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Annual Report

For the Year Ended 30 June 2024

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Corporate Directory

Directors

Brett Montgomery	Non-Executive Chairman
Timothy Strong	Managing Director
Douglas Jones	Non-Executive Director

Company Secretary

Joanna Kiernan

Registered Office

Suite 1, 130 Hay Street
Subiaco WA 6008

T+ 61 8 6374 2654
E info@asararesources.com
W www.asararesources.com

Australian Business Number
39 006 710 774

Share Registry

Link Market Services Limited
Level 12, QV1 Building
250 St Georges Terrace
Perth WA 6000
T +61 1300 554 474

Auditors

HLB Mann Judd
4/130 Stirling Street
Perth WA 6000

Stock Exchange Listing

Australian Securities Exchange (ASX: AS1)
Berlin Open Market (ALM1:BER)
Frankfurt Open Market (ALM1:FRA)

Chairman’s Message

Dear Shareholders,

Following the administrative changes that occurred during 2023, the Company sought shareholder approval at its 2023 Annual General Meeting to change the name of the Company from Golden Rim Resources Limited to Asara Resources Limited to better reflect the next chapter in the Company’s evolution.

The focus of the Company during the last 12 months has been its flagship project, the Kada gold project in Guinea, along with the divestment of the Kouri gold project in Burkina Faso.

As reported on 15 July 2024, Asara executed a binding Share Purchase Agreement to sell the gold projects it holds in Burkina Faso for US$2.2 million. This has enabled us to rationalise our exploration team, and further reduce administrative and operating costs in Burkina Faso.

As promised, we delivered an updated Mineral Resource Estimate at Kada of 30.3 million tonnes at 0.95g/t gold, for 930,000 ounces, greater than 40% of which is classified as Indicated.

The Kada gold project is open both at depth at Massan and North and South along the 15km Kada gold corridor. Our focus over the next 12 months will be to further the resource potential both at depth and along strike. Simultaneously, we will continue with metallurgical testwork to determine various processing options. The favourable characteristics of the shallow oxide ore include the low stripping ratio, low work index (soft) and 97% cyanide leach recoveries. We look forward to a successful exploration program in 2025.

On the corporate side, it has been a little more difficult. A non-renounceable entitlement issue launched in November 2023 seeking to raise A$7.1 million raised only A$1.7 million with a further $720,000 subscribed for under the Shortfall Offer. Despite the gold price continuing its upward trajectory, the appetite for junior gold stocks, particularly in Africa, was lean.

Of the $2.4 million raised, the Company used $1 million to repay part of the $1.5 million convertible note facility we entered into with Capital DI Limited in September 2023 to assist with our working capital requirements. The sale of the Kouri gold project in July 2024 enabled the Company to finalise the convertible note liability.

In Chile, we continue to pursue the divestment of Paguanta. As previously reported, our Paguanta JV partner Costa Rica Dos SpA has instigated legal proceedings against Asara over the Loreto project. Asara disputes any wrongdoing and is assessing the merits of Costa Rica Dos’ claim.

The 2024 financial year has been an active year, predominantly positive, continuing our focus on and belief in the prospectivity of the Kada project.

We are grateful for the support of our shareholders and on behalf of the Board, thank all our team for their commitment during year.

Brett Montgomery
Non-Executive Chairman
Asara Resources Ltd

Operating and Financial Review

Company Overview

Asara is an exploration company with a portfolio of advanced minerals projects in Guinea and Burkina Faso, West Africa and in Chile, South America.

The Company's flagship project is the advanced Kada Gold Project (**Kada**) strategically located in the prolific Siguri Basin in eastern Guinea. The 2024 financial year saw the Company complete an extensive and systematic exploration program comprised of drilling, mapping and trenching resulting in an updated Mineral Resource Estimate (**MRE**) at a higher confidence level at Kada.

The Company's 100% owned Kouri Gold Project in north-east Burkina Faso (**Kouri**) and the Paguanta Copper and Silver-Lead-Zinc Project in northern Chile (**Paguanta**) remained on care and maintenance throughout the year while the Company actively sought to divest its interest in these projects to focus on Kada.

At the Loreto Copper Project in Chile (**Loreto**), the Company's Joint Venture Partner Teck Resources Chile Limitada (**Teck Chile**), a subsidiary of Teck Resources Limited, continued with its community engagement and exploration program.

Highlights from the year include:

Kada Gold Project, Guinea

- MRE update released in October 2023 with attractive attributes, including:
  - 30.3Mt at 0.95g/t gold for 923,000 ounces contained gold across Massan and Bereko prospects
  - >40% of contained oxide gold is now classified as Indicated
  - A shallow, central oxide core at the Massan prospects containing 319Koz @ 1.03g/t (40% Indicated)

Kada Gold Project, Guinea

Kada is located in the central Siguiri Basin, in eastern Guinea and is comprised of two permits, Kada and Bamféle covering an area of approximately 200km². Kada is an advanced project previously explored by Newmont Corporation (**Newmont**). It lies 31km along strike to the south of the +10Moz Siguiri Gold Mine operated by AngloGold Ashanti Ltd (**AngloGold Ashanti**). The Company first announced its intention to acquire up to a 75% interest in the project in July 2020.

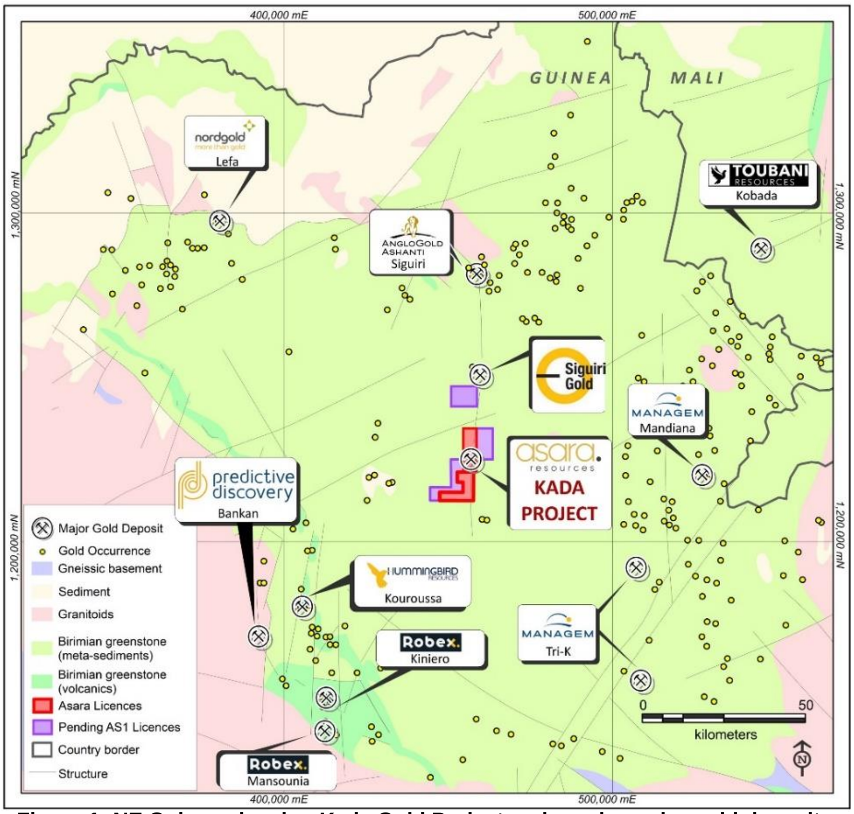

Figure 1: NE Guinea showing Kada Gold Project and nearby major gold deposits.

Asara holds a 51% interest in Kada, and the Company exercised its right to a third earn-in interest of an additional 24% of the project (for a total 75% interest) in April 2022. To achieve this interest, Asara is required to fund the preparation of a Definitive Feasibility Study (DFS) for Kada. There is no time frame for completion of the DFS and the Company's immediate plan is to systematically conduct additional exploration over the Kada permits, outside of the MRE area, with the objective of expanding the oxide gold resource.

The strategy for the 2024 financial year at Kada was threefold:

1. Increasing the understanding of the nature and orientation of the mineralisation at Kada.
2. Update of the gold inventory following the release of a maiden JORC Mineral Resource in March 2022.
3. Exploration across the rest of the Kada and Bamféle permits via exploration drilling and extensive mapping and sampling.

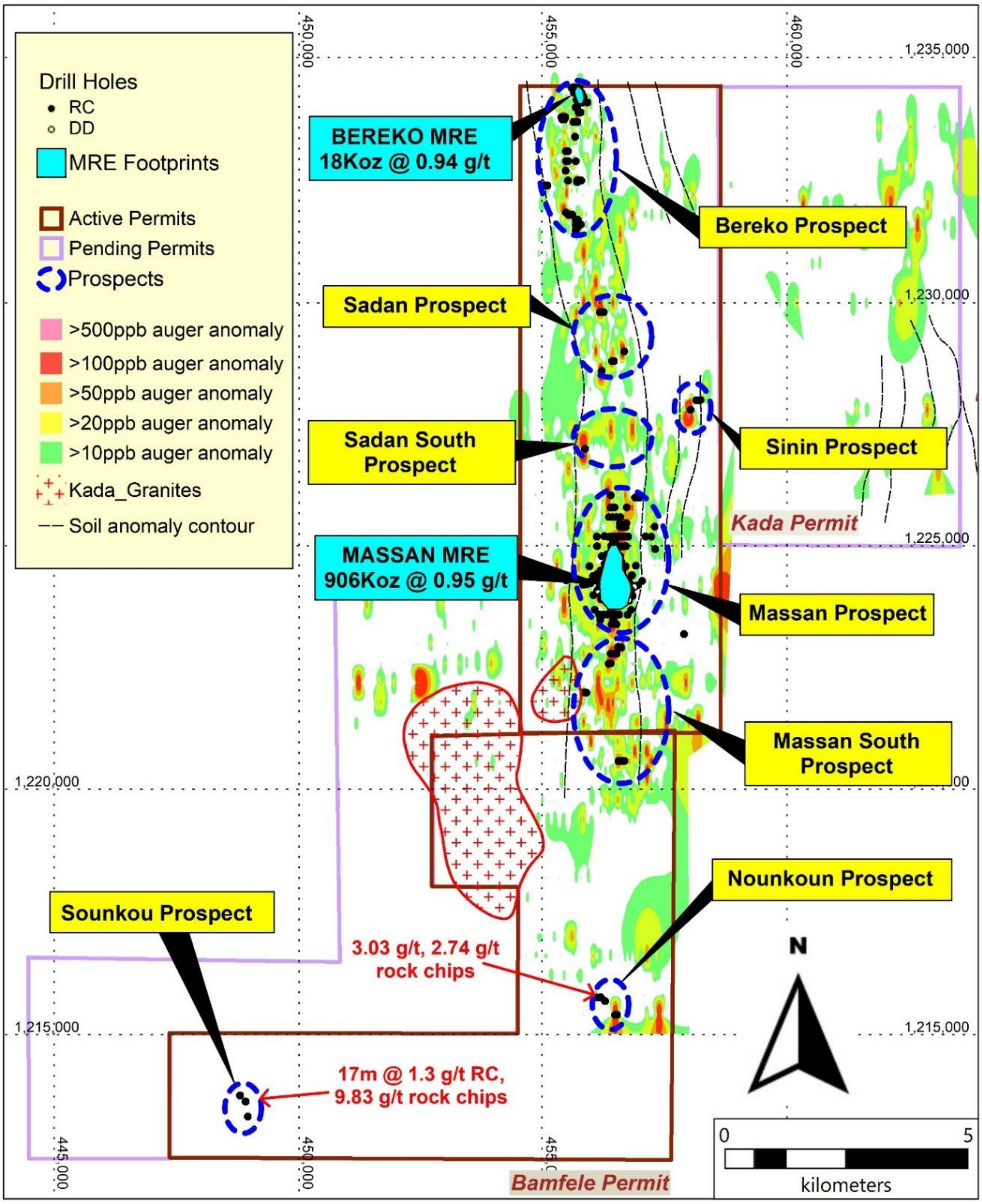

Figure 2: Kada Project, NE Guinea

Kada Exploration Activities

During the year, Asara completed the diamond drilling (**DD**) program which commenced in February 2023. The final two holes of the program, totalling 506m, were drilled during the financial year. Assay results for 25 DD holes totalling 4,956m were received during the reporting period and were included in the updated MRE.

At Massan, the Company conducted a hole twinning campaign to test for variability in mineralisation.

MSDD011 was drilled to twin KRC133, which intersected wide zones of mineralisation within the MRE area (drilled after the previous 2022 MRE release, hence not included). MSDD011 consisted of moderately oxidised, interbedded siltstone and shales, with strong hematite alteration within mineralised zones. Mineralised intersections were highlighted by **64m @ 1.1 g/t gold from 110m**, including **6m @ 5.1 g/t gold from 151m**.

Mineralisation widths and grades are consistent between the earlier Reverse Circulation (**RC**) (B) and new diamond drilling (Figure 3), with good correlation between both low and high-grade zones (Figure 4). Mineralisation also continues below the earlier RC drilling.

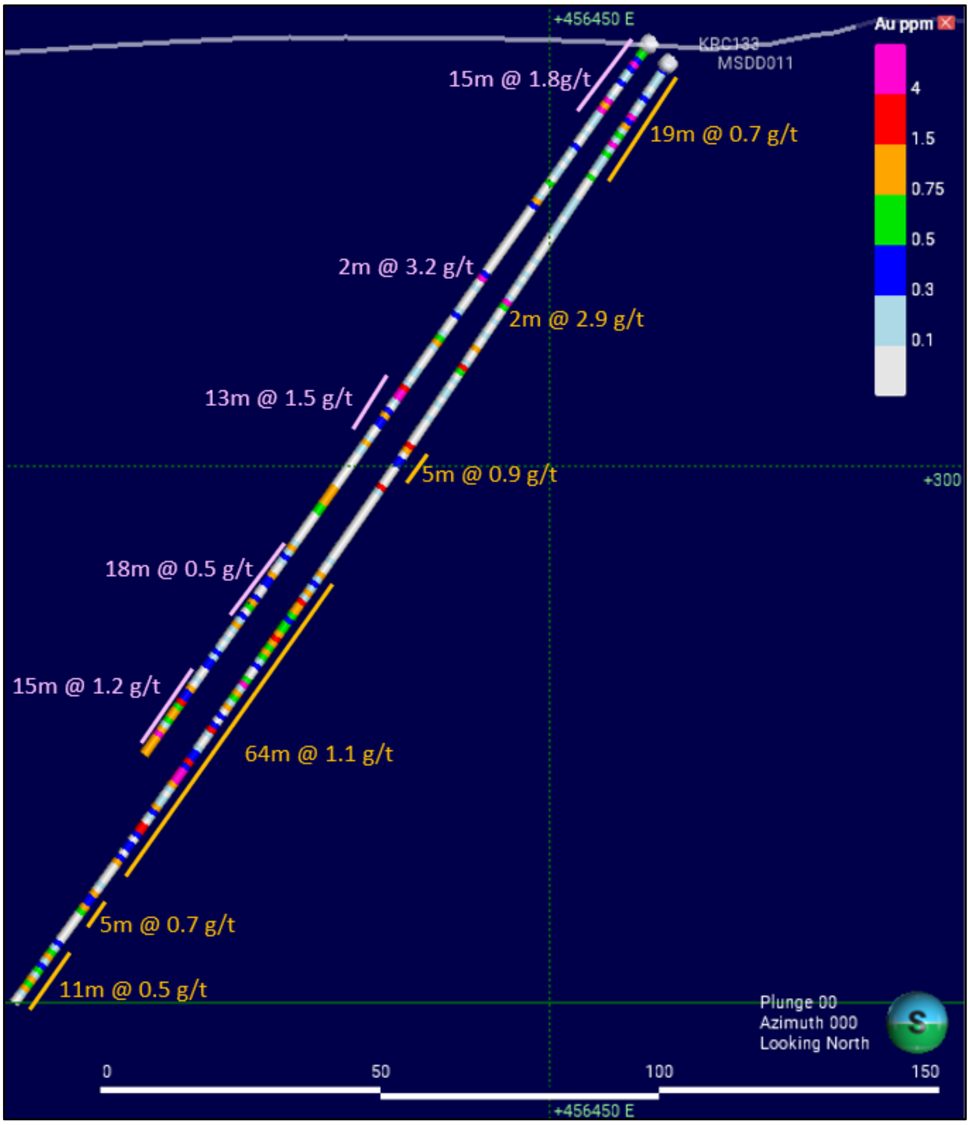

Figure 3: Section 1,224,080m North showing twin hole comparison between MSDD011 and KRC133

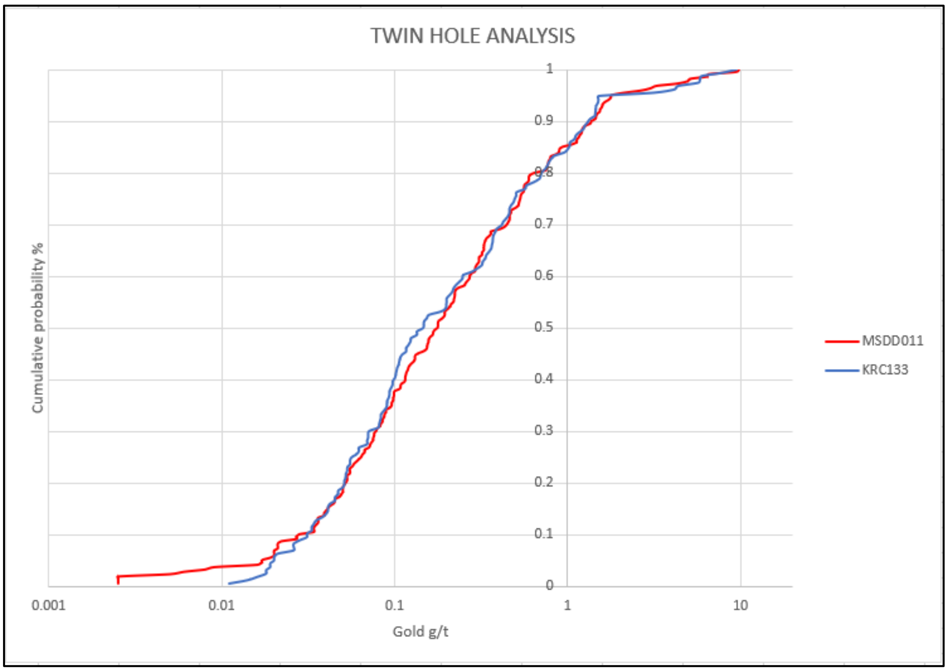

Figure 4: Probability plot comparing grade distribution between MSDD022 and KRC133

MSDD010 was drilled to twin KRC013, a hole drilled in 2021 at the southern end of the MRE area. KRC013 intersected wide zones of oxide mineralisation including 16m @ 1.7 g/t gold from 79m . MSDD010 intersected **16m @ 3.0 g/t gold** from 79m, as well as additional mineralisation downhole including 10m @ 2.8 g/t from 119m, **7m @ 2.1 g/t** from 133m and **5m @ 2.9 g/t gold** from 145m. Again, MSDD010 showed strong consistency between DD and original RC drilling across the length of the hole (Figure 5).

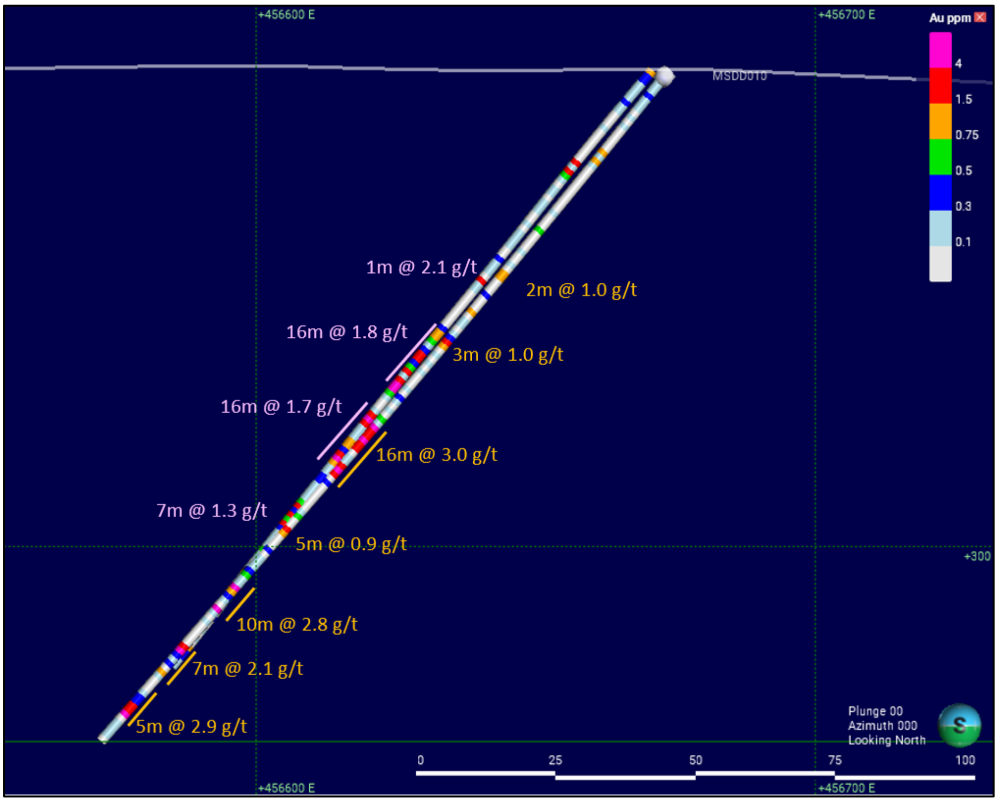

Figure 5: Section 1,223,960m North showing twin hole comparison between MSDD010 and KRC013

Kada Mineral Resource Estimation Update

Drilling was completed in September 2023 and allowed the Company to update its MRE at Massan and release a maiden MRE at the Bereko prospect.

The updated MRE was prepared by independent consultants, Wardell Armstrong International (**WAI**). The MRE is reported within an optimized pit shell based on a US$1,800/oz gold price and reported at a cut-off grade of 0.5g/t gold, well above the calculated break-even grades within the resource model.

Key attributes of the updated MRE at Kada are as follows:

- Significant portion of Massan now classified as Indicated: including >40% of oxide material and 24% of overall Massan resource.
- Majority of MRE comprises shallow oxide-transitional gold: totals 58% of the MRE ounces (17.4 Mt @ 1.0 g/t gold for 536,000oz).
- Positive mining characteristics: broad zones of soft oxide-transitional gold mineralisation from surface to ~100m depth; clear potential for free-digging, low-strip, low-cost development.
- Favourable metallurgical recoveries: testwork indicates the gold mineralisation is amenable to simple cyanide leach processing, with recoveries up to 97% in oxide.
- Exceptional Mineral Resource growth potential:
    - o MRE open at depth, with intersections up to 12m @ 2.5 g/t gold below the conservative USD$1,800 pit-shell.
    - o Significant gold mineralisation both north and south of Massan MRE within 200m.
    - o Bereko MRE open in all directions, constrained by drilling limits.
    - o Numerous shallow oxide gold targets in the project area, particularly along the 15km Kada Gold Corridor.

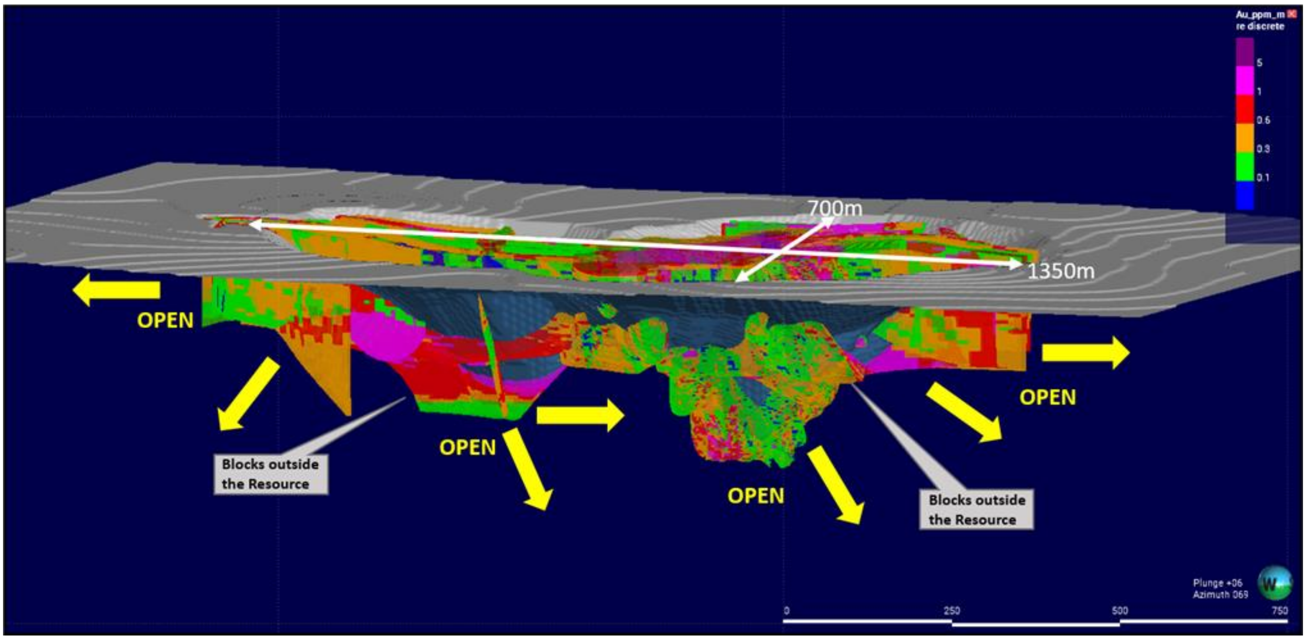

Figure 6: Massan Mineral Resource 3D perspective view, looking northeast

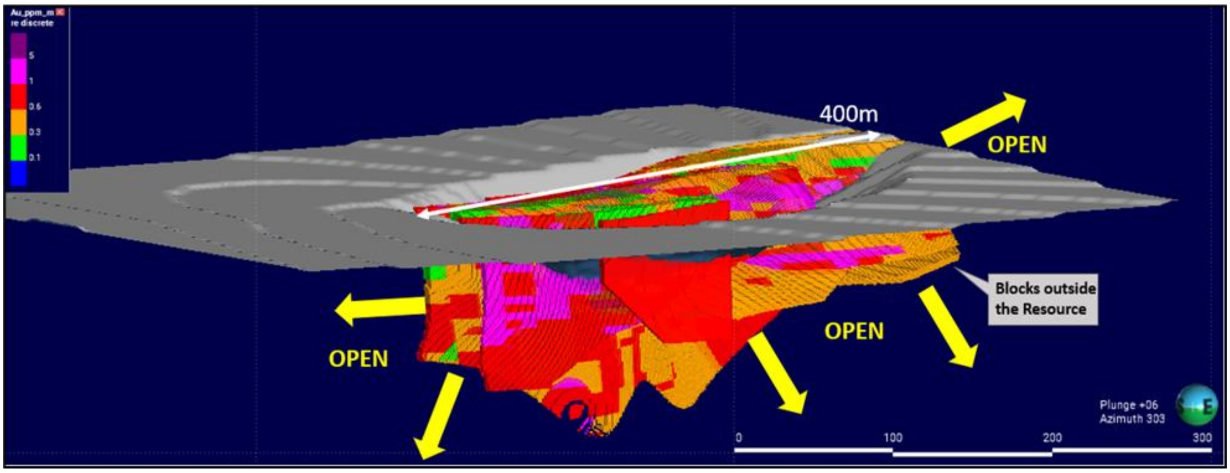

Figure 7: Bereko Mineral Resource 3D perspective view

Table 1 Kada Mineral Resource Estimate

Deposit	Type	Classification	Tonnes (Mt)	Grade (g/t Au)	Metal (Oz Au)
Massan	Oxide	Indicated	4.60	1.07	158,000
		Inferred	7.28	0.93	219,000
		Total	**11.88**	**0.99**	**377,000**
	Transition	Indicated	1.07	0.88	30,000
		Inferred	3.8	0.91	113,000
		Total	**4.94**	**0.90**	**143,000**
	Fresh	Indicated	1.25	0.90	36,000
		Inferred	11.65	0.93	350,000
		Total	**12.90**	**0.93**	**386,000**
	All	Indicated	6.92	1.01	224,000
		Inferred	22.80	0.93	682,000
		Total	**29.72**	**0.95**	**906,000**
Bereko	Oxide	Inferred	0.48	0.92	14,000
	Transition	Inferred	0.06	1.05	2,000
	Fresh	Inferred	0.04	1.01	1,000
	All	**Inferred**	**0.58**	**0.94**	**18,000**
Total Kada Project	Oxide	Indicated	4.60	1.07	158,000
		Inferred	7.76	0.93	233,000
		Total	**12.37**	**0.98**	**391,000**
	Transition	Indicated	1.07	0.88	30,000
		Inferred	3.92	0.91	115,000
		Total	**4.99**	**0.90**	**145,000**
	Fresh	Indicated	1.25	0.90	36,000
		Inferred	11.69	0.93	351,000
		Total	**12.94**	**0.93**	**387,000**
	All	Indicated	6.92	1.01	224,000
		Inferred	23.38	0.93	699,000
		Total	**30.30**	**0.95**	**923,000**

Notes for Table 1:

1. Mineral Resources are reported on a dry in-situ basis at a 0.50g/t Au cut-off as selected by Asara, exceeding breakeven cut-off grades for economic extraction, and constrained to the limit of an optimised USD 1,800/oz gold price pit shell, based on a gravity/CIL processing route and typical West African open pit mining costs.
2. Mineral Resources have been compiled by Mr Frank Browning who is a full-time employee of WAI and a Registered Member of the Australian Institute of Geoscientists. Mr Browning has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he has undertaken to qualify as a Competent Person as defined in the JORC Code.
3. All Mineral Resource figures reported in the table above represent estimates on 1 October 2023. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape, and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Numbers may not add due to rounding.
4. Mineral Resources are reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The Joint Ore Reserves Committee Code – JORC 2012 Edition).
5. Mineral Resources have been reported at a 100% equity stake and not factored for ownership proportions. Ownership proportions are detailed in the Permit Schedule.

Table 2 Kada Project Mineral Resource Estimate by Gold Cut-off Grade

Gold Cut-Off Grade (g/t)	Tonnes (Mt)	Grade (g/t Au)	Metal (oz Au)
0	126.2	0.37	1,480,000
0.05	117.1	0.39	1,470,000
0.1	91.0	0.48	1,410,000
0.15	74.5	0.56	1,340,000
0.2	64.7	0.62	1,290,000
0.25	56.7	0.67	1,230,000
0.3	50.0	0.73	1,170,000
0.35	44.1	0.78	1,110,000
0.4	38.9	0.84	1,050,000
0.45	34.3	0.89	980,000
0.5	**30.3**	**0.95**	**920,000**
0.55	26.9	1.00	870,000
0.6	24.0	1.05	810,000
0.65	21.5	1.10	760,000
0.7	19.3	1.15	710,000
0.75	17.3	1.20	670,000
0.8	15.5	1.25	620,000
0.85	13.8	1.30	580,000
0.9	12.2	1.36	530,000
0.95	10.9	1.41	490,000
1	9.8	1.46	460,000

Notes for Table 2: Sensitivity analysis across a range of cut-off grades is only intended to provide additional context and should not be considered Mineral Resources.

Further details can be found in the ASX released dated 10 October 2023.

Kada Metallurgical Sampling

During the reporting period the Company entered into an agreement with Kappes, Cassidy and Associates (**KCA**) in Nevada, USA to complete further metallurgical test work on the Kada gold project in Guinea.

KCA are leading experts in heap leach test work and design, and they have been involved with numerous West African oxide gold projects, including the Siguiri Gold Project operated by AngloGold Ashanti.

Initial test work at Kada will include head characterisation, bottle roll tests, head screens, agglomeration tests and column leach tests to confirm Kada's viability as a low-cost heap leach operation.

Samples have been dispatched to the USA and results are expected during the September 2024 quarter.

Kouri Gold Project, Burkina Faso

In 2020, Golden Rim discovered and outlined an Indicated and Inferred Mineral Resource of 50Mt at 1.3g/t gold for 2Moz[1] at Kouri. Field exploration continued until mid-2021 when work ceased due to the onset of the rainy season and difficulty accessing the project due to ongoing security concerns.

Kouri remained on care and maintenance throughout the financial year, while the Company remained focused on aggressively exploring Kada. No exploration activities were undertaken at Kouri.

On 15 July 2024, the Company announced that it intends to divest all of its assets in Burkina Faso to BIC West Africa Limited, for a total consideration of US$2.2 million cash[2].

Loreto Copper Project, Chile

Asara has a US$17.6 million Option and Joint Venture Agreement (**Agreement**) with Teck Resources Chile Limitada (**Teck Chile**), a subsidiary of Teck Resources Limited (**Teck**), on its 100%-owned Loreto Copper Project (**Loreto**). The Agreement allows Teck to acquire a 75% interest in the Loreto mineral concessions.

During the financial year, Teck continued to engage in social studies to map all nearby indigenous communities and work out community engagement needs. Access agreements will then be finalised to allow exploration to proceed.

Paguanta Silver-Zinc-Lead Project, Chile

The Paguanta Silver-Lead-Zinc Project remained on care and maintenance throughout the financial year, while Asara remained focused on aggressively exploring the Kada Gold Project.

During the financial year, the Company announced that its Paguanta Joint Venture partner, Costa Rica Dos SPA (**Costa Rica Dos**) instigated legal proceedings in Chile regarding the Loreto Project in the form of a civil action for damages against the Company and Teck Chile. The civil action related to predecessor exploration concessions over the ground comprising the Loreto Project that were historically held by Costa Rica Dos.

Asara disputes any wrong doing on its behalf and is assessing the veracity and merits of Costa Rica Dos' claim.

Financial Review

During the reporting period the Group incurred a profit after tax of $1,457,391 (2023:loss of $8,180,814) which includes mineral exploration and evaluation expenditure of $831,068 (2023: $675,693) and impairment reversal of $3,298,400 (2023: charge of $5,759,151) relating to the Kouri projects as noted above.

Financial Position

As at 30 June 2024 the Group's net assets were $26,532,711 (2023: $22,022,438).

Assets

At reporting date the Group's total current assets were $4,691,413, representing an increase of $2,983,972 compared to the prior corresponding period (**PCP**). The increase in total current assets is primarily attributable to the classification of the Burkina assets as a held for sale asset.

Non-current assets of the Group were $23,517,783 at 30 June 2024, an increase of $1,696,141 compared to the PCP. This increase was primarily due to an increase in capitalised exploration expenditure associated with an expanded exploration program on the Kada Project.

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[1] ASX announcement: Kouri Mineral Resource Increases by 43% Increase to 2 million ounces gold, dated 26 October 2020 (Total Mineral Resource includes: Indicated Mineral Resource of 7Mt at 1.4g/t gold and Inferred Mineral Resource of 43Mt at 1.2g/t gold)

[2] ASX announcement: Asara divests non-core Burkina Faso gold assets for US$2.2 million cash, dated 15 July 2024

Liabilities

Total liabilities were $1,676,485 as at reporting date, an increase of $169,840 versus the PCP. The increase in total liabilities related to the timing of the expanded exploration program on the Kada project which was ongoing at balance date.

Group Cash Flows and Liquidity

At 30 June 2024 the Group held cash of $1,337,941 (2023: $1,640,890).

Cash outflows from operating activities for the year ended 30 June 2024 were $1,789,864 primarily related to payments to suppliers and employees for management, exploration supervision and general corporate expenditure.

Cash outflows from investing activities for the year ended 30 June 2024 were $2,102,041 primarily related to the exploration program associated with the Kada project.

Cash inflows from financing activities for the year ended 30 June 2024 were $3,591,711 relating to the proceeds from investors and a convertible note to fund exploration drilling and work programs at the Kada project and for general working capital purposes.

Risk and Risk Management

The Company is subject to a number of risks. The Company reviews the possible impact of these risks and seeks to minimise any impact through a commitment to its corporate governance principles and its various risk management functions. The following summarises the material business risks that the Company considers could impede the achievement of its future operational and financial success. This list is by no means exhaustive, nor are they in order of significance.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are however, highly unpredictable and the extent to which the Board can effectively manage them is limited.

Reliance on Key Personnel

Asara is an exploration company, and its success is largely dependent upon its Directors and senior management setting its business strategy, and employees and consultants implementing this strategy.

A number of factors, including the successful identification, recruitment and retention of senior management personnel, may impact the delivery of Asara’s business strategy.

The Board has implemented numerous measures to mitigate the negative impact that the departure of key employees may have on the Company and its operations. These measures include (but are not limited to) succession planning for key roles, appropriate remuneration structures, and documentation and knowledge sharing.

Exploration Risk

Whilst considered highly prospective, the Company’s projects are early-stage exploration with limited exploration undertaken on them to date. Exploration is a high-risk activity that requires large amounts of expenditure over extended periods of time. Asara’s exploration activities will also be subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and equipment, risks associated with operating in remote areas and other similar considerations. Conclusions drawn during exploration are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation or geological, geochemical, geophysical, drilling and other data. Furthermore, even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

Mineral Resource and Ore Reserve Estimates

Mineral Resource and Ore Reserve estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated, may alter when new information or techniques become available. In addition, by their very nature, Mineral Resource and Ore Reserve Estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the Mineral Resources and Ore Reserve estimates may change.

Accordingly, the actual resources and reserves may materially differ from these estimates and assumptions and no assurances can be given that the Mineral Resource and Ore Reserve estimates and the underlying assumptions will be realised. This could result in alterations to exploration programs which may in turn affect the Company's operations and ultimately financial performance and value of its Shares.

Title

The Company holds all relevant and current titles for its projects. Renewal of titles is made by way of application to the relevant government department. There is no guarantee that a renewal will be automatically granted, other than in accordance with any applicable legislation. In addition, there may be conditions on renewal, including relinquishment of ground imposed.

Legislative Changes, Government Policy and Approvals

Changes in government, monetary policies, taxation and other laws in the jurisdictions in which the Company operations may impact the Company's operations and the value of its Shares. The Company requires government regulatory approvals for its operations. As at the date of this Report, the Company has received all relevant approvals and licences required for conducting exploration activities in the jurisdictions it operates.

Commodity Prices

The Company's future prospects and its share price will be influenced by the prices obtained for the commodities targeted in its exploration programs. Commodity prices fluctuate and are impacted by factors including the relationship between global supply and demand for minerals, forward selling by producers, costs of production, geopolitical factors (including trade tensions), hostilities and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand factors. These factors are beyond the control of the Company and may have an adverse effect on the Company's exploration activities and any subsequent development and production activities, as well as its ability to fund its future activities.

Future Funding Requirements

The Company's exploration activities require expenditures going forward, and whilst no decision has been made in relation to ongoing funding of the Company's projects, any additional equity financing that may be required, may be undertaken at lower prices than the current market price.

Although the Company believes that additional funding can be obtained, no assurances can be made that appropriate funding will be available on terms favourable to the Company or at all. If Asara is unable to obtain additional financing as required, it may be required to scale back its exploration program. In addition, it may impact the Company's ability to continue as a going concern.

Economic Factors

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including oil prices, inflation, interest rates, exchange rates, supply and demand, access to debt and capital markets and government fiscal, monetary and regulatory policies.

A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's operation and financial performance and financial position.

Foreign Exchange

Foreign exchange rates fluctuate over time. Fluctuating exchange rates have a direct effect on the Company's operating costs and cash flows expressed in Australian dollars.

Environment

Asara's projects are subject to various environmental laws and regulations in the jurisdictions in which it operates. While the Company proposes to comply with applicable laws and regulations and conduct its exploration programs in a responsible manner with regard to the environment, there is the risk that the Company may incur liability for any breaches of these laws and regulations.

The Company is also unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or effect its operations which could have a material adverse effect on the Company's business, financial condition and performance.

Insurance

The Company's business is subject to a number of risks and the materialisation of any of these risks could result in damage to property, personal injury or death, environmental damage, delays in exploration, monetary losses and possibly legal liability (including for indirect or consequential losses suffered by third parties). The Company intends to limit its exposure to such risks by contractually limiting its liability and insuring its business activities and operations in accordance with industry practice.

However, in certain circumstances, insurance may not be available or of a nature or level to provide adequate insurance to cover all liability. The occurrence of an event that is not covered or fully covered by insurance may cause delays to the Company's exploration activities and require a significant financial outlay, which could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim made by the Company.

Further, any increase in the cost of insurance policies, any change in the availability of insurance policies or in their terms, conditions or exclusions on which those polices are offered or renewed, or any inability to claim, or recover against the Company's insurance policies, including as a result of the uncertain macroeconomic environment, could have a material adverse effect on the Company's business, financial condition and results.

Political Risk and Instability

Asara has projects located in Guinea, Burkina Faso and Chile. The Company is subject to the risk that it may not be able to carry out its activities as it intends, including because of a change in government, legislation, regulation or policy.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floors, pandemics (ie. COVID-19), explosions or other catastrophes, epidemics or quarantine restrictions.

Risk Management

Asara seeks to manage risk through a number of risk controls and mitigants. Specific risk controls and mitigants include but are not limited to:

- Board oversight of risk factors.
- Implementation and adoption of Company policies and standards.
- Implementation of compliant Occupational Health and Safety processes and procedures at the Company's projects.
- Insuring business activities and operations in accordance with industry practice.
- Engaging appropriate tax, finance, accounting and legal advisors.

Corporate

Convertible Note

In September 2023, the Company announced that it had entered into a Convertible Note Deed (**Note**) with major shareholder Capital DI Limited (**Capital**) to assist the Company with its working capital requirements.

The Company issued the $1.5 million Note to Capital using its placement capacity under ASX Listing Rule 7.1. The Note had an initial expiry date of six months from the date of issue, convertible by Capital at any time in whole or in part, subject to any necessary shareholder and regulatory approval. The Note is unsecured, and interest is payable at 11.5% per annum, payable monthly or capitalised if not paid. The conversion price is the lowest cash issue price of Shares at which the Company raises capital before the expiry date, provided that if the issue price is less than $0.017 per share. During the financial year, the Company reached various agreements with Capital to extend the maturity date of the note.

In December 2023, the Company repaid $1 million as part repayment of the Note. As at 30 June 2024, $0.5 million remained outstanding. Subsequent to the period end, the Company repaid the remaining $0.5 million in July 2024.

Change of Company Name

At the Company's AGM held on 28 November 2023, shareholders voted in favour of changing the Company's name from Golden Rim Resources Limited to Asara Resources Limited. The Company's name officially changed with the Australian Securities and Investments Commission and was registered for trading as AS1 on the Australian Securities Exchange from the commencement of trading on 22 December 2023.

The Board considered that the change of name was appropriate to better reflect the next chapter in the Company's evolution. Asara has Arabic origins with the meaning of 'hope' and the Board believes that Asara Resources Limited is the ideal name to carry the Company on its journey to explore in West Africa and beyond.

Capital Raising

Pro-Rata Non-Renounceable Entitlement Issue

In November 2023, the Company undertook a pro-rata non-renounceable entitlement issue (**Entitlement Issue**) of 1 new fully paid share for every 1 share held, at $0.012 per share to raise up to $7,099,060 (before costs). Eligible shareholders subscribed for a total of 141,142,538 new fully paid ordinary shares pursuant to their entitlements and additional shares subscribed for, raising a total of $1,693,710.40. A further 60,000,000 fully paid ordinary shares were issued on 27 December 2023, raising $720,000 under the Shortfall Offer described in the Prospectus.

Placement

In March 2024, the Company raised $805,000 via a single tranche placement at $0.009 per share to existing institutional and sophisticated investors. 89,444,444 fully paid ordinary shares were issued utilising the Company's placement capacity pursuant to ASX Listing Rule 7.1.

Proceeds of the Placement were applied to early-stage metallurgy work on the oxide portion of the Kada project, exploration activities and for general working capital.

Argonaut Securities acted as the sole Lead Manager and Bookrunner to the Placement.

Business Development

The Company continues to review and investigate various new business development opportunities, including advanced mineral project opportunities across the African continent. All potential opportunity processes the Company is engaged in remain incomplete, and are subject to full technical, legal and economic due diligence and/or documentation.

Whilst some processes are more advanced than others, there is no guarantee that the Company will be able to successfully conclude a transaction. The Company cautions investors that there is no certainty any transaction will proceed.

Mineral Resource Statement

In October 2023, Asara released an updated Mineral Resource Estimate for the Kada Gold Project. The MRE lies within the Massan and Bereko Prospects and was prepared by independent consultants, Wardell Armstrong International. WAI estimates an Inferred and Indicated Mineral Resource of 30.3 million tonnes at 0.95g/t gold for 923,000 ounces of contained gold. The MRE was reported within an optimised pit shell based on a US$1,800/oz gold price and is reported with lower cut-off grades of 0.5g/t gold

WAI estimated the MRE based on the results of 42 DD holes (12,292.8m) and 199 RC holes (27,219m) drilled by Asara and Newmont between 2009 and September 2023.

There was no change to the Mineral Resource Estimate at the Kouri Gold Project or the Patricia Mineral Resource at the Paguanta Silver-Lead-Zinc Project during the financial year.

The Company's Mineral Resource Summaries as at 30 June 2024 for Kada, Kouri and Patricia are provided in Tables 3, 4, and 5 respectively.

Table 3. Kada Maiden Mineral Resource Estimate by Material Types

Deposit	Type	Classification	Tonnes (Mt)	Grade (g/t Au)	Metal (Oz Au)
Massan	Oxide	Indicated	4.60	1.07	158,000
		Inferred	7.28	0.93	219,000
		Total	**11.88**	**0.99**	**377,000**
	Transition	Indicated	1.07	0.88	30,000
		Inferred	3.8	0.91	113,000
		Total	**4.94**	**0.90**	**143,000**
	Fresh	Indicated	1.25	0.90	36,000
		Inferred	11.65	0.93	350,000
		Total	**12.90**	**0.93**	**386,000**
	All	Indicated	6.92	1.01	224,000
		Inferred	22.80	0.93	682,000
		Total	**29.72**	**0.95**	**906,000**
Bereko	Oxide	Inferred	0.48	0.92	14,000
	Transition	Inferred	0.06	1.05	2,000
	Fresh	Inferred	0.04	1.01	1,000
	All	**Inferred**	**0.58**	**0.94**	**18,000**
Total Kada Project	Oxide	Indicated	4.60	1.07	158,000
		Inferred	7.76	0.93	233,000
		Total	**12.37**	**0.98**	**391,000**
	Transition	Indicated	1.07	0.88	30,000
		Inferred	3.92	0.91	115,000
		Total	**4.99**	**0.90**	**145,000**
	Fresh	Indicated	1.25	0.90	36,000
		Inferred	11.69	0.93	351,000
		Total	**12.94**	**0.93**	**387,000**
	All	Indicated	6.92	1.01	224,000
		Inferred	23.38	0.93	699,000
		Total	**30.30**	**0.95**	**923,000**

Notes:

1. Mineral Resources are reported on a dry in-situ basis at a 0.50g/t Au cut-off as selected by Golden Rim, exceeding breakeven cut-off grades for economic extraction, and constrained to the limit of an optimised USD 1,800/oz gold price pit shell, based on a gravity/CIL processing route and typical West African open pit mining costs.

2. Mineral Resources have been compiled by Mr Frank Browning who is a full-time employee of WAI and a Registered Member of the Australian Institute of Geoscientists. Mr Browning has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he has undertaken to qualify as a Competent Person as defined in the JORC Code.
3. All Mineral Resource figures reported in the table above represent estimates on 1st October, 2023. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape, and continuity of the occurrence and on the available sampling results. The totals contained in the above table have been rounded to reflect the relative uncertainty of the estimate. Numbers may not add due to rounding.
4. Mineral Resources are reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The Joint Ore Reserves Committee Code – JORC 2012 Edition).
5. Mineral Resources have been reported at a 100% equity stake and not factored for ownership proportions. Ownership proportions are detailed in Appendix 1.

Table 4. Kouri Mineral Resource Estimate by Resource Categories and Material Types (0.5g/t Gold Cut-off Reported Within Pit Shells)

Material Type	Measured		Indicated		Inferred		Total		
	Tonnes Mt	Gold g/t	Tonnes Mt	Gold g/t	Tonnes Mt	Gold g/t	Tonnes Mt	Gold g/t	Gold Ounces
Oxide	-	-	0.5	1.4	2.7	1.3	3.2	1.3	130,000
Transitional	-	-	0.6	1.2	2.7	1.3	3.4	1.3	140,000
Fresh	-	-	5.9	1.4	38	1.2	43	1.2	1,700,000
Total	-	-	7.0	1.4	43	1.2	50	1.3	2,000,000

Notes:

1. Totals may differ due to rounding to significant figures to reflect the relative uncertainty of the estimate. Rounding may cause some computational discrepancies. Mineral Resource estimates are not precise calculations, being dependent on the interpretation of limited information on the location, shape and continuity of the occurrence and on the available sampling results.
2. Mineral Resources reported on a dry in-situ basis at a 0.5g/t Au cut-off and constrained to the limit of an optimised USD 1,900/oz consensus forward gold price pit shell, based on a gravity/CIL processing route and typical West African open pit mining costs.
3. Reporting cut-off grade within the pit shell was selected by RPM based on the parameters defined by a high level mining study conducted by independent consultants and updated in 2020 plus recent testwork by Golden Rim which supports reasonable expectations of processing via the carbon-in-leach (CIL) route. The selected economic cut-off grade for the Kouri Mineral Resource was 0.5g/t Au. It is based on a CIL processing route, assumed metallurgical recoveries of 95%, Base mining cost of USD3.68/t for fresh waste and USD4.21/t for ore. Processing, GA and additional (to waste dump disposal) costs of USD18.80/t and a consensus forward gold price of USD1,625/oz.
4. The Statement of Estimates of Mineral Resources has been compiled by Mr David Allmark who is a full-time employee of RPM and a Member of the AIG. Mr Allmark has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that he has undertaken to qualify as a Competent Person as defined in the JORC Code (2012).
5. All Mineral Resources figures reported in the tables above represent estimates at 19 October 2020.
6. Mineral Resources are reported in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The Joint Ore Reserves Committee Code – JORC 2012 Edition).

   The Indicated Mineral Resource was defined within areas of close spaced diamond and RC drilling of equal or less than 50m by 50m, and where the continuity and predictability of the lode positions was good. The Inferred Mineral Resource was assigned to areas where drill hole spacing was greater than 50m by 50m and up to a maximum spacing of 100m by 50m; where small isolated pods of mineralisation occur outside the main mineralised zones, and to geologically complex zones

Table 5. Patricia Mineral Resource (6% Zinc Equivalent cut-off) by Resource Category

Resource Category	Tonnes	Zinc (%)	Lead (%)	Silver (g/t)	Gold (g/t)	Zinc Eq (%)
Measured (M)	493,300	5.5	1.8	88	0.3	8.6
Indicated (I)	612,700	5.1	1.8	116	0.3	8.8
M+I	1,106,000	5.3	1.8	104	0.3	8.7
Inferred	1,279,700	4.8	1.1	75	0.3	7.3
Total	2,379,700	5.0	1.4	88	0.3	8.0

Notes:

1. Tonnages and grades are rounded. Discrepancies in totals may exist due to rounding.
2. The resources were reported above a 6% Zn Eq cut-off grade. This is assessed as reasonable given the proposed underground mining methods. The Zn Eq grades were calculated using the following formula: Zn Eq%= (Zn %) + (Pb %*0.63) + (Ag g/t*0.019) + (Au g/t*1.38). The metal prices used for the zinc equivalent formula were: zinc - $US 1.1911/lb; lead - $US 0.9411/lb; silver – $US 17.07/oz; and gold - $US 1,252/oz. The metallurgical recoveries included in the zinc equivalent formula were the non-optimised metallurgical recoveries were derived from previous test work at Patricia and include 82%, 80% and 90% for zinc, lead and silver respectively. For gold a 90% recovery has been assumed, which Golden Rim believes is a reasonable average for an epithermal style of deposit. It is Golden Rim's opinion that all elements included in the metal equivalent calculation have a reasonable potential to be recovered and sold.
3. The Mineral Resource have been reported at a 100% equity stake and not factored for ownership proportions.

Governance and Internal Controls to Mineral Resource Estimations

Given the size of the Company and the internal expertise available to it, the Company does not calculate its own estimates of mineral resources. It engages reputable, suitably qualified external party to review the Company's data and determine an estimate of mineral resources. All data is collected and recorded in accordance with JORC requirements. There has been no external audit or review of the Company's techniques or data.

Competent Persons Statement

The information in this report relating to exploration results are extracted from ASX announcements dated 14 July 2022, 18 October 2022, 9 January 2023, 6 February 2023, 20 February 2023, 14 March 2023, 17 March 2023, 5 April 2023, 24 April 2023, 11 May 2023, 14 May 2023, 17 May 2023, 5 July 2023, 25 July 2023, 8 August 2023 and 10 October 2023. These ASX Announcements are available on the Company's website (www.asararesources.com) The Company confirms that it is not aware of any new information or data that materially affects the information included in these announcements and that all material assumptions and technical parameters underpinning exploration results continue to apply and have not materially changed.

The information in this report relating to Mineral Resources are extracted from ASX announcements dated 10 October 2023 and 3 March 2022 (Kada Project), 26 October 2020 (Kouri Project); and 30 May 2017 (Paguanta Project). These reports are available on the Company's website (www.asararesources.com). The Company confirms that it is not aware of any new information or data that materially affects the information included in these announcements and, in the case of the Mineral Resource estimate, that all material assumptions and technical parameters underpinning the Mineral Resource estimate continue to apply and have not materially changed.

Forward Looking Statements

Certain statements in this document are or may be "forward-looking statements" and represent Asara's intentions, projections, expectations or beliefs concerning among other things, future exploration activities. The projections, estimates and beliefs contained in such forward looking statements necessarily involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Asara, and which may cause Asara's actual performance in future periods to differ materially from any express or implied estimates or projections. Nothing in this document is a promise or representation as to the future. Statements or assumptions in this document as to future matters may prove to be incorrect and differences may be material. Asara does not make any representation or warranty as to the accuracy of such statements or assumptions.

Mining Tenements held by the Group as at 30 June 2024

Permit Name	Project Name	Asara Holding (%)
Guinea		
Kada	Kada	51
Bamfele	Kada	51 effective. 100% legal ownership, held on behalf of Kada Joint Venture.
Burkina Faso		
Kouri	Kouri	100
Margou	Kouri	100
Gouéli	Kouri	100
Babonga	Babonga	100
Chile		
José Miguel 1 1-30 Exploitation	Paguanta	74
José Miguel 2 1-30 Exploitation	Paguanta	74
José Miguel 3 1-20 Exploitation	Paguanta	74
José Miguel 4 1-30 Exploitation	Paguanta	74
José Miguel 5 1-30 Exploitation	Paguanta	74
José Miguel 6 1-30 Exploitation	Paguanta	74
José Miguel 7 1-30 Exploitation	Paguanta	74
José Miguel 8 1-10 Exploitation	Paguanta	74
Carlos Felipe 1 1-30 Exploitation	Paguanta	74
Carlos Felipe 2 1-30 Exploitation	Paguanta	74
Carlos Felipe 3 1-30 Exploitation	Paguanta	74
Carlos Felipe 4 1-30 Exploitation	Paguanta	74
Carlos Felipe 5 1-30 Exploitation	Paguanta	74
Carlos Felipe 6 1-30 Exploitation	Paguanta	74
Teki I 1 1-20 Exploitation	Loreto	100
Teki I 2 1-40 Exploitation	Loreto	100
Teki I 3 1-60 Exploitation	Loreto	100
Teki I 4 1-60 Exploitation	Loreto	100
Teki I 5 1-60 Exploitation	Loreto	100
Teki I 6 1-60 Exploitation	Loreto	100
Teki I 7 1-20 Exploitation	Loreto	100

Directors' Report

The Directors present their report on the Group consisting of Asara Resources Limited (**Asara** or **Company**) and its controlled entities for the year ended 30 June 2024.

Directors

The following persons were Directors of Asara during or since the end of the reporting period and up to the date of this Directors' Report:

Brett Montgomery

Timothy Strong

Douglas Jones

Principal Activities

The principal activities of the Group during the course of the reporting period were mineral exploration and investment.

Operating and Financial Review

A review of the operations and financial position of the Group during the year ended 30 June 2024, including details of operations, changes in the state of affairs, and likely developments in the operations of the Group in subsequent financial years are set out on pages 3 to 18.

Significant Changes in State of Affairs

Other than as referred to in the Review of Operations, there have not been any significant changes in the state of affairs of the group during the financial year.

Dividends

No dividends have been paid or declared during the financial year (2023: nil).

Subsequent Events

On 15 July 2024 the Company announced that it had executed a binding Share Purchase Agreement (**SPA**) with private gold exploration company BIC West Africa Limited (**BIC**) to sell its non-core Burkina Faso gold assets. Pursuant to the binding SPA, and subject to the satisfaction of certain conditions (detailed below), Asara will sell to BIC 100% of the issued capital in its wholly owned subsidiary Golden Rim Resources Burkina SARL (**GMRB**) which holds the licences for the Kouri and Babonga Projects for cash consideration totalling US$2.2 million.

The key terms of the SPA are as follows:

- **Conditions precedent:** completion of the SPA is conditional on the satisfaction (or waiver) of the following:
  - Asara receiving all requisite authorisations from the Burkina Faso Minister of Mines for the sale of the GMRB shares;
  - prior to completion of the SPA there being no change in the laws of Burkina Faso that may result in Asara requiring further authorisations from Burkinabe governmental and regulatory authorities; and
  - requisite amendments to GMRB's articles of association being completed.
- **Consideration:** the cash consideration comprises the following:
  - First Payment: a non-refundable cash payment of US$550,000 which has been paid to the Company;
  - Second Payment: a cash payment of US$550,000 payable on execution of the SPA. The Company received this payment on 16 July 2024.
  - Completion Payment: a cash payment of US$1.1 million payable on completion of the SPA;
- **Conduct of business:** during the period between the date of the SPA and completion, Asara is subject to certain conduct of business restrictions regarding GMRB and its business that are customary for agreements of this nature;

- **Exclusivity:** during the period between the date of the SPA and completion, Asara is subject to exclusivity arrangements in respect to the sale of the GMRB shares;
- **Termination:** the SPA will terminate if the conditions precedent are not satisfied within 60 days of the date of the SPA (or such extended period as set out in the SPA if a change in Burkina Faso laws occurs) or by mutual agreement between the parties; and

Otherwise, the SPA contains other customary provisions for agreements of this nature, including representations and warranties being provided by the parties.

On 18 July 2024, the Company repaid the outstanding balance ($500,000) of the Convertible Note to Capital DI Limited.

On 16 September 2024, the Company announced that it had agreed with BIC to extend the Longstop date under the SPA from 60 days to 120 days from the date of signing of the SPA, to provide for additional time to receive Burkina Faso regulatory approval.

On 17 September 2024, the Company announced that it had signed a binding Subscription Agreement with Barbet L.L.C FZ (**Barbet**) to raise US$950,000 (A$1.4 million) (**Placement**). The Placement is comprised of the issue of 118,090,890 fully paid ordinary shares at an issue price of $0.012, utilising the Company's placement capacity under ASX Listing Rule 7.1. Pursuant to the Subscription Agreement, Barbet is entitled to appoint one nominee as a Director of the Company, so long as Barbet owns at least 10% of the shares on issue. As at the date of this report, Barbet has not exercised this right.

On 30 September 2024, the Company received the Placement funds. As per the Subscription Agreement, the Company has 2 business days following receipt of cleared funds to issue the Placement Shares.

Future Developments

Details of important developments occurring in this reporting period have been covered in the Operating and Financial Review. As the outcome of exploration and subsequent development is uncertain, it is impossible to determine the effect on the results of the Group's operations.

Further information on future developments in the operations of the Group and the expected results of operations has not been included in this Annual Report, as the Directors believe it is likely to result in unreasonable prejudice to the Group.

Information on Directors

Details of the Directors of the Company in office at any time during or since the end of the reporting period are:

Brett Montgomery **Non-Executive Chairman**	
Experience and expertise	Brett Montgomery is a highly experienced mining executive with a breadth of experience in the management of public companies as well as equity and debt financing. Mr Montgomery has held a number of executive and non-executive roles covering projects in West Africa, Australia, North America, Europe and Indonesia.
Other Current Directorships	Tanami Gold NL (ASX: TAM) AIC Mines (ASX: A1M) Phoenix Gold Fund
Former Directorships in the last 3 years	None
Special responsibilities	Chairman
Interests in shares and options as at the date of this report	Nil

Timothy Strong BSc (Hons), MBA **Managing Director**		
Experience and expertise	Tim Strong is an economic geologist with over 14 years' experience over a wide range of commodities, with a focus on West African shear hosed orogenic gold. Throughout his career, Mr Strong has worked with major mining companies, junior exploration companies and capital markets professionals on a range of projects from target generation through to exploration planning and strategy, resource estimation and feasibility level studies. Work highlights include the resource drill out of the Yaoure gold deposit in Cote d'Ivoire (Amara Mining/Perseus Mining) as well as running near mine exploration for Resolute Mining Limited in Mali. Mr Strong has been involved with the raising of seed capital and pre-IPO financing for private companies through an extensive network of European and North American investors.	
Other Current Directorships	Anibesa Energy Metals Corp	
Former Directorships in the last 3 years	Nil	
Special responsibilities	Nil	
Interests in shares and options as at the date of this report	Options	10,000,000

Douglas Jones BSc (Hons 1), PhD **Non-Executive Director**		
Experience and expertise	Doug Jones is a geologist with 45 years' experience in international technical, commercial, corporate and project management gained in Sub Saharan and North Africa, Australia, Europe and the Americas. Mr Jones is a PhD qualified JORC 'competent person' with experience ranging from project generation and grass roots exploration to resource definition and feasibility studies, with extensive recent involvement in M&A project assessment and due diligence studies. Dr Jones' executive experience includes senior roles with ASX and TSX listed public companies and board positions with a number of ASX, AIM and TSX listed companies.	
Other Current Directorships	Nil	
Former Directorships in the last 3 years	Nil	
Special responsibilities	Nil	
Interests in shares and options as at the date of this report	Ordinary Shares	6,000,000

Information on Company Secretary

Joanna Kiernan BA	
Experience and Expertise	Ms Kiernan is a governance professional with over 18 years' experience in the operation and administration of publicly listed companies, primarily in the resources sector. Ms Kiernan has held the role of Company Secretary for numerous ASX, AIM and SGX listed companies. Ms Kiernan is currently the Company Secretary for Marvel Gold Limited.

Meetings of Directors

The following table sets out the number of meetings held during the reporting period by Directors, and the attendances.

Board	Attended	Eligible to attend
Brett Montgomery	5	5
Timothy Strong	5	5
Douglas Jones	5	5

Note: There are no sub-committees of the Board and the duties of these committees are undertaken by the Board.

Shares under Option

Unissued ordinary shares of Asara under option at the date of this Directors' Report are as follows:

- 15,000,000 unlisted options expiring 24 February 2025, exercisable at $0.045 each.
- 1,250,000 unlisted options expiring 24 February 2025, nil exercise price.
- 1,250,000 unlisted options expiring 24 February 2026, nil exercise price.
- 2,500,000 unlisted options expiring 24 February 2027, nil exercise price.
- 5,000,000 unlisted options expiring 24 February 2027, exercisable at $0.07 each.

Option holders do not have any right, by virtue of the options, to participate in any share issue of the Company or any related body corporate.

There have been no options granted over unissued shares or interests of any controlled entity within the Group during or since the end of the reporting period. No options have been exercised during or since the end of the reporting period.

Securities lapsed or cancelled

The following securities were cancelled due to expiry during the financial year:

- 3,300,003 unlisted options exercisable at $0.18 each expired on 26 November 2023
- 24,649,590 unlisted options exercisable at $0.12 each expired on 17 May 2024

Proceedings on Behalf of the Company

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

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Environmental Regulation

The Group has assessed whether there are any particular or significant environmental regulations which apply. It has determined that the risk of non-compliance is low and has not identified any compliance breaches during the year.

Auditor's Independence

A copy of the Auditor's Independence Declaration, as required under section 307C of the *Corporations Act 2001*, is set out on page 30 of this Annual Report.

Non-Audit Services

The Auditor did not provide any non-audit services during the reporting period.

Indemnification of Directors and Officers

During the reporting period, the Company paid a premium in respect of a contract insuring the Directors and the Company Secretary against a liability incurred to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium. The Company has not otherwise, during or since the end of the reporting period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

Corporate Governance Statement

A copy of Asara's Corporate Governance Statement was lodged with ASX on 30 September 2024, and is available on its website at www.asararesources.com

Remuneration Report (Audited)

Introduction

This Remuneration Report which forms part of the Directors' Report, sets out information about the remuneration of the Directors and other senior management of the Group in accordance with the requirements of the *Corporations Act 2001* and its regulations. This information has been audited as required by section 308(3C) of the *Corporations Act 2001.*

This report details the remuneration arrangements for key management personnel (KMP) of the Company who are defined as those persons who have the authority and responsibility for planning, directing and controlling the activities of the Group, being:

- Non-Executive Directors
- Executive Directors and Senior Executives (together the Executives).

Names and positions of KMP of the Group in office at any time during or since the end of the reporting period are as follows:

Name	Position	Term as KMP during the reporting period
B Montgomery	Non-Executive Chairman	12 months
D Jones	Non-Executive Director	12 months
T Strong	Managing Director & Chief Executive Officer	12 months

There were no changes to KMP after the reporting date and before the date the financial report was authorised for issue.

Remuneration Governance

During the reporting period, the Board as a whole carried out the function of the Remuneration Committee, with remunerations matters to be discussed during meetings of the full Board, with Directors excluded from individual discussions as required. The Board will continue to assess the Company's circumstances and reinstate the Remuneration Committee when deemed appropriate.

The Board (operating under the formal charter of the Remuneration Committee) is responsible for reviewing and recommending the remuneration arrangements for the Executive and Non-Executive Directors, and KMP and ensuring that the Group's remuneration structures are aligned with the long-term interests of the Company and its shareholders. This includes an annual review of base salary, any short-term incentives (**STIs**) and long-term incentives (**LTIs**), including the appropriateness of performance hurdlers and total payouts proposed, superannuation, termination payments and service contracts.

References to Remuneration Committee in this report are references to the full Board's function as the Remuneration Committee.

Remuneration Consultants

To ensure that the Remuneration Committee is fully informed when making remuneration decisions, it may seek external advice, as it requires, on remuneration policies and practices. Remuneration consultants can be engaged by, and report directly to, the Remuneration Committee. In selecting remuneration consultants, the Remuneration Committee will consider potential conflicts of interest and independence from the Group's KMP.

Remuneration Overview & Strategy

The Company has adopted a remuneration strategy intended to support the delivery of long-term shareholder value and to ensure remuneration accurately reflects achievement in line with general market conditions. The strategy is designed to attract, motivate and retain high calibre individuals through the provision of remuneration packages which contain the appropriate balance of fixed remuneration and equity incentives measured against clearly defined performance hurdles aligned with the strategic and operational objectives of the Company and the creative of value for shareholders.

The Company has an Option Incentive Plan (**Option Plan**) that is approved by shareholders. Directors may participate in the plan, following approval of shareholders for such participation.

Executive Remuneration

The Company's remuneration objective is to reward and retain Executives with a level and mix of remuneration commensurate with their position and responsibilities and that is competitive within the market. With this in mind, the remuneration of Executives comprises both fixed and "at risk" or variable remuneration, with variable remuneration incorporating a mix of long-term incentives.

Fixed Remuneration

Fixed remuneration consists of base salary, superannuation, and other non-cash benefits. It is designed to provide a base level of remuneration which is appropriate for the position, reflecting the Executive's skills, experience, and responsibilities.

Performance Linked Remuneration

Performance linked remuneration which encompasses long-term incentives is designed to provide an at-risk reward in a manner which aligns this element of remuneration with the creation of shareholder value.

Long-Term Incentives

Long-term incentives are provided to Executives in the form of options issued pursuant to the Company's Option Plan. The issue of options is designed to provide its Executives with long term incentives which create a link between the delivery of value to shareholders, financial performance, and rewarding and retaining executives.

The quantum of options to be awarded to Executives is determined by the Board taking into account prevailing market conditions and the role and responsibilities of the Executive.

No options were issued during the financial year.

Non-executive Directors Remuneration

The Company's policy is to remunerate non-executive Directors at market rates (for comparable ASX listed companies) at a fixed fee for time, commitments, and responsibilities. Fees paid to Non-Executive Directors cover all activities associated with their role on the Board and any sub-committees. The Company does not pay additional fees to Directors who are appointed to Board committees or to the Boards of subsidiary or associated companies.

Remuneration for Non-Executive Directors is not linked to the performance of the Company. From time to time however, and subject to shareholder approval, the Company may grant options to Non-Executive Directors. The grant of options is designed to attract and retain suitably qualified Non-Executive Directors and to maintain the Company's cash reserves.

Non-Executive Directors fees are determined within an aggregate limit, which currently sits at $300,000 per annum and any amendment is subject to approval by shareholders at a General Meeting.

Relationship between Remuneration and Shareholder Wealth

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

Key Management Personnel Compensation

Details of non-executive Director fees as at 30 June 2024 are set out below.

Non-Executive Director	Annual fee as at 30 June 2024
Brett Montgomery (Non-Executive Chairman)	$59,000 (excl super)
Douglas Jones (Non-Executive Director)	$46,000 (excl super)

Executive Service and Employment Agreements

Remuneration arrangements for Executives are formalised in employment or consulting agreements.

Details of the agreements between the Company and other key management personnel, as at 30 June 2024, are set out below.

Name	Duration of contract	Annual fee as at 30 June 2024	Period of notice under the contract	Termination provision under the contract
Tim Strong	No fixed term	$125,000	6 months	6 months

On 1 March 2024, Mr Strong agreed to reduce his base salary from $250,000 to $125,000 as part of the Company's strategy to reduce business costs.

Remuneration of key management personnel for financial year ended 30 June 2024

	Short Term		Post Employment		Share-Based			
Name	Salary & fees $	Non-Monetary benefits[1] $	Superannuation $	Termination Benefits $	Shares $	Options[2] $	Total $	Performance related %
B Montgomery	59,000	-	6,490	-	-	-	65,490	-
T Strong	208,330	-	-	-	-	11,176	219,506	5
D Jones	46,000	-	5,060	-	-	-	51,060	-
Total	313,330	-	11,550	-	-	11,176	336,056	

Notes:

1. Non-monetary benefits refers to movements in unpaid entitlements for leave.
2. The value of options remuneration during the financial year relates to the vesting portion of options granted in a previous year.

Remuneration of key management personnel for financial year ended 30 June 2023

	Short Term		Post Employment		Share-Based			
Name	Salary & fees $	Non-Monetary benefits[1] $	Superannuation $	Termination Benefits $	Shares $	Options[2] $	Total $	Performance related %
B Montgomery[3]	24,583	-	2,581	-	-	-	27,164	-
A Pouroulis[4]	43,167	-	-	-	-	-	43,167	-
T Strong[5]	166,664	-	-	-	-	4,581	171,245	16
C Mackay	254,230	(12,477)	22,973	-	-	-	264,726	-
D Jones[6]	26,105	-	2,741	-	-	-	28,846	-
K Davies[7]	171,485	(19,130)	18,108	91,215	-	-	261,678	-
Total	686,234	(31,607)	46,403	91,215	-	4,581	796,826	

Notes:

1. Non-monetary benefits refers to movements in unpaid entitlements for leave.
2. The value of options granted during the financial year was calculated as at the grant date using the Black Scholes option pricing model.
3. B Montgomery was appointed on 1 February 2023.
4. A Pouroulis resigned on 31 January 2023.
5. T Strong was appointed CEO on 1 November 2022 and Managing Director on 1 March 2023.
6. D Jones was appointed on 1 December 2022.
7. K Davies resigned on 8 April 2023.

Options granted to key management personnel as part of their remuneration during the financial year ended 30 June 2024

No options were granted to key management personnel as part of their remuneration during the financial year ended 30 June 2024.

Shares of key management personnel for year ended 30 June 2024

Name	At start of year	Additions	Granted during year as remuneration	Other changes during year	At end of year
B Montgomery	-	-	-	-	-
T Strong	-	-	-	-	-
D Jones[1]	3,000,000	3,000,000	-	-	6,000,000
Total	3,000,000	3,000,000	-	-	6,000,000

Notes:

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1. D Jones participated in the Company's Non-Renounceable Rights Issue in November 2023.

Options of key management personnel for year ended 30 June 2024

Name	At start of year	Granted during year as remuneration	Expired during year	Other changes during year	At end of year
B Montgomery	-	-	-	-	-
T Strong	10,000,000	-	-	-	10,000,000
D Jones	-	-	-	-	-
Total	10,000,000	-	-	-	10,000,000

Other transactions with key management personnel of the Group

Brett Montgomery is a Director of AIC Mines Limited (**AIC**). The Company and AIC entered into a Sublease Agreement dated 23 May 2023, whereby Asara sub-leases office space from AIC. The terms were agreed at arm's length and are on the same terms as AIC is receiving from the Lessor.

The Company did not enter into any other transactions, including loans, with key management personnel.

This is the end of the audited Remuneration Report.

Signed on 30 September 2024 for and on behalf of the Board in accordance with a resolution of the Directors made pursuant to section 298(2) of the *Corporations Act 2001*.

Brett Montgomery

Chairman

HLB MANN JUDD
ADVISORY AND ACCOUNTING

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Asara Resources Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia
30 September 2024

B G McVeigh
Partner

hlb.com.au

HLB Mann Judd ABN 22 193 232 714
A Western Australian Partnership
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $
Interest income		8,895	25,619
Other losses	3	(43,059)	(68,903)
Administration expenses	4	(826,920)	(1,615,843)
Depreciation expense	8	(70,952)	(86,843)
Exploration and evaluation expenditure		(461,740)	(675,693)
Interest expense		(77,905)	-
Impairment reversal/(expense)	9	-	(5,759,151)
Profit/(loss) before tax		(1,471,681)	(8,180,814)
Income tax	5	-	-
Profit/(loss) for the year from continuing operations		(1,471,681)	(8,180,814)
Profit from discontinued operation		2,929,072	-
Profit/(loss) for the period		1,457,391	(8,180,814)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(50,005)	1,985,054
Other comprehensive income for the year, net of income tax		(50,005)	1,985,054
Total comprehensive income/(loss) for the year		1,407,386	(6,195,760)
Profit/(loss) attributable to:			
Owners of the Company		1,538,947	(8,068,008)
Non-controlling interests		(81,556)	(112,806)
		1,457,391	(8,180,814)
Total comprehensive income attributable to:			
Owners of the Company		1,634,744	(6,993,360)
Non-controlling interests		(227,358)	797,600
		1,407,386	(6,195,760)
Total comprehensive income attributable to owners of the Company arises from :			
Owners of the Company		1,634,744	(6,993,360)
Non-controlling interests		(227,358)	797,600
		1,407,386	(6,195,760)
Loss per share from continuing operations			
Basic (cents per share)	6	(0.21)	(1.88)
Diluted (cents per share)	6	(0.21)	(1.88)
Loss per share			
Basic (cents per share)	6	0.20	(1.88)
Diluted (cents per share)	6	0.20	(1.88)

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

Consolidated Statement of Financial Position

As at 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $
Current Assets			
Cash and cash equivalents	21(a)	1,337,941	1,640,890
Trade and other receivables	7	23,967	37,953
Assets held for sale	9	3,298,400	-
Other assets		31,105	28,598
Total Current Assets		4,691,413	1,707,441
Non-Current Assets			
Other financial assets		3,706	3,729
Plant and equipment	8	138,485	218,421
Exploration expenditure	9	23,375,592	21,599,492
Total Non-Current Assets		23,517,783	21,821,642
Total Assets		28,209,196	23,529,083
Current Liabilities			
Trade and other payables	10	1,146,481	1,293,851
Loans	11	500,000	-
Provisions	12	21,942	142,419
Total Current Liabilities		1,668,423	1,436,270
Non-Current Liabilities			
Provisions	12	8,062	70,375
Total Non-Current Liabilities		8,062	70,375
Total Liabilities		1,676,485	1,506,645
Net Assets		26,532,711	22,022,438
Equity			
Issued capital	13	115,698,713	112,607,002
Reserves	14	1,289,437	1,352,864
Accumulated losses		(89,063,107)	(90,772,455)
Equity attributable to owners of the Company		27,925,043	23,187,411
Non-controlling interests	20(c)	(1,392,332)	(1,164,973)
Total Equity		26,532,711	22,022,438

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

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2024

	Note	Share Capital $	Accumulated Losses $	Option Reserve $	Foreign Currency Translation Reserve $	Non-controlling Interests $	Total Equity $
Balance at 30 June 2022		104,920,632	(84,445,412)	1,911,365	(24,265)	(1,962,573)	20,399,747
Loss for the year		-	(8,068,008)	-	-	(112,806)	(8,180,814)
Other comprehensive income for the year, net of income tax		-	-	-	1,074,648	910,406	1,985,054
Total comprehensive loss for the year		-	(8,068,008)	-	1,074,648	797,600	(6,195,760)
Transactions with owners recorded directly in equity							
Issue of fully paid shares and options	13	8,330,249	-	132,081	-	-	8,462,330
Share issue costs	13	(643,879)	-	-	-	-	(643,879)
Fair value of expired options	14	-	1,740,965	(1,740,965)	-	-	-
Balance at 30 June 2023		112,607,002	(90,772,455)	302,481	1,050,383	(1,164,973)	22,022,438
Profit/(loss) for the year		-	1,538,947	-	-	(81,556)	1,457,391
Other comprehensive income for the year, net of income tax		-	-	-	95,797	(145,802)	(50,005)
Total comprehensive profit/(loss) for the year		-	1,538,947	-	95,797	(227,358)	1,407,386
Transactions with owners recorded directly in equity							
Issue of fully paid shares and options	13	3,218,711	-	11,176	-	-	3,229,887
Share issue costs	13	(127,000)	-	-	-	-	(127,000)
Fair value of expired options	14	-	170,400	(170,400)	-	-	-
Balance at 30 June 2024		115,698,713	(89,063,108)	143,257	1,146,180	(1,392,331)	26,532,711

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows
For the Year Ended 30 June 2024

	Note	Consolidated 2024 $	Consolidated 2023 $
Cash Flows From Operating Activities			
Payments to suppliers and employees		(1,040,640)	(1,540,987)
Payments for exploration and evaluation		(680,214)	(667,544)
Interest received		8,895	25,620
Interest paid		(77,905)	-
Net Cash Outflow From Operating Activities	21(b)	(1,789,864)	(2,182,911)
Cash Flows From Investing Activities			
Payment for acquisition of assets		(2,911,308)	(6,535,902)
Proceeds from sale of tenements		825,258	-
Purchase of plant and equipment		(24,224)	(63,564)
Proceeds from sale plant and equipment		8,233	
Net Cash Outflow From Investing Activities		(2,102,041)	(6,599,466)
Cash Flows From Financing Activities			
Proceeds from issue of shares and options		3,218,710	8,330,248
Share issue costs		(126,999)	(516,528)
Proceeds from borrowing	11	1,500,000	-
Repayments of borrowings	11	(1,000,000)	-
Net Cash Inflow From Financing Activities		3,591,711	7,813,720
Net decrease in cash and cash equivalents		(300,194)	(968,657)
Cash and cash equivalents at the beginning of the financial year		1,640,890	2,607,909
Translation differences on cash held in foreign currencies		(2,755)	1,638
Cash and cash equivalents at the end of the financial year	21(a)	1,337,941	1,640,890

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

Notes to the Financial Statements

For the Year Ended 30 June 2024

1. Corporate Information

Asara is a listed public company incorporated in Australia. The nature of the operations and principal activity of Asara is mineral exploration focused on the discovery of gold resources. Refer to the Operating and Financial Review on page 3 for further information.

2. Material Accounting Polices

(a) Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards and Interpretations ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The financial statements are prepared on an accruals basis and based on historical costs except for certain financial assets which have been measured at fair value. Cost is based on the fair values of consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, leasing transactions that are within the scope of AASB 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

Except as disclosed in notes 2(b) through to 2(g) the Group's accounting policies, estimates and judgements are set out within each note disclosure.

The financial statements for the reporting period were authorised for issue in accordance with a resolution of the Directors on 30 September 2024.

(b) Changes to accounting policies

(i) New and Amended Standards and Interpretations Adopted

None of the new and revised standards, interpretations and amendments to standards that are mandatory for the first time for the financial year beginning 1 July 2023 affected any of the amounts recognised in the reporting period or any prior period and are not likely to affect future periods.

(ii) Standards and Interpretations in issue not yet adopted

The Group has not applied any new and revised standards, interpretations and amendments to standards that have been issued to the date of authorisation of the financial statements but are not yet mandatory. None of these new pronouncements are likely to have a material impact on the Group in current or future reporting periods.

In addition, there are no forthcoming standards and amendments that are expected to have a material impact on the Group in the current or future reporting periods, or on foreseeable future transactions.

(c) Going Concern

The consolidated financial statements have been prepared on the going concern basis which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

During the year, the Group incurred a profit after tax of $1,457,391 (loss in 2023: $8,180,814) and experienced net cash outflows from operating and investing activities of $3,891,905 (2023: $8,782,377). At 30 June 2024, the Group had net assets of $26,532,711 (30 June 2023: $22,022,438) and net current assets of $3,022,990 (30 June 2023: $271,171). As at 30 June 2024, the Group had a cash balance of $1,337,941 (30 June 2023: $1,640,890).

The Directors have prepared a cash flow forecast for the period ending 30 September 2025, which indicates the ability of the Group to carry out its planned work program, and to continue as a going concern, is dependent on raising funds to fund its exploration programs.

The Directors have reviewed the Group's overall position and outlook in respect of the matters identified above and are of the opinion that there are reasonable grounds to believe that the operational and financial plans in place are achievable and accordingly the Group will be able to continue as a going concern and meet its obligations as and when they fall due.

The Directors believe it is appropriate to prepare the financial report on a going concern basis because:

1. The Group has the option, if necessary, to defer certain expenditure and reduce costs in order to minimise its funding requirements.
2. The Group has the option to sell its interest or a partial interest in its assets (which would be dependent upon market conditions and valuations).
3. The Group has the ability to raise further funds through capital raisings as it has successfully demonstrated in the past. Notably, the $1.5 million Convertible note issued to major shareholder Capital DI Limited in September 2023, and the $8.3 million (before costs) capital raising completed in February 2023.

Should the Company not be able to raise sufficient funds, a material uncertainty would exist that may cast significant doubt as to whether the Group will be able to continue as a going concern and therefore whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

These consolidated financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

(d) Foreign Currency Translation

(i) Functional and presentation currency

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements are presented in Australian dollars which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

The functional currency of the subsidiaries, Golden Rim Resources Burkina SARL and Nemaro Gold Ltd, is CFA Franc.

The functional currency of the subsidiaries, Paguanta Resources (Chile) SA and Compania Minera Paguanta SA, is Chilean Peso.

The functional currency of the subsidiaries, Lafi Gold Limited and Kada Holdings Limited is US dollars.

The functional currency of the subsidiaries, Golden Rim Resources Guinea SARL, Vetro Gold SARL and Syli Resources SARL is Guinea Franc.

(ii) Transaction and balances

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

(iii) Group Companies

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

- Assets and liabilities are translated at exchange rates prevailing at the reporting date.
- Income and expenses are translated at average exchange rates for the reporting period.
- Equity transactions are translated at exchange rates prevailing at the dates of the transaction.

Exchange differences arising on translation of foreign operations are recognised in other comprehensive income and accumulated in the Group's foreign currency translation reserve (attributed to non-controlling interests as appropriate). These differences are recognised in the income statement in the period in which the operation is disposed.

(e) Impairment of Assets

At each reporting date, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case, the impairment loss is treated as a revaluation decrease. When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so 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 (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

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

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

(g) Comparative Figures

When required by the Standards, comparative figures are adjusted to conform to changes in presentation for the current financial year.

3. Other Gains/Losses

	Consolidated	
	2024 $	2023 $
Loss on sale of plant and equipment	(14,095)	(190)
Gain on sale of drilling consumables	-	1,257
Foreign exchange losses	(28,964)	(69,970)
	(43,059)	(68,903)

Gains or losses arising from the sale of assets are recognised at the later of the date on which all conditions of sale are met and the risks and rewards of ownership have been transferred.

4. Expenses

	Consolidated	
	2024 $	2023 $
Administration expenses comprise:		
Directors' fees	116,550	99,177
Employee benefits expenses		
Defined contribution superannuation expense	27,496	77,306
Share based payments	11,176	4,581
Other employee benefit expenses	125,912	587,530
Investor relations expense	58,917	304,206
Other administration expenses	486,869	543,043
	826,920	1,615,843

In addition to the above, salaries and wages were charged to exploration expenditure ($3,590) and capitalised as Kada acquisition costs ($113,824).

5. Income Tax

	Consolidated	
	2024 $	2023 $
Numerical reconciliation of income tax expense to prima facie tax payable:		
Gain/(Loss) before income tax expense	1,457,391	(8,180,814)
Income tax expense/(benefit) calculated at 25% (2023: 25%)	364,348	(2,045,204)
Effect of amounts which are not deductible/(taxable) in calculating taxable income		
Share issue costs	-	-
Share based payments	2,794	1,145
ATO technology boost	-	(3,956)
Other expenses	198	830
	367,340	(2,047,185)
Movement in temporary differences not recognised	(1,205,022)	1,310,005
Effect of tax losses for which no deferred tax asset has been recognised	837,682	737,180
Income tax expense	-	-

No income tax is payable by the Company. Benefits have not been recognised and will only be obtained if:

(a) the Group derives future taxable income of a nature and an amount sufficient to enable the benefit from the deductions for the loss to be realised;

(b) the losses are transferred to an eligible entity in the Group;

(c) the Group continues to comply with the conditions for deductibility imposed by tax legislation; and

(d) no changes in taxation legislation adversely affect the economic entity in realising the benefit from the deductions for the losses.

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable income for the reporting period. Taxable income differs from profit as reported in the consolidated statement of comprehensive income because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable income will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable income nor accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable income against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Unrecognised deferred tax balances	Consolidated 2024 $	2023 $
The following deferred tax assets have not been brought to account:		
Deferred tax assets at 25% (2023: 25%)		
Carry forward tax losses	12,436,012	11,782,352
Other deferred tax balances	2,225,570	2,340,722
Total deferred tax assets	14,661,582	14,123,074

Current and deferred tax for the period

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

6. Earnings/(Loss) per Share

	2024 Cents	2023 Cents
Basic and diluted earnings/(loss) per share from continuing operations	(0.21)	(1.88)
From discontinued operations	0.41	-
Total basic and diluted earnings/(loss) per share	0.20	(1.88)
Weighted average number of shares outstanding during the year used in the calculation of basic loss per share	722,064,953	434,385,311

(a) Basic earnings/(loss) per share

Basic earnings per share is determined by dividing net profit/loss after income tax attributable to members of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

(b) Diluted loss per share

The profit or loss attributable to the owners of the Company has been used in the calculation of basic loss per share.

The Group's options and performance rights potentially dilute basic earnings per share in the future. However, they have been excluded from the calculations of diluted earnings per share because they are anti-dilutive for the years presented.

7. Trade and Other Receivables

	Consolidated 2024 $	2023 $
Current		
GST refundable	12,419	10,864
Other receivables	11,548	27,089
	23,967	37,953

8. Plant and Equipment

	Consolidated	
	2024	**2023**
	$	**$**
Office equipment, at cost	88,053	153,074
Less: accumulated depreciation	(52,765)	(85,774)
	35,288	67,300
Field equipment, at cost	414,376	568,666
Less: accumulated depreciation	(311,179)	(417,545)
	103,197	151,121
	138,485	218,421

Reconciliations of the carrying amounts of each class of plant and equipment at the beginning and end of the reporting period are set out below.

	Office Equipment	Field Equipment	Total
	$	$	$
Carrying amount at 30 June 2022	70,976	156,929	227,905
Additions	21,848	47,424	69,272
Disposals	(1,676)	-	(1,676)
Depreciation	(26,695)	(60,148)	(86,843)
Foreign exchange movement	2,847	6,916	9,763
Carrying amount at 30 June 2023	67,300	151,121	218,421
Additions	13,926	2,214	16,140
Disposals	(14,095)	-	(14,095)
Depreciation	(22,512)	(48,440)	(70,952)
Foreign exchange movement	(9,331)	(1,698)	(11,029)
Carrying amount at 30 June 2024	35,288	103,197	138,485

Each class of plant and equipment is carried at cost, less, where applicable, any accumulated depreciation and impairment losses.

Depreciation is recognised so as to write off the cost or valuation of plant and equipment less their residual values over their useful lives, using either the straight line basis or diminishing value method, commencing from the time the assets are held ready for use. The depreciation rates used for plant and equipment vary between 10% and 40%. The estimated useful lives, residual values and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The carrying values of plant and equipment are tested for impairment in accordance with the policy in note 2(e) when facts and circumstances suggest that the carrying amount may exceed its recoverable amount. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from an asset's employment and subsequent disposal. The expected net cash flows are discounted to their present values in determining recoverable amounts. An asset's carrying amount is written down immediately to its recoverable amount, if the asset's carrying value is greater than its estimated recoverable amount.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains and losses on disposals, being the difference between the sale proceeds and the carrying amount of the asset are recognised in profit or loss.

9. Exploration Expenditure

	Consolidated	
	2024	**2023**
	$	**$**
Costs at beginning of year	21,599,492	18,199,372
Acquisition of exploration projects	1,786,999	7,264,523
Exploration impairment reversal / (impairment)	3,298,400	(5,759,151)
Exploration assets reclassified as held for sale	(3,298,400)	-
Foreign exchange movement	(10,899)	1,894,748
Costs at end of year	23,375,592	21,599,492
Assets held for sale	3,298,400	-

Acquisition of exploration projects in the year relates to the Kada Gold Project in Guinea. Costs in relation to earning into Kada are capitalised in line with the Company's accounting policies. The Company currently holds a 51% interest in Kada, and the Company exercised its right to a third earn-in interest of an additional 24% of the project (for a total 75% interest) in April 2022. To achieve this interest, the Company is required to fund the preparation of a DFS for Kada. There is no time frame for completion of the DFS and the Company's immediate plan is to systematically conduction additional exploration over the Kada permits.

Assets are recognised in relation to each separate area of interest in the year in which they are incurred where the following conditions are satisfied:

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

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

- (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
- (b) 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 assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (or the cash-generating unit(s) to which it has been allocated, being no larger than the relevant area of interest) 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 in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to mine properties under development.

The ultimate recoupment of acquisition costs carried forward is dependent upon successful development and commercial exploitation, sale or farm out of the respective areas. The carrying values are based upon the Group's assumption that the exploration permits will be renewed when required, subject to the Group meeting agreed budgets and work programs.

The Group assesses impairment of all assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include prospectivity of an area of interest and economic and political environments. If an impairment trigger exists, the recoverable amount of the asset is determined. No impairment indicators have been identified by management.

There is some subjectivity involved in determining any impairment indicators in relation to exploration and evaluation expenditure, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure reflect fairly the prevailing situation.

Asset held for sale
Following assessment of each of the projects and their respective carrying values, the Board resolved to adjust the carrying value of Kouri, Burkina Faso. A binding SPA was signed for the sale of all of the issued capital in Golden Rim Resources Burkina SARL on 14 July 2024. The previous impairment booked against this asset has been reversed in the current year, and the assets reclassified as assets held for sale. The operations associated with this sale are treated as discontinued operations which are separately disclosed in the Statement of Comprehensive income. Financial information on the operation held for sale are as below:

	2024 $	2023 $
Financial Performance		
Impairment reversal/(charged)	3,298,400	3,280,518
Depreciation	7,131	24,928
Mineral exploration costs	362,197	212,426
Gain / (loss) from discontinued operations	**369,328**	**-**
Net cash outflow from operating activities	(231,605)	(212,426)
Net cash inflow from investing activities (2024 includes an inflow of $825,258 advance payment relating to the sale)	825,446	-
Net cash inflow / (Outflow) generated by the discontinued operations	**593,841**	**(212,426**
Assets held for sale	**3,298,400**	**-**
Creditors and accruals	(145,861)	(15,269
Unearned revenue (advance payment)	(825,258)	-
Liabilities directly associated with assets classified as held for sale	**(971,119)**	**(15,269)**

Exploration and evaluation assets are initially measured at cost and include the acquisition of permits / licenses, and the Group's share in joint projects, that provide the right to explore for minerals. All other exploration and evaluation expenditure including studies, exploratory drilling, trenching and sampling and associated activities is expensed as incurred.

Exploration Commitments

The Group has the following expenditure commitments at balance date in respect of exploration interests, which represent the minimum expenditure requirements specified by various government authorities and those under joint venture arrangements. These are subject to the right to withdraw at any time.

	Consolidated	
	2024 **$**	**2023** **$**
Not later than one year	58,096	101,745
Later than one year, but not later than 5 years	21,081	122,413
Later than 5 years	-	-
	79,177	224,158

10. Trade and Other Payables

	Consolidated	
	2024 $	2023 $
Trade creditors	29,724	549,738
Accrued expenses	290,028	730,806
Unearned income	825,258	-
Other liabilities	1,471	13,307
	1,146,481	1,293,851

Unearned income represents a cash advance made to Asara for the sale of the Burkina assets prior to finalising a sale agreement.

The other payable amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which were unpaid at the balance date. The amounts are unsecured and are usually paid within 30 days of recognition.

11. Loans

In September 2023, the Company announced that it had entered into a Convertible Note Deed (**Note**) with major shareholder Capital DI Limited (**Capital**) to assist the Company with its working capital requirements.

The Company issued the $1,500,000 Note to Capital using its placement capacity under Listing Rule 7.1. The Note had an expiry date of six months from the date of issue, convertible by Capital at any time in whole or in part, subject to any necessary shareholder and regulatory approval. The Note is unsecured, and interest is payable at 11.5% per annum, payable monthly or capitalised if not paid. The conversion price is the lowest cash issue price of Shares at which the Company raises capital before the expiry date, provided that if the issue price is less than $0.017 per Share, the Conversion Price shall be $0.017 per Share.

In December 2023, the Company repaid $1,000,000 to Capital as part repayment of the Note. In February 2024, the Company reached an agreement with Capital to extend the maturity date of the Note for a further three months until June 2024. In April 2024, the Company agreed to extend the maturity date of the Note for a further seven months to January 2025. As at 30 June 2024, $500,000 remained outstanding and this was repaid on 18 July 2024.

	Consolidated	
	2024 $	2023 $
Face value of convertible note issued on 5 September 2023	1,500,000	-
Partial repayment of note	(1,000,000)	-
Value of note payable	500,000	-

12. Provisions

	Consolidated	
	2024 $	2023 $
Current		
Employee entitlements – annual leave	21,942	142,419
Non-Current		
Employee entitlements – long service leave	8,062	70,375

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

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made in respect of services provided by employees up to balance date.

13. Issued Capital

	Consolidated	
	2024 $	2023 $
Issued Capital Fully paid ordinary shares: 882,175,350 (2023: 591,588,368)	115,698,713	112,607,002

Movements in ordinary share capital of the Company during the past 2 years were as follows:

		Number of Shares	Cents	$
30/06/2022		313,913,397		104,920,632
19/12/2022	Placement	78,478,347	3.0	2,354,350
02/02/2023	Placement	122,175,039	3.0	3,665,251
10/02/2023	Placement	74,021,585	3.0	2,220,648
23/02/2023	Placement	3,000,000	3.0	90,000
	Cost of share issues			(643,879)
30/06/2023		591,588,368		112,607,002

		Number of Shares	Cents	$
30/06/2023		591,588,368		112,607,002
19/12/2023	Rights issue	141,142,538	1.2	1,693,711
27/12/2023	Shortfall Placement	60,000,000	1.2	720,000
19/03/2024	Placement	89,444,444	0.9	805,000
	Cost of share issues			(127,000)
30/06/2024		882,175,350		115,698,713

Note:

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of, and amounts paid, on the shares held.

14. Reserves

	Consolidated	
	2024 $	2023 $
Option Reserve (a)	143,257	302,481
Foreign Currency Translation Reserve (b)	1,146,180	1,050,383
	1,289,437	1,352,864

(a) Option Reserve

The Company had the following options on issue as at 30 June for the relevant years:

Option series	No. of options 2024	No. of options 2023	Exercise price $	Issue Date	Expiry date
Unlisted options					
Class AAD	-	3,000,003	0.18	26/11/2021	26/11/2023
Class AAE	-	24,649,590	0.12	17/05/2022	17/05/2024
Class AAG	15,000,000	15,000,000	0.045	24/02/2023	24/02/2025
Class AAH	1,250,000	1,250,000	-	24/02/2023	24/02/2025
Class AAI	1,250,000	1,250,000	-	24/02/2023	24/02/2026
Class AAJ	2,500,000	2,500,000	-	24/02/2023	24/02/2027
Class AAK	1,250,000	1,250,000	0.07	24/02/2023	24/02/2027
Class AAK	1,250,000	1,250,000	0.07	24/02/2023	24/02/2027
Class AAK	2,500,000	2,500,000	0.07	24/02/2023	24/02/2027
	25,000,000	52,649,593			

Each option gives the holder the right to subscribe for one ordinary share in the Company at the exercise price on or before the expiry date. Classes AAH, AAI, AAJ and AAK all have vesting conditions based on time and/or performance criteria. None of these options had vested by the reporting date.

Movements in the number of options and the Option Reserve in the past two years were as follows:

Issue / Expiry Date	Description	Number of Options	Fair value cents	$
	Balance at 30/06/2022	75,193,214		1,911,365
	Options issued during the year ended 30/06/2023			
24/02/2023	Class AAG	15,000,000	0.85	127,500
24/02/2023	Class AAH	1,250,000	3.00	-
24/02/2023	Class AAI	1,250,000	3.00	-
24/02/2023	Class AAJ	2,500,000	3.00	-
24/02/2023	Class AAK	1,250,000	0.49	2,114
24/02/2023	Class AAK	1,250,000	0.49	1,058
24/02/2023	Class AAK	2,500,000	0.49	1,409
		25,000,000		132,081
	Options expired during the year ended 30/06/2023			
18/08/2022	Class GMRULOPT12	(8,831,569)		(1,337,977)
20/08/2022	Class AA	(1,102,779)		(138,950)
30/11/2022	Class AB	(1,646,669)		(106,210)
02/02/2023	Class AC	(473,691)		(47,606)
13/04/2023	Class AD	(1,333,334)		(78,000)
12/04/2023	Class AE	(266,667)		(14,000)
11/05/2023	Class AAB	(33,333,356)		-
19/05/2023	Class AAC	(555,556)		(18,222)
		(47,543,621)		(1,740,965)
	Balance at 30/06/2023	52,649,593		302,481
	Options vested during the year ended 30/06/2024			
	Class AAK	1,250,000	0.49	11,176
	Options expired during the year ended 30/06/2024			
26/11/2023	Class AAD	(3,000,003)		(117,600)
17/05/2024	Class AAE	(24,649,590)		(52,800)
		(27,649,593)		(170,400)
	Balance at 30/06/2024	25,000,000		143,257

The option reserve relates to the fair value of options granted by the Company. The fair values of options are transferred to share capital on exercise, or to accumulated losses on expiry of the options.

Option Classes AA, AB, AC, AD, AE, AAC, AAG, AAH, AAI, AAJ, AAK and 2,000,000 of the Class AAE options were issued as share based payments (note 15).

(b) Foreign Currency Translation Reserve

	Consolidated	
	2024 $	2023 $
At beginning of year	1,050,383	(24,265)
Foreign currency translation movement for the year attributable to Asara	95,797	1,074,648
	1,146,180	1,050,383

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to Australian dollars are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve to the extent they are in substance part of the net investment in a foreign operation. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

15. Share Based Payments

	Consolidated	
	2024 **$**	**2023** **$**
Options		
Issued to Directors and employees	11,176	4,581
Issued to other external service providers	-	127,500
Shares		
Issued to Directors and employees	-	-
	11,176	132,081
Recognised in Administration expenses	11,176	4,581
Recognised as Share issue costs	-	127,500
	11,176	132,081

Equity-settled share-based payments to Directors, employees and others providing external services are measured at the fair value of the equity instruments at the date of issue. External services for the reporting periods included corporate advisory and investor relations services. Refer note 14 for details of the options that remain outstanding at the end of the reporting period.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. 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 such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

The Group measures the cost of equity-settled share-based payment transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of options is determined by using a Black Scholes option pricing model, with appropriate assumptions. The fair value of shares is determined using market prices at the date of the transaction. The accounting estimates and assumptions relating to equity-settled transactions would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact expenses and equity.

The Company's Option Incentive Plan (**Option Plan**) was last renewed by Shareholders at the Company's Annual General Meeting in November 2022.

The Option Plan is designed to attract, retain and motivate eligible employees, promote and foster loyalty and support amongst eligible employees for the benefit of the Company, enhance the relationship between the Company and eligible employees for the long term mutual benefit of all parties and provide eligible employees with the opportunity to share in any future growth in value of the Company through the issue of options.

Under the Option Plan, each employee share option converts into one ordinary share in the Company on exercise. Unless the Board determines otherwise, no amounts are paid or payable by the recipient on receipt of the option. The options do not carry any rights to dividends or voting. The options may be exercised at any time from the date of vesting to the date of their expiry. The options granted under the Option Plan are offered to employees and Directors on the basis of the Board's view of the contribution of the person to the Company. Any options issued to Directors are approved by shareholders prior to issue.

The following share-based payment arrangements were in existence during the current and prior reporting periods:

Option series	Grant date	Grant date fair value (cents)	Exercise price (cents)	Expiry date	Number of options
Expired					
Class AA*	20/08/2020	12.60	9.15	20/08/2022	1,102,779
Class AB*	30/11/2020	6.45	45.00	30/11/2022	1,646,669
Class AC*	2/02/2021	10.05	15.225	02/02/2023	473,691
Class AD*	14/04/2021	5.85	27.00	14/04/2023	1,333,334
Class AE*	4/06/2021	5.25	45.00	12/04/2023	266,667
Class AAC	11/11/2021	3.28	18.00	19/05/2023	555,556
Class AAD	26/11/2021	3.92	18.00	26/11/2023	3,000,003
Class AAE	17/05/2022	2.64	12.00	17/05/2024	2,000,000
Current					
Class AAG	24/02/2023	0.85	4.50	24/02/2025	15,000,000
Class AAH	24/02/2023	3.00	-	24/02/2025	1,250,000
Class AAI	24/02/2023	3.00	-	24/02/2026	1,250,000
Class AAJ	24/02/2023	3.00	-	24/02/2027	2,500,000
Class AAK	24/02/2023	0.49	7.00	24/02/2027	1,250,000
Class AAK	24/02/2023	0.49	7.00	24/02/2027	1,250,000
Class AAK	24/02/2023	0.49	7.00	24/02/2027	2,500,000

Classes AAH, AAI, AAJ have performance based vesting conditions which the Board has deemed unlikely to be met and therefore no expense has been recognised for these options in the reporting period. Class AAK options have time-based vesting conditions for which $11,176 has been recognised in the year ended 30 June 2024 ($4,581 vested in the year ended 30 June 2023). All other share options were fully vested on the grant date. There has been no alteration to the terms and conditions of the above share-based payment arrangements since the grant date apart from alterations as a result of the consolidation in the prior reporting period.

The movement, in the current and prior year, in the number and weighted average exercise price (WAEP) of share options issued as share based payments were as follows:

	2024		2023	
	Number	WAEP Cents	Number	WAEP Cents
Outstanding at the beginning of the year	30,000,003	6.02	10,378,699	20.75
Expired during the year	(5,000,003)	(15.60)	(5,378,696)	(25.55)
Issued during year	-	-	25,000,000	4.10
	25,000,000	4.10	30,000,003	6.02

The weighted average remaining contractual life of outstanding options issued as share based payments as at 30 June 2024 is 2.3 years (2023: 2.5 years).

16. Key Management Personnel Disclosure

Names and positions of key management personnel of the Company and the Group in office at any time during the reporting period were:

Name	Position
B Montgomery	Non-Executive Chairman
T Strong	Managing Director
D Jones	Non-Executive Director

Remuneration for Key Management Personnel (during the reporting period)

	Consolidated	
	2024 **$**	**2023** **$**
Short-term employee benefits	313,330	654,627
Post-employment benefits	11,550	46,403
Termination benefits	-	91,215
Share based payments	11,176	4,581
	336,056	796,826

Other Transactions with Related Parties

Brett Montgomery is a Director of AIC Mines Limited. The Company and AIC entered into a Sublease Agreement dated 23 May 2023, whereby Asara sub-leases office space from AIC. The terms were agreed at arm's length and are on the same terms as AIC is receiving from the Lessor.

At 30 June 2024 the non-executive directors are owed $38,850 in fees.

All transactions between related parties are considered to be on normal commercial terms and conditions and are conducted on an arm's length basis. There are no other balances outstanding at the end of the reporting period and no loans with related parties.

17. Remuneration of Auditors

	Consolidated	
	2024 **$**	**2023** **$**
HLB Mann Judd		
Audit or review of the financial reports		
- Group	63,440	56,339
	63,440	56,339
ARTL Auditores Chile Ltda and their related network		
Audit or review of financial reports:		
- Subsidiaries and joint operations	5,997	6,025
	5,997	6,025

18. Related Parties

Directors and Key Management Personnel

Disclosures relating to Directors and key management personnel are set out in the Directors' Report and note 16.

Subsidiaries

Balances and transactions between the Company and its subsidiaries (detailed in note 20), which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

19. Parent Entity Disclosures

Financial Position	Parent Entity 2024 $	Parent Entity 2023 $
Assets		
Current assets	4,558,012	1,442,717
Non-current assets	23,442,663	21,372,650
Total assets	28,000,675	22,815,367
Liabilities		
Current liabilities	1,459,902	722,555
Non-current liabilities	8,062	70,374
Total liabilities	1,467,964	792,929
Net assets	26,532,711	22,022,438
Equity		
Share capital	115,698,714	112,607,002
Option reserve	143,257	302,481
Accumulated losses	(89,309,260)	(90,887,045)
Total equity	26,532,711	22,022,438
Profit/(Loss) for the year	1,407,385	(4,454,794)
Total comprehensive income	1,407,385	(4,454,794)

In 2023 and 2024 the parent entity did not enter into any guarantees in relation to the debts of its subsidiaries, enter into any commitments for the acquisition of property, plant and equipment or have any contingent liabilities.

The parent company applies the same accounting policies as the Group.

20. Subsidiaries and transactions with Non-Controlling Interests

(a) Interest in subsidiaries

Name of Subsidiary	Country of Incorporation	Ownership Interest 2024 %	Ownership Interest 2023 %
Golden Rim Chile Pty Ltd	Australia	100	100
Golden Rim Resources Burkina SARL	Burkina Faso	100	100
Paguanta Resources (Chile) SpA	Chile	100	100
Compania Minera Paguanta SA	Chile	74	74
Lafi Gold Limited	Guernsey	100	100
Kada Holdings Limited	Guernsey	51	51
Damissa Holdings Limited	Guernsey	-	75
Nemaro Gold SARL	Burkina Faso	100	100
Golden Rim Resources Guinea SARL	Guinea	*100	*100
Syli Resources SARL	Guinea	100	100
Vetro Gold SARL	Guinea	51	51

*100% legal ownership, but held on behalf of Kada Joint Venture

Paguanta Resources (Chile) SpA (**PRC**) owns shares in Compania Minera Paguanta SA (**CMP**). Lafi Gold Limited (**Lafi Gold**) owns 85% of the shares in Nemaro Gold SARL (**Nemaro**) while the Company owns the other 15% directly. Kada Holdings Limited owns 100% of the shares in Vetro Gold SARL. Damissa Holdings Limited was wound up during the year.

Shares in the other subsidiaries are held directly by the Company. The subsidiaries have share capital consisting solely of ordinary shares, and the proportion of ownership interests held is equal to the voting rights held by the Group. The country of incorporation is also their principal place of business.

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2024 and the results of all subsidiaries for the year then ended.

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

Asara has an ownership interest in Kada Holdings Limited of 51%. The Company has determined that it controls the entity through the contractual arrangements which provide the Company with the power to control the relevant activities of the entity. Kada Holdings limited is therefore judged to be a subsidiary of the Company.

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statements of profit or loss and other comprehensive income, changes in equity and financial position. These represent the non-controlling interests rights to a proportionate share of net assets upon liquidation. This is initially measured at the non-controlling interests proportionate share of net assets and subsequently changes by their share of changes in equity. Total comprehensive income is attributed even if this results in the non-controlling interests having a deficit balance.

(b) Significant restrictions

There are no significant restrictions noted in relation to these subsidiaries.

(c) Non-controlling interests

i) Set out below is summarised financial information for Compania Minera Paguanta SA in which a 25.5% (2023: 25.7%) ownership interest is held by non-controlling interests.

	2024 $	2023 $
Summarised Financial Position		
Current assets	20,625	25,712
Non-current assets	-	-
Total assets	20,625	25,712
Current liabilities	17,425	38,306
Non-current liabilities	1,153,276	1,120,551
Total liabilities	1,170,701	1,158,857
Net liabilities	(1,150,076)	(1,133,145)
Accumulated non-controlling interest	(2,074,319)	(2,000,761)
Summarised Financial Performance		
Loss for the period	(256,148)	(361,237)
Other comprehensive income	(31,893)	180,065
Total comprehensive income	(288,041)	(181,172)

	2024 $	2023 $
Summarised Cash Flows		
Cash outflow from operating activities	(186,841)	(361,187)
Cash inflow from financing activities	185,492	350,530
Net increase in cash and cash equivalents	(1,349)	(10,657)

ii) Below is summarised financial information for Kada Holdings Limited and its wholly owned subsidiary Vetro Gold Sarl. A 49.0% (2023: 49.0%) ownership interest is held by non-controlling interests.

	2024 $	2023 $
Summarised Financial Position		
Current assets	14,569	68,436
Non-current assets	13,666,684	12,340,447
Total assets	13,681,253	12,408,883
Current liabilities	357	619,157
Non-current liabilities	15,237,622	13,271,099
Total liabilities	15,237,979	13,890,256
Net liabilities	(1,556,726)	(1,481,373)
Accumulated non-controlling interest	681,988	835,786

	2024 $	2023 $
Summarised Financial Performance		
Loss for the period	(32,941)	(40,997)
Other comprehensive income	280,933	(306,952)
Total comprehensive income	247,992	(347,949)
Summarised Cash Flows		
Cash outflow from operating activities	(55,029)	(95,528)
Cash outflow from investing activities	(1,967,316)	(5,831,029)
Cash inflow from financing activities	1,966,524	5,987,881
Net increase in cash and cash equivalents	(55,821)	61,324

iii) Summarised financial information has not been disclosed for Damissa Holdings Limited as the company was closed down during the year. The company was inactive, immaterial and this information is not considered to have any value for users of this financial report.

21. Notes to the Statement of Cash Flows

(a) Reconciliation of Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents includes cash on hand and at call, deposits with banks, and investments in money market instruments net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Consolidated Statement of Financial Position as follows:

	Consolidated	
	2024 $	2023 $
Cash at bank	1,337,941	1,640,890

(b) Reconciliation of Loss after Income Tax to Net Cash Flow from Operating Activities

	Consolidated	
	2024 $	2023 $
Profit/(Loss) after income tax	1,457,391	(8,180,814)
Depreciation	70,952	86,843
Loss on sale of plant and equipment	33,421	1,676
Profit on sale of mineral tenements	(825,258)	-
Share based payments	11,176	4,581
Effect of foreign currency translation	(38,037)	201,593
Change in operating assets and liabilities:		
Decrease in receivables	12,428	138
Increase in other current assets	(2,507)	(6,365)
Increase/(decrease) in trade and other payables	971,758	(30,231)
Decrease in provision for employee entitlements	(182,789)	(19,483)
Impairment	(3,298,400)	5,759,151
Net cash outflow from operating activities	(1,789,865)	(2,182,911)

22. Financial Instruments

Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise cash and cash equivalents, trade and other s
The Group manages its exposure to key financial risks, including currency and interest rate risk in accordance with the Group's risk management policies and procedures. The objective of the Company's risk management policies and procedures is to identify key risks, understand the cause and impact of any risk, assess and prioritise each key risk and develop a plan to manage such risks, where applicable.

Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern. The group's overall strategy remains unchanged from 2023.

The capital structure of the Group consists of equity attributable to equity holders, comprising issued capital, reserves, retained earnings and non-controlling interests (as disclosed in notes 13, 14 and 20).

The Group is not subject to any externally imposed capital requirements.

Carrying Amounts of Financial Assets and Liabilities

The financial assets and financial liabilities of the Group are initially recognised at fair value and subsequently carried at amortised cost and their carrying amounts are disclosed in the table below.

The carrying amounts of financial assets and financial liabilities of the Group approximate their fair values.

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at fair value through other comprehensive income. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Group recognises interest income by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Interest income is recognised in profit or loss and is included in the "finance income – interest income" line item.

Carrying Amounts of Financial Assets and Liabilities of the Group

	Fixed Interest Rate		Floating Interest Rate		Non-interest Bearing		Total	
	2024 $	2023 $	2024 $	2023 $	2024 $	2023 $	2024 $	2023 $
Financial Assets								
Cash and cash equivalents	-	30,000	377,294	1,349,490	955,915	261,400	1,333,209	1,640,890
Trade and other receivables	-	-	-	-	23,836	37,953	23,836	37,953
Other financial assets	-	-	-	-	3,706	3,729	3,706	3,729
Total financial assets	-	30,000	377,294	1,349,490	983,457	303,082	1,360,751	1,682,572
Interest rate		3.00%	1.35%	1.55%				
Financial Liabilities								
Trade and other payables	-	-	-	-	321,222	1,293,851	321,222	1,293,851
Unearned income	-	-	-	-	825,258	-	825,258	-
Convertible note	527,500	-	-	-	-	-	527,500	-
Total financial liabilities	527,500	-	-	-	1,146,480	1,293,851	1,673,980	1,293,851
Interest rate	11.00%	-	-	-				

The fixed interest rate cash and cash equivalents are held in a term deposit.

Interest Rate Risk

The economic entity's exposure to interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate on classes of financial assets and liabilities. The Group does not have a major exposure in this area as the interest rate earned on deposited funds does not vary greatly from month to month.

Sensitivity Analysis

The Company has performed a sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in these risks.

The effect on loss and total equity as a result of changes in the interest rate with all other variables remaining constant would be as follows:

	Consolidated	
	2024 **$**	**2023** **$**
Change in profit		
- Increase interest rate by 1% (one basis point)	(1,227)	13,495
- Decrease interest rate by 1% (one basis point)	1,985	(13,491)
Change in equity		
- Increase interest rate by 1% (one basis point)	(1,227)	13,495
- Decrease interest rate by 1% (one basis point)	1,985	(13,491)

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security at balance date to recognised financial assets is the carrying amount of those assets, net of any provisions for doubtful debts, as disclosed in the Consolidated Statement of Financial Position and notes to and forming part of the financial statements. The Group does not have any material credit risk exposure to any single debtor or group of debtors under financial instruments it has entered into.

Foreign Currency Risk and Sensitivity

The Group undertakes transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arise. The Group does not hedge to reduce the foreign exchange risk as the Directors believe the risk is not significant. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date in Australian dollars are as follows:

	Consolidated	
	2024 **$**	**2023** **$**
Assets		
- CLP (Chilean peso)	30,245	25,416
- USD (US dollar)	894,512	171,491
- XOF (CFA franc)	13,663	17,273
- GNF (Guinea franc)	25,907	52,812
Foreign currency denominated monetary assets	964,327	266,992
Liabilities		
- CLP (Chilean peso)	59,107	50,990
- USD (US dollar)	820,004	35,744
- XOF (CFA franc)	145,861	292,187
- GNF (Guinea franc)	3,555	780,232
Foreign currency denominated monetary liabilities	1,028,527	1,159,153

Sensitivity Analysis

The table below details the Group's sensitivity to a 10% increase or decrease in the Australian dollar against the relevant foreign currencies.

	Consolidated		
	AUD	2024 $	2023 $
Change in profit / loss and equity			
- Increase in CLP rate by 10%	+10%	(2,624)	(2,325)
- Decrease in CLP rate by 10%	-10%	4,475	4,346
- Increase in USD rate by 10%	+10%	6,773	12,341
- Decrease in USD rate by 10%	-10%	(8,279)	(15,083)
- Increase in XOF rate by 10%	+10%	(12,018)	(24,992)
- Decrease in XOF rate by 10%	-10%	14,689	30,546
- Increase in GNF rate by 10%	+10%	2,032	(66,129)
- Decrease in GNF rate by 10%	-10%	(2,484)	80,824

Market Price Risk

The Group is not exposed to any material market price risk.

Liquidity Risk

The Group manages liquidity risk by monitoring forecast cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Liquidity risk table of Financial Liabilities

	Weighted average effective interest rate %	Less than 1 month $	1-3 months $	3 months to 1 year $	Total $
2024					
Non-interest bearing		243,535	42,687	-	286,222
Unearned income		-	825,258	-	825,258
Convertible note	11.0%	-	-	527,500	527,500
		243,535	867,945	527,500	1,638,980
2023					
Non-interest bearing		1,253,630	40,221	-	1,293,851

The following table details the Group's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Group's liquidity risk management as the liquidity is managed on a net asset and liability basis.

Liquidity risk table of Financial Assets

	Weighted average effective Interest rate %	Less than 1 month $	1-3 months $	3 months to 1 year $	1-5 years $	Total $
2024						
Non-interest bearing	-	979,751	-	-	3,706	983,457
Variable interest rate instruments	1.35	377,718	-	-	-	377,718
		1,357,469	-	-	3,706	1,361,175
2023						
Non-interest bearing	-	299,354	-	-	3,729	303,083
Variable interest rate instruments	1.55	1,351,232	-	-	-	1,351,232
Fixed interest rate instruments	3.00	-	30,298	-	-	30,298
		1,650,586	30,298	-	3,729	1,684,613

The amounts included above for variable interest rate instruments for both non-derivative financial assets and liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

23. Segment Information

The Group operates in one business, namely exploration for mineral resources in various geographical regions. The financial results from this business are presented to the Board which collectively performs the role of the chief operating decision maker on a geographical basis. Information on a geographical segment basis is presented below:

	Australia $	South America $	Africa $	Eliminations/ Unallocated $	Group $
2024					
Interest revenue	8,895	-	-	-	8,895
Gains/(losses)	(43,059)	-	-	-	(43,059)
Interest expense	(77,905)	-	-	-	(77,905)
Mineral exploration expenditure expensed	12,342	453,076	365,650	-	831,068
Depreciation expense	4,349	-	66,603	-	70,952
Impairment reversal	-	-	(3,298,400)	-	(3,298,400)
Segment result	(955,678)	(453,076)	2,866,145	-	1,457,391
Income tax expense	-	-	-	-	-
Non-current assets	17,576	-	23,500,207	-	23,517,783
Segment assets	1,277,189	30,506	26,901,501	-	28,209,196
Segment liabilities	1,467,963	59,107	149,415	-	1,676,485
Additions to non-current assets	13,361	-	1,789,778	-	1,803,139
2023					
Interest revenue	25,619	-	-	-	25,619
Gains/(losses)	(68,868)	-	(35)	-	(68,903)
Mineral exploration expenditure expensed	5,995	456,772	212,926	-	675,693
Depreciation expense	6,024	-	80,819	-	86,843
Impairment expense	-	2,478,633	3,280,518	-	5,759,151
Segment result	(1,671,111)	(2,935,405)	(3,574,298)	-	(8,180,814)
Income tax expense	-	-	-	-	-
Non-current assets	8,960	-	21,812,682	-	21,821,642
Segment assets	1,451,678	27,294	22,050,111	-	23,529,083
Segment liabilities	792,929	65,051	648,665	-	1,506,645
Additions to non-current assets	4,424	-	7,329,371	-	7,333,795

The accounting policies of the reportable segments are the same as the Group's accounting policies described in the notes to the financial statements. Segment result represents the results of each segment without allocation of central administration costs and Directors' salaries, share of losses of associates, investment income, gains and losses, finance costs and income tax expense. These are treated as corporate costs within the Australian segment. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

24. Contingent Assets and Liabilities

Contingent Asset

According to Guinea tax law, value added tax (**VAT**) paid in relation to the Company's Guinea tenements may be recovered from the Guinea tax authorities. No asset has been recognised in the Consolidated Statement of Financial Position as there is currently no certainty around timing for the recovery of the VAT or that the total VAT will be fully recovered. However, a contingent asset exists relating to total VAT paid to date. The total paid to the Guinea tax authorities to date has been capitalised as the acquisition of the Company's interest in the Kada Gold Project remains active.

Contingent Liabilities

1. Chilean exporters may recover the VAT paid with respect to their exports. Under certain circumstances, exporters may claim VAT credits in advance before exports are completed or the VAT has been incurred. CMP has received such VAT credits in advance of Chilean Unidad Tributaria Mensual (UTM) 31,340.58 which calculates to approximately AUD3.3 million at 30 June 2024 exchange rates (2023: AUD3.7 million). It is expected that CMP will, in the future, export mineral concentrates from its operations and the VAT credit received will be applied to reduce this advanced VAT credit over time. If CMP does not carry out the exports as approved, such amounts of VAT credits claimed in advanced must be paid back to the tax authorities.

2. Costa Rica Dos instigated legal proceedings in Chile regarding the Loreto Project in the form of a civil action for damages against the Company and Teck Chile. The civil action relates to predecessor exploration concessions over the ground comprising the Loreto Project that were historically held by Costa Rica Dos. Asara disputes any wrongdoing on its behalf and is currently assessing the veracity and merits of Costa Rica Dos' claim. The quantum and nature of what is being sought has not been disclosed by Costa Rica Dos.

25. Events Occurring after Balance Date

On 15 July 2024, the Company announced that it had executed a binding SPA with private gold exploration company BIC to sell its non-core Burkina Faso gold assets. Pursuant to the binding SPA, and subject to the satisfaction of certain conditions (detailed below), Asara will sell to BIC 100% of the issued capital in its wholly owned subsidiary GMRB which holds the licences for the Kouri and Babonga Projects for cash consideration totalling US$2.2 million.

The key terms of the SPA are as follows:

Conditions precedent: completion of the SPA is conditional on the satisfaction (or waiver) of the following:

- Asara receiving all requisite authorizations from the Burkina Faso Minister of Mines to sell the GMRB shares;
- prior to completion of the SPA there being no change in the laws of Burkina Faso that may result in Asara requiring further authorisations from Burkinabe governmental and regulatory authorities; and
- requisite amendments to GMRB's articles of association being completed.

Consideration: the cash consideration comprises the following:

- <u>First Payment:</u> a non-refundable cash payment of US$550,000 which has been paid to the Company;
- <u>Second Payment:</u> a cash payment of US$550,000 payable on execution of the SPA. The Company received this payment on 16 July 2024.
- <u>Completion Payment</u>: a cash payment of US$1.1 million payable on completion of the SPA;

Conduct of business: during the period between the date of the SPA and completion, Asara is subject to certain conduct of business restrictions regarding GMRB and its business that are customary for agreements of this nature;

Exclusivity: during the period between the date of the SPA and completion, Asara is subject to exclusivity arrangements in respect to the sale of the GMRB shares;

Termination: the SPA will terminate if the conditions precedent are not satisfied within 60 days of the date of the SPA (or such extended period as set out in the SPA if a change in Burkina Faso laws occurs) or by mutual agreement between the parties; and

Otherwise, the SPA contains other customary provisions for agreements of this nature, including representations and warranties being provided by the parties.

On the basis of this sale agreement, the Company has reversed the impairment that was previously charged against the Burkina assets, and reclassified the assets as held for sale at 30 June 2024. Further information on this treatment can be found in note 9.

On 18 July 2024, the Company repaid the outstanding balance ($500,000) of the Convertible Note to Capital DI Limited.

On 16 September 2024, the Company announced that it had agreed with BIC to extend the Longstop date under the SPA from 60 days to 120 days from the date of signing of the SPA, to provide for additional time to receive Burkina Faso regulatory approval.

On 17 September 2024, the Company announced that it had signed a binding Subscription Agreement with Barbet L.L.C FZ (**Barbet**) to raise US$950,000 (A$1.417m[3]) (**Placement**). The Placement is comprised of the issue of 118,090,890 fully paid ordinary shares at an issue price of $0.012, utilising the Company's placement capacity under ASX Listing Rule 7.1. Pursuant to the Subscription Agreement, Barbet is entitled to appoint one nominee as a Director of the Company, so long as Barbet owns at least 10% of the shares on issue. As at the date of this report, Barbet has not exercised this right.

On 30 September 2024, the Company received the Placement funds. As per the Subscription Agreement, the Company has 2 business days following receipt of cleared funds to issue the Placement Shares.

[3] USD: AUD Conversion rate of $0.67 on 15 September 2024 www.xe.com

Consolidated Entity Disclosure Statement

Name of entity	Type of entity	Trustee, partner or participant in joint venture	% of share capital held	Country of incorporation	Australian resident or foreign resident (for tax purposes)	Foreign tax jurisdiction
Asara Resources Ltd	Body corporate	n/a	n/a	Australia	Australian	n/a
Golden Rim Chile Pty Ltd	Body corporate	n/a	100%	Australia	Australian	n/a
Golden Rim Resources Burkina SARL	Body corporate	n/a	100%	Burkina Faso	Foreign	Burkina Faso
Paguanta Resources (Chile) SpA	Body corporate	n/a	100%	Chile	Foreign	Chile
Compania Minera Paguanta SA	Body corporate	Participant in JV	74%	Chile	Foreign	Chile
Lafi Gold Limited	Body corporate	n/a	100%	Guernsey	Foreign	Guernsey
Kada Holdings Limited	Body corporate	Participant in JV	51%	Guernsey	Foreign	Guernsey
Nemaro Gold SARL	Body corporate	n/a	100%	Burkina Faso	Foreign	Burkina Faso
Golden Rim Resources Guinea SARL	Body corporate	n/a	100%	Guinea	Foreign	Guinea
Syli Resources SARL	Body corporate	n/a	100%	Guinea	Foreign	Guinea
Vetro Gold SARL	Body corporate	Participant in JV	51%	Guinea	Foreign	Guinea

Directors' Declaration

The Directors declare that:

(a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;

(b) in the Directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 2(a) to the financial statements;

(c) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the Group;

(d) the consolidated entity disclosure statement is true and correct; and

(e) the Directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

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

On behalf of the Directors

Brett Montgomery

Non-Executive Chairman

30 September 2024

INDEPENDENT AUDITOR'S REPORT
To the Members of Asara Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Asara Resources Limited ("the Company") and its controlled entities ("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, the consolidated statement of changes in equity and 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.

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

(a) 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

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

Basis for Opinion

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

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HLB Mann Judd ABN 22 193 232 714
A Western Australian Partnership
Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849
T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Key Audit Matter	How our audit addressed the key audit matter
Exploration and evaluation assets/Asset held for sale Refer to note 9	
In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group capitalises all costs associated with acquisition and exploration of its mineral resources. As at 30 June 2024, the Group held capitalised exploration assets of $23,375,592. Also, the previously impaired Burkina Faso asset was in the process of being sold and the previously written-off impairment expense $3,298,400 was reversed to the recoverable value that the Group was going to receive for the sale of the project. This was noted as an Asset held for sale. Our audit focused on the Group's assessment of the carrying amount of the capitalised exploration and evaluation asset and asset held for sale, as this is the most significant assets of the Group. We planned our work to address the audit risk that the capitalised expenditure may no longer meet the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest the carrying amount of the exploration and evaluation assets may exceed their recoverable amounts. We ensured that asset held for sale was carried at its recoverable amount.	Our procedures included, but were not limited to: – Obtaining an understanding of the key processes associated with management's review of the carrying values of each area of interest; – Considering management's assessment of potential impairment indicators in addition to making our own assessment. This included reviewing the basis for management's reversal of impairment of the Burkina Faso assets; – Obtaining evidence that the Group has current rights to tenure over its areas of interest; – Considering the nature and extent of planned ongoing activities; – Substantiating a sample of expenditure by agreeing to supporting documentation; and – Examining the disclosures made in the financial report.

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:

(a) 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

(b) 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:

(c) 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; and

(d) the consolidated entity disclosure statement that is true and correct 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 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.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

HLB MANN JUDD
ADVISORY AND ACCOUNTING

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

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

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

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the Directors' Report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Asara Resources Limited for the year ended 30 June 2024 complies with Section 300A of the *Corporations Act 2001*.

Responsibilities

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

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
30 September 2024

B G McVeigh
Partner

Additional Shareholder Information

The following information as required by ASX Listing Rules is current as at 18 September 2024.

Distribution of Equity Securities

The Company has 882,175,350 ordinary fully paid shares quoted on ASX.

Distribution	Number of Holders	Number of Shares	% of Issued Capital
1 - 1,000	956	318,932	0.04
1,001 - 5,000	558	1,476,722	0.17
5,001 - 10,000	275	2,034,307	0.23
10,001 - 100,000	650	22,954,945	2.60
100,001 and over	302	855,390,444	96.96
Total holders	2,741	882,175,350	100

There are 2,215 shareholders holding less than a marketable parcel of shares in the Company.

The names of the 20 largest shareholders of shares, on an unconsolidated basis, are listed below:

	Name	Number of Shares	%
1	Capital DI Limited	132,300,000	15.00
2	BNP Paribas Nominees Pty Ltd <IB Au Noms Retail Client>	69,704,050	7.90
3	Jetosea Pty Ltd	66,047,795	7.49
4	Citicorp Nominees Pty Limited	37,486,345	4.25
5	Gold Elegant (HK) Investment Limited	30,000,000	3.40
6	Oceanview Road Pty Ltd	25,000,000	2.83
6	Goldrich Holdings Pty Ltd <Goldrich Investment A/C>	25,000,000	2.83
7	Wersman Nominees Pty Ltd	23,500,000	2.66
8	Equity Trustees Limited <Lowell Resources Fund A/C>	22,729,172	2.58
9	Lotaka Pty Ltd	20,500,000	2.32
10	Capital DI Limited	17,700,000	2.01
11	Sanperez Pty Ltd <P Chalmers Partnership A/C>	17,083,333	1.94
12	El-Raghy Kriewaldt Pty Ltd	16,000,000	1.81
13	Great Missenden Group Pty Ltd	15,162,500	1.72
14	Scintilla Strategic Investments Limited	15,000,000	1.70
15	Gold Elegant (HK) Investment Limited	14,000,000	1.59
16	Ram Platinum Pty Ltd <R Michaels Family A/C>	12,900,000	1.46
17	Ms Kym Adele McIntyre<Little Gem A/C>	12,326,837	1.40
18	Auralandia Pty Ltd	11,583,333	1.31
19	Curious Commodities Pty Ltd <Curious Commodities Trad A/C>	10,000,000	1.13
20	Olgen Pty Ltd	9,486,665	1.08
	TOTAL	**603,510,030**	**68.41**

Substantial Shareholders

Substantial shareholders as disclosed in the substantial shareholding notices received by the Company are:

Date	Entity	Number of Shares	%
2 January 2024	Capital DI Limited	138,000,001	17.41%
28 December 2023	BPM Investments Limited	58,000,000	7.32%
16 December 2022	Auralandia Group	24,954,779	6.36%
25 November 2021	Jetosea Pty Ltd	20,169,954	8.20%

Options

The Company has 25,000,000 unlisted options with various exercise prices and expiry dates on issue. Options do not entitle the holder to vote in respect of that Option, nor participate in dividends when declares, until such time as the Option is exercised and is subsequently registered as an ordinary share.

Number	Exercise Price	Expiry Date	Number of Holders
15,000,000	$0.045	24 February 2025	2
1,250,000	Nil	24 February 2025	1
1,250,000	Nil	24 February 2026	1
2,500,000	Nil	24 February 2027	1
5,000,000	$0.070	24 February 2027	1

Voting Rights

All ordinary fully paid shares carry one vote per ordinary share without restriction.

Restricted Securities

The Company does not have any restricted securities on issue.

On Market Buy Back

The Company is not currently undertaking an on-market buy back of its securities.