BASTION MINERALS

ABN 19 147 948 883

Financial Report
for the Year Ended 31 December 2023

Bastion Minerals Limited
Corporate directory
31 December 2023

Directors	Alan Ross Landles David Joseph Nolan Sam El-Rahim
Company secretary	Justin Clyne
Registered office	Level 6, 22 Pitt Street Sydney NSW 2000
Principal place of business	Level 6, 22 Pitt Street, Sydney, NSW 2000
Auditor	Ernst & Young 200 George Street Sydney NSW 2000
Solicitors	Addisons Level 12, 60 Carrington Street Sydney NSW 2000
Stock exchange listing	Bastion Minerals Limited's shares are listed on the Australian Securities Exchange (ASX code: BMO)
Website	www.bastionminerals.com

Bastion Minerals Limited
Directors' report
31 December 2023

The directors present their report, together with the financial statements, on the Consolidated Entity (referred to hereafter as the '**Consolidated Entity**') consisting of Bastion Minerals Limited (referred to hereafter as the '**Company**', '**Bastion**' or **'Parent Entity'**) and the entities it controlled at the end of, or during, the year ended 31 December 2023.

Directors
The following persons were directors of Bastion Minerals Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Alan Ross Landles
David Joseph Nolan
Sam El-Rahim

Principal activities
The principal activity of the Consolidated Entity is mining exploration and evaluation in Chile, Sweden and Canada.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations
The loss for the Consolidated Entity after providing for income tax amounted to $6,299,193 (31 December 2022: $3,917,945).

Pioneering Progress Across Diverse Projects

This year, Bastion saw significant progress across its varied project portfolio, reaching important milestones and launching strategic initiatives. Bastion's transformation involved the divestment of the Cometa Project in Chile to ASX-listed Hot Chili Limited (ASX: HCH) and also included a shift into new jurisdictions by increasing its battery metals footprint through the acquisition of battery metals projects, firstly in Canada in February, and followed by Western Australia in December. This strategic move places Bastion in a strong position to lead exploration in the energy transition sector by securing a strong pipeline of promising battery metals projects.

Chile

On the Chilean coastal belt, Bastion's Cometa Copper Project continued to progress. Detailed exploration efforts, including rock chip sampling and mapping, revealed encouraging copper and gold prospects during the year. With induced polarisation surveys in progress, targeting porphyry copper and Iron Oxide Copper Gold mineralisation, Bastion was able to successfully outline multiple drill targets.

While Bastion made significant strides in progressing the Cometa project,, the Company began to shift its focus away from Chile with the divestment of Cometa. In August, the Company announced that it had entered into an option agreement to dispose of the Cometa project, with the first option payment of $US100,000 received subsequent to the end of FY23.. This underscores the Company's commitment to enhancing shareholder value by redirecting focus towards its new and promising projects in Canada, Western Australia and Sweden.

Canadian Lithium Project:

Bastion entered into a Binding Heads of Agreement (HOA) with Austek Resources Pty Ltd (Austek) for an option to acquire three highly prospective lithium properties located in Ontario, Canada.

Through a binding agreement with Austek during the year, Bastion has gained access to three promising lithium properties in Ontario,. Although it is very early in the exploration stage, the initial evaluations, coupled with ongoing exploration activities over the year, have highlighted the significant potential of these assets, positioning Bastion at the forefront of the evolving lithium market. The Option Agreement was exercised in July 2023.

Bastion's venture into the Canadian lithium market showcases Bastion's proactive approach to securing strategic assets.

Gyttorp REES Project, Sweden

Bastion's Gyttorp REES Project in Sweden is another key step in our global expansion strategy. This year, Bastion was granted the Exploration Permit for a strategic land holding of 115km^2 of prospective REE tenure near Gyttorp in Southern Sweden.

In December 2023, Bastion reported positive results from historical sampling by the Swedish Geological Survey (SGU) which identified very high levels of REE in rock chip samples.

After the reporting period, Bastion began a maiden exploration program which included validation sampling and mapping. Analysis of 53 samples from old mine workings confirm the project’s potential for high-grade rare earth elements (REE), with lab results showing up to 6.8% Total REE + Y (TREO includes Cerium) and elevated results across the property.

Exploration and subsequent evaluation at the project have also identified copper mineralisation potential with over 2.5% Cu concentration, and the possibility of elevated concentrations of critical elements Gallium and Germanium within the permit area. Full exploration results and relevant JORC table information for Sweden (as with all of the Company’s projects) can be accessed in the Company’s announcements released to the ASX.

Leveraging historical sampling data and extensive geological analysis, Bastion is ready to unlock the vast potential of rare earth elements and copper in this strategic location.

Western Australian Projects

Prior to the end of the year, Bastion identified and expanded its battery metals footprint through the acquisition of promising projects in Western Australia, a top jurisdiction for battery metals exploration- underscoring the Company’s commitment to diversifying and strengthening its project portfolio.

Bastion entered into two agreements with Critical Minerals Morrissey Pty Ltd and the SM Tenement from Syndicate Minerals Pty Ltd, to acquire the Split Rock and Morrissey Projects prospective for lithium, REE and gold which were completed in March 2024.

This acquisition strengthens Bastion’s presence in Western Australia's lucrative lithium and gold sectors, positioning the Company for ongoing growth and value creation.

Corporate

On the corporate front, Bastion undertook a number of capital raisings throughout the tear to ensure it is well capitalised to secure new projects that fit within the Company’s strategy and to advance exploration on its current portfolio.

In addition to raising funds for its operations, the company also reduced its ongoing operational costs by terminating employees associated with the Chilean operation.

Significant changes in the state of affairs
During the year the company issued 175,166,037 fully paid ordinary shares and 36,438,611 free-attaching options raising $3,588,307 before costs.

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

Matters subsequent to the end of the financial year
On 21 February 2024, the company received the first option payment of US$100,000 after Hot Chilli completed its due diligence in relation to the option agreement for it to acquire the company's Cometa copper project in Chile.

On 14 March 2024, the company issued 40,568,330 fully paid ordinary shares at $0.014 per share, raising $567,956 before costs. On the same date, the company issued a further 4,500,000 fully paid ordinary shares on the conversion of performance rights.

On 26 March 2024, the company completed the acquisition of 100% of the Split Rock and Morrissey Western Australian battery metals projects. The consideration was 71,428,571 fully paid ordinary shares, plus a further 7,142,857 fully paid ordinary shares as for an introduction fee. The shares were issued on 27 March 2024.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Likely developments and expected results of operations
Information on likely developments in the operations of the Consolidated Entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the Consolidated Entity.

Environmental regulation
The consolidated entity is subject to and compliant with all aspects of environmental regulation of its exploration and mining activities in Chile, Sweden and Canada. The directors are not aware of any environmental law that is not being complied with.

Information on directors

Name:	Alan Ross Landles
Title:	Executive Chairman
Qualifications:	GradDipAppFin, CFP
Experience and expertise:	Mr Landles has more than 20 years' experience in leading high-performing banking teams across 9 countries and successfully developed and maintained C-suite relationships throughout Asia, Australia and the USA. Mr Landles held senior leadership roles, Director and Managing Director titles, over a 15 year period, with global financial institutions Rothschild Bank AG, Credit Suisse AG, UBS AG and Macquarie Bank Ltd.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	6,441,316 fully paid ordinary shares
Interests in options:	Nil
Interests in rights:	12,850,000 performance rights

Name:	David Joseph Nolan
Title:	Executive Director until 25 October 2021 and Company Secretary until 6 September 2021, and Non-Executive Director thereafter.
Qualifications:	LL.B (Hon), BA Bond University
Experience and expertise:	David has over 15 years' experience as Chairman and Non-Executive Director to ASX listed companies responsible for corporate finance, legal and governance. David has over 25 years' experience as a corporate lawyer and was previously a partner at a number of leading Sydney law firms advising on capital markets, fundraisings and corporate finance. David has guided and advised companies across a range of industries and has extensive experience in the mining & resources sector.
Other current directorships:	None
Former directorships (last 3 years):	Property Connect Holdings Limited (ASX:PCH - resigned 31 July 2021)
Interests in shares:	8,686,541 fully paid ordinary shares
Interests in options:	Nil
Interests in rights:	17,750,000 performance rights

Name:	Sam El-Rahim
Title:	Non-Executive Director
Experience and expertise:	Mr El-Rahim is an experienced board member, managing director and venture capitalist who has an established career in identifying market opportunities, driving profitable growth, and leading high performance businesses and teams. Since incorporating his first company in 1982, he has achieved success in a range of industries and emerging markets with significant business, financial and property portfolio responsibilities across the Asia Pacific region. Qualified in Electrotechnology, Mr El-Rahim also forged government relations to provide turnkey systems and innovative software solutions.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	2,505,000 fully paid ordinary shares
Interests in options:	1,000,000 options over ordinary shares
Interests in rights:	Nil

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
Justin Clyne was appointed Company Secretary on 23 May 2022. Justin is a qualified Chartered Company Secretary and Member of the Australian Institute of Company Directors. Justin Clyne was admitted as a Solicitor of the Supreme Court of New South Wales and High Court of Australia in 1996 before gaining admission as a Barrister in 1998. He had 15 years of experience in the legal profession acting for a number of the country's largest corporations, initially in the areas of corporate and commercial law before dedicating himself full-time to the provision of corporate advisory and company secretarial services. Justin has been a director and/or secretary of a number of public listed and unlisted companies. He has significant experience and knowledge in international law, the Corporations Act, the ASX Listing Rules and corporate regulatory requirements generally.

Meetings of directors
The number of meetings of the Company's Board of Directors ('the **Board**') and of each Board Committee held during the year ended 31 December 2023, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Alan Ross Landles *	8	8	2	2	2	2
David Joseph Nolan	8	8	2	2	2	2
Sam El-Rahim	8	8	2	2	2	2

Held: represents the number of meetings held during the time the director held office or was a member of the relevant committee.

* Attended Audit and Risk Committee meeting as an invitee.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the Consolidated Entity, in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) and its Regulations.

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

The Remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the Consolidated Entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the **Board**') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Company has a Nomination, Remuneration and Human Resources Committee (the **Committee**). Ross Landles is Chairman and Sam El-Rahim is a member.

The Committee is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Committee. The Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

ASX Listing Rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. In accordance with clause 10.7(a) of the Company's Constitution, the total aggregate remuneration available to non-executive directors is $500,000 per annum.

From time to time share options and performance rights may be awarded to newly appointed non-executive directors. Such share options or performance rights are issued to attract high calibre directors to the Board. The remuneration for the non-executive directors during the current and prior financial years is set out in 'Details of remuneration' below.

Executive remuneration
The Consolidated Entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has three components:
- base pay and non-monetary benefits
- share-based payments
- other remuneration such as superannuation

The combination of these comprises the executive's total remuneration.

The Executive Chairman's total remuneration package is determined independently to the fees of other non-executive directors based on comparative roles in the external market. The Executive Chairman is not present at any discussions relating to the determination of his own remuneration.

Consolidated entity performance and link to remuneration
Remuneration currently includes both options and performance rights which link remuneration to the performance of the company.

Use of remuneration consultants
Remuneration consultants have not been used during the current year.

Voting and comments made at the Company's 2022 Annual General Meeting ('AGM')
At the 30 May 2023 AGM, 85.60% of the votes received supported the adoption of the remuneration report for the year ended 31 December 2022. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the Consolidated Entity are set out in the following tables.

	Short-term benefits (Cash)	(Cash)	(Cash)	Post-employment benefits (Cash)	Long-term benefits (Cash)	Share-based payments (Non-Cash)	
2023	Cash salary and fees $	Cash bonus $	Consulting fees $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors:							
	-	-	-	-	-	-	-
David Nolan * & **	31,125	-	68,625	-	-	176,242	275,992
Sam El-Rahim *	39,375	-	-	-	-	-	39,375
Executive Directors:							
Ross Landles *	282,840	-	-	-	-	249,775	532,615
	353,340	-	68,625	-	-	426,017	847,982

* All directors were paid at a reduced rate during the first quarter of the 2023 year. Ross Landles' monthly fee was reduced to $15,000 and non-executive fees were halved. This was done to preserve company cash flows.

** Includes fees totalling $68,625 for additional consulting work performed during the year. These have been charged at a rate of $1,500 per day.

	Short-term benefits (Cash)	(Cash)	(Cash)	Post-employment benefits (Cash)	Long-term benefits (Cash)	Share-based payments (Non-Cash)	
2022	Cash salary and fees $	Cash bonus $	Consulting fees $	Super-annuation $	Long service leave $	Equity-settled $	Total $
Non-Executive Directors:							
Andrew Stewart *	41,250	-	25,500	-	-	152,826	219,576
David Nolan **	45,000	-	49,125	-	-	152,826	246,951
Sam El-Rahim	45,000	-	-	-	-	38,561	83,561
Executive Directors:							
Ross Landles ***	326,046	-	-	-	-	325,398	651,444
	457,296	-	74,625	-	-	669,611	1,201,532

* Resigned on 6 December 2022. Consulting fees of $25,500 was paid in relation to Geological services provided. This was charged at a rate $1,500 per day. As at 31 December 2022, Andrew had retained all options and performance shares that had not met performance targets at resignation.

** Includes fees totalling $49,125 for additional consulting work performed during the year. These have been charged at a rate of $1,500 per day.

*** Ross Landles' service agreement was updated in March 2022 but backdated to 1 October 2021. For this reason back pay of $24,818 has been included in current year remuneration.

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

Name	Fixed remuneration (Cash) 2023	Fixed remuneration (Cash) 2022	At risk - STI (Non Cash) 2023	At risk - STI (Non Cash) 2022	At risk - LTI (Non Cash) 2023	At risk - LTI (Non Cash) 2022
Non-Executive Directors:						
Dr Andrew Stewart	-	30%	-	-	-	70%
David Nolan *	36%	38%	-	-	64%	62%
Sam El-Rahim	100%	54%	-	-	-	46%
Executive Directors:						
Ross Landles	53%	50%	-	-	47%	50%

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Ross Landles
Title:	Executive Director and Chairman
Agreement commenced:	31 March 2022 (but backdated to 1 October 2021)
Term of agreement:	The Company will pay the relevant corporate entity $345,000 (inclusive of GST) per annum. The agreement may be terminated by either party at any time by providing the other party with prior written notice of not less than the notice period of 12 months. The agreement has no fixed term. He is also entitled to short and long term incentives.

Name:	Sam El-Rahim
Title:	Non-Executive Director
Agreement commenced:	25 January 2021
Term of agreement:	Annual fees of $45,000 plus GST are payable.

Name:	David Nolan
Title:	Non-Executive Director
Agreement commenced:	25 October 2021
Term of agreement:	Annual fees of $45,000 plus GST are payable, plus a rate of $1,500 per day for work done in excess of 2.5 days.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

During the year Ross Landles received 1,650,000 fully paid ordinary shares and David Nolan received 750,000 fully paid ordinary share upon the conversion of performance rights.

Options

The terms and conditions of each grant of options over ordinary shares held by directors and other key management personnel are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
David Nolan	2,000,000	19 January 2021	19 January 2023	19 January 2024	$0.2500	$0.0429
Ross Landles	2,000,000	19 January 2021	19 January 2023	19 January 2024	$0.2500	$0.0429
Sam El-Rahim	1,000,000	31 May 2021	31 May 2022	31 May 2024	$0.3000	$0.0938

Options granted carry no dividend or voting rights.

Directors Share Loans

During the year ended 31 December 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart were provided with interest bearing, limited recourse loans (**Director Share Loans**) from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors in the Company at the time. The Director Share Loans are required to be recognised as share-based remuneration and Equity Settled under AASB2 *Share-Based Payment* (**AASB 2**) The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models.

During the current year, the shares that were acquired via finance from the above loans were sold and the loans were settled in full. Amount of $269,066 has been recognised in equity (note 16) of the financial statements.

During the current year Ross Landles and David Nolan have again been provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of each director acquiring 5,381,316 shares in the Company. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models. A total expense of $136,794 has been recognised in relation to each director's loan.

The number of options over ordinary shares granted to and vested by directors as part of compensation during the year ended 31 December 2023 are set out below:

Name	Number of options granted during the year 2023	Number of options granted during the year 2022	Number of options vested during the year 2023	Number of options vested during the year 2022
David Nolan	-	-	2,000,000	-
Ross Landles	-	-	2,000,000	-
Sam El-Rahim	-	-	-	1,000,000

Performance rights
There were 28,000,000 performance rights over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 31 December 2023.

The number of performance rights over ordinary shares granted to and vested by directors (as approved by shareholders at the 23 May 2022 AGM and 30 May 2023) as part of compensation during the year ended 31 December 2023 are set out below:

Name	Number of rights granted during the year 2023	Number of rights granted during the year 2022	Number of rights vested during the year 2023	Number of rights vested during the year 2022
David Nolan	19,000,000	-	-	750,000
Ross Landles	9,000,000	3,000,000	-	750,000
Andrew Stewart	-	-	-	750,000

During the year 9,000,000 performance rights were issued to each of Ross Landles and David Nolan with the below performance hurdles:-

- Achievement of 15 day VWAP share price of $0.09 within 5 years (Tranche 1)
- Commencement of a drilling program within 12 months (Tranche 2)

During the year a further 10,000,000 performance rights were issued to David Nolan in relation to company's option agreement over the Cometa project, with the below performance hurdles:-

- 3,000,000 with hurdle of receipt of the first option fee of US$100,000. This was met subsequent to year end and the related shares have been issued; (Tranche 3)
- 3,000,000 with the hurdle of receipt of the second option fee of $US200,000 (Tranche 4); and
- 4,000,000 with the hurdle of completion of transaction (Tranche 5).

For the performance rights granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Tranche	Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility %	Dividend yield	Risk free rate %	Fair value at grant date
Tranche 1	31/05/2023	31/05/2028	$0.1950	$0.0000	95.00%	-	0.10%	$0.1290
Tranche 2	31/05/2023	31/05/2024	$0.0310	$0.0000	95.00%	-	3.44%	$0.0310
Tranche 3	27/11/2023	21/02/2024	$0.0160	$0.0000	95.00%	-	4.27%	$0.0160
Tranche 4	27/11/2023	28/08/2024	$0.0160	$0.0000	95.00%	-	4.27%	$0.0160
Tranche 5	27/11/2203	15/02/2026	$0.0160	$0.0000	95.00%	-	4.27%	$0.0160

Additional information
The earnings of the Consolidated Entity for the four years to 31 December 2023 are summarised below:

	2023 $	2022 $	2021 $	2020 $
Loss after income tax	(6,292,193)	(3,917,945)	(3,078,815)	(1,058,784)

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

	2023	2022	2021	2020 *
Share price at financial year end ($)	0.02	0.03	0.24	-
Basic loss per share (cents per share)	(3.62)	(4.35)	(4.27)	(5.18)
Diluted loss per share (cents per share)	(3.62)	(4.35)	(4.27)	(5.18)

* Official quotation of the Company's ordinary shares on the ASX commenced on 16 March 2021.

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the Company held during the financial year by each director , including their personally related parties and their associates in accordance with section 12(2)(c) of the Corporations Act and in which they have a relevant interest in accordance with section 608(1)(b) of the Corporations Act, is set out below:

	Balance at the start of the year	Received as part of remuneration *	Additions **	Disposals	Balance at the end of the year
Ordinary shares					
Ross Landles	4,647,544	1,650,000	5,381,316	(5,237,544)	6,441,316
David Nolan	3,892,769	750,000	5,381,316	(4,337,544)	5,686,541
Sam El-Rahim	2,505,000	-	-	-	2,505,000
	11,045,313	2,400,000	10,762,632	(9,575,088)	14,632,857

* Received on conversion of performance rights.
** Additions relates to director share loans. Refer to "Director share loans" below.

Option holding
The number of options over ordinary shares in the Company held during the financial year by each director and other members of key management personnel of the Consolidated Entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares					
Ross Landles *	2,000,000	-	-	-	2,000,000
David Nolan *	2,000,000	-	-	-	2,000,000
Sam El-Rahim	1,000,000	-	-	-	1,000,000
	5,000,000	-	-	-	5,000,000

* These options lapsed on 19 January 2024

Performance rights holding
The number of performance rights over ordinary shares in the Company held during the financial year by each director and other members of key management personnel of the Consolidated Entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Converted to shares	Balance at the end of the year
Performance rights over ordinary shares				
David Nolan	2,500,000	19,000,000	(750,000)	20,750,000
Ross Landles	5,500,000	9,000,000	(1,650,000)	12,850,000
	8,000,000	28,000,000	(2,400,000)	33,600,000

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Bastion Minerals Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
31 May 2021	4 June 2024	$0.3000	1,000,000
15 November 2021	15 November 2024	$0.2500	5,000,000
19 May 2022	5 June 2025	$0.2500	500,000
19 May 2022	5 June 2025	$0.3000	500,000
5 December 2022	5 December 2025	$0.1600	5,000,000
20 January 2023	20 January 2026	$0.0900	60,932,284
19 March 2024	20 January 2026	$0.0900	70,000,000
			142,932,284

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

Director share loans

During the year ended 31 December 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart have been provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors who invested in the Company at the time. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models.

During the current year, the shares that were acquired via finance from above loans were sold and the loans were settled in full. Amount of $269,066 has been recognised in equity (note 16) of the financial statements.

During the current year Ross Landles and David Nolan have again been provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of each director acquiring 5,381,316 shares in the Company. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models. A total expense of $136,794 has been recognised in relation to each director's loan.

Shares under performance rights
The company has a total of 33,600,000 performance rights on issue at 31 December 2023.

Shares issued on the exercise of options
There were no ordinary shares of Bastion Minerals Limited issued on the exercise of options during the year ended 31 December 2023 and up to the date of this report.

Shares issued on the exercise of performance rights
The following ordinary shares of Bastion Minerals Limited were issued during the year ended 31 December 2023 and up to the date of this report on the exercise of performance rights granted:

Date performance rights granted	Number of shares issued
28 June 2023	3,150,000
14 March 2024	4,500,000
	7,650,000

Indemnity and insurance of officers
The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Proceedings on behalf of the Company
No person has applied to the Court under section 237 of the Corporations Act 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.

Non-audit services
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 note 21 to the financial statements.

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.

The directors are of the opinion that the services as disclosed in note 21 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 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.

Officers of the Company who are former partners of Ernst & Young
There are no officers of the Company who are former partners of Ernst & Young.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act is set out immediately after this directors' report.

Auditor
Ernst & Young continues in office in accordance with section 327 of the Corporations Act.

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

On behalf of the directors

Ross Landles

28 March 2024

Building a better
working world

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Auditor's independence declaration to the directors of Bastion Minerals Limited and its controlled entities

As lead auditor for the audit of Bastion Minerals Limited for the financial year ended 31 December 2023, I declare to the best of my knowledge and belief, there have been:

a. No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Bastion Minerals Limited and the entities it controlled during the financial year.

Ernst & Young

Scott Nichols
Partner
Sydney
28 March 2024

Bastion Minerals Limited
Contents
31 December 2023

General information

The financial statements cover Bastion Minerals Limited as a Consolidated Entity consisting of Bastion Minerals Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Bastion Minerals Limited's functional and presentation currency.

Bastion Minerals Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 6, 22 Pitt Street
Sydney NSW 2000

A description of the nature of the Consolidated Entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 March 2024. The directors have the power to amend and reissue the financial statements.

Bastion Minerals Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2023

	Note	Consolidated 2023 $	Consolidated 2022 $
Revenue			
Other income	4	166,277	135,226
Interest revenue calculated using the effective interest method		541	477
Expenses			
Consultancy fee expenses		(653,709)	(978,587)
Legal and professional fees		(424,369)	(549,345)
Employee benefits expense		(411,537)	-
Administration expenses		(466,107)	(354,623)
Depreciation and amortisation expense	5	(244,924)	(205,579)
Impairment of exploration and evaluation assets	12	(3,478,325)	-
Share based payment expense	30	(426,017)	(1,383,253)
Impairment of receivables	5	(141,899)	(373,933)
Other expenses		(124,265)	(107,710)
Finance costs	5	(94,859)	(100,618)
Loss before income tax expense		(6,299,193)	(3,917,945)
Income tax expense	6	-	-
Loss after income tax expense for the year attributable to the owners of Bastion Minerals Limited		(6,299,193)	(3,917,945)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		144,362	109,674
Other comprehensive income for the year, net of tax		144,362	109,674
Total comprehensive loss for the year attributable to the owners of Bastion Minerals Limited		(6,154,831)	(3,808,271)
		Cents	**Cents**
Basic loss per share	29	(3.62)	(4.35)
Diluted loss per share	29	(3.62)	(4.35)

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

Bastion Minerals Limited
Statement of financial position
As at 31 December 2023

	Note	Consolidated 2023 $	2022 $
Assets			
Current assets			
Cash and cash equivalents	7	1,032,422	636,552
Trade and other receivables	8	98,424	149,564
Other	10	164,533	49,302
Total current assets		1,295,379	835,418
Non-current assets			
Property, plant and equipment	11	39,217	98,967
Right-of-use assets	9	1,977	879,290
Exploration and evaluation	12	3,516,292	5,470,619
Other	10	20,295	111,338
Total non-current assets		3,577,781	6,560,214
Total assets		4,873,160	7,395,632
Liabilities			
Current liabilities			
Trade and other payables	13	922,038	760,341
Borrowings	14	48,490	48,470
Lease liabilities	15	122,198	122,443
Employee benefits		16,004	52,308
Provisions		68,798	-
Total current liabilities		1,177,528	983,562
Non-current liabilities			
Borrowings	14	187,000	187,000
Lease liabilities	15	-	804,239
Provisions		-	24,799
Total non-current liabilities		187,000	1,016,038
Total liabilities		1,364,528	1,999,600
Net assets		3,508,632	5,396,032
Equity			
Issued capital	16	18,239,371	14,806,653
Reserves	17	4,355,564	3,376,489
Accumulated losses		(19,086,303)	(12,787,110)
Total equity		3,508,632	5,396,032

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

Bastion Minerals Limited
Statement of changes in equity
For the year ended 31 December 2023

Consolidated	Issued capital $	Foreign currency reserve $	Share based payment reserve $	Option reserve $	Accumulated losses $	Total equity $
Balance at 1 January 2022	13,805,360	(123,055)	1,227,775	-	(8,869,165)	6,040,915
Loss after income tax expense for the year	-	-	-	-	(3,917,945)	(3,917,945)
Other comprehensive income for the year, net of tax	-	109,674	-	-	-	109,674
Total comprehensive income/(loss) for the year	-	109,674	-	-	(3,917,945)	(3,808,271)
Share-based payments (note 30)	-	-	1,717,615	-	-	1,717,615
Contributions of equity, (note 16)	1,555,520	-	-	-	-	1,555,520
Transaction costs (note 16)	(554,227)	-	-	-	-	(554,227)
Free attaching options (note 17)	-	-	-	444,480	-	444,480
Balance at 31 December 2022	14,806,653	(13,381)	2,945,390	444,480	(12,787,110)	5,396,032

Consolidated	Issued capital $	Foreign currency reserve $	Share based payment reserve $	Option reserve $	Accumulated losses $	Total equity $
Balance at 1 January 2023	14,806,653	(13,381)	2,945,390	444,480	(12,787,110)	5,396,032
Loss after income tax expense for the year	-	-	-	-	(6,299,193)	(6,299,193)
Other comprehensive income for the year, net of tax	-	144,362	-	-	-	144,362
Total comprehensive income/(loss) for the year	-	144,362	-	-	(6,299,193)	(6,154,831)
Share-based payments (note 30)	-	-	564,831	-	-	564,831
Contributions of equity, (note 16)	3,190,320	-	-	-	-	3,190,320
Transaction costs (note 16)	(309,247)	-	-	-	-	(309,247)
Free attaching options (note 17)	-	-	-	651,527	-	651,527
Transfer upon conversion of performance rights	381,645	-	(381,645)	-	-	-
Shares issued for tenement acquisition (note 16)	170,000	-	-	-	-	170,000
Balance at 31 December 2023	18,239,371	130,981	3,128,576	1,096,007	(19,086,303)	3,508,632

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

Bastion Minerals Limited
Statement of cash flows
For the year ended 31 December 2023

	Note	Consolidated 2023 $	2022 $
Cash flows from operating activities			
Payments to suppliers and employees (inclusive of GST)		(1,762,649)	(2,251,125)
Interest received		541	447
Other revenue		123,800	128,163
Interest and other finance costs paid		(81,162)	(100,618)
Net cash used in operating activities	27	(1,719,470)	(2,223,133)
Cash flows from investing activities			
Payments for property, plant and equipment	11	-	(19,331)
Payments for exploration and evaluation		(1,451,585)	(2,341,824)
Capitalised transaction costs paid		(14,795)	-
Net cash used in investing activities		(1,466,380)	(2,361,155)
Cash flows from financing activities			
Proceeds from issue of shares and options	16	3,588,307	2,000,000
Share issue transaction costs		(233,043)	(168,319)
Repayment of lease liabilities		(42,807)	(98,479)
Proceeds from settlement of director loans recognised in equity	23	269,066	-
Net cash from financing activities		3,581,523	1,733,202
Net increase/(decrease) in cash and cash equivalents		395,673	(2,851,086)
Cash and cash equivalents at the beginning of the financial year		634,832	3,478,801
Effects of exchange rate changes on cash and cash equivalents		177	7,117
Cash and cash equivalents at the end of the financial year	7	1,030,682	634,832

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

Note 1. Material accounting policy information

The accounting policies that are material to the Consolidated Entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

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. The impact of their adoption has not been material.

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

Going concern
The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Consolidated Entity incurred a loss from ordinary activities of $6,299,193 for the year ended 31 December 2023 (2022: $3,917,945), and had negative cash flows from operating activities of $1,719,470 (2021: $2,223,133).

The directors have reviewed the cashflow forecasts and believe that there are reasonable grounds to believe that the Consolidated Entity will be able to continue as a going concern due to the following factors:

- On 14 March 2024, the company issued 40,568,330 fully paid ordinary shares at $0.014 per share, raising $567,956 before costs;
- Since 31 December the company has received the first option fee of US$100,000 ($146,664) under its agreement to divest its holding in the Cometa exploration project. The second option fee under that agreement of US$200,000 ($293,328) is payable in August 2024.
- the loss for the year includes a non-cash impairment expense of $3,478,325 relating to exploration and evaluation assets;
- the company has the ability to defer discretionary operating and capital expenditures;
- Mid-way through the year, a strategic decision was made to focus on exploration on the Company's assets in Canada and Sweden. Given the proposed divestment of Cometa as mentioned above, the Company and has wound back the balance of its operations in Chile consistent with this renewed focus on Canada and Sweden which will significantly reduce the Company's cost base there. Future exploration on Capote and Garin in Chile will be done only where third parties fund activities in exchange for interests in these projects, or alternatively the Board will look to recoup the value through sale of assets entirely; and
- As an ASX listed entity, the Consolidated Entity has the ability to raise equity and has a proven track record of being able to raise capital when required.

Accordingly, the directors believe that the Consolidated Entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report. In the event that the Consolidated Entity is unsuccessful in implementing the above-stated initiatives, a material uncertainty exists, that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern and its ability to recover assets and discharge liabilities in the normal course of business and at the amounts shown in the financial report.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessarily incurred should the company not continue as a going concern.

Comparative
When required, comparative figures have been adjusted to conform to changes in presentation for the current financial period.

Basis of preparation
These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the 'AASB and the Corporations Act , as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board (**IASB**).

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Note 1. Material accounting policy information (continued)

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 2.

Parent entity information
In accordance with the Corporations Act, these financial statements present the results of the Consolidated Entity only. Supplementary information about the parent entity is disclosed in note 24.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Bastion Minerals Limited ('**Company**', '**Bastion**' or '**Parent Entity**') as at 31 December 2023 and the results of all subsidiaries for the year then ended. Bastion Minerals Limited and its subsidiaries together are referred to in these financial statements as the 'Consolidated Entity'.

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

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

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the Consolidated Entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Consolidated Entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('**CODM**'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation
The financial statements are presented in Australian dollars, which is Bastion Minerals Limited'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.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 1. Material accounting policy information (continued)

Revenue recognition
The Consolidated Entity recognises revenue as follows:

Interest
Interest revenue is recognised as interest accrues using the effective interest method.

Sub-lease revenue
Operating sub-lease revenue is accounted for as an operating lease and recognised when it is received or when the right to receive payment is established.

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

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

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: (a) it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is expected to be realised within 12 months after the reporting period; or (d) 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: (a) it is either expected to be settled in the consolidated entity's normal operating cycle; (b) it is held primarily for the purpose of trading; (c) it is due to be settled within 12 months after the reporting period; or (d) 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.

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. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

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

Note 1. Material accounting policy information (continued)

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Office equipment	5 years
Leasehold improvements	3 years
Plant and equipment	6 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Consolidated Entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

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 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.

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

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

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

Trade and other payables
These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Note 1. Material accounting policy information (continued)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss. Where the consolidated entity renegotiates the terms of a financial liability with the result that it issues equity instruments to the creditor to extinguish all or part of the financial liability, if the creditor is a direct or indirect shareholder and acting in its capacity as a direct or indirect existing shareholder, the consolidated entity records the equity instruments issued at the carrying amount of the financial liability extinguished with no profit or loss recognised.

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

The carrying amounts are remeasured if there is a change in the following: (a) future lease payments arising from a change in an index or a rate used; (b) residual guarantee; (c) lease term; and (d) certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Provisions
Provisions are recognised when the Consolidated Entity has a present (legal or constructive) obligation as a result of a past event, it is probable the Consolidated Entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

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.

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.

Note 1. Material accounting policy information (continued)

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

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

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

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

Certain directors have been issued shares with interest bearing, limited recourse loans from the consolidated entity for the sole purpose of acquiring shares in the Company. Under AASB 2 *Share-Based Payments*, these shares and loans are treated as “in substance options” even where the equity instrument itself is not a share option.

When cash is received from directors to subsequently repay these loans, the cash received is recognised in equity.

Issued capital
Ordinary shares are classified as equity.

The fair value recognised in relation to performance rights is transferred to issued capital upon the conversion of performance rights.

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

Earnings per share

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

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

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Note 1. Material accounting policy information (continued)

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 31 December 2023. The Consolidated Entity does believe that the impact of the new standards will be material.

Note 2. 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 granted, measured at grant date. The Consolidated Entity measures the cost of equity-settled transactions with parties other than employees at the fair value of the services received, unless that fair value cannot be reliably estimated, in which case the fair value of services received is measured indirectly by reference to the fair value of the equity instruments granted, at the date the services are received. 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. Estimating fair value for share-based payment transactions requires determination of the most appropriate inputs to the valuation model. The assumptions and models used in estimating fair value of share-based payment transactions are disclosed in note 30.

The Consolidated Entity also applies judgement in determining the accounting for the issue (and modification) of equity instruments to shareholders and other parties, whether these are transactions within the scope of *AASB 2 Share-based Payment* ('AASB 2') or transactions with shareholders in their capacity as such which are outside the scope of AASB 2. In applying this judgement, the considerations include: whether the terms of the equity instruments issued (or modified) are such that all parties participate equally and proportionately; whether the Consolidated Entity receives goods or services from the supplier of those goods or services (including an employee) in a share-based payment arrangement; and the nature of the Consolidated Entity's relationship with the parties.

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. 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 economic incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease 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.

During the current year the company has decided that it will not exercise its option over the lease of its Sydney office. As a result lease the period for the lease accounting has been changed from 6 years to 3 years.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

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.

Exploration and evaluation costs
Exploration and evaluation costs 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.

At each reporting date management review exploration assets for indicators of impairment in line with AASB 6 *Exploration for and Evaluation of Mineral Resources.* During the year an impairment was recognised in relation the Capote project. Refer to note 12.

Note 3. Operating segments

Identification of reportable operating segments
The consolidated entity is organised into one operating segment, being the exploration This is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the CODM) in assessing performance and in determining the allocation of resources.

Note 4. Other income

	Consolidated	
	2023	2022
	$	$
Other income	166,277	135,226

Other income in both years predominantly relates to sub-lease income, refer to note 9.

Note 5. Expenses

	Consolidated 2023 $	Consolidated 2022 $
Loss before income tax includes the following specific expenses:		
Depreciation		
Plant and equipment	59,810	19,169
Right-of-use assets	185,114	186,410
Total depreciation	244,924	205,579
Impairment		
Chilean VAT receivable	141,899	373,933
Finance costs		
Interest and finance charges paid/payable on loan with Malema Pty Ltd (an entity related to Ralph Stagg - refer to note 14)	46,651	46,651
Interest and finance charges paid/payable on leases	48,208	53,967
Finance costs expensed	94,859	100,618

Note 6. Income tax expense

	Consolidated 2023 $	Consolidated 2022 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(6,299,193)	(3,917,945)
Tax at the statutory tax rate of 30%	(1,889,758)	(1,175,384)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Permanent and temporary differences	391,795	704,797
Impairment of exploration and evaluation assets	1,043,497	-
	(454,466)	(470,587)
Current year tax benefit not recognised	454,466	470,587
Income tax expense	-	-

	Consolidated 2023 $	Consolidated 2022 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	7,242,057	5,727,169
Potential tax benefit @ 30%	2,172,617	1,718,151

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 7. Cash and cash equivalents

	Consolidated 2023 $	Consolidated 2022 $
Current assets		
Cash at bank	1,032,422	636,552

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

	2023 $	2022 $
Balances as above	1,032,422	636,552
Bank overdraft (note 14)	(1,740)	(1,720)
Balance as per statement of cash flows	1,030,682	634,832

Note 8. Trade and other receivables

	Consolidated 2023 $	Consolidated 2022 $
Current assets		
Other receivables	41,554	66,709
GST receivable	56,870	82,855
	98,424	149,564

The consolidated entity calculates its expected credit losses (ECL) based on the consolidated entity's historical credit loss experience, adjusted for forward-looking factors specific to its receivables and the economic environment.

During the year, an expected credit loss of $141,899 (2022: $373,933) was recognised relating to VAT receivable in Chile which was fully impaired.

Note 9. Right-of-use assets

	Consolidated 2023 $	Consolidated 2022 $
Non-current assets		
Right-of-use - land and buildings	498,880	1,110,682
Less: Accumulated depreciation	(496,903)	(231,392)
	1,977	879,290

During the year, $141,000 (2022: $127,130) of sub-lease income was received.

Note 9. Right-of-use assets (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Land and buildings $
Balance at 1 January 2022	1,065,700
Depreciation expense	(186,410)
Balance at 31 December 2022	879,290
Change in lease estimate *	(692,169)
Depreciation expense	(185,144)
Balance at 31 December 2023	1,977

* The consolidated entity's lease arrangements include lease of office space for its office in Sydney, with a 3 year term and an option to extend for further three years. During the current year the company has decided that it will not exercise its option over the lease of its Sydney office. As a result lease the period for the lease accounting has been changed from 6 years to 3 years.

Note 10. Other

	Consolidated 2023 $	Consolidated 2022 $
Current assets		
Prepayments	33,418	49,302
Security deposits	131,115	-
	164,533	49,302
Non-current assets		
Security deposits	5,500	111,338
Other non-current assets	14,795	-
	20,295	111,338

The security deposits are rental deposits on the company's Sydney office.

Note 11. Property, plant and equipment

	Consolidated 2023 $	Consolidated 2022 $
Non-current assets		
Leasehold improvements - at cost	100,415	100,415
Less: Accumulated depreciation	(75,311)	(19,401)
	25,104	81,014
Plant and equipment - at cost	18,377	18,166
Less: Accumulated depreciation	(18,377)	(18,166)
	-	-
Office equipment - at cost	23,780	23,734
Less: Accumulated depreciation	(9,667)	(5,781)
	14,113	17,953
	39,217	98,967

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Office equipment $	Leasehold improvements $	Total $
Balance at 1 January 2022	19,373	79,432	98,805
Additions	2,468	16,863	19,331
Depreciation expense	(3,888)	(15,281)	(19,169)
Balance at 31 December 2022	17,953	81,014	98,967
Exchange differences	60	-	60
Depreciation expense *	(3,900)	(55,910)	(59,810)
Balance at 31 December 2023	14,113	25,104	39,217

* During the current year the company has decided that it will not exercise its option to extend the lease term for its Sydney office. As a result the depreciation rate charged for leasehold improvements has been increased to reflect the reduced expected lease term.

Note 12. Exploration and evaluation

	Consolidated 2023 $	Consolidated 2022 $
Non-current assets		
Exploration and evaluation - at cost	3,516,292	5,470,619

Note 12. Exploration and evaluation (continued)

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Exploration & Evaluation $
Balance at 1 January 2022	2,615,641
Additions	2,735,509
Exchange differences	119,469
Balance at 31 December 2022	5,470,619
Additions	1,470,362
Exchange differences	53,636
Impairment of assets	(3,478,325)
Balance at 31 December 2023	3,516,292

The Group's exploration assets have been assessed for indicators of impairment. A deficiency between the Group's market capitalisation at 30 June 2023 when the impairment was recognised, and the pre-impairment carrying value of its net assets, combined with a change in strategy to shift focus from the Group's Chilean projects to its Canadian and Swedish projects, were identified as indicators of impairment for the Capote and Garin projects. The recoverable amounts of these projects were estimated with reference to the value per square kilometre of exploration area implied by a recent arm's length transaction in a similar stage gold-silver exploration project in Chile. As a result of this analysis, an impairment charge of $3,478,325, has been recognised in relation to the Capote project. No impairment was required in relation to Garin.

Note 13. Trade and other payables

	Consolidated	
	2023 $	**2022 $**
Current liabilities		
Trade payables	652,370	615,797
Other payables and accrued expenses	269,668	144,544
	922,038	760,341

Refer to note 19 for further information on financial instruments.

Note 14. Borrowings

	Consolidated	
	2023 $	**2022 $**
Current liabilities		
Bank overdraft	1,740	1,720
Loan payable to Malema Pty Ltd (an entity related to Ralph Stagg)	46,750	46,750
	48,490	48,470
Non-current liabilities		
Loan payable to Malema Pty Ltd (an entity related to Ralph Stagg)	187,000	187,000

Refer to note 19 for further information on financial instruments.

Note 14. Borrowings (continued)

In June 2020, the Company entered into an agreement with Malema Pty Limited ("Malema", an entity controlled by Ralph Stagg, a Company Director and shareholder at the time) to settle loans previously made by Malema to the Company (the "Loan Deed").

When the original financial liability relating to loans made by Malema to the Company was de-recognised under the Loan Deed, the difference between the fair value of consideration given and the carrying value of the financial liability extinguished was recognised in equity with no profit or loss recognised. This was on the basis that the settlement was undertaken with a creditor of the Company acting in its capacity as a shareholder.

As part of the Loan Deed, one component of the consideration given in settlement of those loans was a principal amount of $848,207, which would become repayable following the commencement of production of the Group's projects in Chile. Once production commences the Company will be required to make payments equal to 15% of all monies received from the sale of mined ore until this principal amount is repaid in full. Until the principal is repaid in full, interest at an annual rate of 5.5% is due and payable, in cash, on a monthly basis. This arrangement was initially considered to be similar to a royalty on future ore sales, the financial liability was measured on initial recognition at a fair value of nil. During the year, interest expense on this principal amount has been recognised as payments were made.

The Company has an obligation to make interest payments on the outstanding amount extends into perpetuity (should the principal amount never be repaid). This obligation to pay interest in perpetuity represents a separate financial liability and has been recognised and measured on initial recognition at its fair value at the time the Loan Deed was executed. The Company has estimated the fair value on initial recognition based on the present value of future interest payments ($46,750 per annum) and the market interest rate that would have applied to a similar facility issued to the Company in June 2020 (estimated at 20%).

Note 15. Lease liabilities

	Consolidated	
	2023	**2022**
	$	**$**
Current liabilities		
Lease liability	122,198	122,443
Non-current liabilities		
Lease liability	-	804,239

Refer to note 19 for further information on financial instruments.

	Consolidated	
	2023	**2022**
	$	**$**
Reconciliations of the value of lease liabilities values at the beginning and end of the current and previous financial year are set out below:		
Opening balances	926,682	1,025,161
Repayments	(160,491)	(152,446)
Interest expense	48,208	53,967
Change in lease term estimate	(692,219)	-
	122,180	926,682

The consolidated entity's lease is of land and buildings for its office in Sydney, with a 3 year term and an option to extend for further three years. During the current year the company has decided that it will not exercise its option to extend the lease term for its Sydney office. As a result lease the period for the lease accounting has been changed from 6 years to 3 years.

Note 16. Issued capital

	Consolidated			
	2023 Shares	**2022 Shares**	**2023 $**	**2022 $**
Ordinary shares - fully paid	311,444,087	113,865,418	18,239,371	14,806,653

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue price**	**$**
Balance	1 January 2022	84,878,076		13,805,360
Share issuance	5 October 2022	18,987,342	$0.0790	1,189,370
Share issuance	5 December 2022	10,000,000	$0.0500	366,150
Transaction costs *		-	$0.0000	(554,227)
Balance	31 December 2022	113,865,418		14,806,653
Share issuance	31 January 2023	45,546,167	$0.0220	1,008,106
Settlement of directors loans recognised in equity (note 23)	28 June 2023	-	$0.0000	269,066
Shares issued for new directors loans (note 23)	28 June 2023	10,762,632	$0.0000	-
Shares issued upon conversion of performance rights (note 17)	28 June 2023	3,150,000	$0.1210	381,645
Share issuance	14 September 2023	27,331,053	$0.0200	481,104
Shares issued as consideration for tenement acquisition **	5 October 2023	8,500,000	$0.0000	170,000
Share issuance	27 December 2023	102,288,817	$0.0000	1,432,044
Transaction costs *		-	$0.0000	(309,247)
`Balance	31 December 2023	311,444,087		18,239,371

* Transaction costs in the current year include costs of $76,204 (2022: $385,885) relating to options issued or to be issued to brokers, refer to note 30

** These shares have been measured at the fair value of the shares on the date of issue.

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.

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.

Note 16. Issued capital (continued)

The Consolidated Entity has looked too and will continue to look to raise capital in order to fund its exploration program or when an opportunity to invest in a business or company is seen as value adding relative to the current Company's share price at the time of the investment.

The capital risk management policy remains unchanged from the 31 December 2022 Annual Report.

Note 17. Reserves

	Consolidated 2023 $	Consolidated 2022 $
Foreign currency reserve	130,981	(13,381)
Share-based payments reserve	3,128,576	2,945,390
Option reserve	1,096,007	444,480
	4,355,564	3,376,489

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Option reserve
The reserve is used to recognise the value of free-attaching options issued to shareholders.

Movements in reserves
Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Option reserve $	Foreign currency $	Share based payments $	Total $
Balance at 1 January 2022	-	(123,055)	1,227,775	1,104,720
Foreign currency translation	-	109,674	-	109,674
Share based payments	-	-	1,717,615	1,717,615
Free attaching options	444,480	-	-	444,480
Balance at 31 December 2022	444,480	(13,381)	2,945,390	3,376,489
Foreign currency translation	-	144,362	-	144,362
Share based payments	-	-	564,831	564,831
Free attaching options	651,527	-	-	651,527
Transfer to issued capital upon conversion of performance rights (note 16)	-	-	(381,645)	(381,645)
Balance at 31 December 2023	1,096,007	130,981	3,128,576	4,355,564

Note 18. Dividends

There were no dividends paid, recommended or declared during the current or previous financial year.

Note 19. Financial instruments

Financial risk management objectives
The Consolidated Entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Consolidated Entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Consolidated Entity.

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

Market risk

Foreign currency risk
The Consolidated Entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the Consolidated Entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
Consolidated	**2023 $**	**2022 $**	**2023 $**	**2022 $**
Chilean peso	25,658	25,378	413,662	540,980

	AUD strengthened			AUD weakened		
Consolidated - 2023	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Chilean peso	10%	-	(38,800)	10%	-	38,800

	AUD strengthened			AUD weakened		
Consolidated - 2022	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Chilean peso	10%	-	(51,560)	10%	-	51,560

Price risk
The Consolidated Entity is not exposed to any significant price risk.

Interest rate risk
The Consolidated Entity is not exposed to any significant interest rate risk.

Credit risk
The Consolidated Entity is not exposed to any significant credit risk, other than as described in note 8.

Liquidity risk
Vigilant liquidity risk management requires the Consolidated Entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

Note 19. Financial instruments (continued)

Remaining contractual maturities
The following tables detail the Consolidated Entity's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2023	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Total $
Non-derivatives					
Non-interest bearing					
Trade and other payables	922,038	-	-	-	922,038
Interest-bearing - variable					
Bank overdraft	1,740	-	-	-	1,740
Lease liability	125,014	-	-	-	125,014
Malema loan *	46,651	46,651	139,953	-	233,255
Total non-derivatives	1,095,443	46,651	139,953	-	1,282,047

* Refer to note 14 for details of the terms of the Malema loan. Payments have been capped at 5 years for the purposes of this analysis of remaining contractual maturity for financial instrument liabilities.

Consolidated - 2022	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Total $
Non-derivatives					
Non-interest bearing					
Trade and other payables	760,341	-	-	-	760,341
Interest-bearing - fixed rate					
Bank overdraft	1,720	-	-	-	1,720
Lease liability	160,493	188,198	721,874	-	1,070,565
Malema loan *	46,651	46,651	139,953	-	233,255
Total non-derivatives	969,205	234,849	861,827	-	2,065,881

* Refer to note 14 for details of the terms of the Malema loan. Payments have been capped at 5 years for the purposes of this analysis of remaining contractual maturity for financial instrument liabilities.

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

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

Note 20. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Consolidated Entity is set out below:

	Consolidated	
	2023	**2022**
	$	**$**
Short-term employee benefits	421,965	531,921
Share-based payments	426,017	669,611
	847,982	1,201,532

Note 21. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Ernst & Young Australia, the auditor of the Company, and its network firms:

	Consolidated	
	2023	**2022**
	$	**$**
Audit services - Ernst & Young Australia		
Audit or review of the financial statements	118,500	85,000
Other services - Ernst and Young Australia		
Preparation of the tax return	6,500	-
	125,000	85,000
Audit services - member firms of Ernst & Young Australia		
Audit or review of the financial statements	-	25,000

Note 22. Contingent liabilities

As described in Note 14, the Company has an obligation to pay a principal amount of $848,207 contingent on the commencement of production of the Group’s projects in Chile. Until this principal amount is settled in full, the Company has an obligation for interest payments, which has been recognised as a financial liability. Once production commences the Company will be required to make payments equal to 15% of all monies received from the sale of mined ore until the principal amount is repaid in full.

The Consolidated Entity had no other contingent liabilities as at 31 December 2023 and 31 December 2022.

Note 23. Related party transactions

Parent entity
Bastion Minerals Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 25.

Key management personnel
Disclosures relating to key management personnel are set out in note 20 and the remuneration report included in the directors' report.

Note 23. Related party transactions (continued)

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated 2023 $	Consolidated 2022 $
Other income:		
Rent from director related entities	27,000	3,000

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated 2023 $	Consolidated 2022 $
Current receivables:		
Current receivable from a director	41,204	51,204
Rent receivable from director related entity	13,200	3,300
Current payables:		
Accrued director fees payable	27,750	18,750

Loans to/from related parties
During the year ended 31 December 2020, Ross Landles and an entity associated with David Nolan were provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors who invested in the Company at the time. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models.

During the current year, the shares that were acquired via finance from above loans were sold and the loans were settled in full. Amount of $269,066 has been recognised in equity (note 16).

During the current year Ross Landles and David Nolan have again been provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of each director acquiring 5,381,316 shares in the Company. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models. A total expense of $136,794 has been recognised in relation to each director's loan

Note 24. Parent entity information

Set out below is the supplementary information about the Parent Entity.

Statement of profit or loss and other comprehensive income

	Parent 2023 $	Parent 2022 $
Loss after income tax	(3,551,509)	(6,720,443)
Total comprehensive loss	(3,551,509)	(6,720,443)

Note 24. Parent entity information (continued)

Statement of financial position

	Parent 2023 $	2022 $
Total current assets	1,255,872	779,913
Total assets	4,044,800	3,880,003
Total current liabilities	658,018	380,105
Total liabilities	845,018	1,396,143
Equity		
Issued capital	18,239,371	14,806,653
Share-based payments reserve	3,128,576	2,945,390
Option reserve	1,096,007	444,480
Accumulated losses	(19,264,172)	(15,712,663)
Total equity	3,199,782	2,483,860

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The Parent Entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2023 and 31 December 2022.

Contingent liabilities
The Parent Entity had no contingent liabilities as at 31 December 2023 and 31 December 2022.

Capital commitments - Property, plant and equipment
The Parent Entity had no capital commitments for property, plant and equipment as at 31 December 2023 and 31 December 2022.

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the Consolidated Entity, as disclosed in note 1, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 25. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2023 %	2022 %
SCM Comet Constelación	Chile	99.99%	99.99%
Bastion Minerals (El Fuerte) Pty Ltd	Australia	100.00%	100.00%

Note 26. Events after the reporting period

On 21 February 2024, the company received the first option payment of US$100,000 after Hot Chilli completed its due diligence in relation to the option agreement for it to acquire the company's Cometa copper project in Chile.

On 14 March 2024, the company issued 40,568,330 fully paid ordinary shares at $0.014 per share, raising $567,956 before costs. On the same date, the company issued a further 4,500,000 fully paid ordinary shares on the conversion of performance rights.

Note 26. Events after the reporting period (continued)

On 26 March 2024, the company completed the acquisition of 100% of the Split Rock and Morrissey Western Australian battery metals projects. The consideration was 71,428,571 fully paid ordinary shares, plus a further 7,142,857 fully paid ordinary shares as for an introduction fee. The shares were issued on 27 March 2024.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Note 27. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2023 $	Consolidated 2022 $
Loss after income tax expense for the year	(6,299,193)	(3,917,945)
Adjustments for:		
Depreciation and amortisation	244,924	205,579
Write off of exploration and evaluation assets	3,478,325	-
Share-based payments	426,017	1,383,253
Non cash income	(25,277)	(7,063)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	61,140	(37,332)
Decrease in other operating assets	15,884	23,147
Increase in trade and other payables	371,015	90,860
Increase/(decrease) in employee benefits	(36,304)	36,368
Increase in other provisions	43,999	-
Net cash used in operating activities	(1,719,470)	(2,223,133)

Note 28. Changes in liabilities arising from financing activities

Consolidated	Borrowings $	Leases $	Total $
Balance at 1 January 2022	233,750	1,025,161	1,258,911
Net cash used in financing activities	-	(98,479)	(98,479)
Balance at 31 December 2022	233,750	926,682	1,160,432
Net cash used in financing activities	-	(39,110)	(39,110)
Change in lease estimate	-	(692,219)	(692,219)
Other changes	-	(73,173)	(73,173)
Balance at 31 December 2023	233,750	122,180	355,930

Note 29. Earnings per share

	Consolidated 2023 $	Consolidated 2022 $
Loss after income tax attributable to the owners of Bastion Minerals Limited	(6,299,193)	(3,917,945)

Note 29. Earnings per share (continued)

	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	173,867,022	90,116,154
Weighted average number of ordinary shares used in calculating diluted earnings per share	173,867,022	90,116,154

	Cents	**Cents**
Basic loss per share	(3.62)	(4.35)
Diluted loss per share	(3.62)	(4.35)

Options that could potentially dilute basic earnings per share in the future, were not included in the calculation of diluted earnings per share because they are antidilutive.

Note 30. Share-based payments

Options

During the current year the Company issued options to directors, employees and consultants as part of their remuneration. Set out below are summaries of options granted under the plan:

	Number of options 2023	Weighted average exercise price 2023	Number of options 2022	Weighted average exercise price 2022
Outstanding at the beginning of the financial year	24,477,562	$0.2601	13,477,562	$0.2537
Granted	55,121,519	$0.0900	11,000,000	$0.1705
Outstanding at the end of the financial year	79,599,081	$0.1278	24,477,562	$0.2163
Exercisable at the end of the financial year	79,599,081	$0.1278	2,477,562	$0.2601

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
19/01/2021	19/01/2024	$0.2500	6,000,000	-	-	-	6,000,000
11/03/2021	11/03/2024	$0.2500	1,477,562	-	-	-	1,477,562
31/05/2021	04/06/2024	$0.3000	1,000,000	-	-	-	1,000,000
15/11/2021	15/11/2024	$0.2500	5,000,000	-	-	-	5,000,000
19/05/2022	05/06/2025	$0.2500	500,000	-	-	-	500,000
19/05/2022	06/06/2025	$0.3000	500,000	-	-	-	500,000
05/10/2022	20/01/2026	$0.1600	5,000,000	-	-	-	5,000,000
05/12/2022	20/01/2026	$0.1600	5,000,000	-	-	-	5,000,000
27/11/2023	20/06/2026	$0.0900	-	5,000,000	-	-	5,000,000
06/03/2024	20/06/2024	$0.0900	-	50,121,519	-	-	50,121,519
			24,477,562	55,121,519	-	-	79,599,081

During the year 55,121,519 options in relation to brokers fees on capital raises during the year have been recognised for accounting purposes even through they have not been issued. The 50,121,519 options relate to the company's December 2023 capital raise but were approved by shareholders on 6 March 2024, which is their grant date under AASB 2. They have been recognised as a share based payment in the current year.

Note 30. Share-based payments (continued)

2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
19/01/2021	19/01/2024	$0.2500	6,000,000	-	-	-	6,000,000
11/03/2021	11/03/2024	$0.2500	1,477,562	-	-	-	1,477,562
31/05/2021	04/06/2024	$0.3000	1,000,000	-	-	-	1,000,000
15/11/2021	15/11/2024	$0.2500	5,000,000	-	-	-	5,000,000
19/05/2022	05/06/2025	$0.2500	-	500,000	-	-	500,000
19/05/2022	06/06/2025	$0.3000	-	500,000	-	-	500,000
05/10/2022	20/01/2026	$0.1600	-	5,000,000	-	-	5,000,000
05/12/2022	20/01/2026	$0.1600	-	5,000,000	-	-	5,000,000
			13,477,562	11,000,000	-	-	24,477,562

During the prior year 1,000,000 options were issued to brokers in order to settle fees from the prior year, refer to note 22. In addition, a further 10,000,000 options were granted for accounting purposes to brokers as part of the fees for current year capital raisings. Formal issuance of these is subject to approval at the company's AGM held on 30 May 2023.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1.77 years (2022: 2.29 years).

Performance rights

During the year 18,000,000 performance rights were issued to directors with the each of the below hurdles performance hurdles:-

- Achievement of 15 day VWAP share price of $0.09 within 5 years
- Commencement of a drilling program within 12 months

During the year a further 1,500,000 peformane rights were issued to an exploration consultant with the each of the following performance hurdles :-

- Completion of the 12 months service. This vesting condition was met during the year and related shares have been issued during the year;
- Commencement of a drilling program within 12 months; and
- Achievement of significant drill intercept with 12 months.

During the year a total of 10,000,000 performance rights were issued to a director in relation to company's option agreement over the Cometa project, with the below performance hurdles:-

- 3,000,000 with hurdle of receipt of the first option fee if US$100,000. This was met subsequent to year end and the related shares have been issued;
- 3,000,000 with the hurdle of receipt of the second option fee of $US200,000; and
- 4,000,000 with the hurdle of completion of transaction

During the prior year 900,000 performance rights were granted with the performance hurdle of two significant drill intercepts at the consolidated entity's projects. The performance hurdle in relation to these rights was met during the prior year.

During the prior year 2,100,000 performance rights were issued with the five following performance hurdles, were granted which only have the first two performance hurdles:-

Note 30. Share-based payments (continued)

- Defined pre JORC gold resource of 250,000 ounces; or
- Defined pre JORC copper resource of 100,000 tonnes; or
- The sale of 100% interest in one of the consolidated entity's projects; or
- The consolidated entity entering into a project farm in or joint venture, that funds up to 50% of the pre-feasibility costs in relation to one of the group the projects; or
- The consolidated entity entering into a joint venture arrangement in relation to one of the consolidated entity's projects where the third party hold an interest of at least 30%.

During the prior year a further 2,000,000 performance rights have been granted with the below hurdles:-

- Defined pre JORC gold resource of 1,000,000 ounces; or
- Defined pre JORC copper resource of 20,000,000 tonnes.

The Directors best estimate of the recipient’s ability to achieve the performance targets referred to above have been incorporated directly into the estimate of fair value of each tranche of performance rights.

Set out below are summaries of performance rights granted during year:

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Converted to shares	Expired/ forfeited/ other	Balance at the end of the year
01/05/2021	01/05/2024	$0.0000	1,000,000	-	-	-	1,000,000
25/05/2021	25/05/2024	$0.0000	250,000	-	-	-	250,000
31/05/2021	28/04/2024	$0.0000	7,500,000	-	(3,150,000)	-	4,350,000
28/03/2022	04/06/2024	$0.0000	2,000,000	-	-	-	2,000,000
31/03/2022	06/06/2025	$0.0000	3,000,000	-	-	-	3,000,000
31/05/2023	31/05/2028	$0.0000	-	9,000,000	-	-	9,000,000
31/05/2023	31/05/2023	$0.0000	-	12,000,000	-	-	12,000,000
31/05/2023	31/10/2023	$0.0000	-	1,500,000	-	-	1,500,000
27/11/2023	21/02/2024	$0.0000	-	3,000,000	-	-	3,000,000
27/11/2023	28/08/2024	$0.0000	-	3,000,000	-	-	3,000,000
27/11/2023	15/02/2026	$0.0000	-	4,000,000	-	-	4,000,000
			13,750,000	32,500,000	(3,150,000)	-	43,100,000

2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
28/04/2021	28/04/2024	$0.0000	1,500,000	-	-	(1,500,000)	-
01/05/2021	01/05/2024	$0.0000	1,000,000	-	-	-	1,000,000
25/05/2021	25/05/2024	$0.0000	250,000	-	-	-	250,000
31/05/2021	28/04/2024	$0.0000	7,500,000	-	-	-	7,500,000
28/03/2022	04/06/2024	$0.0000	-	2,000,000	-	-	2,000,000
31/03/2022	06/06/2025	$0.0000	-	3,000,000	-	-	3,000,000
			10,250,000	5,000,000	-	(1,500,000)	13,750,000

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.70 years (2022: 1.56 years).

Valuation model inputs

Note 30. Share-based payments (continued)

For the options granted during the current and prior financial years, the valuation model inputs used to determine the fair value at the grant date are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
19/05/2022	05/06/2025	$0.1700	$0.2500	95.00%	-	2.86%	$0.0895
19/05/2022	05/06/2025	$0.1700	$0.3000	95.00%	-	2.86%	$0.0829
05/10/2022	20/01/2026	$0.0710	$0.1600	95.00%	-	3.22%	$0.3320
05/12/2022	20/01/2026	$0.0630	$0.1600	95.00%	-	3.01%	$0.0268
27/11/2023	20/01/2026	$0.0160	$0.0900	106.00%	-	4.27%	$0.0035
06/03/2024	20/01/2006	$0.0090	$0.0900	114.00%	-	3.78%	$0.0012

For the performance rights granted during the current and prior financial year, the valuation model inputs used to determine the fair value at the grant date include the performance hurdles as discussed above and the below assumptions:

Grant date	Expiry date	Number granted	Share price at grant date	Exercise price	Dividend yield %	Risk-free interest rate %	Fair value at grant date
28/03/2022	04/06/2024	2,000,000	$0.1450	$0.0000	95.00%	2.37%	$0.0145
31/03/2022	04/06/2024	900,000	$0.1550	$0.0000	95.00%	2.83%	$0.1023
31/03/2022	04/06/2025	2,100,000	$0.1550	$0.0000	95.00%	2.83%	$0.0083
31/05/2023	31/10/2023	1,500,000	$0.0310	$0.0000	95.00%	3.44%	$0.0310
31/05/2023	31/10/2024	12,000,000	$0.0310	$0.0000	95.00%	3.44%	$0.0310
27/11/2023	21/02/2024	3,000,000	$0.0160	$0.0000	95.00%	4.27%	$0.0160
27/11/2023	28/08/2024	3,000,000	$0.0160	$0.0000	95.00%	4.27%	$0.0160
27/11/2023	15/02/2026	4,000,000	$0.0160	$0.0000	95.00%	4.27%	$0.0160

Directors Share Loans

During the year ended 31 December 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart have been provided with interest bearing, limited recourse loans ('Director Share Loans') from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors who invested in the Company at the time. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an "in substance option" arrangement and have been valued using option pricing models.

During the current year, the shares that were acquired via finance from above loans were sold and the loans were settled in full. Amount of $269,066 has been recognised in equity (note 16).

During the current year Ross Landles and David Nolan have again been provided with interest bearing, limited recourse loans ('Director Share Loans') from the Company for the sole purpose of each director acquiring 5,381,316 shares in the Company. The Director Share Loans were required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an "in substance option" arrangement and have been valued using option pricing models. A total expense of $136,794 has been recognised in relation to each director's loan.

Key Executives Receiving Share Based Payment

Participant	Number issued	Grant Date	Share price at date of issue	Loan per share	Fair value per share
Ross Landles	5,381,316	31/05/2023	$0.031	$0.030	$0.025
David Nolan	5,381,316	31/05/2023	$0.031	$0.030	$0.025

As the shares have vested, for the period ended 31 December 2023, $273,794 was recognised in the consolidated statement of profit and loss and other comprehensive income being the total value determined for the Director Share Loans.

Note 30. Share-based payments (continued)

Director Share Loans conditions

The key terms of the Director Share Loans are as follows:

- The interest rate attributable to the loan is accordance with Division 7A of the Tax Act;
- The loan shall be applied by the Company directly toward payment of the issue price of the Shares;
- The loan term is 7 years from the date of issue of the Shares;
- A borrower must make minimum yearly repayments in line with the loan agreement over the life of the loan, but may elect to repay the loan amount prior to the loan repayment date;
- The Company shall have a lien over the Shares in respect of which a loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the loan agreement;
- The loan will be non-recourse in that the Company may only access the Shares to which the loan relates held by the borrower in the event under the loan agreement default; and
- The total loan will be $0.10 per Share which shall be deemed to have been drawn down at settlement upon issue of the Shares.

Bastion Minerals Limited
Directors' declaration
31 December 2023

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Consolidated Entity's financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and

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

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

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

On behalf of the directors

Ross Landles

28 March 2024

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Independent auditor's report to the members of Bastion Minerals Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Bastion Minerals Limited (the Company) and its subsidiaries (collectively the Consolidated Entity), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, and the directors' declaration.

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

a) Giving a true and fair view of the consolidated financial position of the Consolidated Entity as at 31 December 2023 and of its consolidated financial performance for the year ended on that date; and

b) 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 Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material uncertainty related to going concern

We draw attention to Note 1 of the financial report, which describes the principal conditions that raise doubt about the Consolidated Entity's ability to continue as a going concern. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our report is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section of our report, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

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We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Carrying value of capitalised exploration and evaluation assets

Why significant	How our audit addressed the key audit matter

The Consolidated Entity held exploration and evaluation assets of \$3.5m as at 31 December 2023 as disclosed in Note 12. \$2.9m of this amount pertains to the Chilean projects (being Capote, Cometa and Garin), \$0.1m pertains to the Canadian projects and \$0.5m pertains to the Swedish project.
 	
The carrying value of exploration and evaluation expenditure is assessed for impairment when facts and circumstances indicate the capitalised exploration and evaluation expenditure may exceed its recoverable amount.
 	
During the financial year management identified a deficiency between the carrying value of the Consolidated Entity's net assets (pre-impairment) and its market capitalisation, and a change in strategy to shift focus from the Consolidated Entity's Chilean projects to other jurisdictions as indicators of impairment for the Capote and Garin projects.
 	
Accordingly, management performed impairment tests for the Capote and Garin projects. Management estimated their recoverable amounts with reference to the value per square kilometre of exploration area implied by a recent arm's length transaction in a similar stage gold-silver exploration project in Chile. As a result of this analysis, an impairment charge of \$3,478,325 has been recognised in respect of the Capote project. No impairment was required in respect of the Garin project.
 	
No indicators of impairment were identified in respect of the Cometa project or the Consolidated Entity's Canadian or Swedish exploration projects.
	Our audit procedures included the following:
	
	▶ Assessed whether any indicators exist that the carrying value of each project capitalised within exploration and evaluation assets is unlikely to be recovered through development or sale, or whether any other indicators of impairment were present.
	
	▶ In respect of the Capote and Garin projects, with assistance from EY Valuations specialists, we assessed:
	  ▶ The relevance of the arm's length transaction referred to by management in their estimate of the recoverable amounts of the Capote and Garin projects and re-performed the calculations of the recoverable amounts and the resultant impairment for Capote.
	  ▶ Whether any other transactions in comparable assets in Chile should be considered in respect of estimating the recoverable amounts of the Capote and Garin projects.
	
	▶ Read the Binding Letter of Intent and Option Agreement signed with Hot Chili Limited in respect of the Cometa project and confirmed management's assessment that the recoverable amount of Cometa appears recoverable via sale.
	
	▶ Assessed the adequacy of disclosures included within the notes to the financial report.

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Given the significance of the exploration assets and the judgement involved in estimating the recoverable amounts of the Capote and Garin projects, we considered this to be a key audit matter.

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's 2023 annual report, but does not include the financial report and our auditor's report thereon. We obtained the directors' report that is to be included in the annual report prior to the date of this auditor's report, and we expect to obtain the remaining sections of the annual report after the date of this auditor's report.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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 on the other information obtained prior to the date of this auditor's report, 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 Consolidated Entity's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Consolidated Entity or to cease operations, or 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.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Bastion Minerals Limited for the year ended 31 December 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.

Ernst & Young

Scott Nichols
Partner
Sydney
28 March 2024