

BURLEY MINERALS LTD

ABN: 44 645 324 992

**INTERIM FINANCIAL REPORT
FOR THE HALF-YEAR ENDED
31 DECEMBER 2023**

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Financial Statements for the year ended 30 June 2023 and any public announcements made by Burley Minerals Ltd during the interim reporting period in accordance with the continuous disclosure requirements of the ASX Listing Rules and the *Corporations Act 2001*.

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DIRECTORS

Bryan Dixon
Stewart McCallion
Jeff Brill
David Crook

COMPANY SECRETARY

Kieran Witt – appointed 31 October 2023

PRINCIPAL & REGISTERED OFFICE

Level 3, 30 Richardson Street
WEST PERTH WA 6005

AUDITORS

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

BANKERS

National Australia Bank
100 St Georges Terrace
PERTH WA 6000

Stock Exchange Listing

Australian Securities Exchange: **BUR**

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DIRECTORS' REPORT

Your directors are pleased to present their report on the consolidated entity consisting of Burley Minerals Ltd and the entities it controlled at the end of, or during, the half-year ended 31 December 2023.

Burley is a company limited by shares that is incorporated and domiciled in Australia. Its listed equity securities are quoted on the Australian Securities Exchange (ASX).

Directors

The names of the directors in office at any time during, or since the end of, the financial period are:

Stewart McCallion

Bryan Dixon

Jeff Brill

David Crook

Directors were in office for the entire period unless otherwise stated.

The experience and other directorships of the directors in office at the date of this report are as follows:

Principal Activities

The principal activity of the Company during the financial period was the acquisition, exploration and evaluation of mineral resource projects.

Review and Results of Operations

A summary of consolidated revenues and results for the half-year is set out below:

| | 2023 | | 2022 | |
|----------------------------|----------|-------------|----------|-----------|
| | Revenues | Results | Revenues | Results |
| | \$ | \$ | \$ | \$ |
| Burley Minerals Ltd (Loss) | 9,575 | (5,170,512) | 12,810 | (415,380) |

Significant Changes in State of Affairs

Corporate

Other than as disclosed in this interim financial report, no significant changes in the state of affairs of the Company occurred during the financial period.

DIRECTORS' REPORT

Exploration

Burley continued exploration and evaluation on the Chubb Lithium Project in Quebec, Canada and its Western Australian two iron projects, the Yerecoin Project located east of New Norcia, Western Australia and two iron ore prospects in the world class Hamersley Iron Ore Province of Western Australia, being the world's largest iron ore production province.

The Company continues to acquire, explore and evaluate resource projects, including the recent acquisition of and applications for five lithium projects in the heart of the emerging lithium province of Manitoba, Canada.

During the Period, the Company exploration of the Gascoyne Lithium Project, being tenements E09/2747 and E52/4185. As such the carrying value of the Project of \$4,579,563 was written off.

Full details of the Company's exploration are set out in the Company's Quarterly reports and announcements released on ASX.

Annual General Meeting

The Company's Annual General Meeting was held on 29 November 2023 at which the requisite majority passed all resolutions presented to shareholders.

Subsequent Events

On 28 December 2023, the Company entered into a binding term sheet (Agreement) with Aurora Pty Ltd pursuant to which the Sellers (Shareholders of Aurora Pty Ltd) agreed for the Company to acquire 100% of the issued capital of Aurora Pty Ltd (the Sale Shares) (Transaction). The Transaction was completed on 2 January 2024.

Burley agreed to provide the following consideration to the Vendors (or their nominees) for 100% of the shares in Aurora Pty Ltd, the mining information and a facilitation fee on the Staking Projects:

- A total of 2,000,000 fully paid ordinary shares to be issued within 5 business days of execution date with 1,200,000 of the shares subject to voluntary escrow for 12 months. The Consideration and Facilitation Shares were issued on 2 January 2024; and
- Up to 13,000,000 Facilitation Performance Rights, subject to shareholder approval at a general meeting.

On 14 March 2024 the Company, at a meeting of Shareholders, approved the issue of 13,000,000 Performance Rights pursuant to the acquisition of Aurora Pty Ltd as detailed above. The Performance Rights were issued on 14 March 2024.

The Performance Rights were issued on the terms and conditions set out above and further detailed in the Notice of General Meeting as announced on ASX on 14 February 2024.

Other than the above, no matters or circumstances have arisen since the end of the financial period which significantly affected or could significantly affect the operations of the company, the results of those operations or the state of affairs of the Company in future financial periods.

DIRECTORS' REPORT

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of directors.



Bryan Dixon
Chairman
Date: 15 March 2024

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To the Board of Directors

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

As lead audit director for the review of the financial statements of Burley Minerals Ltd for the half-year ended 31 December 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully



HALL CHADWICK WA AUDIT PTY LTD



D M BELL CA
Director

Dated this 15th day of March 2024
Perth, Western Australia

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**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE HALF YEAR ENDED 31 DECEMBER 2023**

| | | Six Months ended 31 December 2023 \$ | Six Months ended 31 December 2022 \$ |
|---|---|--|--|
| REVENUE | | | |
| Finance Revenue | | 9,575 | 12,810 |
| EXPENDITURE | | | |
| Administration expenses | | (266,749) | (94,342) |
| Depreciation and amortisation expenses | | (3,666) | (1,557) |
| Employee benefits expenses | | (66,738) | (123,606) |
| Compliance and regulatory expenses | | (138,051) | (72,994) |
| Occupancy expenses | | (28,842) | (36,227) |
| Directors' fees | | (49,167) | - |
| Share-based payments expense | 5 | (23,620) | - |
| New project generation | | (11,632) | (99,464) |
| Exploration and evaluation assets written off | 4 | (4,591,622) | - |
| LOSS BEFORE INCOME TAX | | (5,170,512) | (415,380) |
| Income tax benefit/(expense) | | - | - |
| LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS | | (5,170,512) | (415,380) |
| Other comprehensive income | | (53,871) | - |
| TOTAL COMPREHENSIVE LOSS FOR THE PERIOD | | (5,224,383) | (415,380) |
| Loss for the period attributable to: | | | |
| Members of the parent entity | | (5,170,417) | (415,243) |
| Non-controlling interest | | (95) | (137) |
| | | (5,170,512) | (415,380) |
| Total comprehensive loss for the period attributable to: | | | |
| Members of the parent entity | | (5,224,288) | (415,243) |
| Non-controlling interest | | (95) | (137) |
| | | (5,224,383) | (415,380) |
| (Loss)/earnings per share (cents) | | | |
| Basic and diluted (loss)/profit per share | | (\$0.05) | (\$0.01) |

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

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2023

| | Note | 31 December 2023 \$ | 30 June 2023 \$ |
|--|------|---------------------------|-----------------------|
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 3 | 2,008,448 | 5,506,670 |
| Trade and other receivables | | 535,582 | 130,739 |
| TOTAL CURRENT ASSETS | | 2,544,030 | 5,637,409 |
| NON CURRENT ASSETS | | | |
| Plant and equipment | | 60,283 | 7,994 |
| Exploration and evaluation | 4 | 12,846,570 | 14,388,997 |
| TOTAL NON CURRENT ASSETS | | 12,906,853 | 14,396,991 |
| TOTAL ASSETS | | 15,450,883 | 20,034,400 |
| CURRENT LIABILITIES | | | |
| Trade and other payables | | 887,333 | 243,666 |
| Provisions | | - | 26,421 |
| TOTAL CURRENT LIABILITIES | | 887,333 | 270,087 |
| TOTAL LIABILITIES | | 887,333 | 270,087 |
| NET ASSETS | | 14,563,550 | 19,764,313 |
| EQUITY | | | |
| Issued capital | 5 | 22,123,512 | 22,123,512 |
| Reserves | | 360,454 | 390,705 |
| Accumulated losses | | (7,917,632) | (2,747,215) |
| EQUITY ATTRIBUTABLE TO MEMBERS OF THE COMPANY | | 14,566,334 | 19,767,002 |
| Non-controlling interest | | (2,784) | (2,689) |
| TOTAL EQUITY | | 14,563,550 | 19,764,313 |

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

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 DECEMBER 2023

| | Issued Capital | Reserves | Accumulated Losses | Total Members Equity | Non-controlling interest | Total |
|------------------------------------|-------------------|----------------|--------------------|----------------------|--------------------------|------------------|
| BALANCE AT 1 JULY 2022 | 10,496,630 | 252,879 | (1,422,090) | 9,327,419 | (2,236) | 9,325,183 |
| Loss for the period | - | - | (415,243) | (415,243) | (137) | (415,380) |
| TOTAL COMPREHENSIVE LOSS | - | - | (415,243) | (415,243) | (137) | (415,380) |
| BALANCE AT 31 DECEMBER 2022 | 10,496,630 | 252,879 | (1,837,333) | 8,912,176 | (2,373) | 8,909,803 |

| | Issued Capital | Reserves | Accumulated Losses | Total Members Equity | Non-controlling interest | Total |
|--|-------------------|-----------------|--------------------|----------------------|--------------------------|--------------------|
| BALANCE AT 1 JULY 2023 | 22,123,512 | 390,705 | (2,747,215) | 19,767,002 | (2,689) | 19,764,313 |
| Loss for the period | - | - | (5,170,417) | (5,170,417) | (95) | (5,170,512) |
| Other comprehensive loss | - | (53,871) | - | (53,871) | - | (53,871) |
| TOTAL COMPREHENSIVE LOSS | - | (53,871) | (5,170,417) | (5,224,288) | (95) | (5,224,383) |
| Transactions with owners, in their capacity as owners, and other transfers: | | | | | | |
| Share based payments | - | 23,620 | - | 23,620 | - | 23,620 |
| BALANCE AT 31 DECEMBER 2023 | 22,123,512 | 360,454 | (7,917,632) | 14,566,334 | (2,784) | 14,563,550 |

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

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2023

| | Six Months ended 31 December 2023 \$ | Six Months ended 31 December 2022 \$ |
|--|--|--|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Payments to suppliers and employees | (645,340) | (332,408) |
| Interest received | 9,575 | 12,810 |
| Net cash (outflow)/inflow from operating activities | (635,765) | (319,598) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Payments for plant and equipment | (55,955) | - |
| Payments for evaluation and exploration | (2,806,502) | (422,492) |
| Net cash outflow from investing activities | (2,862,457) | (422,492) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Payments of share issue transaction costs | - | - |
| Net cash inflow from financing activities | - | - |
| Net increase/(decrease) in cash and cash equivalents | (3,498,222) | (742,090) |
| Cash and cash equivalents at the beginning of the half-year | 5,506,670 | 4,062,783 |
| CASH AND CASH EQUIVALENTS AT THE END OF THE HALF-YEAR | 2,008,448 | 3,320,693 |

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

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2023

1. BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

This condensed consolidated interim financial report for the half-year reporting period ended 31 December 2023 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*.

This condensed consolidated interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the period ended 30 June 2023 and any public announcements made by Burley Minerals Ltd during the interim reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001*.

The accounting policies and methods of computation adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Company's 2023 annual financial report for the financial year ended 30 June 2023. The accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

Adoption of new and revised Accounting Standards

The Group has adopted all new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (**the AASB**) that are relevant to its operations and effective for an accounting period that begins on or after 1 January 2023.

Standards and Interpretations in issue not yet adopted

The Group has reviewed the new and revised Standards and Interpretations on issue not yet adopted for the half-year ended 31 December 2023. As a result of this review the Group has determined that there is no material impact of the Standards and Interpretations on issue not yet adopted by the Company and, therefore, no change is necessary to Group accounting policies.

Critical accounting judgements, estimates and assumptions

The critical accounting judgements, estimates and assumptions adopted in the preparation of the half-year financial report are consistent with those adopted and disclosed in the Company's 2023 annual financial report for the financial year ended 30 June 2023.

Going Concern

The condensed consolidated half year financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group incurred a loss for the half year of \$5,170,512 (2022: \$415,380) and net cash outflows used in operating activities of \$635,765 (2022: \$319,598). As at 31 December 2023, the Group had a cash balance of \$2,008,448 (June 2023: \$5,506,670).

The ability of the Group to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity or debt markets and managing cashflow in line with the available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Group to continue as a going concern.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2023

Going Concern

The Directors are satisfied that the going concern basis of preparation of the condensed consolidated half-year financial report is appropriate due to:

- The Company has a history of successful fund raising to date and the Directors are confident of the Company's ability to raise additional funds as and when they are required through;
 - raising equity funds through capital markets and/or strategic investors; and/or
 - exploring strategic joint venture and offtake funding opportunities.
- The Directors have prepared a cash flow forecast which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for a period of 12 months from the date of this report.

Based on the reasons above, the Directors believe it is appropriate that the condensed consolidated half year financial report be prepared on a going concern basis. Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

2. SEGMENT INFORMATION

For management purposes, the Company has identified only one reportable segment being exploration activities. This segment includes activities associated with the determination and assessment of the existence of commercial economic reserves, from the Company's mineral assets.

Segment performance is evaluated based on the operating profit and loss and cash flows and is measured in accordance with the Company's accounting policies.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2023

3. CASH AND CASH EQUIVALENTS

| | 31 December 2023 | 30 June 2023 |
|--------------------------------------|-----------------------------|-------------------------|
| | \$ | \$ |
| Cash at bank and on hand | 2,008,448 | 3,808,300 |
| Funds held in Canadian trust account | - | 1,698,370 |
| | <u>2,008,448</u> | <u>5,506,670</u> |

The \$1,698,370 (CAD\$1,500,000) held in the Canadian trust account at 30 June 2023 was committed for use for qualifying Canadian mineral exploration expenditures as disclosed in the Annual Financial Statements for the year ended 30 June 2023 (Note 12) and Note 6 to these Financial Statements. These funds remain committed to be expended on qualifying Canadian mineral exploration expenditure by 31 December 2024.

At 31 December 2023, there was \$1,242,841 (CAD\$1,121,043) (30 June 2023: \$3,400,165 (CAD\$2,999,965)) held in Canadian bank accounts, of which \$1,218,745 (CAD\$1,099,308) (30 June 2023: \$3,311,326 (CAD\$2,924,563)) remain committed for expenditure on qualifying Canadian mineral exploration expenditure. The following table summarises funds held in various currencies and the potential effect of expending committed funds on outstanding balances.

| | 31 December 2023 | 30 June 2023 |
|--|-----------------------------|-------------------------|
| | \$ | \$ |
| Cash and cash equivalents held in different currencies: | | |
| Cash and cash equivalents (AUD) | 765,607 | 2,106,505 |
| Cash and cash equivalents (CAD) | 1,242,841 | 3,400,165 |
| | <u>2,008,448</u> | <u>5,506,670</u> |
| Less remaining balance of funds committed for eligible expenditure on Canadian Mineral exploration by 31 December 2024 | <u>(1,218,745)</u> | <u>(3,311,274)</u> |
| Funds available if committed funds are expended on eligible Canadian mineral exploration expenditure | <u>789,703</u> | <u>2,195,396</u> |

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2023

4. EXPLORATION AND EVALUATION

| | 31 December 2023 | 30 June 2023 |
|---|-----------------------------|---------------------|
| | \$ | \$ |
| Beginning of the period | 14,388,997 | 5,793,413 |
| Additions | 3,049,195 | 8,595,584 |
| Exploration and evaluation assets written off | (4,591,622) | |
| End of the period | 12,846,570 | 14,388,997 |

The value of the Company's interest in exploration expenditure is dependent upon:

- The continuance of the Company's rights to tenure of the areas of interest;
- The results of future exploration; and
- The recoupment of costs through successful development and exploitation of the areas of interest or, alternatively, by their sale.

| | 31 December 2023 | 30 June 2023 |
|--|---------------------------------|-------------------------|
| | \$ | \$ |
| Exploration and evaluation assets | 12,846,570 | 14,388,997 |
| Beginning of the period | 14,388,997 | 5,793,413 |
| Acquisition of 100% of LI2O Pty Lt | - | 7,253,370 |
| Stamp Duty on acquisition | - | (338,079) |
| Exploration expenditure for the period | 3,049,195 | 1,680,293 |
| Exploration and evaluation assets written off ⁽ⁱ⁾ | (4,591,622) | |
| Total | (1,542,427) | 8,595,370 |
| Balance | 12,846,570 | 14,388,997 |

⁽ⁱ⁾ During the Period, the Company discontinued exploration of the Gascoyne Lithium Project, being tenements E09/2747 and E52/4185 and one other minor tenement. As such exploration and evaluation assets of \$4,591,622 were written off.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE HALF YEAR ENDED 31 DECEMBER 2023

5. ISSUED CAPITAL

| | 31 December 2023 | | 30 June 2023 | |
|---|-------------------------|-------------------------|---------------------|---------------------|
| | Number | \$ | Number | \$ |
| a. Share capital | | | | |
| Ordinary shares fully paid | 101,296,756 | 22,123,512 | 101,296,756 | 22,123,512 |
| b. Movements in ordinary share capital | 31 December 2023 | 31 December 2023 | 30 June 2023 | 30 June 2023 |
| | Shares | \$ | Shares | \$ |
| Balance as at 1 July | 101,296,756 | 22,123,512 | 61,000,001 | 10,496,630 |
| Issues of ordinary shares during the half-year | | | | |
| Issue of shares at \$0.27 each | - | - | 27,091,305 | 7,314,652 |
| Issue of shares at \$0.4392 each | - | - | 7,651,110 | 3,335,884 |
| Issue of shares at \$0.21 each | - | - | 5,554,340 | 1,166,411 |
| Costs of the issue of shares | - | - | - | (190,065) |
| Balance as at 31 December | 101,296,756 | 22,123,512 | 101,296,756 | 22,123,512 |

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE HALF YEAR ENDED 31 DECEMBER 2023

5. ISSUED CAPITAL (Continued)

Performance Rights

On 29 November 2023 the Company, at a meeting of Shareholders, approved the issue of 2,500,000 Performance Rights (comprising three tranches as set out below) to Mr Stewart McCallion as part of his remuneration. The Performance Rights were issued on 29 November 2023.

The Performance Rights were issued on the terms and conditions set out below and further detailed in the Notice of General Meeting as announced on ASX on 30 October 2023.

Subject to the terms set out in the Notice of Meeting, the number of Performance Rights in each tranche and the vesting terms are as follows:

- (a) **Tranche 1:** 500,000 Performance Rights vesting upon the Company achieving a \$0.40 volume weighted average price for Shares over 20 consecutive trading days on which the Shares have been traded on ASX prior to 15 June 2026;
- (b) **Tranche 2:** 1,000,000 Performance Rights vesting upon the Company announcing an inferred iron ore resource of at least 25Mt @ +54% Fe on any project in which the Company has an interest prior to 15 June 2028; and
- (c) **Tranche 3:** 1,000,000 Performance Rights vesting upon the Company announcing an inferred lithium resource of at least 15Mt @ +1.0% Li2O on any project in which the Company has an interest prior to 15 June 2028.

As detailed in the 30 June 2023 Financial Statements, on 15 August 2023, the Company announced the cessation of the 5,000,000 Performance Rights.

As announced to ASX on 1 December 2023, the Company cancelled a further 100,000 Performance Rights.

A share-based payment expenses of \$23,620 was recorded during the period in relation to the Performance Rights on issue.

6. COMMITMENTS AND CONTINGENCIES

Canadian Flow Through Shares

Funds raised from Canadian flow-through shares are only available to be used for qualifying Canadian mineral exploration expenditure, pursuant to the Flow Through Shares facility detailed in the Company's Prospectus dated 23 May 2023. At 31 December 2023, this remaining committed expenditure had a balance of CAD\$1,099,308 or AUD\$1,218,745 (30 June 2023: CAD\$2,921,537 or AUD\$3,311,274). These funds are committed to be expended on qualifying Canadian mineral exploration expenditure by 31 December 2024.

On 17 May 2023, the Group covenanted to indemnify subscribers to these Canadian flow-through shares and renounce the tax-deductibility of the required qualifying expenditure. To the extent that the remaining AUD\$1,242,841 (30 June 2023: AUD\$3,311,274) is not used to incur eligible Canadian exploration expenses by 31 December 2024, premia paid for the tax status of these shares will be refundable to subscribers. The potential refund at 31 December 2023 was CAD\$266,119 or AUD\$295,032 (30 June 2023: CAD\$1,527,381 or AUD\$1,731,135) if none of the remaining balance were to be used to incur eligible Canadian exploration expenses by 31 December 2024, with the potential refund proportionate to the amount that remained unexpended.

No deferred tax liability has been recognised in relation to the remaining balance for the flow through shares because the non-deductibility will only arise on recognition of the remaining expenditure.

Other than the above, there has been no change in the nature of commitments and contingent liabilities since the last annual reporting period.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2023

7. DIVIDENDS

No dividends were paid during the half-year. No recommendation for payment of dividends has been made.

8. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of trade and other receivables and trade and other payables. These financial instruments are measured at amortised cost, less any provision for non-recovery. The carrying amounts of the financial assets and liabilities approximate their fair value.

9. SUBSEQUENT EVENTS

On 28 December 2023, the Company entered into a binding term sheet (Agreement) with Aurora Pty Ltd pursuant to which the Sellers (Shareholders of Aurora Pty Ltd) agreed for the Company to acquire 100% of the issued capital of Aurora Pty Ltd (the Sale Shares) (Transaction). The Transaction was completed on 2 January 2024.

Burley agreed to provide the following consideration to the Vendors (or their nominees) for 100% of the shares in Aurora Pty Ltd, the mining information and a facilitation fee on the Staking Projects:

- A total of 2,000,000 fully paid ordinary shares to be issued within 5 business days of execution date with 1,200,000 of the shares subject to voluntary escrow for 12 months. The Consideration and Facilitation Shares were issued on 2 January 2024; and
- Up to 13,000,000 Facilitation Performance Rights, subject to shareholder approval at a general meeting.

On 14 March 2024 the Company, at a meeting of Shareholders, approved the issue of 13,000,000 Performance Rights pursuant to the acquisition of Aurora Pty Ltd as detailed above. The performance Rights were issued on 14 March 2024.

The Performance Rights were issued on the terms and conditions set out above and further detailed in the Notice of General Meeting as announced on ASX on 14 February 2024.

Other than the above, no matters or circumstances have arisen since the end of the financial period which significantly affected or could significantly affect the operations of the company, the results of those operations or the state of affairs of the Company in future financial periods.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 6 to 16 are in accordance with the Corporations Act 2001 and:
 - a. comply with Accounting Standard AASB 134: Interim Financial Reporting; and
 - b. give a true and fair view of the Company's financial position as at 31 December 2023 and its performance for the interim period ended on that date.
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Bryan Dixon

Non-executive Chairman

Perth, 15 March 2024

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF BURLEY MINERALS LIMITED

Conclusion

We have reviewed the accompanying half-year financial report of Burley Minerals Limited ("the Company") and Controlled Entities ("the Consolidated Entity") which comprises the condensed consolidated statement of financial position as at 31 December 2023, the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other selected explanatory notes, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Consolidated Entity does not comply with the *Corporations Act 2001* including:

- a. Giving a true and fair view of the of the Consolidated Entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- b. Complying with Accounting Standard AASB 134: *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company 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* that are relevant to our audit of the annual 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 review report.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the half-year financial report, which indicates that the Consolidated Entity incurred a net loss of \$5,170,512 during the half year ended 31 December 2023. As stated in Note 1 these events or conditions, along with other matters as set forth in Note 1 indicate a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

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Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Consolidated Entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



HALL CHADWICK WA AUDIT PTY LTD



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Director

Dated this 15th day of March 2024
Perth, Western Australia