027	306,900	10,654	569,920	-	20,881	7,764,607	27,599,989
<b>Liabilities</b>								
Total segment liabilities	(835,255)	(4,000)	-	(30,032)	-	(11,275)	(841,970)	(1,722,532)
<b>Included in segment assets are</b>								
Additions to non-current assets	15,643,666	36,900	-	559,250	-	-	159,065	16,398,881

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**5. REVENUE, OTHER INCOME AND EXPENSES**

**Accounting policy**

Revenue is measured at the fair value of the gross consideration received or receivable. The Group recognises revenue when the amount of revenue can be reliably measured, and when it is probable that future economic benefits will flow to the entity.

*Finance income*

Finance income comprises interest income on funds invested. Interest income is recognised as it accrues, using the effective interest method.

	30 June 2023	30 June 2022
	\$	\$
<b>Finance income</b>		
Interest income	164,180	13,950
<b>Other income</b>		
Government grant <sup>(i)</sup>	69,907	-
Research and development tax incentive <sup>(ii)</sup>	37,257	791,996

*Note:*

- (i) *The Company benefited from the Government of South Australia's Accelerated Discovery Initiative designed to co-fund greenfield exploration activities to facilitate new major minerals discoveries, driving further mine developments and stimulating growth, investment, exports, jobs and innovation in the South Australian mineral resources sector.*
- (ii) *The company received a research and development tax offset refund from the Australian Tax Office ("ATO") during the 30 June 2023 financial year under the ATO's research and development tax incentive scheme.*

**Accounting policy**

*Finance expenses*

Finance expenses comprise interest expense on borrowings, bank charges, unwinding of the discount on provisions and performance bond facility fees. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method. Foreign currency gains and losses are reported on a net basis either as finance income or finance costs depending on whether they are in a net gain or loss position.

	30 June 2023	30 June 2022
Note	\$	\$
<b>(a) Administration expenses</b>		
Corporate and consultant costs	(967,287)	(659,948)
Director fees, employee salary and on costs expenses <sup>1</sup>	(2,036,366)	(1,752,880)
Share based payment expense	(800,130)	(162,948)
Other administration costs	(507,004)	(678,238)
<b>Total administration expenses</b>	<u>(4,310,787)</u>	<u>(3,254,014)</u>
<b>(b) Exploration and evaluation expenses</b>		
Exploration and evaluation expenses	(3,370,309)	(11,420,307)
<b>(c) Corporate finance expenses</b>		
External advisors, consultants, brokers and legal expenses	(188,138)	(188,360)
<b>(d) Other expenses</b>		
Depreciation expense on right-of-use assets	11 (90,539)	(94,121)
Other amortisation and depreciation	11,12 (71,921)	(53,409)
<b>(e) Finance expenses</b>		
Interest expense on lease liabilities	(2,315)	(6,617)
<b>Total Expenses</b>	<u>(8,034,009)</u>	<u>(15,016,828)</u>

*Notes:*

1 – Includes superannuation expense of \$154,377 (30 June 2022: \$117,056).

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**6. INCOME TAX**

**Accounting policy**

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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

The Group recognises deferred tax assets arising from unused tax losses to the extent that it is probable that future taxable profits of the Group will be available against which the assets can be utilised. The Group assesses the recovery of its unused tax losses and tax credits only in the period in which they arise. Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability are recognised by the Company.

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
<b>Current tax expense</b>		
Current period	-	-
	<hr/>	<hr/>
<b>Deferred tax expense</b>		
Origination and reversal of temporary differences	-	-
Benefit of tax losses and other deferred tax benefits not recognised	-	-
Total income tax expense / (benefit)	<hr/>	<hr/>
	<hr/>	<hr/>
<b>Numerical reconciliation between current tax expense/(benefit) and pre-tax net profit/(loss)</b>		
Loss before tax	(7,762,665)	(14,210,882)
Income tax using the statutory rate of 30%	(2,328,800)	(4,263,265)
Increase in income tax expense due to:		
Permanent differences	629,302	(186,318)
Deferred income tax not recognised	1,699,498	4,449,583
Total income tax expense / (benefit)	<hr/>	<hr/>
	<hr/>	<hr/>

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**INCOME TAX (continued)**

**Tax assets and liabilities**

Deferred tax assets and liabilities are attributable to:

	30 June 2022	Movement	30 June 2023
	\$	\$	\$
<b>Deferred tax assets / (liabilities)</b>			
Exploration asset	397,398	(416,033)	(18,635)
Intangible asset	15,491	4,000	19,491
Provisions	35,541	15,936	51,477
Accrued expenditure	1,836	(1,836)	-
Net right of use asset	2,815	(2,797)	18
Blackhole costs	677,314	(294,158)	383,156
Tax losses	6,904,627	2,466,441	9,371,068
Property, plant & equipment	(34,307)	17,362	(16,945)
Prepaid expenditure	-	(64,255)	(64,255)
Deferred tax asset not recognised	(8,000,715)	(1,724,660)	(9,725,375)
<b>Net deferred tax assets / (liabilities)</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Unrecognised deferred tax assets**

As at 30 June 2023 gross tax losses totalling \$31,236,894 (2022: \$23,015,422) have not been recognised as deferred tax assets. A deferred tax asset has not been recognised in respect of the above tax losses because it is not probable that future taxable profit will be available against which the consolidated entity can utilise the benefit.

**7. CASH AND CASH EQUIVALENTS**

	30 June 2023	30 June 2022
	\$	\$
Cash at bank	4,717,592	8,178,668
<b>Cash and cash equivalents</b>	<b>4,717,592</b>	<b>8,178,668</b>

**8. RECEIVABLES AND OTHER ASSETS**

	30 June 2023	30 June 2022
	\$	\$
<b>Current Receivables</b>		
GST receivable from the ATO	28,210	168,849
R&D tax incentive receivable from ATO	37,257	-
Other receivables	12,105	2,166
<b>Current receivables</b>	<b>77,572</b>	<b>171,015</b>
<b>Non-current Receivables</b>		
Exploration license bonds	150,328	95,000
<b>Non-current receivables</b>	<b>150,328</b>	<b>95,000</b>

*Allowance for expected credit closes*

The group has recognised nil in the profit or loss as well as in the above balances in respect of expected credit losses for the year ended 30 June 2023.

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**9. ASSETS CLASSIFIED AS HELD FOR SALE**

**Accounting policy**

Assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell. Current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. The condition is regarded as being met only when the sale is highly probable and the asset is available for immediate sale in its present condition.

	30 June 2023	30 June 2022
	\$	\$
Mt Piper <sup>1</sup>	-	559,250
<b>Assets classified as held for sale</b>	<b>-</b>	<b>559,250</b>
<b>Movement of assets classified as held for sale</b>		
Carrying amount at beginning of year	559,250	-
Reclassified from exploration and evaluation assets <sup>1</sup>	-	559,250
Disposal of Mt Piper <sup>1</sup>	(559,250)	-
<b>Carrying amount at end of year</b>	<b>-</b>	<b>559,250</b>

Notes:

1 – In April 2022 Coda completed the acquisition of Torrens and as a result, \$559,250 for the acquisition of rights to explore Mt Piper was capitalised. Subsequent to the acquisition the asset was reclassified to and recognised as assets held for sale when the requirements of AASB 5 were met. On the 4<sup>th</sup> of July 2022, Coda agreed to divest the project in central Victoria to Kalamazoo for a \$300,000 cash consideration upon completion, 1,525,000 fully paid ordinary shares in Kalamazoo upon completion (escrowed for 12 months) valued at \$259,250 and a 1.0% net smelter royalty payable on any minerals extracted from the tenements. Completion subsequently occurred on the 30<sup>th</sup> of September 2022.

**10. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME**

	30 June 2023	30 June 2022
	\$	\$
Financial assets at fair value through other comprehensive income	175,375	-
<b>Financial assets at fair value through other comprehensive income</b>	<b>175,375</b>	<b>-</b>
<b>Movement of financial assets through other comprehensive income</b>		
Carrying amount at beginning of year	-	-
Proceeds from disposal of Mt Piper <sup>1</sup>	259,250	-
Change in fair value of investment	(83,875)	-
<b>Carrying amount at end of year</b>	<b>175,375</b>	<b>-</b>

Notes:

1 – On the 4<sup>th</sup> of July 2022, Coda agreed to divest the project in central Victoria to Kalamazoo for a \$300,000 cash consideration upon completion, 1,525,000 fully paid ordinary shares in Kalamazoo upon completion (escrowed for 12 months) valued at \$259,250 and a 1.0% net smelter royalty payable on any minerals extracted from the tenements. Completion subsequently occurred on the 30<sup>th</sup> of September 2022. Coda's investment in Kalamazoo is recognised as a financial asset at fair value through other comprehensive income.

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**11. PROPERTY, PLANT & EQUIPMENT**

**Accounting policy**

*(i) Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located and capitalised borrowing costs. Cost also may include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognised net within other income/other expenses in profit or loss.

*ii) Depreciation and amortisation*

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part or item of property, plant and equipment. Right of use assets are depreciated on a straight line basis over the shorter of the lease term and the estimated useful life. The estimated useful lives for the current and comparative periods are as follows:

- furniture fittings and equipment 3-8 years
- right of use asset (leased offices) 5-15 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

	Right of use asset (leased offices)	Equipment, fixtures and fittings	Total
	\$	\$	\$
<b>Cost</b>			
At 1 July 2022	353,229	296,136	649,365
Additions	9,128	18,312	27,440
Write-off	-	(17,597)	(17,597)
At 30 June 2023	362,357	296,851	659,208
<b>Accumulated depreciation</b>			
At 1 July 2022	(264,211)	(80,057)	(344,268)
Depreciation	(90,539)	(58,589)	(149,128)
At 30 June 2023	(354,750)	(138,646)	(493,396)
<b>Net book value</b>			
At 1 July 2022	89,018	216,079	305,097
At 30 June 2023	7,607	158,205	165,812
<b>Cost</b>			
At 1 July 2021	353,229	137,071	490,300
Additions	-	97,493	97,493
Additions on acquisition of Torrens	-	61,572	61,572
At 30 June 2022	353,229	296,136	649,365
<b>Accumulated depreciation</b>			
At 1 July 2021	(170,090)	(39,980)	(210,070)
Depreciation	(94,121)	(40,077)	(134,198)
At 30 June 2022	(264,211)	(80,057)	(344,268)
<b>Net book value</b>			
At 1 July 2021	183,139	97,091	280,230
At 30 June 2022	89,018	216,079	305,097

The Company leases its corporate office at 6 Altona Street West Perth as well as an operational office in Adelaide, South Australia. These leases are recognised in accordance with the new AASB 16: Leases which the Company adopted on 1 July 2019. Refer to note 17 for further details.

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## 12. INTANGIBLE ASSETS

### Accounting policy

Licences acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straightline method over 15 years, which is the estimated useful lives and periods of contractual rights.

	30 June 2023	30 June 2022
Intangible assets – Technology licence	\$	\$
Carrying amount at beginning of year	131,220	144,552
Amortisation	(13,333)	(13,332)
<b>Carrying amount at end of year</b>	<b>117,887</b>	<b>131,220</b>

The Company was novated licence agreements for the use of mineral processing technology that was executed in 2017. This licence provides the Company with the right to use the technology on new projects that may be identified during ongoing business development and strategy work.

## 13. EXPLORATION AND EVALUATION ASSETS

### Accounting policy

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*, which is the Australian equivalent of IFRS 6.

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

For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised, classified as tangible or intangible, and recognised as an exploration and evaluation asset. Exploration and evaluation assets are measured at cost at recognition. Exploration and evaluation expenditure incurred by the Company subsequent to acquisition of the rights to explore is expensed as incurred, up until the point at which a scoping study is completed, a pre-feasibility study entered into and the pre-feasibility study enters the stage where a case to proceed with preliminary engineering design work has been made by the Project Steering Committee or the Company's Board.

Exploration and evaluation assets are only recognised if the rights of tenure to the area of interest are current and either:

- (i) the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- (ii) 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.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from intangible assets to mining property and development assets within property, plant and equipment. 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.

	30 June 2023	30 June 2022
Elizabeth Creek <sup>1,3</sup>	\$ 17,619,275	\$ 17,619,275
Cameron River <sup>2</sup>	306,900	306,900
<b>Total Exploration and Evaluation Assets</b>	<b>17,926,175</b>	<b>17,926,175</b>

### Movement of Exploration and Evaluation Assets

Carrying amount at beginning of year <sup>1</sup>	17,926,175	1,686,359
Additions <sup>2</sup>	-	36,900
Additions on acquisition of Torrens <sup>3</sup>	-	16,762,166
Reclassified to assets held for sale	-	(559,250)
<b>Carrying amount at end of year</b>	<b>17,926,175</b>	<b>17,926,175</b>

## EXPLORATION AND EVALUATION ASSETS (continued)

### Notes:

- 1 – In April 2017, Gindalbie Metals Ltd entered into a Farm-in and Joint Venture Agreement (“Agreement”) with Terrace Mining Pty Ltd, a wholly owned subsidiary of Torrens Mining Limited. The Agreement provided Gindalbie the opportunity to earn up to 75% interest in the Elizabeth Creek Copper-Cobalt Project (previously known as the Mt Gunson Project), located 135km north-west of Port Augusta in South Australia. Following the receipt of approval by the Foreign Investment Review Board in August 2018, Gindalbie finalised a Novation Agreement with Terrace Mining Pty Ltd to novate the Mt Gunson Farm-in and Joint Venture Agreement to Coda. As a result of the novation, a common-control transaction took place whereby the capitalised amounts in Gindalbie were transferred at the net book value to its 100% owned subsidiary Coda.
- 2 – In March 2021, Coda entered into a Farm-in and Joint Venture Agreement with Wilgus Investments Pty Ltd (“Wilgus”), giving Coda the right to acquire up to an 80% interest in the Cameron River Project near Mount Isa in Queensland. In June 2021, 250,000 shares fair valued at \$90,000 and 500,000 performance rights fair valued at \$180,000 were issued to Wilgus on completion of all conditions precedent associated with the Cameron River Farm In Agreement. In October 2021, stamp duty of \$36,900 was paid in relation to the Farm-in and Joint Venture Agreement with Wilgus. Given that the original transaction was accounted for as an asset acquisition, as disclosed in the 30 June 2021 Annual financial statements, the costs associated with the stamp duty have been capitalised as part of the acquisition price of the related exploration asset. The key terms of the earn-in commitments under the Cameron River agreement were as follows:
- Stage 1: Expenditure of \$1 million on exploration activities within 2 years from execution to earn a 51% interest in the Project. On 3 November 2022, Coda exceeded this Stage 1 expenditure threshold of \$1 million in exploration expenditure, and notified its joint venture partner, Wilgus Investments Pty Ltd. Consequently, Coda has the right to a 51% interest in the Cameron River Project tenements.
- Stage 2: Expenditure of an additional \$1 million on exploration activities within 1 year of earning the Stage 1 interest, to earn an additional 29% interest in the Project. Coda has the right to determine exploration activity conducted on the Project during the farm-in.
- 3 – In April 2022 Coda completed the acquisition of Torrens. As a result, \$16,762,166 for the acquisition of rights to explore was capitalised and recognised as an exploration and evaluation asset.

## 14. IMPAIRMENT OF NON FINANCIAL ASSETS

### Accounting policy

The carrying amounts of the Group’s non-financial assets, other than inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset’s recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset of the Company that generates cash flows that are largely independent from other assets. Impairment losses are recognised in profit or loss.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing 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.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset’s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. At 30 June 2023 there were no internal or external indicators of impairment and as a result, no impairment testing was conducted.

## 15. TRADE AND OTHER PAYABLES

### Accounting policy

Trade and other payables are initially recognised at the value of the invoice received from a supplier and subsequently measured at amortised cost. They represent liabilities for goods and services provided to the company prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and generally paid within 60 days of recognition.



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**TRADE AND OTHER PAYABLES (continued)**

Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. The carrying amounts of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

	<b>30 June 2023</b>	<b>30 June 2022</b>
	\$	\$
Trade creditors	189,989	832,209
Other creditors and accruals	391,598	594,564
<b>Trade and other payables</b>	<b>581,587</b>	<b>1,426,773</b>

**16. EMPLOYEE BENEFITS**

	<b>30 June 2023</b>	<b>30 June 2022</b>
	\$	\$
<b>Current</b>		
Employee benefits	269,658	197,359
<b>Total employee benefits</b>	<b>269,658</b>	<b>197,359</b>

**Amounts not expected to be settled within the next 12 months**

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the consolidated entity does not have an unconditional right to defer settlement. However, based on past experience, the consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

**17. LEASE LIABILITY**

**Accounting policy**

The Company as a lessee, has recognised right-of-use assets representing its rights to use the underlying assets and lease liabilities representing its obligation to make lease payments.

The Company as a lessee will assess whether a contract is, or contains, a lease under AASB 16. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

If the contract is assessed to be, or contains, a lease, the Company will recognise a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability.

Depreciation is based on the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability, offset by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases lease term of 12 months or less and leases for low-value assets. The Company will recognise the payments associated with these leases as an expense on a straight-line basis over the lease term.

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**LEASE LIABILITY (continued)**

**(a) Lease liability**

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Maturity analysis		
Within one year	7,668	98,400
Later than one year and not later than three years	-	-
<b>Total lease liability</b>	<b>7,668</b>	<b>98,400</b>

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Current	7,668	98,400
Non-current	-	-
<b>Total lease liability</b>	<b>7,668</b>	<b>98,400</b>

**(b) Amounts recognised in profit and loss**

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Depreciation expense on right-of use assets (Note 11)	90,539	94,121
Interest expense on lease liabilities	2,315	6,617

**18. ISSUED CAPITAL**

**Accounting policy**

**Issued Capital**

Ordinary shares are classified as contributed equity. Costs directly attributable to the issue of new shares or options are shown in issued capital as a deduction from the proceeds.

	<b>30 June 2023</b>	<b>30 June 2023</b>	<b>30 June 2022</b>	<b>30 June 2023</b>
	<b>No. of Shares</b>	<b>\$</b>	<b>No. of Shares</b>	<b>\$</b>
Balance at beginning of period	124,531,177	40,229,393	97,767,184	23,473,301
<b>Movements during the period:</b>				
Issued on acquisition of Torrens <sup>(i)</sup>	-	-	26,763,993	16,756,092
Issued on exercise of performance rights <sup>(ii)</sup>	50,928	43,063	-	-
Issued under a placement <sup>(iii)</sup>	17,215,647	4,131,756	-	-
Placement costs	-	(266,790)	-	-
<b>Balance at end of period</b>	<b>141,797,752</b>	<b>44,137,422</b>	<b>124,531,177</b>	<b>40,229,393</b>

*Note:*

(i) In April 2022 Coda completed the acquisition of Torrens and as a result issued 26,381,493 shares with a fair value of \$16,507,467 to Torrens shareholders as well as 382,500 shares with a fair value of \$248,625 to Torrens key management personnel who held Torrens options as consideration for the acquisition.

(ii) \$43,063 transferred from share based payments reserve upon exercise of vested performance rights.

(iii) 13,945,838 shares issued on 3 November 2022, 1,928,142 shares issued on 7 November 2022 and 1,341,667 shares issued on 7 February 2023 pursuant to the placement to sophisticated and institutional investors under Section 708A(5)e of the Corporations Act. There were no special terms or features attached to the shares on offer.

**Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital. On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

**Share buy-back**

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

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**ISSUED CAPITAL (continued)**

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 30 June 2022 Annual Report.

**19. RESERVES**

**Nature and purpose of reserves**

**(a) Capital contribution reserve**

The capital contribution reserve represents cash and asset contributions from the Company's former ultimate parent company made prior to the completion of the demerger on 23 July 2019.

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Reserve at beginning of year	12,040,106	12,040,106
Capital contributions during the year	-	-
<b>Capital contribution reserve at end of period</b>	<b>12,040,106</b>	<b>12,040,106</b>

**(b) Share based payments reserve**

The fair value of options and performance rights, as at the grant date, granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period during which the employees become unconditionally entitled to the options. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest, except where forfeiture is only due to share prices not achieving the threshold for vesting.

The fair value of the performance rights consideration for the Cameron River Farm-in as well as the fair value of the performance rights consideration for the acquisition of Torrens is recognised as an exploration and evaluation asset with a corresponding increase in equity at the date of the commencement of the Cameron River Farm-in Agreement and the Torrens acquisition date respectively.

The share-based payments reserve comprises the net fair value of employee options and performance rights expensed over the vesting period as well as performance rights consideration for Cameron River Farm-in and performance rights consideration for the Torrens acquisition calculated at grant date using the Modified Binomial, Black-Scholes or Monte Carlo model, depending on whether they contain market performance conditions. For share based payments with a future vesting period, the share based payment value is brought to account progressively over the term of the vesting period.

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Reserve at beginning of year	611,859	263,444
Share based payments to lead advisor, Directors & employees expensed during the year	800,130	162,948
Transferred to issued capital on exercise	(43,063)	-
Share based payments consideration– Torrens Acquisition	-	185,467
<b>Share based payments reserve at end of period</b>	<b>1,368,926</b>	<b>611,859</b>

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**RESERVES (continued)**

**Options**

During the year, the Company granted 3,747,002 options to its lead advisor for the share placement completed. The options carry an exercise price of \$0.36 per option and have no vesting conditions. The options may be exercised on or before 7 November 2025. The options were valued using a Black-Scholes Option Pricing Model. The following table provides a summary of terms under which the options were issued:

Item	Detail
Value of underlying security	\$0.25
Exercise price	\$0.36
Valuation date	7 November 2022
Expiry date	7 November 2025
Expiration period (years)	3.00
Volatility	100%
Risk-free interest rate	3.365%
Number of options	3,747,002
Valuation per option	\$0.14

The above options do not entitle the holder to participate in any potential share issue of the Company.

The following table illustrates the number and movements in options during the period:

Grant date	Expiry Date	Balance at start of period	Granted during the period	Exercised during the period	Forfeited during the period	Balance at end of the period	Vested and exercisable at end of the period
3-Jul-20	3-Jul-24	2,000,000	-	-	-	2,000,000	2,000,000
3-Jul-20	3-Jul-24	2,000,000	-	-	-	2,000,000	2,000,000
3-Jul-20	3-Jul-24	2,000,000	-	-	-	2,000,000	2,000,000
8-Apr-22	22-Dec-23	991,804	-	-	-	991,804	991,804
7-Nov-22	7-Nov-25	-	3,747,002	-	-	3,747,002	3,747,002

**Performance rights**

During the year, the Company granted 971,344 performance rights to employees as part of the Employee Incentive Plan. The performance rights carried a nil exercise price and vesting conditions requiring continued service. The expiry dates as well as vesting conditions of the various tranches of the performance rights are detailed in the table below.

Tranche	Number of Performance Rights	Expiry date	Exercise Price	Vesting Condition
<b>A</b>	471,602	9 November 2027	Nil	1/3 vest after continuous employment to 1 July 2023 1/3 vest after continuous employment to 1 July 2024 1/3 vest after continuous employment to 1 July 2025
<b>B</b>	255,523	11 July 2027	Nil	1/3 vest after continuous employment to 1 July 2023 1/3 vest after continuous employment to 1 July 2024 1/3 vest after continuous employment to 1 July 2025
<b>C</b>	244,219	12 July 2027	Nil	1/3 vest after continuous employment to 1 July 2023 1/3 vest after continuous employment to 1 July 2024 1/3 vest after continuous employment to 1 July 2025

The performance rights were valued using a Black-Scholes Option Pricing Model.

The following table provides a summary of terms under which the performance rights were issued:

Item	Tranche A	Tranche B	Tranche C
Value of underlying security	\$0.26	\$0.29	\$0.29
Exercise price	Nil	Nil	Nil
Valuation date	9 November 2022	11 July 2022	12 July 2022
Expiry date	9 November 2027	11 July 2027	12 July 2027
Expiration period (years)	5.00	5.00	5.00
Volatility	100%	100%	100%
Risk-free interest rate	3.295-3.395%	2.680-3.005%	2.580-2.915%
Number of performance rights	471,602	255,523	244,219
Valuation per performance right	\$0.26	\$0.29	\$0.29

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**RESERVES (continued)**

All performance rights have the vesting condition of continuous employment (unless cessation of employment is due to redundancy or illness). Should performance right holders resign, the Board may at its discretion waive the vesting condition relating to the requirement to remain an employee of the Company and allow the holder to continue to hold the performance rights following resignation. The following table illustrates the number and movements in performance rights during period:

Grant date	Expiry Date	Balance at start of period	Granted during the period	Exercised during the period	Forfeited during the period	Balance at end of the period	Vested and exercisable at end of the period
3-Jun-21	28-Dec-24	250,000	-	-	-	250,000	250,000
3-Jun-21	28-Dec-24	250,000	-	-	-	250,000	-
19-Nov-21	19-Nov-26	103,246	-	(34,415)	-	68,831	34,415
22-Dec-21	22-Dec-26	3,366	-	(1,122)	-	2,244	1,122
23-Dec-21	23-Dec-26	46,174	-	(15,391)	-	30,783	15,391
9-Nov-22	9-Nov-27	-	471,602	-	-	471,602	157,200
11-Jul-22	11-Jul-27	-	255,523	-	-	255,523	85,174
12-Jul-22	12-Jul-27	-	244,219	-	(46,316)	197,903	65,967

**Shares issued on exercise of options and performance rights**

During the year, the Company has issued 50,928 ordinary shares as a result of the exercise of performance rights.

**(c) Revaluation reserve**

The revaluation reserve is used to record the change in fair value of the investment in Kalamazoo Resources Limited as the investment is designated as a financial asset at fair value through other comprehensive income.

	30 June 2023	30 June 2022
	\$	\$
Reserve at beginning of year	-	-
Change in fair value of investment	(83,875)	-
<b>Reserve at end of year</b>	<b>(83,875)</b>	<b>-</b>

**20. Subsidiaries**

The parent entity of the group is Coda Minerals Limited, incorporated in Australia, which has the following direct and indirect subsidiaries. All the subsidiaries below were brought into the group in the year following the Torrens transaction.

Name of Subsidiary	Place of Incorporation	Beneficial interest	
		2023	2022
<i>Direct subsidiary</i>			
Torrens Mining Ltd	Australia	100%	100%
<i>Indirect subsidiary</i>			
Terrace Mining Pty Ltd	Australia	100%	100%
Torrens Gold Exploration Pty Ltd	Australia	100%	100%
Torrens Mining (Holdings) Pty Ltd	Australia	100%	100%
Torrens Mining (PNG) Ltd	Papua New Guinea	100%	100%

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**21. Parent entity disclosures**

**Accounting policy**

The financial information for the parent entity, Coda Minerals Limited has been prepared on the same basis as the consolidated financial statements.

<b>Company Statement of Financial Position</b>	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
<b>ASSETS</b>		
Current assets	4,847,704	8,061,406
Non-current assets	18,500,479	17,975,880
<b>Total assets</b>	<b>23,348,183</b>	<b>26,037,880</b>
<b>LIABILITIES</b>		
Current liabilities	718,392	1,304,808
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>718,392</b>	<b>1,304,808</b>
<b>EQUITY</b>		
Issued capital	44,137,422	40,229,393
Capital contribution reserve	12,040,106	12,040,106
Share based payment reserve	1,368,926	611,859
Revaluation reserve	(83,875)	-
Accumulated losses	(34,832,788)	(28,148,880)
<b>TOTAL EQUITY</b>	<b>22,629,791</b>	<b>24,732,478</b>
<b>Company Statement of Financial Performance</b>		
Loss for the year	(6,683,908)	(13,863,177)
Total comprehensive loss for the year	(6,767,783)	(13,863,177)

**22. CAPITAL AND OTHER COMMITMENTS**

**(a) Exploration expenditure commitments**

In order to maintain current rights of tenure to exploration tenements, the Company is required to perform minimum exploration work to meet the minimum expenditure requirements specified by the Governments of South Australia, Victoria and New South Wales. These requirements are subject to renegotiation when application for a mining lease is made and at other times. The exploration expenditure commitments are as follows:

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
One year or less	40,281	37,093
Between one and two years	22,081	40,281
Between two and three years	22,081	22,081
Between three and four years	12,997	22,081
Between four and five years	12,997	12,997
Over five years	-	-
<b>Total commitments</b>	<b>110,437</b>	<b>134,533</b>

**23. EARNINGS PER SHARE**

The Company presents basic and diluted earnings per share ('EPS') data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

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**EARNINGS PER SHARE (continued)**

**Basic earnings per share**

The calculation of basic earnings per share at 30 June 2023 was based on the loss attributable to ordinary shareholders of \$7,762,665 and a weighted average number of ordinary shares outstanding during the year ended 30 June 2023 of 132,251,612 calculated as follows:

<b>Basic earnings per share</b>	<b>30 June 2023</b>	<b>30 June 2022</b>
	\$	\$
<b>Loss attributable to ordinary shareholders</b>	(7,762,665)	(14,210,882)
<b>Weighted average number of ordinary shares</b>	<b>No. of shares</b>	<b>No. of shares</b>
Shares on issue at the beginning of the year / on incorporation	124,531,177	75,076,122
Weighted average number of ordinary shares at the end of the year	135,442,377	103,459,717
	\$	\$
<b>Earnings / (loss) per share:</b>		
Basic and diluted	(0.06)	(0.14)

Potential ordinary shares relating to options and performance rights are not dilutive at 30 June 23.

**24. FAIR VALUE MEASUREMENT**

**Accounting policy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, and based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted market prices in an active market (that are unadjusted) for identical assets or liabilities.

Level 2: Valuation techniques (for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable).

Level 3: Valuation techniques (for which the lowest level input that is significant to the fair value measurement is unobservable).

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
<b>As at 30 June 2023</b>				
Financial assets at fair value through other comprehensive income	175,375	-	-	<b>175,375</b>
<b>As at 30 June 2022</b>				
Financial assets at fair value through other comprehensive income	-	-	-	-

There were no transfers between levels during the financial year. The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

**25. FINANCIAL INSTRUMENTS & FINANCIAL RISK MANAGEMENT**

**Accounting policy**

**Financial Instruments**

*Recognition and derecognition*

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

*Classification and initial measurement of financial assets*

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs.

## FINANCIAL INSTRUMENTS & FINANCIAL RISK MANAGEMENT (continued)

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss ("FVTPL")
- fair value through other comprehensive income ("FVOCI").

In the period presented in this financial report the Company does not have any financial assets categorised as FVOCI or FVTPL. The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for expected credit losses of trade receivables which is presented in other expense.

### **Financial Assets at Amortised Cost**

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held under a business model whose objective it is "hold to collect and sell" the associated cash flows and sell; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade receivables and most other receivables fall into this category of financial instruments.

### **Financial Assets at FVTPL**

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of an entity's business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

### **Financial Assets at FVTOCI**

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect and sell" the associated cash flows and sell; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in other comprehensive income ("OCI") will be recycled upon derecognition of the asset.

### **Impairment of financial assets**

The Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

### **Trade and other receivables**

The Company makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

### **Classification and measurement of financial liabilities**

The Company's financial liabilities include borrowings, trade and other payables and derivative financial instruments. Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs. Subsequently, financial liabilities are measured at amortised cost using the effective interest method. All interest-related charges are recognised in profit or loss within finance costs, finance income or other financial items.



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**FINANCIAL INSTRUMENTS & FINANCIAL RISK MANAGEMENT (continued)**

*Fair values versus carrying amounts*

The estimated fair value of financial instruments has been determined by the Company using available market information and appropriate valuation methods. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts. For all financial assets and liabilities, the carrying value approximates fair value.

**Financial Risk Management Overview**

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Company's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital including risks resulting from its investment in fair value accounted Investment. Further quantitative disclosures are included throughout the financial report.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board is responsible for developing and monitoring risk management policies. The Board reviews its activities regularly.

Risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

**(a) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash, cash equivalents and term deposits.

*Exposure to credit risk*

The carrying amount of the Company's financial assets represents the maximum credit exposure. The Company's maximum exposure to credit risk at the reporting date was:

	Note	30 June 2023	30 June 2022
		\$	\$
Cash and cash equivalents	7	4,717,592	8,178,668
Other receivables	8	12,105	2,166

The Company's cash and cash equivalents of \$4,717,592 at 30 June 2023 represent its maximum credit exposure on these assets. The cash and cash equivalents are held with bank and financial institution counterparties, which are rated at between A2 and A1+ from Standard & Poor's and A from Moody's. None of the Company's receivables are past due.

**(b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

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

**Non-derivative financial liabilities**

	30 June 2023		30 June 2022	
	Carrying amount	6 months or less	Carrying amount	6 months or less
	\$	\$	\$	\$
Trade and other payables	581,5870	581,587	1,426,773	1,426,773

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**FINANCIAL INSTRUMENTS & FINANCIAL RISK MANAGEMENT (continued)**

**(c) Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices that will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

	Note	30 June 2023 \$	30 June 2022 \$
Financial assets at fair value through other comprehensive income	10	175,375	-

**(d) Interest rate risk**

*Exposure to interest rate risk*

The Company's exposure to interest rate risk at balance date was as follows, based on notional amounts:

Variable rate instruments	30 June 2023 \$	30 June 2022 \$
Cash and cash equivalents	4,717,592	8,178,668

At reporting date, the Company's exposure to interest rate risk was not material.

**(e) Capital management**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company manages its capital to ensure it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of its capital structure. The capital structure of the Company consists of issued capital, reserves and retained earnings as disclosed in Notes 18 and 19, respectively.

**26. NOTES TO THE STATEMENT OF CASH FLOWS**

Reconciliation of loss after income tax to net cash inflow from operating activities:

	30 June 2023 \$	30 June 2022 \$
<b>Loss for the period after income tax</b>	(7,762,665)	(14,210,882)
<b>Adjustments for:</b>		
Depreciation, amortisation and write-offs	180,057	147,530
Share based payments	799,755	162,948
Net finance costs	2,315	6,617
<b>Operating loss before changes in working capital and provisions</b>	<b>(6,780,538)</b>	<b>(13,893,787)</b>
Decrease / (increase) in receivables	93,443	17,957
Decrease/(increase) in exploration & evaluation assets	-	(36,900)
Decrease/(increase) in exploration license bonds	(55,328)	(40,000)
Decrease / (increase) in prepayments	9,379	(71,995)
Increase / (decrease) in trade and other payables	(845,186)	(404,177)
Increase / (decrease) in employee benefits	72,299	96,289
<b>Net cash (used in) operating activities</b>	<b>(7,505,931)</b>	<b>(14,332,613)</b>

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**27. RELATED PARTIES DISCLOSURES**

**Key management personnel (KMP) compensation**

The compensation paid to the Company's Key Management Personnel is shown below.

	<b>30 June 2023</b>	<b>30 June 2022</b>
	<b>\$</b>	<b>\$</b>
Employee salaries & directors' fees	817,934	765,882
Share based payment	217,808	136,368
Staff bonuses STIP	140,535	98,227
Annual leave movement	18,779	25,631
Superannuation	72,821	63,864
Non-monetary benefits	7,200	6,391
<b>Total employee benefits expense</b>	<b>1,275,077</b>	<b>1,096,363</b>

Detailed remuneration disclosures are provided in the remuneration report on page 7.

**Transactions with other related parties**

There have been no other related party transactions during the reporting period.

**28. CONTINGENT ASSETS AND LIABILITIES**

At the reporting date, the Company had no contingent assets or liabilities apart from the below:

Terrace Mining and Strandline Resources Limited (Strandline) entered into a Letter Agreement dated 14 December 2015 (Strandline Elizabeth Creek Agreement) under the terms of which Terrace Mining acquired sole ownership of the Elizabeth Creek Project tenements. Completion of the purchase took place on or about 21 March 2016. Under the terms of the Strandline Elizabeth Creek Agreement, the Project tenements, associated mining information and assets were acquired by Terrace Mining for \$200,000 cash and 4,000,000 ordinary fully paid shares in Torrens, with a further \$1,000,000 cash (Deferred Consideration) payable on a Decision to Mine.

A further Deed of Acknowledgment and Consent dated 4 May 2017 (Acknowledgement Deed) was entered into between Terrace Mining, Gindalbie Metals Limited and Strandline concerning the Deferred Consideration, acknowledging that Terrace Mining remains responsible for the payment of the Deferred Consideration. Under the Acknowledgement Deed, consequent upon Torrens' successful IPO and admission to the ASX, 1,250,000 shares were issued at \$0.20 per share (equivalent to \$250,000) to Strandline as a partial discharge of the Deferred Consideration related to the Elizabeth Creek Project. The remaining amount of Deferred Consideration has been converted to a 2% Net Smelter Royalty (NSR) capped at \$1,250,000, payable from production from the Elizabeth Creek Project tenements. The NSR right may be bought back by Terrace for \$750,000 cash.

On the 4<sup>th</sup> of July 2022, Coda agreed to divest its Mt Piper Gold Project in central Victoria to Kalamazoo Resources Limited ("Kalamazoo") for a \$300,000 cash consideration upon completion, 1,525,000 fully paid ordinary shares in Kalamazoo upon completion (escrowed for 12 months) and a 1.0% net smelter royalty payable on any minerals extracted from the tenements. Completion subsequently occurred on the 16<sup>th</sup> of September 2022.

The Group has given a bank guarantee as at 30 June 2023 of \$54,397 (2022: \$50,397) to the landlord of its registered and corporate office.

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**29. AUDITOR'S REMUNERATION**

	30 June 2023	30 June 2022
Auditors of the Company – <i>RSM Australia Partners</i>	\$	\$
<b>RSM Australia Partners and related network firms</b>		
Audit and review of financial reports	39,000	-
Other assurance and agreed-upon procedures under other legislation or contractual arrangements	-	-
Other services - Tax consulting services	13,000	-
<b>Deloitte Touche Tohmatsu and their related network firms</b>		
Audit and review of financial reports	-	74,300
Other assurance and agreed-upon procedures under other legislation or contractual arrangements	-	-
Other services - Tax consulting services	-	77,242
<b>Auditor's Remuneration</b>	<b>52,000</b>	<b>151,542</b>

RSM Australia Partners was appointed the Group's auditor on the 1<sup>st</sup> of November 2022, replacing Deloitte Touche Tomatsu.

**30.**

**30. EVENTS SUBSEQUENT TO REPORTING DATE**

No matters or circumstances have arisen since the end of the financial year apart from the following:

- On the 5<sup>th</sup> of July 2023, 994,437 performance rights were issued to employees under the Employee Incentive Plan;
- On the 5<sup>th</sup> of July 2023, 46,316 performance rights were cancelled that were under the Employee Incentive Plan; and
- On the 5<sup>th</sup> of July 2023, 359,269 Coda shares were issued to employees upon the exercise of vested performance rights that were under the Employee Incentive Plan.

**31. NEW AND AMENDED STANDARDS**

A number of new or amended standards became applicable for the current reporting period. The group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards. Therefore, the accounting policies adopted here are consistent with those of the previous financial year and corresponding interim period, apart from the new standards that only became applicable to the Group in the current financial year. The impact of the adoption of the new or amended accounting standards was not material.

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## i Statement Regarding Metal Equivalent Calculations

Metal Equivalent grades are quoted for one or more of the Emmie Bluff, Windabout and MG14 Mineral Resources, or for exploration results considered by the company to be related directly to one of these Mineral Resources, in this announcement.

### **For the Emmie Bluff Mineral Resource:**

The Emmie Bluff Mineral Resource is reported as 43Mt @ 1.3% Cu, 470 ppm Co, 11 g/t Ag and 0.15% Zn (1.84% Copper Equivalent (CuEq)) reported at a cut-off grade of 1% CuEq. The calculation of this metal equivalent is based on the following assumptions.

Metal	Coefficient	Forecast Price	Price Unit
Copper	0.8	\$7,000	USD/Tonne
Cobalt	0.85	\$55,000	USD/Tonne
Zinc	0.9	\$2,100	USD/Tonne
Silver	0.85	\$18.50	USD/Oz

Price assumptions used when calculating copper equivalent grades were based primarily on Consensus Economics forecasts of metals, except for Cobalt, which was sourced via communication with subject matter experts. Metallurgical assumptions used when calculating copper equivalent grades were based on a simple bulk float utilising rougher and minimal cleaner/scavenger circuits. The produced a reasonably consistent mean recovery across most metals of between approximately 83 and 94 percent. For simplicity, and to in part account for losses associated with less intensive cleaner floats and losses to the hydromet plant, these figures were rounded down to the nearest 5%.

Application of these assumptions resulted in the following calculation of CuEq:

$$CuEq\% = Cu\% + 0.00068 \times Co \text{ ppm} + 0.337 \times Zn \% + 90.3 \times \frac{Ag \text{ ppm}}{10000}$$

### **For the Windabout and MG14 Mineral Resource:**

The Windabout and MG14 Mineral Resource are reported at a cut-off grade of 0.5% CuEq as:

- **Windabout: 17.67Mt @ 0.77% Cu, 492 ppm Co and 8 g/t Ag (1.41% CuEq)**
- **MG14: 1.83Mt @ 1.24% Cu, 334 ppm Co and 14 g/t Ag (1.84% CuEq)**

The calculation of this metal equivalent is based on the following assumptions.

Metal	Mining Recovery %	Dilution %	Recovery %	Payability %	Forecast Price	Price Unit
Copper	0.9	0.05	0.6	0.7	\$6,600	USD/Tonne
Cobalt	0.9	0.05	0.85	0.75	\$55,000	USD/Tonne

Price assumptions used when calculating copper equivalent grades were based on recent historical metal prices at the time of calculation (2018). Metallurgical assumptions are based on extensive metallurgical testwork undertaken on the two deposits to 2018 across various potential flowsheets involving both floatation and leaching. Ag analyses in the estimation and metallurgical testwork were considered insufficient at the time to include in the metal equivalent calculation.

Application of these assumptions resulted in the following calculation of CuEq:

$$CuEq\% = Cu\% + 0.0012 \times Co \text{ ppm}$$

It is the opinion of the company that both sets of prices used in the calculations are reasonable to conservative long-term forecasts for real dollar metal prices during the years most relevant to the deposits (approx. 2026-2030).

It is the opinion of the company that all of the elements included in the metal equivalent calculations have a reasonable potential to be recovered and sold.

For full details of the Emmie Bluff Metal Equivalent calculation, please see "Standout 43Mt Maiden Cu-Co Resource at Emmie Bluff", released to the ASX on 20<sup>th</sup> December 2021 and available at [https://www.codaminerals.com/wp-content/uploads/2021/12/20211220\\_Coda\\_ASX-ANN\\_Standout-43Mt-Maiden-Cu-Co-Resource-at-Emmie-Bluff\\_RELEASE.pdf](https://www.codaminerals.com/wp-content/uploads/2021/12/20211220_Coda_ASX-ANN_Standout-43Mt-Maiden-Cu-Co-Resource-at-Emmie-Bluff_RELEASE.pdf).

For full details of the MG14/Windabout Metal Equivalent Calculation, please see "Confirmation of Exploration Target & Mineral Resource and Ore Reserve Statement", released to the ASX on 23<sup>rd</sup> October 2020 and available at [https://www.codaminerals.com/wp-content/uploads/2020/10/20201026\\_Coda\\_ASX-ANN\\_Confirmation-Statements-JORC.pdf](https://www.codaminerals.com/wp-content/uploads/2020/10/20201026_Coda_ASX-ANN_Confirmation-Statements-JORC.pdf).