

Annual Report **2024**

30 JUNE 2024

ODYSSEY
GOLD LTD 

ASX:ODY
ABN: 73 116 151 636

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CORPORATE DIRECTORY

DIRECTORS:	Mr Ian Middlemas – Chairman Mr Matthew Syme – Director Mr Matthew Briggs – Director Mr Robert Behets – Director Mr Levi Mochkin – Director
COMPANY SECRETARY:	Mr Gregory Swan
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SHARE REGISTER:	Automic Pty Ltd Level 5, 191 St Georges Terrace Perth WA 6000 Tel: 1300 288 664 Int: +61 2 9698 5414
STOCK EXCHANGE LISTING:	Australian Securities Exchange Home Branch – Perth Level 40, Central Park 152 – 158 St Georges Terrace Perth WA 6000
ASX CODE:	ODY – Fully paid ordinary shares
SOLICITORS:	Thomson Geer
AUDITORS:	William Buck Audit (WA) Pty Ltd

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The Directors of Odyssey Gold Limited present their report on the Group consisting of Odyssey Gold Limited ("Company" or "Odyssey" or "Parent Entity") and the entities it controlled at the end of, or during, the year ended 30 June 2024 ("Group").

OPERATING AND FINANCIAL REVIEW

Operations

Odyssey is a Western Australian gold explorer with a land position of over 170km² in the prolific Murchison Goldfields. The Murchison Goldfields are host to a +35 million ounces ("Moz") gold endowment (historic production plus current resources) with 7.5Mtpa of processing capacity within 120km. Odyssey holds an 80% interest in the Tuckanarra and Stakewell gold projects (together, the "Tuckanarra Project" or "Project"). The Project is located between Meekatharra and Mount Magnet, proximal to multiple gold processing plants, along the Great Northern Highway.

Highlights

- During the year, Odyssey announced an updated mineral resource estimate ("MRE") for the Tuckanarra Gold Project totalling 5.14 million tonnes at 2.5 g/t Au for a total 407,000 ounces of gold:
 - High-grade subset of 2.25Mt @ 3.9g/t for 283koz above a 2g/t cut-off
 - Importantly, 4.2Mt @ 2.3g/t for 311koz is located on granted mining leases
 - MRE only occupies a small portion of the Tuckanarra Project tenement package – clear potential for MRE growth through near-resource and regional drilling.
- During the year, new drilling successfully intersected gold mineralisation 120m below previous drilling and 250m below surface, representing a significant extension to mineralisation. Further drilling is planned to continue to grow the Highway Zone resource along strike and down plunge.
- After year end, the Company announced that it would commence a new campaign of drilling and geophysics focussed on a number of priority targets at the high-grade Tuckanarra Project.
- After year end, the Company completed a fixed loop electromagnetic ("EM") survey to refine a number of deeper targets beneath the extensive shallow oxide gold mineralisation previously mined at Tuckanarra. A broader airborne EM survey is also planned over the regional hinge zone target area at Tuckanarra.
- A reverse circulation ("RC") drill rig will be mobilised to firstly extend and upgrade the current Inferred MRE at the Cable deposit (currently estimated at 1.69 million tonnes at 2.3g/t Au), and secondly to drill pre-collars for deeper diamond drill targets at the Highway Zone.
- Up to five diamond holes will also be drilled to test depth and strike extensions at the exciting Highway Zone, beyond the current deepest intersection (7.35m @ 9.5g/t Au from 271.65m), as well as one diamond hole targeting an untested zone down plunge from an intersection of 12m @ 4.3g/t Au from 167m at Bollard.
- The Company is well funded and resourced to complete these programs before the end of 2024.

The Company remains in a strong position to build shareholder value from its existing MRE at the Tuckanarra Project. The MRE only occupies a small portion of the tenement package, and we will continue to systematically unlock the value of this asset through further targeted drilling programs as we aim to build on this solid foundation.

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DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (continued)

Operations (continued)

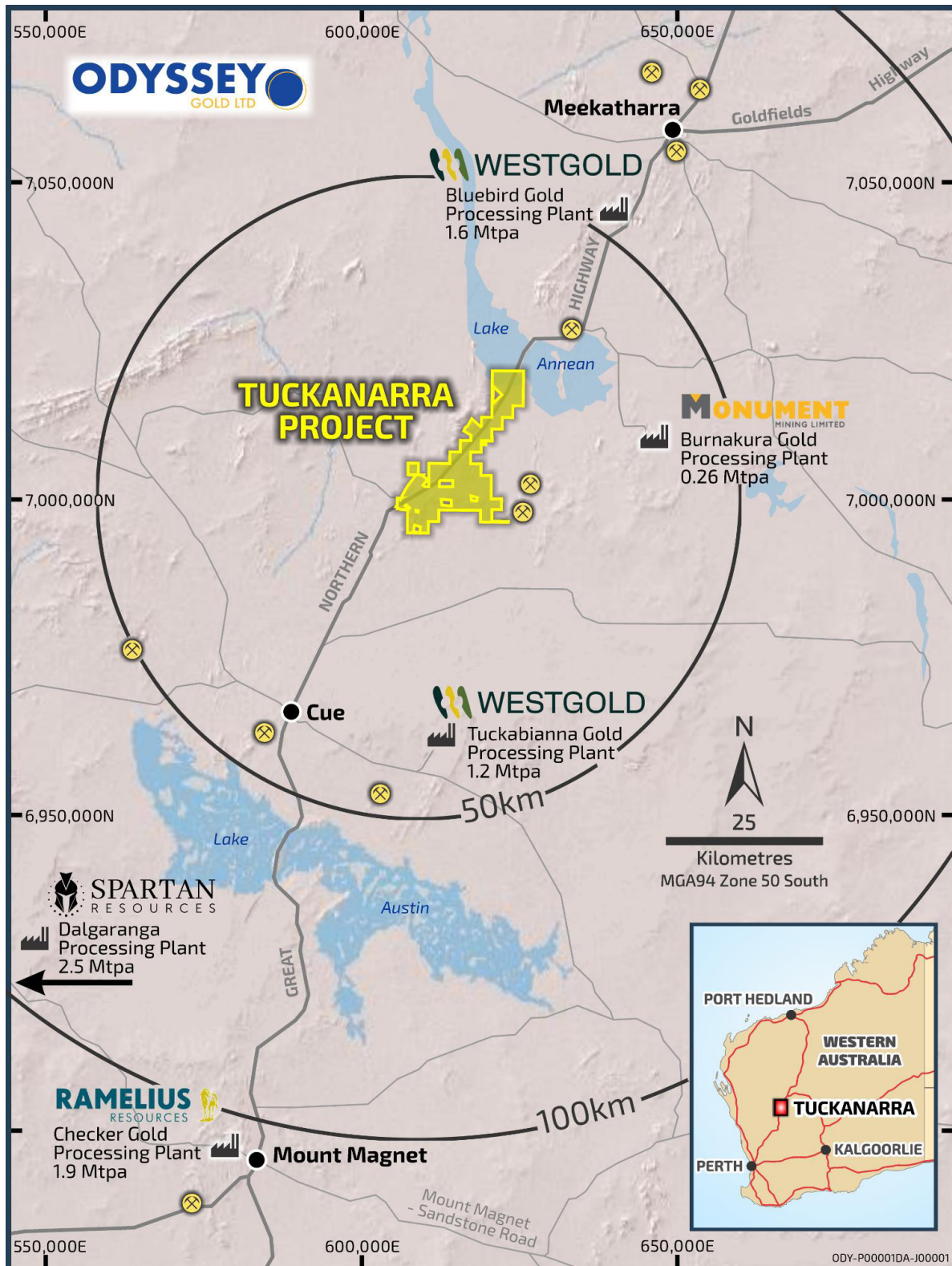


Figure 1 - Odyssey's tenure in the heart of the Murchison Gold Province surrounded by 7.5Mtpa of processing capacity.

Mineral Resource

The Company's mineral resource estimate ("MRE") for the Company's Tuckanarra Project in the Murchison Goldfields of Western Australia totals 5.14 million tonnes at 2.5 g/t Au for a total 407,000 ounces of gold.

The MRE includes a MRE for the Highway Zone comprising an Inferred resource of 0.79Mt @ 3.8g/t Au for 97,000 ounces of gold including an underground resource of 65,000 ounces of gold at 5.8g/t Au which remains open down plunge.

Importantly, 4.2Mt @ 2.3g/t for 311,000 ounces of gold is located on granted mining leases and only occupies a small portion of the Tuckanarra Project tenement package leading to clear potential for substantial MRE growth through near-resource and regional drilling.

The MRE is based on a total of 5,212m aircore, 16,320m diamond core and 61,150m reverse circulation ("RC") drilling. The MRE is reported above 0.9g/t Au cut-off grade less than 140-180m below surface and above 2g/t Au cut-off grade more than 180m below surface or fresh rock at the Highway Zone.

The MRE for Highway Zone was prepared by independent consultants, Snowden Optiro, and is reported in accordance with the JORC Code (2012 Edition).

Table 1 – Tuckanarra Project Mineral Resources (February 2024)

Deposit	Category	Tonnes (Mt)	Grade (g/t Au)	Ounces (oz Au)
Open pit	Inferred	3.97	2.1	271,000
	Indicated	0.79	2.4	62,000
Total open pit		4.76	2.2	333,000
Underground	Inferred	0.38	6.1	74,000
Total		5.14	2.5	407,000

Note: Totals may not add up due to rounding. Open pit resources are reported above 0.9g/t Au cut-off for material less than 140-180m below surface, except the Highway Zone which is reported above 0.9g/t Au cut-off for oxide and transitional material. Underground resources are reported above 2.0g/t Au cut-off for material more than 180m below surface or fresh rock. Resources are reported on a 100% project basis.

Table 2 – Highway Zone Mineral Resource (February 2024)

Deposit	Category	Tonnes (Mt)	Grade (g/t Au)	Ounces (oz Au)
Highway Zone – Open Pit	Inferred	0.44	2.3	32,000
Highway Zone – Underground	Inferred	0.35	5.8	65,000
Total		0.79	3.8	97,000

Note: Totals may not add up due to rounding. Highway Zone open pit resources are reported above 0.9g/t Au cut-off for oxide and transitional material. Underground resources are reported

DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (continued)

Highway Zone

RC drilling completed by the Company over the last 24 months has defined a new 350m zone of mineralisation containing a shoot with more continuous wide high-grade mineralisation (Figure 2). The Highway Zone structure is typically a 12-33m wide shear on an ENE-SSE trend. More recent holes targeted the consistent high-grade shoot at depth to extend well below the open pit resource. The Highway structure was intersected at the target depth with mineralisation including visible gold in a consistent predictable geometry. Clear structural controls observed in core confirm the interpretation from previous RC drilling.

The mineralisation is associated with quartz veining and sulphide in sheared ultramafic and sulphidic sediments. Internal to the structure are multiple zones of mineralisation, with the thickest highest grades associated with quartz veining in a steeply dipping shoot correlating with the hinge of the regional anticline. Banded iron formation ("BIF") is often sulphide replaced in the immediate adjacent to mineralisation. High grade mineralisation is often associated with trace amounts of galena and visible gold.

Oxide Mineralisation

Historic RAB drilling intersected oxide mineralisation as shallow as 9m vertically below surface. Enrichment of gold in oxide is seen in several open pits mined at Tuckanarra. The Highway Zone displays the same enrichment of widths and gold grades in oxide.

Drillholes intersecting the structure in oxide include intervals of:

- **84m @ 2.5g/t Au from 25m including 15m @ 4.6g/t Au from 25m** (CBRC0055)
- **43m @ 8.3g/t Au from 41m including 3m @ 80.9g/t Au from 73m** (CBRC0136)
- **9m @ 6.1g/t Au from 41m** (TPH0238 - does not drill the full width of the structure)
- **20m @ 2.1g/t Au from 42m** (CBRC0148)
- **33m @ 3.4g/t Au from 73m including 9m @ 6.4g/t Au from 74m** (CBRC0139)
- **21m @ 3.3g/t Au from 65m including 11m @ 5.5g/t Au from 66m** (CBRC0143)
- **9m @ 2.7g/t Au from 29m** (CBRC0142)

High-grade shoot extending to depth

Previous high-grade fresh rock results at the Highway Zone include:

- **11m @ 7.8g/t Au from 199m including 6m @ 13.8g/t Au** (CBRC0056)
- **12m @ 6.5g/t Au from 132m** (TCKRC0100)
- **11m @ 8.4g/t Au from 133m including 6m @ 13.9g/t Au** (CBRC0152)
- **11m @ 4.3g/t Au from 141m including 2m @ 21.6g/t Au** (CBRC0141)
- **7.35m @ 9.5g/t Au from 271.65m including 3.25m @ 20.6g/t Au from 274.25m** (CBRC0151)

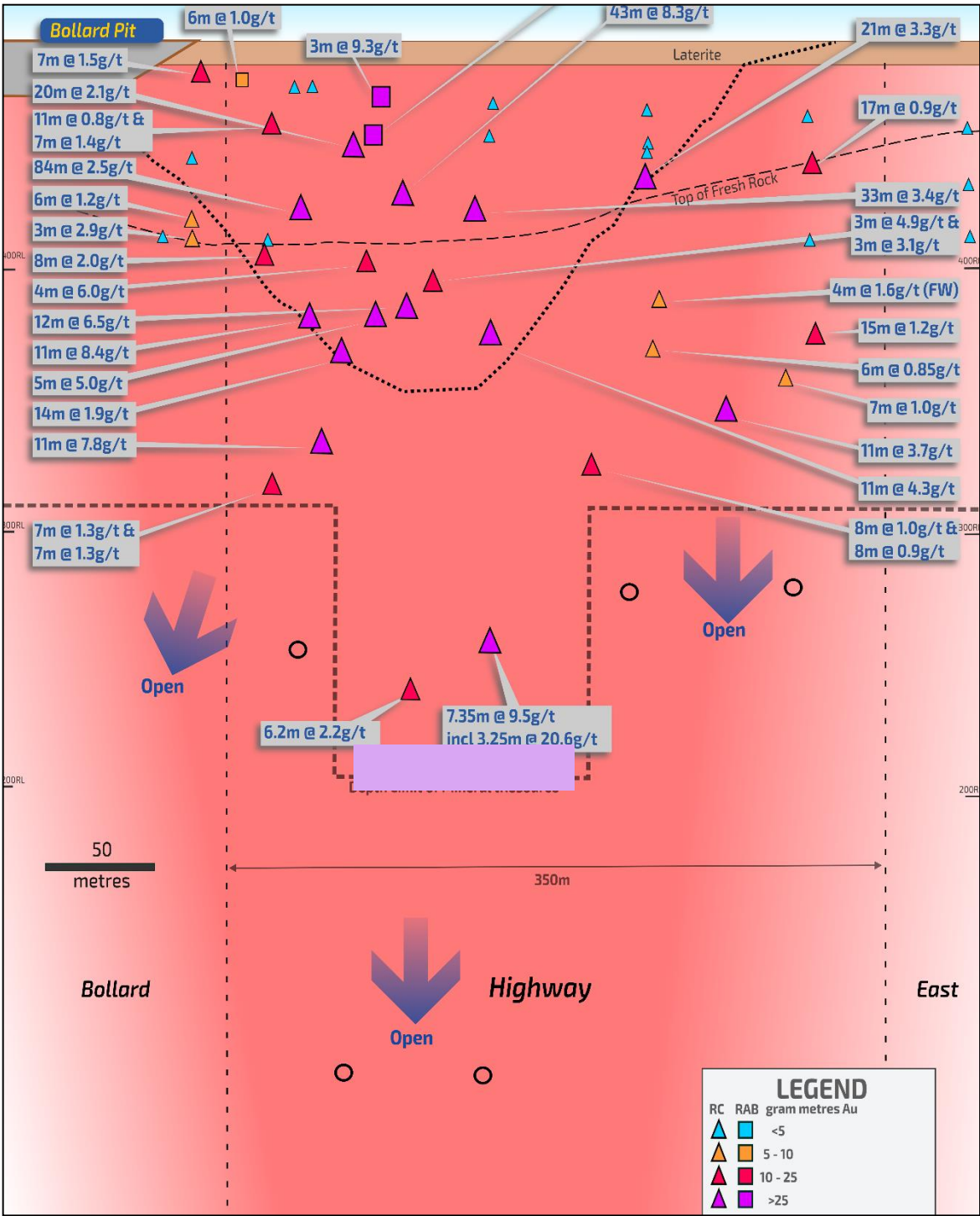


Figure 2 – Highway Zone schematic long section with planned intersection points

DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (continued)

Future Work

Activities planned at the Tuckanarra Project includes:

- RC drilling at Cable deposit - eight RC holes for approximately 600m of drilling are planned to add shallow oxide mineralisation and also upgrade the existing MRE from the Inferred to Indicated category;
- Diamond drilling at Highway Zone deposit - the high-grade shoot on the Highway zone remains open along strike to the East and down plunge. Five diamond drill holes are planned to test this strike extension and to define the plunge extensions of the Highway Zone. The continuation of mineralisation is expected to allow for an increase in underground MRE for the deposit;
- Diamond drilling at Bollard deposit - a planned diamond drill on hole TCKRC0096 will intersect the interpreted position of mineralisation 250m vertically below surface down plunge of TRCKRC0104 and CBDD0010. There are no underground resources currently estimated at Bollard; and
- Airborne EM survey - based on the success of downhole EM and moving loop EM, an extensive airborne EM survey is planned across the Project area, including the fold hinge target area.

Odyssey has a portfolio of advanced open pit and underground targets being actively explored.

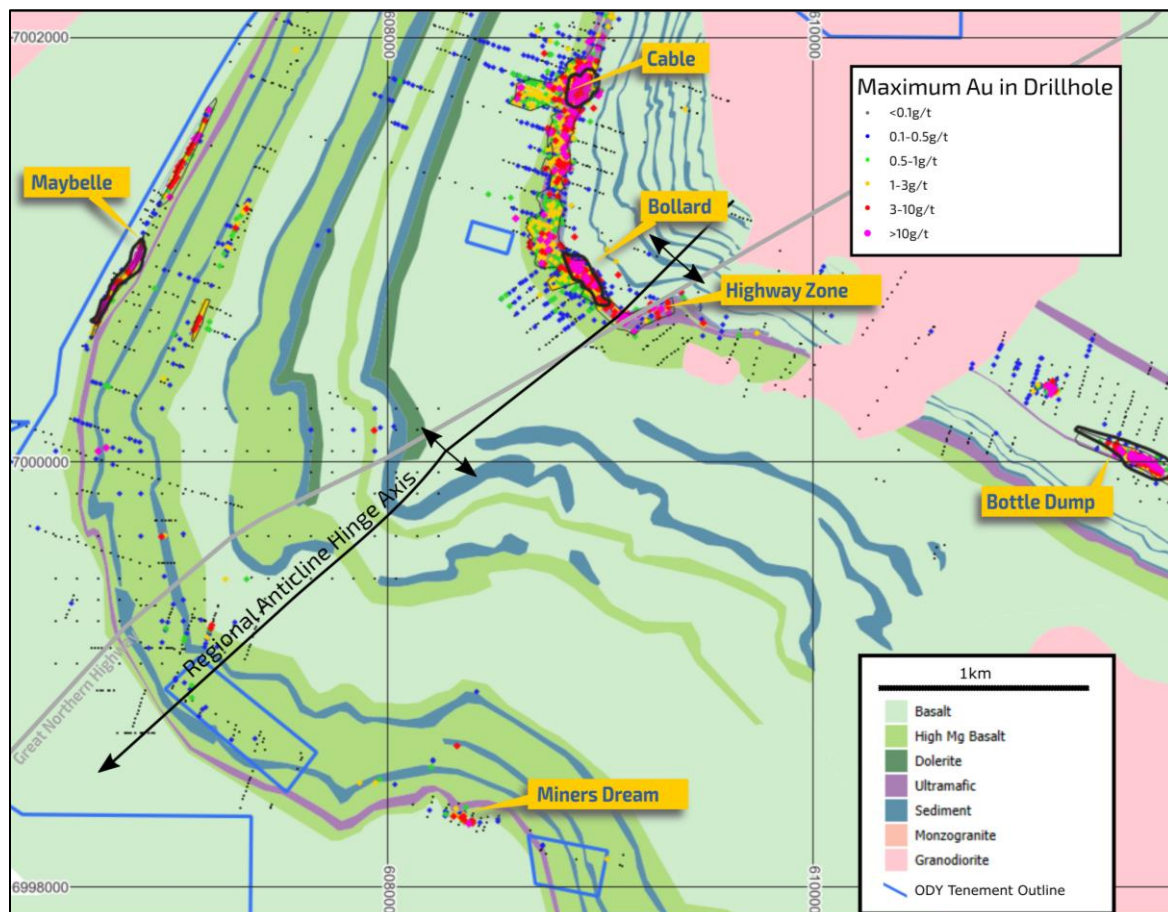


Figure 3 - Southern area of the Tuckanarra Project showing geology, resource areas and historical drilling.

Tenements

As at 30 June 2024, the Company holds an interest in the following mining and exploration tenements:

Project Name	Permit Number	Percentage Interest	Status
Tuckanarra Gold Project, Western Australia	M20/527	80%	Granted
	E20/782	80%	Granted
	E20/783	80%	Granted
	P20/2399	80%	Granted
	P20/2400	80%	Granted
	P20/2401	80%	Granted
	P20/2415	80%	Granted
	P20/2416	80%	Granted
	P20/2417	80%	Granted
	P20/2418	80%	Granted
	E20/924	100%	Granted
	E20/925	100%	Granted
	E20/996	100%	Granted
Stakewell Gold Project, Western Australia	E51/1806	80%	Granted
	L51/27	80%	Granted
	L51/28	80%	Granted
	L51/32	80%	Granted
	P51/2869	80%	Granted
	P51/2870	80%	Granted
	M51/908	80%	Granted

Corporate

During the financial year, the Company completed a placement of 133,333,334 new ordinary shares to institutional and sophisticated investors at an issue price of \$0.024 per share to raise gross proceeds of \$3.2 million ("Placement"). The Placement was led by high quality institutional investor, Collins St Asset Management Pty Ltd. The strong support received for the Placement highlights the exciting potential of the Company's Tuckanarra Gold Project located in the heart of the Murchison gold district.

Effective 1 January 2024, Mr Matthew Briggs, Managing Director and Chief Executive Officer, transitioned to Non-Executive Director and Technical Consultant.

Results of Operations

The net loss of the Group for the year ended 30 June 2024 was \$2,042,458 (2023: \$3,837,942). This loss is predominately comprised of exploration and evaluation expenditure of \$1,481,399 (2023: \$2,979,392) and is attributable to the Group's accounting policy of expensing exploration and evaluation expenditure (other than expenditures incurred in the acquisition of the rights to explore) incurred by the Group.

Financial Position

The Group had cash reserves of \$2,942,793 at 30 June 2024 (2023: \$2,936,820) and no debt. At 30 June 2024, the Group had net assets of \$11,824,878 (2023: \$10,814,281), an increase of 9% compared with the previous year driven predominately by the capital raising offset by the loss for the financial year. As at 30 June 2024, the Company had a net current asset surplus of \$2,814,899 (2023: \$1,739,458).

Environmental Regulation and Performance

The Group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve. Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities. There have been no significant known breaches by the Group during the financial year.

Principal Activities

The principal activities of the Group during the year consisted of the exploration and development of mineral resource projects in Western Australia.

DIRECTORS' REPORT

(Continued)

OPERATING AND FINANCIAL REVIEW (continued)

Business Strategies and Prospects for Future Financial Years

The objective of the Group is to create long-term shareholder value through the acquisition and development of technically and economically viable mineral deposits.

To date, the Group has not commenced production of any minerals. To achieve its objective, the Group currently intends over the medium term to conduct further exploration activities including field work to follow up targets identified at the Tuckanarra and Stakewell Gold Projects.

These activities are inherently risky and the Board is unable to provide certainty of the expected results of these activities, or that any or all of these likely developments will be achieved.

The material business risks faced by the Group that could have an effect on the Group's future prospects, and how the Group manages these risks include:

- **The Group's exploration programmes may not identify an economic deposit** - The Group's Projects are at an early stage of exploration and current/potential investors should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. The success of the Group depends, among other things, on successful exploration and/or acquisition of reserves, securing and maintaining title to tenements and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining activities may also be hampered by force majeure circumstances, land claims and unforeseen mining problems. There is no assurance that exploration and development of the mineral interests owned by the Group, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Group may seek to transfer its property interests or otherwise realise value, or the Group may even be required to abandon its business and fail as a "going concern";
- **The Group's exploration activities being delayed due to lack of available equipment and services** - The exploration activities of the Group requires the involvement of a number of third parties, including drilling contractors, assay laboratories, consultants, other contractors and suppliers. Demand for drilling equipment and exploration related services in Western Australia is currently very high and has resulted in higher exploration costs, delays in completing the Group's exploration activities, and delays in the assessment and reporting of the results. Should there continue to be high demand for exploration equipment and related services, there may be further delays in undertaking exploration activities, which may result in increased exploration costs and/or increased working capital requirements for the Group and may have a material impact on the Group's operations and performance;
- **The Group's operations will require further capital** – the exploration and any development of the Group's exploration properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying, or the indefinite postponement of, exploration and any development of the Group's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Group;
- **The Group may be adversely affected by fluctuations in commodity prices** – the price of commodities fluctuate widely and are affected by numerous factors beyond the control of the Group. Future production, if any, from the Group's mineral properties will be dependent upon the price of commodities being adequate to make these properties economic. The Group currently does not engage in any hedging or derivative transactions to manage commodity price risk. As the Group's operations change, this policy will be reviewed periodically going forward; and
- **Global financial conditions may adversely affect the Group's growth and profitability** – many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. Due to the current nature of the Group's activities, a slowdown in the financial markets or other economic conditions may adversely affect the Group's growth and ability to finance its activities.

DIRECTORS

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

Current Directors

Mr Ian Middlemas	Chairman
Mr Matthew Syme	Non-Executive Director
Mr Matthew Briggs	Non-Executive Director (<i>formerly Managing Director and CEO to 31 Dec 23</i>)
Mr Robert Behets	Non-Executive Director
Mr Levi Mochkin	Executive Director

Unless otherwise disclosed, the Directors held their office from 1 July 2023 until the date of this report.

DIRECTORS AND OFFICERS

Ian Middlemas

Chairman

Qualifications – B.Com, CA

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

Mr Middlemas was appointed a Director of the Company on 8 September 2005. During the three year period to the end of the financial year, Mr Middlemas has held directorships in Constellation Resources Limited (November 2017 – present), Apollo Minerals Limited (July 2016 – present), Terra Metals Limited (October 2013 – present), Berkeley Energia Limited (April 2012 – present), GreenX Mining Limited (August 2011 – present), NGX Limited (April 2021 – present), Salt Lake Potash Limited (Receivers and Managers Appointed) (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Sovereign Metals Limited (July 2006 – present) and Peregrine Gold Limited (September 2020 – February 2022).

Matthew Syme

Non-Executive Director

Qualifications – B.Com, CA

Mr Syme is a Chartered Accountant and an accomplished mining executive with over 27 years' experience in senior management roles in Australia and overseas. He was a Manager in a major international Chartered Accounting firm before spending three years as an equities analyst in a large stockbroking firm. He was then Chief Financial Officer of Pacmin Mining Limited, a successful Australian gold mining company. Mr Syme has considerable experience in managing mining projects in a wide range of commodities and countries. Mr Syme previously held the position of Managing Director at copper-gold developer Sierra Mining Limited, which was acquired by RTG Mining Inc in early June 2014. Mr Syme was responsible for the acquisition of Sierra's key Mabilo Project in late 2011. Prior to joining Sierra in 2010 he was Managing Director of Berkeley Resources Limited where he successfully guided the acquisition and scoping studies of Berkeley's Salamanca Uranium Project in Spain. Mr Syme was appointed a Director of the Company on 28 August 2020. During the three year period to the end of the financial year, Mr Syme has held directorships in NGX Limited (February 2023 – present).

Matthew Briggs

Non-Executive Director

Qualifications – BSc Hons (Geology), MAusIMM

Mr Briggs is an expert and experienced professional exploration geologist with an ideal background in gold exploration and mining in Australia, most recently as Managing Director of Tanami gold explorer, Prodigy Gold NL. He completed an Honours degree in Geology at the University of Queensland and embarked on a 25-year career in gold exploration, starting as an exploration geologist at Central Norseman Gold, then rising to Exploration Manager at St Ives Gold and eventually becoming Vice President and Group Head of Strategic Planning at Gold Fields. He became Managing Director of Prodigy Gold's predecessor, ABM Resources Ltd, in 2016. Mr Briggs is a councillor of the Association of Mining and Exploration Companies. Mr Briggs was appointed Managing Director and CEO on 17 January 2022 and a Non-Executive Director effective 1 January 2024. During the three year period to the end of the financial year, Mr Briggs has held directorships in Prodigy Gold NL (October 2016 – January 2022).

DIRECTORS' REPORT

(Continued)

DIRECTORS AND OFFICERS (Continued)

Mr Robert Behets

Non-Executive Director

Qualifications – B.Sc(Hons), FAusIMM, MAIG

Mr Behets is a geologist with 30 years' experience in the mineral exploration and mining industry in Australia and internationally. He has had extensive corporate and management experience and has been Director of a number of ASX-listed companies in the resources sector including Mantra Resources Limited ("Mantra"), Papillon Resources Limited, and Berkeley Energia Limited. Mr Behets was instrumental in the founding, growth and development of Mantra, an African-focussed uranium company, through to its acquisition by ARMZ for approximately A\$1 billion in 2011. Prior to Mantra, he held various senior management positions during a long career with WMC Resources Limited.

Mr Behets has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, mineral resource and ore reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals. He is a Fellow of The Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and was previously a member of the Australasian Joint Ore Reserves Committee ("JORC").

Mr Behets was appointed a Director of the Company on 28 August 2020. During the three year period to the end of the financial year, Mr Behets has held directorships in Apollo Minerals Limited (October 2016 – present), Constellation Resources Limited (June 2017 – present), Equatorial Resources Limited (February 2016 – present) and Berkeley Energia Limited (April 2012 - present).

Mr Levi Mochkin

Executive Director

Mr Mochkin is a key member of the Ledger Holdings Pty Ltd Group (the Ledger Group), located in Melbourne, Australia and has been in the resources sector for over 28 years advising companies, identifying projects and raising capital of over A\$800 million for mining projects. Mr Mochkin was appointed a Director on 31 August 2020. During the three-year period to the end of the financial year, Mr Mochkin has not held any other directorships.

Mr Gregory Swan

Company Secretary

Qualifications – BCom, CA, FCIS, FFin

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

Mr Swan was appointed Company Secretary of the Company on 4 November 2020.

SIGNIFICANT EVENTS AFTER BALANCE DATE

Other than the above, there are no matters or circumstances which have arisen since 30 June 2024 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2024, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2024, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2024, of the Group.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Company during the financial year ended 30 June 2024.

INFORMATION ON DIRECTORS' INTERESTS IN SECURITIES OF ODYSSEY

The following table sets out each Director's relevant interest in securities of the Company as at the date of this report:

	Interest in Securities at the date of this Report		
	Shares ¹	Options ²	Performance Rights ³
Mr Ian Middlemas	40,000,000	-	-
Mr Matthew Briggs	1,000,000	2,000,000	4,500,000
Mr Levi Mochkin	33,527,528	-	-
Mr Matthew Syme	14,445,781	-	-
Mr Robert Behets	6,281,250	-	-

Note:

¹ 'Shares' means fully paid ordinary shares in the capital of the Company.

² 'Options' means an unlisted option to subscribe for one Share in the capital of the Company.

³ 'Performance Rights' means an unlisted performance right which converts to one Share in the capital of the Company upon the satisfaction of certain performance milestones.

SHARE OPTIONS, PERFORMANCE RIGHTS AND PERFORMANCE SHARES

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

- 1,000,000 unlisted options exercisable at \$0.10, expiring 8 December 2024;
- 1,000,000 unlisted options exercisable at \$0.15, expiring 8 December 2024;
- 805,000 performance rights that vest upon a Mineral Resource estimate of at least 500,000 ounces of gold on the Company's projects, expiring 31 December 2025;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 1,000,000 ounces of gold on the Company's projects, expiring 31 December 2024;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 2,000,000 ounces of gold on the Company's projects, expiring 31 December 2025; and
- 2,305,000 performance rights that vest upon the results of a positive Scoping Study on the Company's projects, expiring 31 December 2025.

During the year ended 30 June 2024 and up to the date of this report, no Ordinary Shares have been issued as a result of the exercise of options or conversion of performance rights.

DIRECTORS' REPORT

(Continued)

MEETINGS OF DIRECTORS

The following table sets out the number of meetings of the Company's directors held during the year ended 30 June 2024, and the number of meetings attended by each director.

Current Directors	Board Meetings Number Eligible to Attend	Board Meetings Number Attended
Mr Ian Middlemas	4	4
Mr Matthew Briggs	4	4
Mr Matthew Syme	4	4
Mr Levi Mochkin	4	4
Mr Robert Behets	4	4

The Board currently does not have any committees, however this will be reviewed should the size and nature of the Company's activities change.

DIVIDENDS

No dividends have been declared, provided for or paid in respect of the year ended 30 June 2024 (2023: nil).

EARNINGS PER SHARE

	2024 Cents	2023 Cents
Basic and diluted loss per share	(0.24)	(0.54)

PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a part for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceedings during the year.

INSURANCE OF OFFICERS AND AUDITORS

The Company has entered into Deeds of Indemnity with the Directors indemnifying them against certain liabilities and costs to the extent permitted by law.

The Company has paid, or agreed to pay, a premium in respect of Directors' and Officers' Liability Insurance and Company Reimbursement policies for the 12 months ended 30 June 2024 and 2023, which cover all Directors and officers of the Company against liabilities to the extent permitted by the Corporations Act 2001. The policy conditions preclude the Company from any detailed disclosures including the premium amount paid.

No indemnities have been provided to the auditors of the Company or Group.

REMUNERATION REPORT – AUDITED

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

Details of Key Management Personnel

The KMP of the Group during or since the end of the financial year were as follows:

Mr Ian Middlemas	Chairman
Mr Matthew Syme	Non-Executive Director
Mr Matthew Briggs	Non-Executive Director (formerly Managing Director and CEO to 31 Dec 23)
Mr Robert Behets	Non-Executive Director
Mr Levi Mochkin	Executive Director

Unless otherwise disclosed, the KMP held their position from 1 July 2023 until the date of this report.

Remuneration Policy

The remuneration policy for the Group's KMP has been developed by the Board taking into account:

- the size of the Group;
- the size of the management team for the Group;
- the nature and stage of development of the Group's current operations; and
- market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for KMP:

- the Group is currently focused on identifying new business projects, and undertaking exploration and development activities;
- risks associated with small cap resource companies whilst acquiring, exploring and developing projects; and
- other than profit which may be generated from asset sales, the Group does not expect to be undertaking profitable operations until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects, or the acquisition of a profitable project.

Executive Remuneration

The Group's remuneration policy is to provide executives a fixed remuneration component and a performance based component (including incentive and/or performance based securities, see below). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning KMP objectives with shareholder and business objectives.

Fixed Remuneration

Fixed remuneration consists of base salary, as well as employer contributions to superannuation funds and other non-cash benefits.

Fixed remuneration is reviewed annually by the Board (if applicable). The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

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

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

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

DIRECTORS' REPORT

(Continued)

REMUNERATION REPORT – AUDITED (Continued)

Executive Remuneration (Continued)

These measures were chosen as the Board believes these represent the key drivers in the short and medium term success of the Group's development. On an annual basis, subsequent to year end, the Board assesses performance against each individual executive's KPI criteria and considers the position of the Group to be able to award STI cash bonuses.

During the 2024 financial year, no STI cash bonuses were awarded to KMP (2023: nil).

Performance Based Remuneration – Long Term Incentive Plan

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

(i) Performance Rights

The Group has an Incentive Plan that provides for the issuance of unlisted performance share rights ("Performance Rights") which, upon satisfaction of the relevant performance conditions attached to the Performance Rights, will result in the issue of an Ordinary Share for each Performance Right. Performance Rights are issued for no consideration and no amount is payable upon conversion thereof.

The Incentive Plan enables the Group to: (a) recruit, incentivise and retain KMP and other key employees and contractors needed to achieve the Group's business objectives; (b) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Group; (c) align the financial interest of participants of the Plan with those of Shareholders; and (d) provide incentives to participants of the Incentive Plan to focus on superior performance that creates Shareholder value.

Performance Rights granted under the Incentive Plan to eligible participants will be linked to the achievement by the Group of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest. Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Right will lapse.

During the financial year ended 30 June 2024, no Performance Rights were granted to KMP (2023: nil), 1,500,000 Performance Rights held by KMP lapsed (2023: nil) and no Performance Rights converted into ordinary shares (2023: nil).

(ii) Incentive Options

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

During the financial year ended 30 June 2024, no Incentive Options were granted (2023: nil), 27,000,000 Incentive Options (2023: nil) expired and no Incentive Options were exercised (2023: nil) to/held by/ by KMP.

Remuneration Policy for Non-Executive Directors

The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Group, incentive securities have been used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Total directors' fees paid to all non-executive directors are not to exceed \$150,000 per annum. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and Non-Executive Directors may in limited circumstances receive incentive securities in order to secure their services.

Fees for the Chairman are presently \$36,000 per annum (2023: \$36,000) and fees for other Non-Executive Directors are presently \$25,000 (2023: \$25,000). These fees cover main board activities only. Non-Executive Directors may receive additional remuneration for other services provided to the Group, including but not limited to, membership of committees.

Relationship between Remuneration of KMP and Shareholder Wealth

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

The Board did not determine the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Group traded between the beginning and end of the current financial year. Discretionary annual cash bonuses, when applicable, will be based on achieving various non-financial key performance indicators to be determined by the Board. However, as noted above, KMP's may receive Incentive Securities which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Incentive Securities.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Group is currently undertaking new project acquisition, exploration and development activities, and does not expect to be undertaking profitable operations (other than by way of material asset sales, none of which is currently planned) until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects. Accordingly the Board does not consider earnings during the current and previous four financial years when determining the nature and amount of remuneration of KMP.

DIRECTORS' REPORT

(Continued)

REMUNERATION REPORT – AUDITED (Continued)

Remuneration of Key Management Personnel

Details of the nature and amount of each element of the remuneration of each director and KMP of the Group for the year ended 30 June 2024 and 30 June 2023 are as follows:

	Short-term benefits		Post-employment benefits	Share-based payments	Total	Performance Related
	Salary & Fees	Other				
2024	\$	\$	\$	\$	\$	%
Directors						
Mr Ian Middlemas	36,000	-	3,960	-	39,960	-
Mr Matthew Syme	25,000	-	2,750	-	27,750	-
Mr Matthew Briggs ¹	213,319	-	17,875		267,192	13%
Mr Robert Behets	25,000	-	2,750	35,998	27,750	-
Mr Levi Mochkin	216,000	-	-	-	216,000	-
Total	515,319	-	27,335	35,998	578,652	

	Short-term benefits		Post-employment benefits	Share-based payments	Total	Performance Related
	Salary & Fees	Other				
2023	\$	\$	\$	\$	\$	%
Directors						
Mr Ian Middlemas	36,000	-	3,780	-	39,780	-
Mr Matthew Briggs	300,000	-	31,500	188,414	519,914	36%
Mr Levi Mochkin	216,000	-	-	5,005	221,005	2%
Mr Matthew Syme ²	39,217	-	1,094	8,312	48,623	17%
Mr Robert Behets	25,000	-	2,625	1,662	29,287	6%
Total	729,043	-	48,562	179,009	956,614	

Notes:

¹ Effective 1 January 2024, Mr Briggs transitioned from Managing Director and Chief Executive Officer to Non-Executive Director.

² Effective 1 February 2023, Mr Syme transitioned from Executive Director to Non-Executive Director.

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Shareholdings of Key Management Personnel

Details of the ordinary shares held by each director and KMP of the Group for the year ended 30 June 2024 are as follows:

2024	Held at 1 July 2023 (#)	Granted as Remuner- ation (#)	Sales (#)	Purchases (#)	Net Change Other (#)	Held at 30 June 2024 (#)
Directors						
Mr Ian Middlemas	40,000,000	-	-	-	-	40,000,000
Mr Matthew Syme	14,445,781	-	-	-	-	14,445,781
Mr Matthew Briggs	1,000,000	-	-	-	-	1,000,000
Mr Robert Behets	6,281,250	-	-	-	-	6,281,250
Mr Levi Mochkin	33,527,528	-	-	-	-	33,527,528
	95,287,122	-	-	-	-	95,287,122

Option and Performance Rights holdings of Key Management Personnel

Details of Unlisted Options and Performance Rights granted, exercised or lapsed for each director and KMP of the Group during the 2024 financial year are as follows:

2024	Held at 1 July 2023 (#)	Granted as Remuner- ation (#)	Options and Rights Exercised (#)	Options and Rights Lapsed/ Forfeited (#)	Net change other (#)	Held at 30 June 2024 (#)	Vested and exercisable (#)
Directors							
Mr Ian Middlemas	-	-	-	-	-	-	-
Mr Matthew Syme	15,000,000	-	-	(15,000,000)	-	-	-
Mr Matthew Briggs	8,000,000	-	-	(1,500,000)	-	6,500,000	2,000,000
Mr Robert Behets	3,000,000	-	-	(3,000,000)	-	-	-
Mr Levi Mochkin	9,000,000	-	-	(9,000,000)	-	-	-
	35,000,000	-	-	(28,500,000)	-	6,500,000	2,000,000

DIRECTORS' REPORT

(Continued)

REMUNERATION REPORT – AUDITED (Continued)

Incentive Securities Granted to Key Management Personnel

There were no Unlisted Options or Performance Rights granted by the Group to KMP of the Group during the past two financial years.

28,500,000 incentive securities previously issued to KMP of the Company lapsed during the 2024 financial year (2023: nil).

2024	Number of options and rights granted during the year #	Number of options and rights vested during the year #	Number of options and rights lapsed during the year #	Value of options and rights granted during the Year \$	Value of options and rights exercised during the year \$	Value of options and rights included in remuneration for the year \$
Directors						
Mr Matthew Syme	-	-	(15,000,000)	-	-	-
Mr Matthew Briggs	-	-	(1,500,000)	-	-	35,998
Mr Robert Behets	-	-	(3,000,000)	-	-	-
Mr Levi Mochkin	-	-	(9,000,000)	-	-	-
Total	-	-	(28,500,000)	-	-	35,998

Employment Contracts with Key Management Personnel

Effective 1 January 2024, Mr Matthew Briggs is engaged as Non-Executive Director and Technical Consultant. Mr Briggs receives annual Non-Executive Director fees of \$25,000 plus statutory superannuation. Mr Briggs also receives Technical Consultant fees of \$1,350 per day on an as-needed basis under a consulting agreement which the Company can terminate at any time by providing at least one (1) months' notice in writing.

Mr Mochkin is engaged as Executive Director under a consulting agreement with Ledger Holdings Pty Ltd ("Ledger"), a company associated with Mr Mochkin, which the Company can terminate at any time by providing 6 months' written notice. Ledger receives fees of A\$18,000 per month under the consulting agreement.

All Directors have a letter of appointment confirming the terms and conditions of their appointment as a Director of the Company. The Chairman receives annual fees of A\$36,000 and Non-Executive Directors receive annual fees of A\$25,000 plus statutory superannuation contributions.

Other Transactions with Key Management Personnel

Other than as stated above, there were no other transactions with Key Management Personnel.

Loans to Key Management Personnel

There were no loans made to any key management personnel during the year ended 30 June 2024 (2023: Nil).

End of the audited Remuneration Report.

NON-AUDIT SERVICES

During the year, the Group's auditors, William Buck Audit (WA) Pty Ltd did not receive any fees for the provision of non-audit services (2023: nil).

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration is on page 20 of the Annual Report and forms part of this report.

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

For and on behalf of the Directors



MATTHEW SYME
Director

9 September 2024

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AUDITOR'S INDEPENDENCE DECLARATION

WilliamBuck
ACCOUNTANTS & ADVISORS

Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the directors of Odyssey Gold Ltd

As lead auditor for the audit of Odyssey Gold Ltd for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Odyssey Gold Ltd and the entities it controlled during the year.

William Buck

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

Amar Nathwani

Amar Nathwani
Director

Dated this 9th day of September 2024

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**CONSOLIDATED STATEMENT OF PROFIT OR
LOSS AND OTHER COMPREHENSIVE INCOME**
FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 \$	2023 \$
Interest income		131,480	83,590
Exploration and evaluation expenses		(1,481,399)	(2,979,392)
General and administrative expenses		(388,499)	(420,598)
Business development expenses		(259,245)	(299,557)
Share based payment expenses	12	(44,795)	(221,985)
Loss before income tax expense		(2,042,458)	(3,837,942)
Income tax expense	3	-	-
Loss for the year		(2,042,458)	(3,837,942)
Loss attributable to members of Odyssey Gold Limited		(2,042,458)	(3,837,942)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(2,042,458)	(3,837,942)
Total comprehensive loss attributable to members of Odyssey Gold Limited		(2,042,458)	(3,837,942)
Basic and diluted loss per share from operations (cents per share)	16	(0.24)	(0.54)

The accompanying notes form part of these financial statements.

**CONSOLIDATED STATEMENT OF FINANCIAL
POSITION**
AS AT 30 JUNE 2024



	Notes	2024 \$	2023 \$
ASSETS			
Current Assets			
Cash and cash equivalents	17(b)	2,942,793	2,936,820
Other receivables	4	37,048	58,074
Total Current Assets		2,979,841	2,994,894
Non-Current Assets			
Exploration and evaluation assets	5	8,894,636	8,894,636
Property, plant and equipment	6	115,343	180,187
Total Non-Current Assets		9,009,979	9,074,823
TOTAL ASSETS		11,989,820	12,069,717
LIABILITIES			
Current Liabilities			
Trade and other payables	7	158,296	209,166
Contingent consideration	8	-	1,000,000
Provisions		6,646	46,270
Total Current Liabilities		164,942	1,255,436
TOTAL LIABILITIES		164,942	1,255,436
NET ASSETS		11,824,878	10,814,281
EQUITY			
Contributed equity	9	55,413,048	52,404,788
Reserves	10	369,173	1,859,878
Accumulated losses	11	(43,957,343)	(43,450,385)
TOTAL EQUITY		11,824,878	10,814,281

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2024

	Notes	2024 \$	2023 \$
Cash flows from operating activities			
Interest received		131,411	83,386
Payments to suppliers and employees		(2,135,936)	(4,537,165)
Net cash outflow from operating activities	17(a)	(2,004,525)	(4,453,779)
Cash flows from investing activities			
Payments for exploration and evaluation assets		(1,000,000)	(500,000)
Payments for property, plant and equipment		-	(41,988)
Net cash outflow from investing activities		(1,000,000)	(541,988)
Cash flows from financing activities			
Proceeds from issue of shares		3,200,000	4,593,220
Transaction costs from issue of shares		(189,502)	(140,753)
Net cash inflow/(outflow) from financing activities		3,010,498	4,452,467
Net increase/(decrease) in cash and cash equivalents held		5,973	(543,300)
Cash and cash equivalents at the beginning of financial year		2,936,820	3,480,120
Cash and cash equivalents at the end of the financial year	17(b)	2,942,793	2,936,820

The accompanying notes form part of these financial statements.

**CONSOLIDATED STATEMENT OF CHANGES IN
EQUITY**
FOR THE YEAR ENDED 30 JUNE 2024



	Issued Capital \$	Shared Based Payments Reserve \$	Accumulated Losses \$	Total Equity \$
Balance at 1 July 2023	52,404,788	1,859,878	(43,450,385)	10,814,281
Net loss for the year	-	-	(2,042,458)	(2,042,458)
Total comprehensive loss for the year	-	-	(2,042,458)	(2,042,458)
Issue of placement shares	3,200,000	-	-	3,200,000
Share issue costs	(191,740)	-	-	(191,740)
Expiry of unlisted options		(1,535,500)	1,535,500	-
Share based payment expenses	-	44,795	-	44,795
Balance 30 June 2024	55,413,048	369,173	(43,957,343)	11,824,878
Balance at 1 July 2022	47,952,321	1,637,893	(39,612,443)	9,977,771
Net loss for the year	-	-	(3,837,942)	(3,837,942)
Total comprehensive loss for the year	-	-	(3,837,942)	(3,837,942)
Issue of entitlement offer shares	4,593,220	-	-	4,593,220
Share issue costs	(140,753)	-	-	(140,753)
Share based payment expenses	-	221,985	-	221,985
Balance 30 June 2023	52,404,788	1,859,878	(43,450,385)	10,814,281

The accompanying notes form part of these financial statements.

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NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2024

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES

The principal and material accounting policies adopted in preparing the financial report of the Company, Odyssey Gold Limited and its consolidated entities ("Group") for the year ended 30 June 2024 are stated to assist in a general understanding of the financial report.

Odyssey Gold Limited is a company limited by shares incorporated in Australia whose shares are quoted on the Australian Securities Exchange. The financial report of the Company for the year ended 30 June 2024 was authorised for issue in accordance with a resolution of the Directors on 6 September 2024.

(a) Basis of Preparation

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards ("AASBs") and interpretations adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated statements, the Company is a for-profit entity. The consolidated financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The financial report has also been prepared on a historical cost basis.

The financial report is presented in Australian dollars.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

In the current financial year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period however these have resulted in no impact on the financial statements of the Group for the financial year ended 30 June 2024.

(c) New and revised Australian Accounting Standards and Interpretations on issue but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2024. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group's financial statements:

Standard/Interpretation	Application Date of Standard	Application Date for Group
<i>AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current</i>	1 January 2024	1 July 2024
<i>AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants</i>	1 January 2024	1 July 2024
<i>AASB 2022-5 Amendments to Australian Accounting standards – Lease Liability in a Sale and Leaseback</i>	1 January 2024	1 July 2024
<i>AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	1 January 2025	1 July 2025
<i>AASB 2021-7(a-c) Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections</i>	1 January 2025	1 July 2025

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024

(Continued)

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES (Continued)

(d) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Odyssey Gold Limited ("Company" or "Parent Entity") as at 30 June 2024 and the results of all subsidiaries for the year then ended. Odyssey Gold Limited and its subsidiaries together are referred to as the Group.

Control is only achieved when the Group has the power over the investee (i.e. ability to direct relevant activities of the investee), is exposed, or has rights, to variable returns from its involvement with the investee, and when it has the ability to use its power to affect its returns. When the Group has less than a majority of the voting rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over the investee, including the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders, the potential voting rights held by the Company, other vote holders or other parties and any rights arising from other contractual arrangements.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated. The financial statements of the subsidiaries are prepared for the same reporting year as the Parent Entity, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Investments in subsidiaries are accounted for at cost less impairment in the individual financial statements of the Company.

(e) Cash and Cash Equivalents

"Cash and cash equivalents" includes cash on hand, deposits held at call with financial institutions and other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents consist of cash and cash equivalents as defined.

(f) Operating Segments

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

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board of Directors. The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services,
- Nature of the production processes,
- Type or class of customer for the products and services,
- Methods used to distribute the products or provide the services, and if applicable,
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements. Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for "all other segments".

(g) Other Income Recognition

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying value amount of the financial asset.

(h) Income Tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss. Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Parent Entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority. The Parent Entity and its wholly owned Australian controlled entity have implemented the tax consolidation legislation. The head entity within the tax consolidated group is Odyssey Gold Limited.

(i) Dividends

Provision is made for the amount of any dividend declared on or before the end of the year but not distributed at balance date.

(j) Impairment of Non-Financial Assets

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

In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset. An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss. After such a reversal the depreciation charge is adjusted in future years to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(k) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit and loss statement net of any reimbursement.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024

(Continued)

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES (Continued)

(l) Trade and Other Payables

Trade and other payables are recognised at amortised cost and represent liabilities for the goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 30 days. Where trade and other payables are to be deferred for a period greater than 12 months, the Group discounts the amount to its present value based on the expected timing of the payment.

(m) Contingent Consideration

The Company has recognised an amount in relation to the Contingent Cash Consideration on the Tuckanarra Project being the consideration of \$1,000,000 discounted to its present value based on the expected timing of the payment. The Company has recognised the amounts on the basis that the performance criteria on the Tuckanarra Project are more likely than not to be met within the required timeframe. This is on the basis that previous exploration activities on the Tuckanarra Project were substantially advanced leading to an increased probability of a JORC resource (declared in August 2023). The Contingent Cash Consideration has been capitalised as an acquisition cost.

(n) Contributed Equity

Ordinary shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares or incentive securities (classified as equity) are shown in equity as a deduction, net of tax, from the proceeds.

(o) Exploration and Evaluation Expenditure

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method. Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised, classified as tangible or intangible, and recognised as an exploration and evaluation asset. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

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

Exploration and evaluation expenditure incurred by the Group subsequent to the acquisition of the rights to explore will be expensed as incurred, up until the technical feasibility and commercial viability of the project has been demonstrated with a bankable feasibility study.

Capitalised exploration costs are reviewed at each reporting date to establish whether an indication of impairment exists. If any such indication exists, the recoverable amount of the capitalised exploration costs is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years. Where a decision is made to proceed with development, accumulated expenditure is tested for impairment and transferred to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(p) Plant and Equipment

All classes of plant and equipment are measured at cost. Where it is expected that a liability for capital gains tax will arise, this expected amount is disclosed by way of note. Depreciation is provided on a straight-line basis on all property, plant and equipment (useful lives between 2.5 to 6 years).

(q) Investments and Other Financial Assets

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Group commits itself to either the purchase or sale of the asset. Financial assets are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

(i) Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- amortised cost
- fair value through profit or loss (FVPL)
- equity instruments at fair value through other comprehensive income (FVOCI)
- debt instruments at fair value through other comprehensive income (FVOCI)

All income and expenses relating to financial assets that are recognised in profit or loss are presented within other income or expenses respectively.

Classifications of financial assets are determined by both the entities business model for managing the financial asset and the contractual cash flow characteristics of the financial assets.

(ii) Loans and receivables

Loans and receivables are measured at amortised cost using the effective interest method less impairment in accordance with (iv) *Impairment of Financial Assets* below. Interest is recognised by applying the effective interest rate.

(iii) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price. Transaction costs that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt instruments held. Other techniques, such as discounted cash flows, are used to determine fair value for the remaining financial instruments.

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

(iv) Impairment of Financial Assets

The Group recognises a loss allowance for expected credit losses on receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

1. STATEMENT OF MATERIAL ACCOUNTING POLICIES (Continued)

(r) Investments and Other Financial Assets (Continued)

(v) Derecognition of financial assets

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

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

(s) Earnings per Share (EPS)

Basic earnings per share is calculated by dividing the profit/loss attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year. Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after 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.

(t) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST except when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable. Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the Statement of Cash Flows on a gross basis and the GST components of cash flows arising from investing and financing activities, which are recoverable from, or payable to, the taxation authority are classified as operating cash flows.

(u) Share-Based Payments

Equity-settled share-based payments are provided to officers, employees, consultants, vendors and other advisors. These share-based payments are measured at the fair value of the equity instrument at the grant date. Fair value is determined using an option pricing model for options and the closing share price for performance rights and performance shares with non-market vesting conditions or a trinomial model for performance rights with market vesting conditions. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share based payments reserve. Equity-settled share-based payments may also be provided as consideration for the acquisition of assets. Where ordinary shares are issued and vest immediately, the transaction is recorded at fair value based on the quoted price of the ordinary shares at the date of issue. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

(v) Business Combinations and Asset Acquisitions

The Directors may evaluate a group of assets that is acquired in a transaction is not a business combination in accordance with either the optional "concentration" or "substantive process" tests in AASB 3. In such cases where a transaction is not a business combination, the cost of acquisition is allocated to the individual identifiable assets (including intangible assets that meet the definition of and recognition criteria for intangible assets in AASB 138) acquired and liabilities assumed on the basis of their relative fair values at the date of acquisition.

(w) Joint Operations

A joint operation is a joint arrangement whereby the parties have joint control of the arrangement and have rights to the assets and obligations for the liabilities, relating to the arrangement. Joint control is contractually agreed sharing control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. When the entity undertakes its activities under joint operations, the Group as a joint operator, recognises in relation to its interest in a joint operation:

- Its assets, including its share of any assets held jointly;
- Its liabilities, including its share of any liabilities incurred jointly;
- Its revenue from the sale of its share of the output arising from the joint operations;
- Its share of the revenue from the sale of the output by the joint operation; and
- Its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the AASBs applicable to the particular assets, liabilities, revenues and expenses. When the Group transacts with the joint operation in which the entity is a joint operator, the Group is considered to be conducting the transaction with the other parties of the joint operations, and gains and losses resulting from the transactions are recognised in the Group's financial statements only to the extent of other parties' interest in the joint operation.

(x) Critical Accounting Estimates, Assumptions and Judgements

In applying the Group's accounting policies, management continually evaluates judgements, estimates and assumptions based on experience and other factors, including expectations of future events that may have an impact on the Group. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. Actual results may differ from the judgements, estimates and assumptions. In particular, information about critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

- Exploration and evaluation assets (Note 1(o)); and
- Share-based payments (Note 1(u)).

2. EXPENSES

	Notes	2024 \$	2023 \$
Employee Benefits Expense			
Short-term employee benefits		724,681	1,248,791
Post-employment benefits		63,890	102,308
Share-based payment expenses		44,795	221,985
		833,366	1,573,084
Depreciation and amortisation			
Depreciation and amortisation of plant and equipment	6	64,844	67,027
		64,844	67,027

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

3. INCOME TAX

(a) Tax Consolidation

The Company and its wholly-owned Australian resident entities have implemented the tax consolidation legislation. The head entity within the tax consolidated group is Odyssey Gold Limited.

(b) Recognised in the statement of comprehensive income

	2024 \$	2023 \$
Current income tax		
Current income tax expense in respect of the current year	-	-
Deferred income tax		
Origination and reversal of temporary differences	-	-
	-	-

(c) Reconciliation between Tax Expense and Accounting Loss Before Income Tax

	2024 \$	2023 \$
Accounting loss before income tax	(2,042,458)	(3,837,942)
At the domestic income tax rate of 30%	(612,737)	(1,151,383)
Expenditure not allowable for income tax purposes	13,438	66,596
Capital allowances	(57,522)	(42,226)
Adjustments in respect of current income tax of previous years	13,243	-
Deferred tax assets not brought to account	643,578	1,127,013
Income tax expense attributable to loss	-	-

(d) Deferred Income Tax

Deferred income tax at balance date relates to the following:

	2024 \$	2023 \$
Deferred Tax Liabilities		
Exploration and evaluation assets	2,668,391	2,668,391
Deferred tax assets used to offset deferred tax liabilities	(2,668,391)	(2,668,391)
	-	-
Deferred Tax Assets		
Accrued expenditure	11,831	7,950
Provisions	1,993	13,881
Capital Allowances	118,477	128,016
Capital losses available to offset against future capital gains	7,353,585	7,353,585
Tax losses available to offset against future taxable income	9,818,150	9,143,852
Deferred tax assets used to offset deferred tax liabilities	(2,668,391)	(2,668,391)
Deferred tax assets not brought to account	(14,635,645)	(13,978,893)
	-	-

The benefit of deferred tax assets not brought to account will only be brought to account if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the Company in realising the benefit.

4. OTHER RECEIVABLES

	2024	2023
	\$	\$
Accrued interest	295	226
GST, payroll and fuel tax credit receivable	36,753	57,848
Total other receivables	37,048	58,074

5. EXPLORATION AND EVALUATION ASSETS

	Tuckanarra Gold Project	Stakewell Gold Project	Total
	\$	\$	\$
2024			
Carrying amount at 1 July	5,372,369	3,522,267	8,894,636
Additions	-	-	-
Carrying amount at 30 June⁽¹⁾	5,372,369	3,522,267	8,894,636
2023			
Carrying amount at 1 July	5,372,369	3,522,267	8,894,636
Additions	-	-	-
Carrying amount at 30 June⁽¹⁾	5,372,369	3,522,267	8,894,636

Notes:

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

6. PROPERTY, PLANT AND EQUIPMENT

	Plant and equipment	Total
	\$	\$
2024		
Carrying amount at 1 July	180,187	180,187
Additions	-	-
Depreciation and amortisation	(64,844)	(64,844)
Carrying amount at 30 June	115,343	115,343
- at cost	310,216	310,216
- accumulated depreciation and amortisation	(194,873)	(194,873)
2023		
Carrying amount at 1 July	205,226	205,226
Additions	41,988	41,998
Depreciation and amortisation	(67,027)	(67,027)
Carrying amount at 30 June	180,187	180,187
- at cost	310,216	310,217
- accumulated depreciation and amortisation	(130,029)	(130,030)

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

7. TRADE AND OTHER PAYABLES

	2024 \$	2023 \$
Current		
Accounts payable	118,858	182,666
Accrued expenses	39,438	26,500
Total trade and other payables	158,296	209,166

8. CONTINGENT CONSIDERATION

	2024 \$	2023 \$
Current		
Contingent consideration ⁽¹⁾	-	1,000,000
Total contingent consideration	-	1,000,000

Notes:

- (1) The acquisition of the Tuckanarra Gold Project included a \$1,000,000 contingent cash payment to be paid within six (6) months after the delineation of an independently assessed mineral resource in accordance with JORC Code (2012 Edition) of at least 100,000 ounces of gold at a minimum resource grade of 1.55g/t Au in relation to the Tuckanarra Gold Project ("Milestone"). The Milestone was satisfied on 2 August 2023 and upon satisfaction of the Milestone, the \$1,000,000 payment was transferred from 'contingent consideration' to 'deferred consideration' and paid during the financial year ended 30 June 2024.

9. CONTRIBUTED EQUITY

	2024 \$	2023 \$
898,871,134 (30 June 2023: 765,537,800) fully paid ordinary shares	55,413,048	52,404,788
	55,413,048	52,404,788

(a) Movements in issued capital

Date	Details	Number of Ordinary Shares	Number of Performance Shares	\$
01-Jul-23	Opening balance	765,537,800	-	52,404,788
14-Dec-23	Issue of placement shares	133,333,334	-	3,200,000
30-Jun-24	Share issue costs	-	-	(191,740)
30-Jun-24	Closing Balance	898,871,134	-	55,413,048
01-Jul-22	Opening balance	612,430,455	50,000,000	47,952,321
Various	Issue of entitlement offer shares	153,107,345	-	4,593,220
23-Jun-23	Lapse of performance shares	-	(50,000,000)	-
30-Jun-23	Share issue costs	-	-	(140,753)
30-Jun-23	Closing Balance	765,537,800	-	52,404,788

9. CONTRIBUTED EQUITY (Continued)

(b) Terms and Conditions of Ordinary Shares

(i) General

The ordinary shares ("Shares") are ordinary shares and rank equally in all respects with all ordinary shares in the Company and have no par value. The rights attaching to the Shares arise from a combination of the Company's Constitution, statute and general law. Copies of the Company's Constitution are available for inspection during business hours at its registered office.

(ii) Reports and Notices

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

(iii) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every ordinary Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder. A poll may be demanded by the Chairperson of the meeting, any 5 Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(iv) Variation of Shares and Rights Attaching to Shares

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act. Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(v) Unmarketable Parcels

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than \$500). To invoke this procedure, the Directors must first give notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

(vi) Changes to the Constitution

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

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

10. RESERVES

	2024 \$	2023 \$
Share-based payments reserve	369,173	1,859,878
	369,173	1,859,878

The share-based payments reserve is used to record the fair value of Unlisted Options and Performance Rights, expensed by the Group.

(a) Movements in the share-based payments reserve were as follows:

Date	Details	Number of Vendor and Incentive Options	Number of Performance Rights	\$
1-Jul-23	Opening balance	118,500,000	9,620,000	1,859,878
Various	Lapse of performance rights	-	(3,905,000)	-
23-Dec-23	Expiry of unlisted options	(116,500,000)	-	(1,535,500)
Various	Issue of performance rights	-	2,005,000	-
30-Jun-24	Share based payment expenses	-	-	44,795
30-Jun-24	Closing balance ⁽¹⁾	2,000,000	7,720,000	369,173

Notes:

(1) The Company has the following incentive securities on issue:

- 1,000,000 unlisted incentive options exercisable at \$0.10 each on or before 8 December 2024;
- 1,000,000 unlisted incentive options exercisable at \$0.15 each on or before 8 December 2024;
- 805,000 performance rights that vest upon a Mineral Resource estimate of at least 500,000 ounces of gold on the Company's projects, expiring 31 December 2025;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 1,000,000 ounces of gold on the Company's projects, expiring 31 December 2024;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 2,000,000 ounces of gold on the Company's projects, expiring 31 December 2025; and
- 2,305,000 performance rights that vest upon the results of a positive Scoping Study on the Company's projects, expiring 31 December 2025.

As at 30 June 2024, 2,000,000 unlisted incentive options have vested and are exercisable.

(b) Terms and Conditions of Unlisted Incentive Options

Unlisted Options are granted based upon the following terms and conditions:

- Each Unlisted Option entitles the holder to the right to subscribe for one Ordinary Share upon the exercise of each Unlisted Option;
- The Unlisted Options outstanding at the end of the financial year have the following exercise prices and expiry dates:
 - 1,000,000 unlisted options exercisable at \$0.10 each on or before 8 December 2024; and
 - 1,000,000 unlisted options exercisable at \$0.15 each on or before 8 December 2024.
- The Unlisted Options are exercisable at any time prior to the Expiry Date, subject to vesting conditions being satisfied (if applicable);
- Ordinary Shares issued on exercise of the Unlisted Options rank equally with the then Ordinary Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon the exercise of the Unlisted Options;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Unlisted Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and
- No application for quotation of the Unlisted Options will be made by the Company.

10. RESERVES

(c) Terms and Conditions of Unlisted Performance Rights

Performance Rights granted as share-based payments have the following terms and conditions:

- Each Performance Right automatically converts into one Share upon vesting of the Performance Right;
- Each Performance Right is subject to performance conditions (as determined by the Board from time to time) which must be satisfied in order for the Performance Right to vest;
- The Performance Rights outstanding at the end of the financial period have employment conditions and the following performance conditions and expiry dates:
 - 805,000 performance rights that vest upon a Mineral Resource estimate of at least 500,000 ounces of gold on the Company's projects, expiring 31 December 2025;
 - 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 1,000,000 ounces of gold on the Company's projects, expiring 31 December 2024;
 - 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 2,000,000 ounces of gold on the Company's projects, expiring 31 December 2025; and
 - 2,305,000 performance rights that vest upon the results of a positive Scoping Study on the Company's projects, expiring 31 December 2025.
- Application will be made by the Company to ASX for official quotation of the Shares issued upon conversion of the Performance Rights;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Performance Right holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- No application for quotation of the Performance Rights will be made by the Company; and
- Without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them.

11. ACCUMULATED LOSSES

	2024	2023
	\$	\$
Balance at 1 July	(43,450,385)	(39,612,443)
Net loss for the year	(2,042,458)	(3,837,942)
Expiry of unlisted options	1,535,500	-
Balance at 30 June	(43,957,343)	(43,450,385)

12. SHARE BASED PAYMENTS

(a) Recognised Share-based Payment Expense

From time to time, the Company provides incentive securities to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. The number of securities granted, and the terms of the securities granted are determined by the Board. Shareholder approval is sought where required.

During the past two years, the following equity-settled share-based payments have been recognised:

	2024	2023
	\$	\$
Expense arising from equity-settled share-based payment transactions	44,795	221,985

(b) Weighted Average Remaining Contractual Life

At 30 June 2024, the weighted average remaining contractual life of unlisted securities on issue that had been granted as share-based payments was 1.0 years (2023: 0.6 years).

(c) Range of Exercise Prices

At 30 June 2024, the range of exercise prices of unlisted securities on issue that had been granted as share-based payments was \$0.10 to \$0.15 (2023: \$0.025 to \$0.15).

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

(d) Weighted Average Fair Value

At 30 June 2024, the weighted average fair value of unlisted securities that had been granted as share-based payments in the past two financial years by the Company was \$0.0541 (2023: \$0.0172).

(e) Summary of Unlisted Securities Granted as Share-based Payments

The following Incentive securities were granted as share-based payments during the past two financial years:

Security Type	Number	Grant Date	Expiry Date	Vesting Date	Exercise Price \$	Fair Value \$
Rights	700,000	25-Nov-22	31-Dec-23	31-Dec-23	-	\$0.039
Rights	700,000	25-Nov-22	31-Dec-24	31-Dec-24	-	\$0.039
Rights	700,000	25-Nov-22	31-Dec-25	31-Dec-25	-	\$0.039
Rights	700,000	25-Nov-22	31-Dec-25	31-Dec-25	-	\$0.039
Rights	300,000	09-Aug-23	31-Dec-23	31-Dec-23	-	\$0.028
Rights	300,000	09-Aug-23	31-Dec-24	31-Dec-24	-	\$0.028
Rights	600,000	09-Aug-23	31-Dec-25	31-Dec-25	-	\$0.028
Rights	805,000	15-Mar-24	31-Dec-25	31-Dec-25	-	\$0.019

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

	2024 Number	2024 WAEP	2023 Number	2023 WAEP
Outstanding at beginning of year	128,120,000	\$0.04	127,720,000	\$0.04
Options expired during the year	(116,500,000)	\$0.04	-	-
Rights lapsed during the year	(3,905,000)	-	(2,400,000)	-
Rights granted during the year	2,005,000	-	2,800,000	-
Outstanding at end of year	9,720,000	\$0.03	128,120,000	\$0.04

(f) Summary of Unlisted Securities Granted as Share-based Payments

The outstanding balance of incentive securities issued as share based payments as at 30 June 2024 is represented by:

- 1,000,000 unlisted options exercisable at \$0.10 each on or before 8 December 2024;
- 1,000,000 unlisted options exercisable at \$0.15 each on or before 8 December 2024;
- 805,000 performance rights that vest upon a Mineral Resource estimate of at least 500,000 ounces of gold on the Company's projects, expiring 31 December 2025;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 1,000,000 ounces of gold on the Company's projects, expiring 31 December 2024;
- 2,305,000 performance rights that vest upon a Mineral Resource estimate of at least 2,000,000 ounces of gold on the Company's projects, expiring 31 December 2025; and
- 2,305,000 performance rights that vest upon the results of a positive Scoping Study on the Company's projects, expiring 31 December 2025.

As at 30 June 2024, 2,000,000 unlisted options have vested and are exercisable.

(g) Unlisted Option and Performance Right Pricing Model

The fair value of Unlisted Options granted is estimated as at the date of grant using the Black Scholes option valuation model taking into account the terms and conditions upon which the Options were granted. The Group has assessed that it is not able to reliably measure the fair value of the goods and services received from the counterparty of the share-based payment transaction and thus has measured the fair value of the securities issued by reference to the fair value of the equity instruments granted. There were no share options granted by the Group in the past two financial year. The fair value of Performance Rights granted that do not have market-based vesting conditions is estimated as at the date of grant on the underlying share price.

13. KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Details of Key Management Personnel

The Key Management Personnel of the Group during the financial year were as follows:

Directors

Mr Ian Middlemas	Chairman
Mr Levi Mochkin	Executive Director
Mr Matthew Briggs	Non-Executive Director (<i>formerly Managing Director and CEO to 31 Dec 23</i>)
Mr Matthew Syme	Non-Executive Director
Mr Robert Behets	Non-Executive Director

Unless otherwise disclosed, the KMP held their position from 1 July 2023 until 30 June 2024.

(b) Key Management Personnel Compensation

	2024	2023
	\$	\$
Short-term employee benefits	515,319	729,043
Post-employment benefits	27,335	48,562
Share based payment expenses	35,998	179,009
Total compensation	578,652	956,614

(c) Loans to Key Management Personnel

There were no loans made to any key management personnel during the year ended 30 June 2024 (2023: Nil).

(d) Other Transactions

Other than as stated above, there were no other transactions with Key Management Personnel.

14. RELATED PARTIES

Key Management Personnel

Transactions with Key Management Personnel are included at Note 13.

Transactions with Related Parties in the Consolidated Group

The consolidated group consists of Odyssey Gold Limited (the ultimate parent entity in the wholly owned group) and its controlled entities (see Note 15). Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

15. SUBSIDIARIES

All controlled entities are included in the consolidated financial statements. The parent entity does not guarantee to pay the deficiency of its controlled entities in the event of a winding up of any controlled entity. The financial year-end of the controlled entities is the same as that of the parent entity.

Name of Controlled Entity	Place of Incorporation	% of Shares held 2024	% of Shares held 2023
Tuckanarra Resources Pty Ltd	Australia	100	100
Stakewell Resources Pty Ltd	Australia	100	100
Odyssey Gold (WA) Pty Ltd	Australia	100	100

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

16. EARNINGS PER SHARE

	2024 cents	2023 cents
Basic and diluted loss per share from continuing operations	(0.24)	(0.54)
Total basic and diluted loss per share	(0.24)	(0.54)

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

	2024 \$	2023 \$
Net loss used in calculating basic and diluted earnings per share	(2,042,458)	(3,837,942)

	Number of Shares 2024	Number of Shares 2023
Weighted average number of ordinary shares and potential ordinary shares used in calculating basic earnings per share	838,397,545	707,059,502
Adjusted weighted average number of ordinary shares and potential ordinary shares used in calculating basic and diluted earnings per share	838,397,545	707,059,502

(a) Non-dilutive Securities

As at reporting date, 2,000,000 unlisted options and 7,720,000 performance rights (which represent 9,720,000 potential ordinary shares) were considered non-dilutive as they would decrease the loss per share.

(b) Conversions, Calls, Subscriptions or Issues after 30 June 2024

Subsequent to 30 June 2024, there have been no other conversions to, calls of, or subscriptions for Ordinary Shares or issues of potential Ordinary Shares since the reporting date and before the completion of this financial report.

17. STATEMENT OF CASH FLOWS

	2024 \$	2023 \$
(a) Reconciliation of loss before income tax expense to net cash outflow from operating activities		
Net loss for the year	(2,042,458)	(3,837,942)
Adjustments for non-cash income and expense items		
Share based payment expenses	44,795	221,985
Depreciation and amortisation	64,844	67,027
Changes in assets and liabilities		
(Decrease)/increase in trade and other payables, provisions	(92,732)	(1,044,940)
Decrease/(increase) in other receivables	21,026	140,091
Net cash outflow from operating activities	(2,004,525)	(4,453,779)
(b) Reconciliation of cash assets		
Cash at bank and on hand	2,942,793	2,936,820

(c) Non-cash financing and investing activities

During the financial year ended 30 June 2024, there was no non-cash financing or investing activities (30 June 2023: nil).

18. PARENT ENTITY DISCLOSURES

	2024	2023
	\$	\$
(a) Financial Position		
Assets		
Current Assets	2,979,841	2,994,894
Non-Current Assets	8,993,998	8,981,743
Total Assets	11,973,840	11,976,637
Liabilities		
Current Liabilities	148,961	1,162,356
Non-Current Liabilities	-	-
Total Liabilities	148,961	1,162,356
Equity		
Contributed equity	55,413,048	52,404,788
Reserves	369,173	1,859,878
Accumulated losses	(43,957,343)	(43,450,385)
Total Equity	11,824,878	10,814,281
(b) Financial Performance		
Loss for the year	(2,042,458)	(3,837,942)
Total comprehensive income	(2,042,458)	(3,837,942)

The Parent entity has no commitments for expenditure nor any contingent assets or liabilities (2023: nil).

19. SEGMENT INFORMATION

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

The Company operates in one segment, being exploration for mineral resources and in one geographical location being Australia. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Company.

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

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

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

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

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

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

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

(b) Credit Risk

Credit risk is the risk of financial loss to the Company or Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This arises principally from cash and cash equivalents, and other receivables. There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	Notes	2024 \$	2023 \$
Cash and cash equivalents	17(b)	2,942,793	2,936,820
Other receivables	4	295	226
		2,943,088	2,937,046

The Group does not have any significant customers and accordingly does not have any significant exposure to bad or doubtful debts.

Other receivables comprise interest accrued and other miscellaneous receivables. Where possible the Group transacts only with recognised, creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. At 30 June 2024, none (2023: none) of the Group's receivables are past due.

With respect to credit risk arising from cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

(c) Interest Rate Risk

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

(i) Exposure to interest rate risk

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

		2024 \$	2023 \$
Interest-bearing financial instruments			
Cash at bank and on hand	(A)	2,942,793	2,936,820
		2,942,793	2,936,820

(A) The weighted average interest rate of the total consolidated cash balance was 4.35% (2023: 4.09%).

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

(ii) Cash flow sensitivity analysis for variable rate instruments

A sensitivity of 20% has been selected as this is considered reasonable given the current level of both short term and long term interest rates. A 20% movement in interest rates at the reporting date would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2023.

	Profit or loss		Equity	
	20% increase	20% decrease	20% increase	20% decrease
2024				
Cash and cash equivalents	25,581	(25,581)	25,581	(25,581)
2023				
Cash and cash equivalents	23,996	(23,996)	23,996	(23,996)

20. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Capital Management

The Board's policy is to maintain a suitable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Group, the Board's objective is to minimise debt going forward and to raise funds as required through the issue of new shares. However, the Board will undertake short term borrowings to provide temporary funding where appropriate. The Group is currently examining new business opportunities where acquisition/working capital requirements of a new project may involve additional funding in some format (which may include debt, where appropriate).

There were no changes in the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

(e) Fair Value

The net fair value of financial assets and financial liabilities approximate their carrying value. The methods for estimating fair values are outlined in the relevant notes to the Financial Statements.

(f) Liquidity Risk

Liquidity risk is the risk that the Company and Group will not be able to meet their financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Company will always have sufficient liquidity to meet its liabilities when due. This is monitored by the preparation of monthly cash flow reports, and regular forecasts as required but at least every six months.

The contractual maturities of financial liabilities, including estimated interest payments, are provided below. There are no netting arrangements in respect of financial liabilities.

	Carrying Amount \$	Contractual cash flows \$	6 months or less \$	6-12 months \$	1-2 years \$	2-5 years \$
2024						
Trade and other payables	158,296	(158,296)	(158,296)	-	-	-
	158,296	(158,296)	(158,296)	-	-	-
2023						
Trade and other payables	209,166	(209,166)	(209,166)	-	-	-
Contingent consideration	1,000,000	(1,000,000)	-	(1,000,000)	-	-
	1,209,166	(1,209,166)	(209,166)	(1,000,000)	-	-

21. REMUNERATION OF AUDITORS

	2024 \$	2023 \$
William Buck Audit (WA) Pty Ltd – Current Auditor		
Audit and review of the financial report of the Group	28,000	28,000
Other assurance and agreed-upon procedures	-	-
Total Auditor's Remuneration	28,000	28,000

22. CONTINGENT ASSETS AND LIABILITIES

As at 30 June 2024, the Group did not have any contingent assets or liabilities (2024: nil).

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2024
(Continued)

23. INTERESTS IN JOINT OPERATIONS

The Company has interests in the following jointly owned projects:

Name	Principal Activities	Country	Interest		Carrying Amount	
			2024 %	2023 %	2024 \$	2023 \$
Tuckanarra	Exploration for gold in the Murchison Goldfields	Australia	80	80	5,372,369	5,372,369
Stakewell	Exploration for gold in the Murchison Goldfields	Australia	80	80	3,522,267	3,522,267

Tuckanarra and Stakewell Gold Projects

The Group has 80% interests in the unincorporated Tuckanarra Gold and Stakewell Gold Joint Ventures with Monument Murchison Pty Ltd and Diversified Asset Holdings Pty Ltd respectively. Odyssey is required to sole fund all joint operation activities until the date a Decision to Mine is made. In the case of the Stakewell JV, the 20% interest's costs of development will be funded by a loan from the Group with the loan repaid via initial production.

24. COMMITMENTS

As a condition of retaining the current rights to tenure to exploration tenements, the Group is required to pay an annual rental charge and meet minimum expenditure requirements for each tenement. These obligations are not provided for in the financial statements and are at the sole discretion of the Group:

	2024 \$	2023 \$
Commitments for exploration expenditure:		
Not longer than 1 year	243,800	202,333
Longer than 1 year and shorter than 5 years	471,004	354,004
Longer than 5 years	1,136,125	270,425
	1,850,929	826,762

25. EVENTS AFTER THE REPORTING PERIOD

Other than previously stated, there are no matters or circumstances which have arisen since 30 June 2024 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2024, of the Company or Group;
- the results of those operations, in financial years subsequent to 30 June 2024, of the Company or Group; or
- the state of affairs, in financial years subsequent to 30 June 2024, of the Company or Group.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

The consolidated entity disclosure statement has been prepared in accordance with subsection 295(3A)(a) of the Corporations Act 2001. The entities listed in the statement are Odyssey Gold Ltd and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

The percentage of share capital disclosed for bodies corporate included in the statement represents the economic interest controlled and consolidated by Odyssey Gold Ltd’s financial statements.

In relation to the tax residency information included in the statement, judgement may be required in the determination of the residency of the entities listed. In developing the disclosures in the statement, the directors have utilised internal documentation to support the determination of tax residency.

Name of Controlled Entity	Place of Incorporation	Entity Type	% of Shares held 2024	Australian or Foreign Resident	Foreign Jurisdiction of Foreign Resident
Odyssey Gold Ltd	Australia	Body Corporate	N/A	Australian	N/A
Tuckanarra Resources Pty Ltd	Australia	Body Corporate	100	Australian	N/A
Stakewell Resources Pty Ltd	Australia	Body Corporate	100	Australian	N/A
Odyssey Gold (WA) Pty Ltd	Australia	Body Corporate	100	Australian	N/A

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Odyssey Gold Limited:

1. In the opinion of the directors:
 - (a) the attached financial statements, notes and the additional disclosures included in the directors' report designated as audited, are in accordance with the Corporations Act 2001, including:
 - (i) section 296 (compliance with accounting standards and Corporations Regulations 2001); and
 - (ii) section 297 (gives a true and fair view of the financial position as at 30 June 2024 and of the performance for the year ended on that date of the Group);
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (c) the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act 2001 is true and correct.
2. The attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements.
3. The Directors have been given a declaration required by section 295A of the Corporations Act 2001 for the financial year ended 30 June 2024.

On behalf of the Board



MATTHEW SYME
Director

9 September 2024

WilliamBuck
ACCOUNTANTS & ADVISORS

Independent auditor's report to the members of Odyssey Gold Ltd

Report on the audit of the financial report



Our opinion on the financial report

In our opinion, the accompanying financial report of Odyssey Gold Ltd (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

What was audited?

We have audited the financial report of the Group, which comprises:

- the consolidated statement of financial position as at 30 June 2024,
- the consolidated statement of profit or loss and other comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended,
- notes to the financial statements, including material accounting policy information,
- the consolidated entity disclosure statement, and
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & 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.

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Key audit matters

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

Key Audit Matter 1	Carrying Value of Exploration and Evaluation Assets (refer also to notes 1(o) and 5)	How our audit addressed the key audit matter
	<p>As at 30 June 2024, the Group reported \$8,894,636 (30 June 2023: \$8,894,636) of capitalised acquisition costs of tenements comprising the Tuckanarra Gold Project and the Stakewell Gold Project located in the Murchison Goldfields of Western Australia. The carrying value of these costs represents a significant asset of the Group.</p> <p>This is a key audit matter due to the fact that significant judgement is applied in determining whether the capitalised exploration costs continue to meet the recognition criteria of AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>.</p>	<p>Our procedures focussed on evaluating management's assessment of whether the exploration and evaluation assets meet the recognition criteria of AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, including:</p> <ul style="list-style-type: none">— Obtaining evidence that the Group has valid rights to explore the areas represented by the capitalised exploration costs;— Enquiring of management and reviewing the cashflow forecast to verify that substantive expenditure on further exploration and evaluation of the mineral resources in the Group's areas of interest was planned and compared these to the minimum expenditure requirements of the license expenditure requirements;— Enquiring with management, reviewing ASX announcements made and reviewing minutes of director meetings to verify that the Group had not decided to discontinue activities in any of its areas of interest; and— Assessing the adequacy of the related disclosures in the financial report.

WilliamBuck

ACCOUNTANTS & ADVISORS

Other information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of:

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial report

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


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

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

This description forms part of our auditor's report.



Report on the Remuneration Report

 **Our opinion on the Remuneration Report**
In our opinion, the Remuneration Report of Odyssey Gold Ltd, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

What was audited?
We have audited the Remuneration Report included in pages 13-18 of the directors' report for the year ended 30 June 2024.

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.

William Buck

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

Amar Nathwani

Amar Nathwani
Director

Dated this 9thth day of September 2024

CORPORATE GOVERNANCE

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

The Board of Odyssey has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company.

These documents are available in the Corporate Governance section of the Company's website, www.odysseygold.com.au. These documents are reviewed at least annually to address any changes in governance practices and the law.

The Company's Corporate Governance Statement 2024, which is current as at 30 June 2024 and has been approved by the Company's Board, explains how Odyssey complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 4th Edition' in relation to the year ended 30 June 2024. The Corporate Governance Statement is available in the Corporate Governance section of the Company's website, www.odysseygold.com.au/corporate-governance/ and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

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

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

MINERAL RESOURCES STATEMENT

Summary of Mineral Resources

Odyssey's Mineral Resources for its Tuckanarra Project in Western Australia as at June 30, 2024 and 2023, reported in accordance with the 2012 Edition of the JORC Code, are as follows:

Category	Tonnes (Mt)	Grade (g/t Au)	Ounces (oz Au)
As at 30 June 2024			
Inferred	4.36	2.5	345,000
Indicated	0.79	2.4	62,000
Total	5.14	2.5	407,000
As at 30 June 2023			
Inferred	-	-	-
Indicated	-	-	-
Total	-	-	-

Note: Totals may not add up due to rounding. Open pit resources are reported above 0.9g/t Au cut-off for material less than 140-180m below surface, except the Highway Zone which is reported above 0.9g/t Au cut-off for oxide and transitional material. Underground resources are reported above 2.0g/t Au cut-off for material more than 180m below surface or fresh rock. Resources are reported on a 100% project basis.

Annual Review of Mineral Resources

In August 2024, the Company announced its maiden Mineral Resource for the Tuckanarra Project in the Murchison Goldfields of Western Australia. In February 2024, the Company subsequently increased its Mineral Resource for the Tuckanarra Project. The Company did not have any Mineral Resource as at 30 June 2023. As a result of the annual review of the Company's Mineral Resources, there has been no change to the Mineral Resources.

Governance of Mineral Resources

The Company engages external consultants and Competent Persons (as determined pursuant to the JORC Code 2012) to prepare and estimate the Mineral Resources and Ore Reserves. Management and the Board review these estimates and underlying assumptions for reasonableness and accuracy. The results of the Mineral Resources and Ore Reserves estimates are then reported in accordance with the requirements of the JORC Code 2012 and other applicable rules (including ASX Listing Rules). Where material changes occur during the year to the project, including the project's size, title, exploration results or other technical information, previous reserve and resource estimates and market disclosures are reviewed for completeness. The Company reviews its Mineral Resources and Ore Resources as at 30 June each year. Where a material change has occurred in the assumptions or data used in previously reported Mineral Resources and Ore Reserves, then where possible a revised Mineral Resources and Ore Reserves estimate will be prepared as part of the annual review process. However, there are circumstances where this may not be possible (e.g. an ongoing drilling programme), in which case a revised Mineral Resources and Ore Reserves estimate will be prepared and reported as soon as practicable.

Competent Person Statement

The information in this Mineral Resources Statement that relates to Odyssey's consolidated Mineral Resources for the Tuckanarra Project is based on, and fairly represents, information and supporting documentation compiled by Mr Matthew Briggs, a Competent Person who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Briggs is a Non-Executive Director and Technical Consultant to Odyssey and is a holder of shares, options, and performance rights in Odyssey. Mr Briggs has sufficient experience that is relevant to exploration and the style of mineralisation and type of deposit under consideration, and to the activity being undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code). Mr Briggs has approved this Mineral Resources Statement as a whole and consents to its inclusion in the form and context in which it appears in Odyssey's annual report.

ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 27 August 2024.

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of ordinary listed shares are listed below:

Name	No of Ordinary Shares Held	Percentage of Issued Shares
Mr Gregory John Howe & Ms Tracie Lee Vella <TAG Super Fund A/C>	62,000,000	6.90
BNP Paribas Noms Pty Ltd	50,394,089	5.61
Sandhurst Trustees Ltd <Collins St Value Fund A/C>	41,666,668	4.64
Arredo Pty Ltd	38,046,875	4.23
Bell Potter Nominees Ltd <BB Nominees A/C>	31,544,377	3.51
Torres Investments Pty Ltd	30,619,999	3.41
Parkway Trading Pty Ltd	29,663,290	3.30
Diversified Asset Holdings Pty Ltd <Diversified Asset Superfund>	21,000,000	2.34
Zero Nominees Pty Ltd	20,000,000	2.23
Emerald Nominees Pty Ltd	20,000,000	2.23
Croesus Mining Pty Ltd <Steinepreis Super Fund A/C>	19,500,000	2.17
Troyward Pty Ltd <Viking A/C>	18,500,000	2.06
Nasdaq Securities Australia Pty Ltd <Nasdaq Securities Aust A/C>	17,120,487	1.90
Ledger Holdings Pty Ltd <Mochkin Family No#2 A/C>	16,407,041	1.83
BNP Paribas Nominees Pty Ltd <IB AU Noms Retailclient>	12,347,350	1.37
Correze Pty Ltd	11,500,000	1.28
Netwealth Investments Limited <Wrap Services A/C>	11,323,663	1.26
Jetosea Pty Ltd	9,742,156	1.08
Botsky Pty Ltd <N Botica No 3 Family A/C>	9,150,000	1.02
Citicorp Nominees Pty Limited	8,380,271	0.93
Total Top 20	478,906,266	53.28
Others	419,964,868	46.72
Total Ordinary Shares on Issue	898,871,134	100

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of shareholders by size of holding:

Distribution	Ordinary Shares	
	Number of Shareholders	Number of Shares
1 - 1,000	130	54,910
1,001 - 5,000	188	585,029
5,001 - 10,000	188	1,429,496
10,001 - 100,000	694	30,893,352
More than 100,000	521	865,908,347
Totals	1,721	898,871,134

There were 767 holders of less than a marketable parcel of ordinary shares.

ASX ADDITIONAL INFORMATION

(Continued)

3. VOTING RIGHTS

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

4. SUBSTANTIAL SHAREHOLDERS

As at 27 August 2024, Substantial Shareholder notices have been received from the following:

Substantial Shareholder	Number of Shares
Diversified Asset Holdings Pty Ltd <Diversified Asset Superfund>	61,350,000
Gregory John Howe & Tracie Lee Vella <TAG Super Fund A/C>	57,137,880
Collins St Asset Management ATF Collins St Value Fund, Collins St Asset Management ATF Collins St Special Situation Fund No. 2	73,211,045

5. ON-MARKET BUY BACK

There is currently no on-market buy back program for any of Odyssey Gold Limited's listed securities.

6. UNQUOTED SECURITIES

There are no security holders holding 20% or more of an unlisted class of security at 31 August 2024, other than those securities issued or acquired under an employee incentive scheme.

7. MINING EXPLORATION TENEMENTS

As at 31 August 2024, Odyssey holds an interest in the following mining and exploration tenements:

Project Name	Permit Number	Percentage Interest	Status
Tuckanarra Gold Project, Western Australia	M20/527	80%	Granted
	E20/782	80%	Granted
	E20/783	80%	Granted
	P20/2399	80%	Granted
	P20/2400	80%	Granted
	P20/2401	80%	Granted
	P20/2415	80%	Granted
	P20/2416	80%	Granted
	P20/2417	80%	Granted
	P20/2418	80%	Granted
	E20/924	100%	Granted
	E20/925	100%	Granted
	E20/996	100%	Granted
Stakewell Gold Project, Western Australia	E51/1806	80%	Granted
	L51/27	80%	Granted
	L51/28	80%	Granted
	L51/32	80%	Granted
	P51/2869	80%	Granted
	P51/2870	80%	Granted
	M51/908	80%	Granted

8. COMPETENT PERSONS STATEMENT

The information in this report that relates to Mineral Resources is extracted from announcements dated 2 August 2023 and 15 February 2024 and entitled 'Maiden Shallow Mineral Resource at Tuckanarra Gold Project' and 'Odyssey Increases Mineral Resources to 407koz at 2.5g/t Au' respectively, which are available to view at www.odysseygold.com.au and is based on, and fairly represents information compiled by the relevant Competent Persons', Messrs Matthew Walker, Ian Glacken, Andrew Bewsher, Brian Wolfe, and Matthew Briggs and Ms Justine Tracey.

The information in this report that relates to Exploration Results is extracted from announcements dated 27 November 2020, 15 June 2022, 4 August 2022, 1 September 2022, 8 November 2022, 21 November 2022, 28 November 2022, 8 December 2022, 15 December 2022, 9 March 2023, 8 November 2023, 15 February 2024, 12 March 2024, and 27 August 2024 respectively, which are available to view at www.odysseygold.com.au and is based on, and fairly represents information compiled by the relevant Competent Person, Mr Matthew Briggs.

The Company confirms that: (a) it is not aware of any new information or data that materially affects the information included in the original announcements; (b) all material assumptions included in the original announcements continue to apply and have not materially changed; and (c) the form and context in which the relevant Competent Persons' findings are presented in this announcement have not been materially changed from the original announcements.

9. FORWARD LOOKING STATEMENTS

Statements regarding plans with respect to Odyssey's project are forward-looking statements. There can be no assurance that the Company's plans for development of its projects will proceed as currently expected. These forward-looking statements are based on the Company's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in this announcement, to reflect the circumstances or events after the date of that announcement.



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