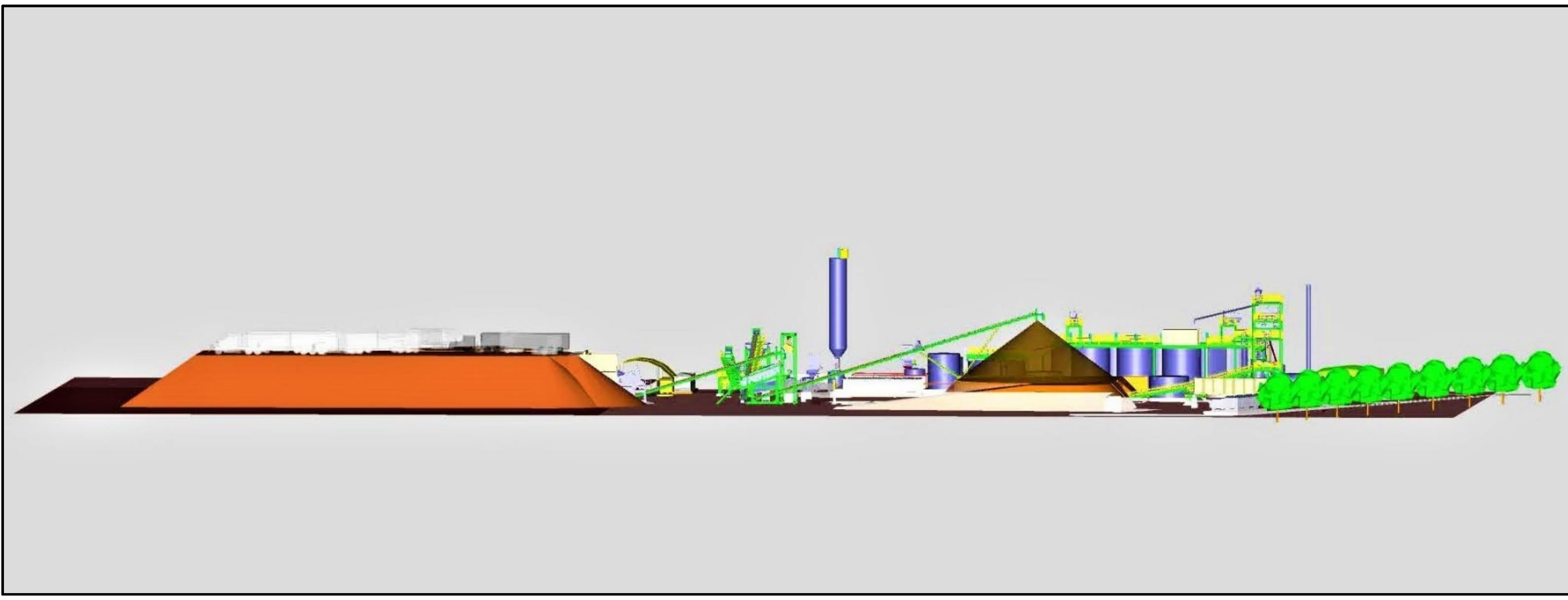
NAGAMBIE RESOURCES



2021 Annual Report

CORPORATE DIRECTORY

NAGAMBIE RESOURCES LIMITED ABN 42 111 587 163
NAGAMBIE DEVELOPMENTS PTY LTD ABN 37 130 706 311
NAGAMBIE LANDFILL PTY LTD ABN 90 100 048 075

REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS
533 Zanelli Road
Nagambie Vic 3608
PO Box 339
Telephone: (03) 5794 1750
Website: www.nagambieresources.com.au
Email: info@nagambieresources.com.au

DIRECTORS
Michael W Trumbull (Executive Chairman)
Alfonso M G Grillo (Non-Executive Director)
William T Colvin (Non-Executive Director)

CHIEF EXECUTIVE OFFICER
James C Earle

COMPANY SECRETARY
Alfonso M G Grillo

PRINCIPAL LEGAL ADVISER
GrilloHiggins Lawyers
Level 4, 114 William Street
Melbourne Vic 3000
Telephone: (03) 8621 8881
Website: www.grillohiggins.com.au

AUDITOR
William Buck
Level 20, 181 William Street
Melbourne Vic 3000

SHARE REGISTRY
Automic Pty Ltd
Level 3, 50 Holt Street
Surry Hills NSW 2010
Telephone: 1300 288 664
Website: www.automic.com.au

SECURITIES EXCHANGE LISTING
Nagambie Resources Limited shares are listed on the Australian Securities Exchange
ASX Code: NAG

TABLE OF CONTENTS

Front Cover: *Cross section view, looking west, of the Gold Toll Treatment Plant. 3D view on page 4.*

Note: Corporate Governance Statement

The Corporate Governance Statement was approved by the Board at the same time as this Annual Report and can be found at: https://www.nagambieresources.com.au/investor-information/corporate-governance-statement

NAGAMBIE RESOURCES

CHAIRMAN’S LETTER

Dear Shareholder

The Company was able to progress all of its’ projects in the last 12 months despite continuing Covid-19 lockdowns and health restrictions.

Last year I emphasised the new strategic gold exploration partnership between Nagambie Resources and Mawson Gold Limited (“Mawson”). This year has seen the development of another very important strategic partnership, this time with Golden Camel Mining Pty Ltd (“GCM”).

Gold Toll Treatment Plant Joint Venture with GCM

The Nagambie Mine site has long been recognised as an ideal location for a toll treatment plant. Located beside the Goulburn Valley Freeway and just north of the Hume Freeway, it could service numerous potential gold mines in central Victoria and further east in Victoria’s higher country – including several existing deposits north of Bendigo, Mawson’s Sunday Creek deposit to the south of Nagambie, Fosterville South Exploration’s Golden Mountain deposit to the east of Nagambie, and GCM’s Golden Camel deposit to the east of Fosterville.

The 50:50 joint venture with GCM makes perfect sense for both companies. Nagambie Resources is providing a developed site with all necessary existing infrastructure and within over 1,500 acres of freehold land that will allow for potential future plant expansions and future dry-stacked tailings areas. GCM provides all the funding for the construction and commissioning of the initial 180,000 tonnes per annum plant and first tailings area. GCM also provides the initial early years’ ore feed for the plant from its’ Golden Camel Mine oxide-gold deposit.

GCM have hit the ground running. Following the approval for the plant construction in August 2021, components for the CIL circuit began arriving in containers at the Nagambie Mine this month. GCM’s schedule calls for commissioning and first gold bar production in the June quarter 2022.

For Nagambie Resources shareholders, the toll treatment plant will be a great sustainable business producing strong cash flow and will add significant value to our over 3,300 sq km of gold exploration tenements. Most immediately, it greatly improves the potential economics of our most advanced 100%-owned gold exploration project, the Nagambie Mine Feeder Zone underground gold target.

Nagambie Mine Sulphide-Gold Feeder Zone Target

Deep oriented diamond drilling of the RAD002, NWD001 and NAD004 holes, all plus 1,000m in depth, was carried out during the year. Detailed logging of the sedimentary bedding strikes for the NWD001 and NAD004 holes, together with those for the earlier NAD001, NND001 and NND002 holes, now indicates consistent parallel curvature to the south west of the Nagambie Mine gold-hosting sediments towards the interpreted Wandean Crustal Fault (WCF).

The WCF is considered to be the source of the deep hydrothermal crustal fluids that resulted in the precipitation of the Nagambie Mine gold/arsenic/antimony mineralisation. The south-west sulphide-gold feeder zone target that results from this new geological interpretation extends for around 1.3 km between the West Pit and the WCF. The drilling of NAD005 into this target zone is well advanced and planning for NAD006 has commenced.

North East Link Project (NELP) and Potential PASS Contract

The Victorian Government “Big Build” timing has been affected by Covid-19. Following the close of tenders in May 2020, the Spark consortium was announced as the Preferred Bidder for the construction of NELP in June 2021. The signing of Financial Close documentation by the State and Spark, that would allow the finalisation of Spark subcontracts and the physical commencement of the project, is yet to occur.

The NELP will require the management of over five million tonnes of PASS rock to be excavated by large tunnel boring machines. The Spark consortium has been progressively engaging with Nagambie Resources for more specific technical and pricing information regarding “Underwater Storage” PASS Management at the Nagambie Mine and Nagambie Resources continues to be confident of being able to secure a significant contract.

$3.5 Million Convertible Note Fund Raising

In April this year, $3.5 million worth of Series 9 five-year Notes with a face value of $0.10 each were issued, the largest raising by the Company since its’ IPO in 2006. Uses of the funding included the strategic acquisition of a 565 acres farm immediately to the south of the mine, the continued diamond drilling of the Nagambie Mine Feeder Zone target, and the early redemption of all the Series 5 Notes totalling $0.6 million.

As usual I would again like to thank the Company’s very supportive and patient shareholders - also my fellow directors, the CEO and his team, our joint venture partners, and our various excellent consultants for another productive year.

Mike Trumbull
Executive Chairman

28 October 2021

CEO's OPERATIONS & EXPLORATION REVIEW

GOLD EXPLORATION

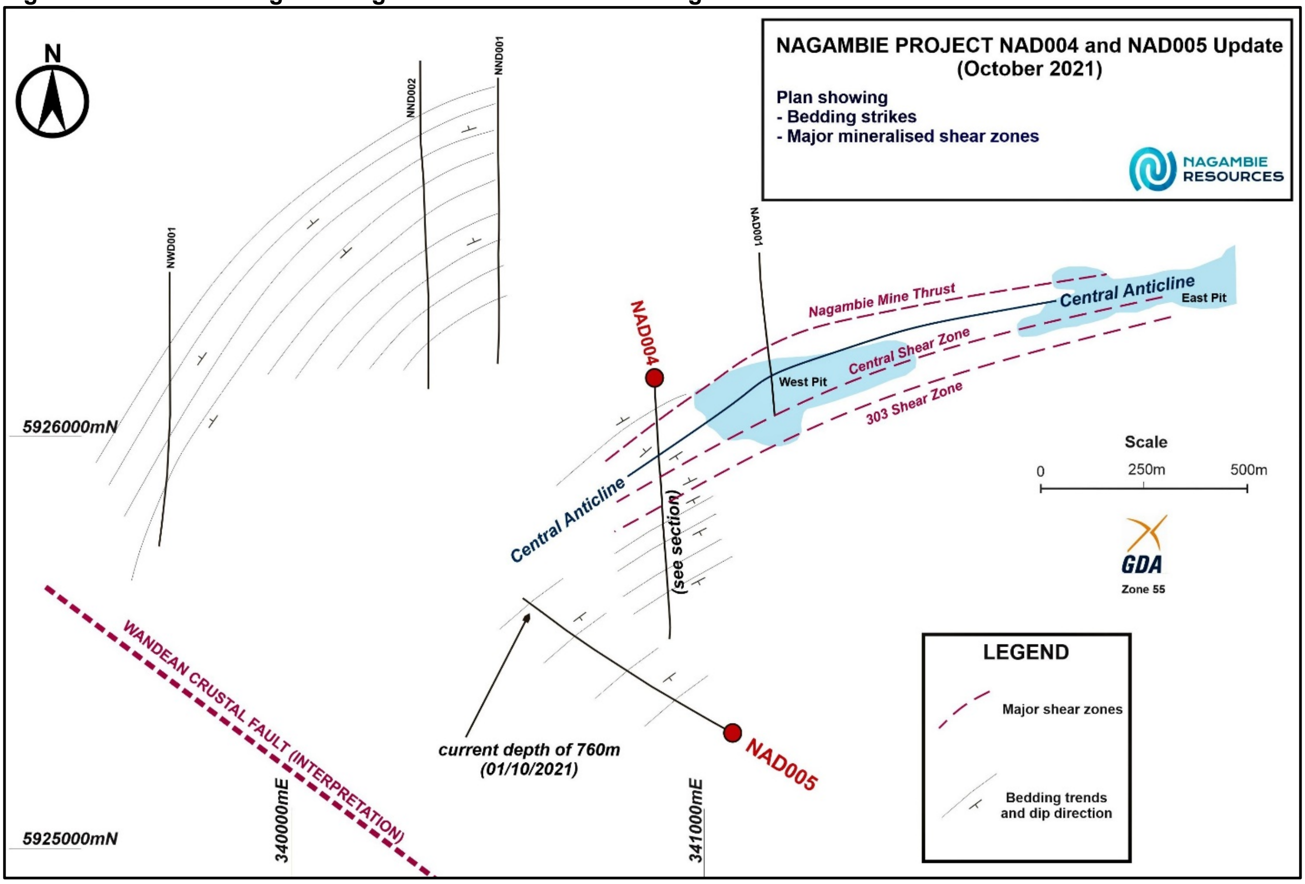
Gold exploration for Fosterville-style high-grade underground sulphide-gold deposits in Nagambie Resources' tenements continued to be methodically advanced during the year – both by Nagambie Resources at its' developing 100%-owned Nagambie Mine Feeder Zone target and by Mawson Gold Limited ("Mawson") at the Whroo and Redcastle joint venture properties.

Nagambie Resources' Diamond Drilling in 2020/2021

Deep diamond drilling of RAD002 (1,090m down hole depth into the Racecourse ground IP target), NWD001 (1,091m depth into the Nagambie West ground IP target) and NAD004 (1,084m depth into the Nagambie South West radial-down-the-hole IP target) was carried out during the year. Detailed logging of the sedimentary bedding strikes for the NWD001 and NAD004 holes, together with those for the NAD001, NND001 and NND002 holes, now indicates consistent parallel curvature to the south west of the Nagambie Mine bedding towards the Wandean Crustal Fault (WCF).

The WCF is considered to be the source of the deep hydrothermal crustal fluids that resulted in the precipitation of the Nagambie Mine gold/arsenic/antimony mineralisation. The south-west sulphide-gold target zone that results from this new geological interpretation extends for around 1.3 km between the West Pit and the WCF. The drilling of NAD005 into this target zone is nearing completion and planning for NAD006 is being carried out.

Figure 1 Plan showing Bedding Strike Curvature in the Nagambie Mine West Area



Gold Tenements

The Company's tenements as at 30 September 2021, totalling 3,384 sq km, are listed in Table 1.

GOLD TOLL TREATMENT PLANT AT THE NAGAMBIE MINE

During the year, Nagambie Resources ("NRL") and Golden Camel Mining Pty Ltd ("GCM") jointly submitted an application to the Strathbogie Shire for the construction, commissioning, operation and rehabilitation of a gold toll treatment plant at the Nagambie Mine. Following a community advertising period, during which no objections were received by the Shire, approval was granted in August 2021.

Principal terms of the Joint Venture ("JV") Agreement between NRL and GCM include:

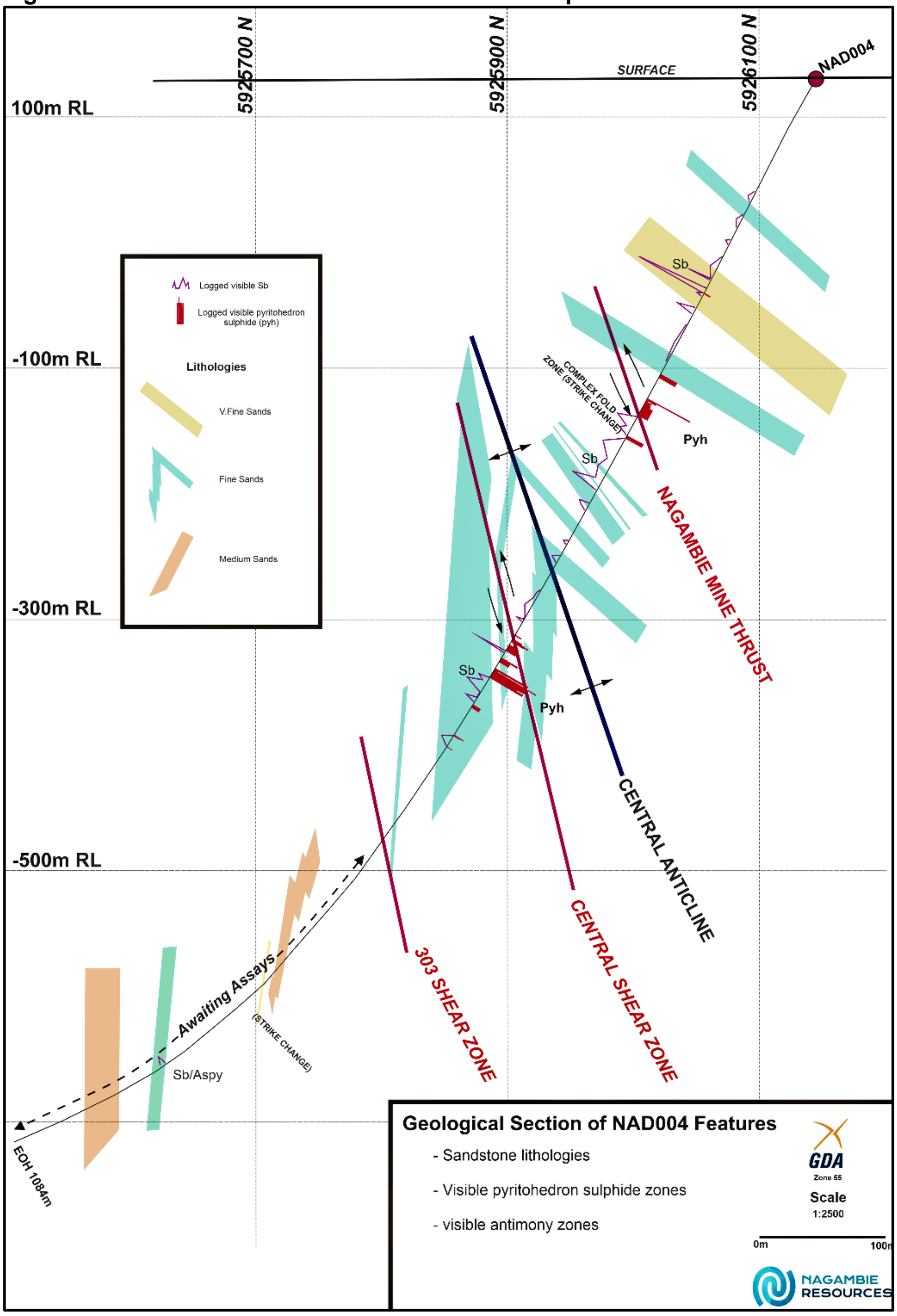
- For the initial treatment plant with a nominal capacity of 180,000 tonnes of ore per annum, GCM will pay for all the procurement, construction and commissioning costs and pay for the first fill of all consumables. GCM will also pay for the upgrade of associated site infrastructure such as the main mine entry, power supply and internal haul roads;

- ❖ Once steady state ore throughput and gold recovery has been achieved, all toll treatment revenues, operating costs, rehabilitation costs and sustaining capital will be shared 50:50 by NRL and GCM;
- ❖ All future plant expansions and gold recovery improvements will be paid for 50:50 by NRL and GCM;
- ❖ GCM will be the Manager of the JV with NRL and GCM being equally represented on the JV Committee. All JV Committee decisions will be unanimous and there will be no fee payable to the Manager;
- ❖ The initial ore will be trucked from GCM's Golden Camel Mine;
- ❖ Toll treatment charges for third parties providing ore to the plant will be approved by the JV Committee based on recommendations from the Manager; and
- ❖ If NRL proceeds to recover residual gold from the historic Nagambie Mine Heap Leach Pad using bacterial solutions, the JV will periodically treat the pregnant solution and pour gold bars to NRL's account.

The layout of the facility is shown in cross section on the front cover and in 3D in Figure 3. Detailed design is progressing and construction is scheduled to commence in November 2021 with commissioning to occur in the June 2022 quarter. Components for the CIL circuit arrived in containers in October 2021 (refer Photo 1).

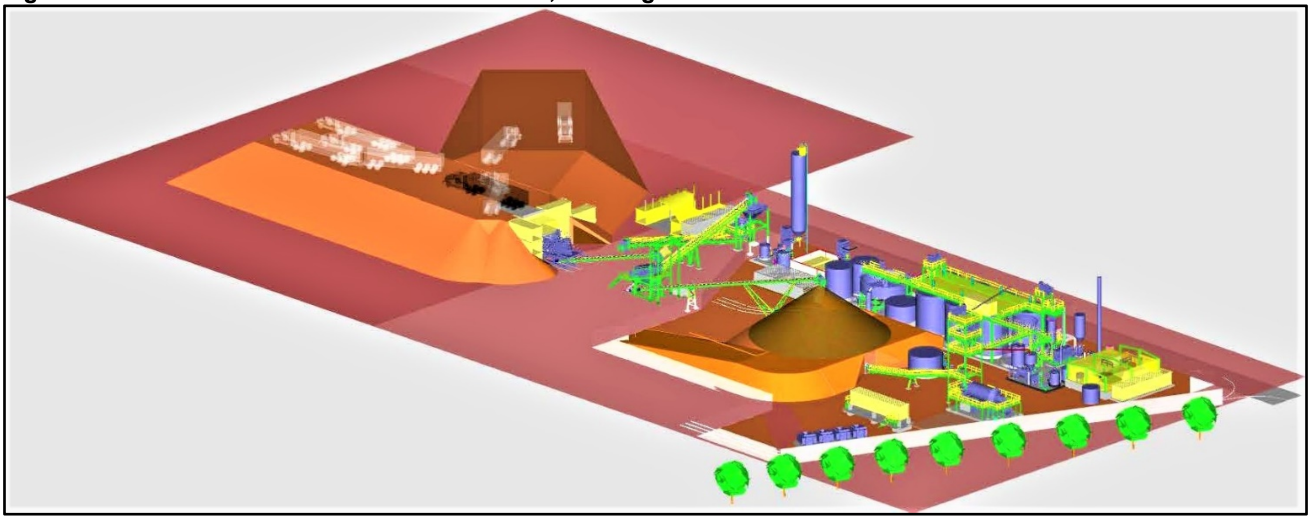
The facility will utilise leading technology to minimise environmental impacts. The JV is also investigating the option of augmenting grid power with renewable solar energy, utilising NRL's extensive land ownership surrounding the mine.

Figure 2 NAD004 Section – Sandstones and Sulphide Mineralisation



Tenement Number	Tenement Name	sq km
MIN 5412	**Nagambie Mining Licence**	3.6
EL 5430	**Bunganail Exploration Licence**	160.0
EL 5511	**Nagambie Central Exploration Licence**	24.0
EL 6158	**Rushworth Exploration Licence**	46.0
EL 6212	**Reedy Lake North Exploration Licence**	17.0
EL 6352	**Miepoll Exploration Licence**	342.0
EL 6421	**Pranjip Exploration Licence**	45.0
EL 6508	**Tabilk Exploration Licence**	33.0
EL 6606	**Gowangardie Exploration Licence**	89.0
EL 6719	**Euroa Exploration Licence**	81.0
EL 6720	**Tatura Exploration Licence**	145.0
EL 6731	**Arcadia Exploration Licence**	218.0
EL 6748	**Waranga Exploration Licence**	102.0
EL 6937	**Nagambie East Exploration Licence**	7.0
EL 6877	**Nagambie Exploration Licence**	8.0
EL 7205	**Angustown Exploration Licence**	49.0
EL 7207	**Arcadia Exploration Licence**	156.0
EL 7208	**Cullens Road Exploration Licence**	29.0
EL 7209	**Goulburn West Exploration Licence**	34.0
EL 7210	**Locksley Exploration Licence**	26.0
EL 7211	**Shepparton Exploration Licence**	485.0
EL 7212	**Shepparton North Exploration Licence**	321.0
ELA 7213	**Pederick Exploration Licence Application**	683.0
EL 7237	**Kirwans North (1) Exploration Licence**	20.0
EL 7238	**Kirwans North (2) Exploration Licence**	9.0
EL 7264	**Resource Recovery Exploration Licence**	1.0
ELA 7265	**Nagambie Town Exploration Licence Application**	8.0
EL 7594	**Miepoll East Exploration Licence**	47.0
ELA 7595	**Miepoll West Exploration Licence Application**	113.0
ELA 7690	**Nagambie South Exploration Licence Application**	4.0
RL 2019	**Doctors Gully Retention Licence**	4.0
	Total Waranga Domain	**3,309.6**
EL 5546	**Redcastle Exploration Licence**	51.0
EL 7498	**Cornella Exploration Licence**	19.0
EL 7499	**Sheoak Exploration Licence**	5.0
	Total	**3,384.6**

Figure 3 3D View of Gold Toll Treatment Plant, Looking South West



PASS PROJECT

Nagambie Resources has an Environment Protection Authority of Victoria (EPA)-approved Environment Management Plan (EMP) to store PASS in the legacy water-filled pits at the Nagambie Mine as part of the proposed rehabilitation of those pits. PASS capacity of the pits is over five million tonnes. The water in the Nagambie Mine open pits is naturally saline and alkaline, making it ideal for PASS management.

Photo 1 Components for the Gold Toll Treatment Plant in containers at the Nagambie Mine, October 2021

The Spark consortium has been announced as the Preferred Bidder for the construction of the North East Link in Melbourne, which will require the management of over five million tonnes of PASS rock to be excavated by large tunnel boring machines. The Spark consortium has been progressively engaging with Nagambie Resources for more specific technical and pricing information regarding "Underwater Storage" PASS Management at the Nagambie Mine.

POTENTIAL BACTERIAL RECOVERY OF GOLD IN HISTORIC HEAP LEACH PAD

Total recorded gold production from the Nagambie Mine cyanide heap between 1989 and 1997 was 134,000 ounces and Nagambie Resources considers that a significant amount of gold remains in the heap.

Nagambie Resources is investigating the ways it could recover residual gold from the heap using naturally-occurring bacteria and during the year selected a Perth laboratory to carry out the required bacterial speciation and gold bioleaching testwork. Samples of the heap leach material were sent to the laboratory so that DNA analysis of the native bacteria could be carried out. Bacteria strains from an external culture collection are also being analysed for their gold bioleaching capability.

James Earle
Chief Executive Officer

STATEMENT AS TO COMPETENCY

The Exploration Results in this report have been compiled by Adam Jones who is a Member of the Australian Institute of Geoscientists (MAIG). Adam Jones has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration, and to the activity which he is undertaking, to qualify as a Competent Person as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". He consents to the inclusion in this report of these matters based on the information in the form and context in which it appears.

FORWARD-LOOKING STATEMENTS

This report contains "forward-looking statements" within the meaning of securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as "may", "will", "expect", "target", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or other similar words, and include statements regarding certain plans, strategies and objectives of management and expected financial performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Nagambie Mining and any of its officers, employees, agents or associates. Actual results, performance or achievements may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Exploration potential is conceptual in nature, there has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource. Readers are cautioned not to place undue reliance on forward- looking statements and Nagambie Resources assumes no obligation to update such information.

Directors' Report

The directors of Nagambie Resources Limited submit herewith the annual financial report of the company and its controlled entities (the group) for the financial year ended 30 June 2021.

Directors

The names and particulars of the company directors in office during the financial year and until the date of this report are as follows. The directors were in office for the entire period unless stated otherwise.

Name	Particulars
MICHAEL W TRUMBULL *Non-Executive Director* Appointed 28 July 2005 *Non-Executive Chairman* Appointed 20 December 2007 *Executive Chairman* Appointed 13 September 2013	Michael Trumbull has a degree in mining engineering (first class honours) from the University of Queensland and an MBA from Macquarie University. A Fellow of the Australian Institute of Mining and Metallurgy, he has over 40 years of broad mining industry experience with mines / subsidiaries of MIM, Renison, WMC, CRA, AMAX, Nicron, ACM and BCD Resources. From 1983 to 1991, he played a senior executive role in expanding the Australian gold production assets of ACM Gold. From 1985 to 1987, he was Project Manager and then Resident Manager of the Westonia open pit gold mine and treatment plant in Western Australia. From 1987 to 1991, he was General Manager – Investments for the ACM Group. From 1993 to 2011, he was a Director of the BCD Resources Group and was involved in the exploration, subsequent mine development and operation of the Beaconsfield underground gold mine in Tasmania. From 1993 to 2003, he was the sole Executive Director of BCD and, from 2003 to 2004, was the Managing Director. *Other current Directorships of Listed Companies* None *Former Directorships of Listed Companies in last three years* None
ALFONSO M GRILLO *Non-Executive Director and* *Company Secretary* *Independent* Appointed 24 November 2017	Alfonso Grillo is a founding Partner at GrilloHiggins Lawyers. He holds a Bachelor of Arts and Bachelor of Law degree. Alfonso has over 20 years experience as a corporate lawyer, including company meeting practice and corporate governance procedures, fundraising and fundraising documentation, ASX Listing Rules and mergers and acquisitions. Alfonso advises resource industry companies in relation to mining and exploration projects, acquisition and divestment of assets, joint ventures and due diligence assessments. Alfonso has been a member of the Audit and Compliance Committee since his appointment. Other Current Directorships of Listed Companies None Former Directorships of Listed Companies in last three years None

GARY R DAVISON *Non-Executive Director* *Independent* Appointed 15 May 2019 Resigned 7 September 2021	Gary Davison is a mining engineer. He is Managing Director and principal Mining Engineer of Mining One Pty Ltd which he helped establish in August 2005, an employee-owned independent group which has over 60 technical consultants. Mining One provides expertise in Australia and internationally in resource geology, mine planning, geotechnical engineering, conceptual studies, feasibility studies and corporate strategic advice. Gary has over 40 years' experience in the mining industry in Australia and overseas. His career began at Renison, Tasmania in 1978 and he has worked at senior mine management levels in Tasmania, Western Australia, Victoria and New South Wales – covering principally underground, but also surface mines. In the early 1990's, Gary managed the Nagambie Mine open pit and heap leach treatment operations for Perseverance. Gary was chairman of the Audit and Compliance Committee until his resignation. *Other Current Directorships of Listed Companies* Westgold Resources Limited from 8 June 2021 *Former Directorships of Listed Companies in last three years* None
WILLIAM T COLVIN *Non-Executive Director* *Independent* Appointed 7 September 2021	Bill Colvin is both a Mining Engineer (BSc (Eng) Hons from the Royal School of Mines, London) and a Chartered Accountant (Institute Chartered Accountants of England & Wales). He worked as an auditor for Coopers & Lybrand in London and Sydney before commencing his executive mining career and has over 30 years of broad experience with mines / subsidiaries of RGC / Goldfields, MPI Mines / Leviathan Resources, Beaconsfield Gold / BCD Resources and currently Bayan Airag Exploration LLC. With Goldfields, Bill had various senior executive roles before becoming General Manager of the Henty Gold Mine in Tasmania and then General Manager, Group Operations. With MPI, he was the General Manager of the Stawell Gold Mine in Victoria, where he transformed the operation from a closure mode to a sustainable future, producing over 800,000 ounces of gold. He was CEO for the BCD Resources group for six years and championed a unique remote mining method that enabled the Beaconsfield Gold Mine to resume operations following its high-profile closure in 2006. As CEO for Bayan Airag, Bill supervised the permitting, construction and operational start-up of that company's 1 Mtpa gold-silver heap-leach mine in remote western Mongolia that faced difficult climatic, infrastructure and political challenges. The mine has been in continuous production since 2014 and the company is now advancing several other Mongolian copper-gold resources. Bill has been Chairman of the Audit and Compliance Committee since his appointment. *Other Current Directorships of Listed Companies* None *Former Directorships of Listed Companies in last three years* None

Chief Executive Officer

***JAMES C EARLE** BE (Geological) MEM MBA*

James Earle was appointed as Chief Executive Officer on 4 July 2016. He is a Geological Engineer with over 15 years broad experience with environmental impact assessments and approvals, waste management, environmental management plans, soil and water assessments and strategic advice. The majority of his experience has been in public infrastructure development and site-based environmental management.

He has held positions with consulting organisations and government departments in Australia and the UK. The most recent positions held by James were Manager of the Victorian practice of Ramboll Environ and prior to that he was a Senior Consultant, Service Group Manager and Principal Consultant at GHD. Both of these groups are global engineering and environmental consultancies. James has also lectured at the Australian National University.

Operating and Financial Review

Principal Activities

The principal activities of the group during the financial period were the exploration for, and development of, gold, associated minerals, and construction materials in Australia, and the investigation and development of waste handling assets.

Review of Operations

Deep diamond drilling of RAD002 (1,090m down hole depth into the Racecourse ground IP target), NWD001 (1,091m depth into the Nagambie West ground IP target) and NAD004 (1,084m depth into the Nagambie South West radial-down-the-hole IP target) was carried out during the year. Detailed logging of the bedding strikes for the NWD001 and NAD004 holes, together with those for the NAD001, NND001 and NND002 holes, now indicates consistent parallel curvature to the south west of the Nagambie Mine bedding towards the Wandean Crustal Fault (WCF). The WCF is considered to be the source of the deep hydrothermal crustal fluids that resulted in the precipitation of the Nagambie Mine gold/arsenic/antimony mineralisation. The south-west sulphide-gold target zone that results from this new geological interpretation extends for around 1.3 km between the West Pit and the WCF. The drilling of NAD005 into this target zone has commenced.

The Spark consortium has been announced as the Preferred Bidder for the construction of the North East Link in Melbourne, which will require the management of over five million tonnes of PASS rock to be excavated by large tunnel boring machines. The Spark consortium has been progressively engaging with Nagambie Resources for more specific technical and pricing information regarding "Underwater Storage" PASS Management at the Nagambie Mine.

Bacterial speciation and gold bioleaching testwork began at the Perth laboratory chosen by Nagambie Resources to investigate the recovery of residual gold from the 1990s heap leach pad at the Nagambie Mine. Samples of the heap leach material were sent to the laboratory so that DNA analysis of the native bacteria could be carried out. Bacteria strains from an external culture collection were also to be analysed for their gold bioleaching capability.

In the second half of the year, the Company and Golden Camel Mining Pty Ltd (GCM) applied for a Planning Permit from the Strathbogie Shire to construct and operate a 180,000 tonnes per annum gold toll treatment plant at the Nagambie Mine.

Nagambie Resources purchased the 565-acre farm immediately to the south of the East Pit at the Nagambie Mine for $905,000. Total contiguous freehold land controlled by the Company at the mine now exceeds 1,500 acres and provides further options for mine access, future treatment plant tailings storage etc.

Funding for the farm purchase came from the issue in April 2021 of $3.5 million of 5-year, 10.0% per annum interest convertible notes, convertible 1:1 into fully paid ordinary Nagambie Resources shares at any time during the term at 10.0 cents per note.

Covid-19 Impacts

The Covid-19 pandemic continued to affect activities throughout the year. Lockdowns in Melbourne and regional Victoria resulted in some exploration drilling delays and various site visits being delayed, although the internet and virtual meetings did allow personnel to work from home.

Likely Developments

During the 2022 financial year, Nagambie Resources is planning to:

1. Complete NAD005 and continue drilling the Nagambie South-West sulphide-gold target;
2. Assist Golden Camel wherever required to construct and commission the gold toll treatment at the Nagambie Mine;
3. Secure an "Underwater Storage" PASS Management contract with the Spark consortium for some of the over five million tonnes of PASS rock to be excavated from the road tunnels for the North East Link;
4. Continue the laboratory testwork to recover residual gold from the Nagambie Mine heap leach pad; and
5. Carry out detailed investigations for the commencement of mining of the sand and gravel resources established at the Nagambie Mine.

Financial Matters

The consolidated loss for the group for the year amounted to $1,717,138 after tax. This compared to a loss after tax for the year ended 30 June 2020 of $876,491. The increase of $840,647 in the loss for the year arises after a decrease in revenue of $20,998 an increase in expenditures of $92,025 and no R&D tax incentive of $727,624. After a gain on disposal of $455,484 and a decrease of $1,547,998 in the carrying value of the shares in Mawson Gold Limited is taken into account as Other comprehensive income there is a Total comprehensive loss of $2,808,652 for the year.

There were no new shares issued during the year but $3,500,000 raised from the issue of 35,000,000 convertible notes at 10 cents.

Changes in state of affairs

There was no significant change in the state of affairs of the Group during the financial year other than already disclosed.

Subsequent events

On the 16 July 2021 the balance of $814,500 was settled for the purchase of 228.6 hectares of farmland immediately to the south of the East Pit at the Nagambie Mine.
Gary Davison resigned as non-executive director of the company on 8 September 2021 and Bill Colvin was appointed non-executive director.
The Strathbogie Shire Council issued a planning permit for the removal of vegetation and the construction, operation, tailings disposal and rehabilitation of a gold toll treatment plant at the Nagambie Mine with Golden Camel Mining Pty Ltd.
On the 4 July 2021 2,000,000 share options expired.
Other than these disclosures there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature, likely in the opinion of the directors of the Company, to affect significantly the operations of the Group, the results of those operations, or state of affairs of the Group, in future financial years.

Environmental regulations

The company's exploration and mining tenements are located in Victoria. The operation of these tenements is subject to compliance with the Victorian and Commonwealth mining and environmental regulations and legislation.

Licence requirements relating to ground disturbance, rehabilitation and waste disposal exist for all tenements held. The directors are not aware of any ongoing breaches of mining and environmental regulations and legislation during the year and up to the date of this report.

Dividends

No dividends in respect of the current financial period have been paid, declared or recommended for payment (2020: Nil).

Share options

Share options granted to directors and executives

The following options were granted to directors and executives during the year:

Michael Trumbull (director)	4,000,000
Alfonso Grillo (director)	2,000,000
Gary Davison (director)	2,000,000
James Earle (chief executive officer)	2,000,000

Refer to page 10 of the remuneration report for full details.

Shares under option or issued on exercise of options

No options were exercised during the year.

Options on issue as at reporting date:

Number of options	Grant date	Vesting date	Expiry date	Exercise price
2,000,000	4/7/2016	4/7/2016	4/7/2021	25.5 cents
12,500,000	30/11/2016	30/11/2016	30/11/2021	25.0 cents
13,750,000	24/11/2017	24/11/2017	24/11/2022	10 cents
1,000,000	20/12/2017	20/12/2017	20/12/2022	14.1 cents
4,500,000	22/8/2018	22/8/2018	22/8/2023	12.6 cents
10,500,000	23/11/2018	23/11/2018	23/11/2023	10.8 cents
2,000,000	27/2/2019	27/2/2019	27/2/2024	12.0 cents
14,900,000	29/11/2019	29/11/2019	29/11/2024	10.0 cents
14,150,000	1/12/2020	1/12/2020	1/12/2025	10.0 cents
75,300,000				

Indemnification of officers and auditors

During the financial year, the company paid a premium in respect of a contract insuring the directors of the company (as named above), the company secretary, executive officers and any related body corporate against a liability incurred by a director, secretary or executive officer 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 financial year, 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 by an officer or auditor.

Directors' meetings

The following table sets out the number of directors' meetings (including meetings of committees of directors) held during the financial year and the number of meetings attended by each director (while they were a director or committee member).

During the financial year 6 board meetings and 3 audit and compliance committee meetings were held.

	Board of directors		Audit and compliance committee	
Directors	**Held**	**Attended**	**Held**	**Attended**
Michael Trumbull	6	6	-	-
Alfonso Grillo	6	6	3	3
Gary Davison	6	6	3	3

Directors' shareholdings and options

The following table sets out each director's relevant interest in shares, debentures, and rights or options on shares of the company or a related body corporate as at the date of this report.

Directors	Fully paid ordinary shares Number	Share options Number
Michael Trumbull	21,168,492	20,000,000
Alfonso Grillo	1,937,973	9,000,000
Bill Colvin	-	-
Gary Davison	586,038	6,000,000

Remuneration report (Audited)

Remuneration policy for directors and executives

Details of key management personnel

The directors and key management personnel of Nagambie Resources Limited during the financial year were:

Michael Trumbull	Executive Director
Alfonso Grillo	Non-Executive Director
Gary Davison	Non-Executive Director
James Earle	Chief Executive Officer

Remuneration Policy

The Board is responsible for determining and reviewing the compensation of the directors, the chief executive officer, the executive officers and senior managers of the company and reviewing the operation of the company's Employee Option Plan. This process requires consideration of the levels and form of remuneration appropriate to securing, motivating and retaining executives with the skills to manage the company's operations. The board of directors also recommends levels and form of remuneration for non-executive directors with reference to performance and when required, sought independent expert advice. The total sum of remuneration payable to non-executive directors shall not exceed the sum fixed by members of the company in general meeting.

In accordance with ASX Listing Rule 10.17, the current maximum aggregate compensation payable out of the funds of the company to non-executive directors for their services as directors is $250,000 per annum. For the year ending 30 June 2021, the board resolved that the executive chairman's remuneration be set at $150,000 (2020: $150,000) per annum excluding superannuation and share based payments. For non-executive directors, remuneration was set at $42,000 (2020: $42,000) per annum excluding superannuation and share based payments. Where a director performs special duties or otherwise performs consulting services outside of the scope of the ordinary duties of a director, then additional amounts will be payable.

There is no direct relationship between the company's remuneration policy and the company's performance. That is, no portion of the remuneration of directors, secretary or senior managers is 'at risk'. However, in determining the remuneration to be paid in each subsequent financial year, the board will have regard to the company's performance. Therefore, the relationship between the remuneration policy and the company's performance is indirect.

Options are issued to employees under the company's Employee Option Plan at the discretion of the board. Options issued to directors require the approval of shareholders at a general meeting. The purpose of the issue of options is to remunerate employees and directors as an incentive for future services. The directors consider it important that the company is able to attract and retain people of the highest calibre and believe that the most appropriate means of achieving this is to provide an opportunity to participate in the company's future growth and give them an incentive to contribute to that growth.

Relationship between the remuneration policy and company performance

The tables below set out summary information about the Group earnings and movements in shareholder wealth for the five years to June 2021.

	30 June 2021	30 June 2020	30 June 2019	30 June 2018	30 June 2017
Revenue	$285,175	$306,173	$328,904	$762,163	$669,836
Net loss before tax	$1,717,138	$1,604,115	$1,764,434	$1,187,261	$1,621,972
Net loss after tax	$1.717,138	$876,491	$1,485,048	$1,187,261	$1,621,972
Share price at start of year (cents)	5.2	4.4	16.0	4.7	16.5
Share price at end of year (cents)	8.0	5.2	4.4	16.0	4.7
Dividends paid	Nil	Nil	Nil	Nil	Nil
Basic earnings per share (cents)	(0.34)	(0.19)	(0.35)	(0.29)	(0.43)
Diluted earnings per share (cents)	(0.34)	(0.19)	(0.35)	(0.29)	(0.43)

Director and executive remuneration

The directors, executives and consultants detailed below received the following amounts as compensation for their services during the year:

		Short Term Benefits	Post Employment Benefits	Share Based Payment	Performance Related Benefits	Movement In Accrued Leave	Total
		Salary and fees	Superannuation	Options (non-cash)			
		$	$	$	$	$	$
Directors							
Michael Trumbull (1)	**2021**	**164,250**	**-**	**161,588**	**-**	**-**	**325,838**
	2020	164,250	-	113,916	-	-	278,166
Alfonso Grillo (2)	**2021**	**45,990**	**-**	**80,794**	**-**	**-**	**126,784**
	2020	45,990	-	77,964	-	-	102,948
Gary Davison (3)	**2021**	**45,990**	**-**	**80,794**	**-**	**-**	**126,784**
	2020	45,990	-	56,958	-	-	102,948
Chief Executive Officer							
James Earle (4)	**2021**	**200,000**	**19,000**	**80,794**	**-**	**15,297**	**315,091**
	2020	200,000	19,000	56,958	-	-	275,958
Total for Year	**2021**	**456,230**	**19,000**	**403,970**	**-**	**15,297**	**894,497**
Total for Year	2020	456,230	19,000	284,790	-	-	760,020

Apart from the contracts disclosed at (1) and (4) below there were no other contracts with management or directors in place during the 2021 and the 2020 financial years.

(1) Michael Trumbull is employed as Executive Chairman under a consultancy agreement which commenced on 1 July 2013 and is ongoing. The fixed annual remuneration level was set at $150,000 plus superannuation of $14,250 (2020: $150,000 plus superannuation of $14,250) plus provision of a motor vehicle and reimbursement of out of pocket expenses. The contract may be terminated upon giving 6 months notice by the company or 3 months by the Consultant. Apart from accrued entitlements there are no other termination benefits.

During the 2021 financial year, fees of $164,250 (2020: $164,250) were paid to Cypron Pty Ltd, an entity controlled by Michael Trumbull, for his services as a director of the company. At 30 June 2021, there was an amount of $45,168 (2020: $90,337) owing to Cypron Pty Ltd.

(2) During the 2021 financial year, fees of $45,990 (2020: $45,990) were paid to GrilloHiggins Lawyers, an entity in which Alfonso Grillo is a partner, for his services as a director of the company. The amount of $45,990 is comprised of $42,000 director's fee plus an allowance of $3,990 for superannuation. During the 2021 financial year the company also paid fees of $68,335 (2020: $99,802) to GrilloHiggins Lawyers for secretarial and legal services provided by Alfonso Grillo and other GrilloHiggins personnel.

At 30 June 2021, there was no amount (2020: $3,437) owing to GrilloHiggins.

(3) Gary Davison was appointed a director on 15 May 2019. During the 2021 financial year he was paid $45,990 (2020: $45,990) for his services as a director of the company. The amount of $45,990 is comprised of $42,000 director's fee plus an allowance of $3,990 for superannuation.

At 30 June 2021, there was an amount of $3,990 (2020: $0) owing to Gary Davison.

(4) James Earle is employed as the Chief Executive Officer under an employment agreement which commenced on 8 August 2016 and is ongoing. The fixed remuneration is $200,000 per annum plus superannuation. He is also entitled to a cash incentive bonus subject to performance hurdles. For the 2021 financial year there was no cash bonus paid (2020: $0). The agreement may be terminated by either party upon giving 3 months notice. Apart from accrued entitlements, there are no other termination benefits.

Shareholdings of key management personnel

	Balance 1 July 2020	Granted as remuneration	On exercise of options	Net change (1)	Balance 30 June 2021
Michael Trumbull	21,168,492	-	-	-	21,168,492
Alfonso Grillo	1,937,973	-	-	-	1,937,973
Gary Davison	586,038	-	-	-	586,038
James Earle	1,258,287	-	-	-	1,258,287
Total	**24,950,790**	**-**	**-**	**-**	**24,950,790**

(1) Net change refers to on and off market acquisitions/disposals.

Executive Options

The Group has an ownership-based remuneration scheme for staff and executives (including executive and non-executive directors) of the company. In accordance with the provisions of the scheme, as approved by shareholders at a previous annual general meeting, staff and executives of the company may be granted options to purchase parcels of ordinary shares at an exercise price determined at the discretion of the board of directors.

Each share option converts into one ordinary share of Nagambie Resources Limited on exercise by the payment of the exercise price. No amounts are paid or payable by the recipient on receipt of the options. The options carry neither right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is at the discretion of the board of directors of the company.

The options granted expire five years after their issue or one month after the resignation of the staff member or executive, whichever is the earlier, or as otherwise determined by the board of directors. There are 75,300,000 share options on issue under this plan, of which 48,000,000 are held by directors and key management personnel and 27,300,000 are held by other current and former executives and employees.

Options on issue at the end of the financial year

Number of options	Grant date	Vesting date	Expiry date	Exercise price
2,000,000	4/7/2016	4/7/2016	4/7/2021	25.5 cents
12,500,000	30/11/2016	30/11/2016	30/11/2021	25 cents
13,750,000	24/11/2017	24/11/2017	24/11/2022	10 cents
1,000,000	20/12/2017	20/12/2017	20/12/2022	14.1 cents
4,500,000	22/8/2018	22/8/2018	22/8/2023	12.6 cents
10,500,000	23/11/2018	23/11/2018	23/11/2023	10.8 cents
2,000,000	27/2/2019	27/2/2019	27/2/2024	12.0 cents
14,900,000	29/11/2019	29/11/2019	29/11/2024	10.0 cents
14,150,000	1/12/2020	1/12/2020	1/12/2025	10.0 cents
75,300,000				

Value of options issued to directors and executives

The following grants of share-based payment compensation to directors and executives relate to the 2021 financial year:

Name	Option series	Number granted	Number vested	% of grant vested	% of grant forfeited	% of compensation for year consisting of options
Michael Trumbull	issued 1/12/2020	4,000,000	4,000,000	100%	0%	49.6%
Alfonso Grillo	issued 1/12/2020	2,000,000	2,000,000	100%	0%	63.7%
Gary Davison	issued 1/12/2020	2,000,000	2,000,000	100%	0%	63.7%
James Earle	issued 1/12/2020	2,000,000	2,000,000	100%	0%	26.9%

The following table summarises the value of options granted, exercised or lapsed during the 2021 financial year to directors and executives:

Name	Value of options granted during the year (i)	Value of options exercised during the year (ii)	Value of options lapsed during the year (iii)
	$	$	$
Michael Trumbull	161,588	Nil	$40,000
Alfonso Grillo	80,794	Nil	$10,000
Gary Davison	80,794	Nil	Nil
James Earle	80,794	Nil	Nil

(i) The value of options granted during the period is recognised in compensation at the grant date which is also the vesting date. The assessed value was 4.04 cents per option.
(ii) No options were exercised during the reporting period.
(iii) 5,000,000 directors options and no executives options lapsed during the reporting period.

Option holdings of key management personnel

	Balance 1 July 2020	Granted as remuneration	Options Exercised	Options Lapsed	Balance 30 June 2021	Vested and exercisable at 30 June 2021
Michael Trumbull	20,000,000	4,000,000	-	(4,000,000)	20,000,000	20,000,000
Alfonso Grillo	8,000,000	2,000,000	-	(1,000,000)	9,000,000	9,000,000
Gary Davison	4,000,000	2,000,000	-	-	6,000,000	6,000,000
James Earle	11,000,000	2,000,000	-	-	13,000,000	13,000,000
Total	**43,000,000**	**10,000,000**	**-**	**(5,000,000)**	**48,000,000**	**48,000,000**

This concludes the Remuneration report which has been audited.

Corporate Governance

The Company's Corporate Governance Statement and other corporate governance related documents may be accessed from the Company's website at https://www.nagambieresources.com.au/investor-information/corporate-governance-statement.

Non-audit services

As detailed in note 27 to the financial statements, no amount has been paid to the auditor during the financial year for non-audit services.

Auditor's independence declaration

The auditor's independence declaration is attached to this directors' report.

Proceedings on behalf of the company

No person has applied for leave of court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of these proceedings.

Signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the directors

Michael W Trumbull
Executive Chairman

Melbourne
28 September 2021

Auditor’s Independence Declaration

AUDITOR’S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF NAGAMBIE RESOURCES LIMITED

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2021 there have been:

— no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

— no contraventions of any applicable code of professional conduct in relation to the audit.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN: 59 116 151 136

A. A. Finnis
Director

Melbourne, 28 September 2021

ACCOUNTANTS & ADVISORS
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Melbourne VIC 3000
Telephone: +61 3 9824 8555
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Statement of Profit and Loss and Other Comprehensive Income for the financial year ended 30 June 2021

		Consolidated	
	Note	**2021 $**	2020 $
Revenue	4	**285,175**	306,173
Corporate expenses		**(529,296)**	(575,860)
Cost of sales and rehabilitation		**(19,061)**	(10,287)
Depreciation		**(225,899)**	(205,982)
Employee benefits expense	4	**(676,779)**	(547,428)
Impairment of assets	10	**-**	(107,303)
Interest expense		**(551,278)**	(463,428)
Loss before income tax		**(1,717,138)**	(1,604,115)
Income tax benefit	5	**-**	727,624
Loss for the year after tax		**(1,717,138)**	(876,491)
Other comprehensive income *Items that will not be re-classified to profit or loss*			
Movement in Fair Value of investments		**(1,091,514)**	1,236,697
Total comprehensive income (loss) for the year		**(2,808,652)**	360,206
Loss per share calculated on Loss for the year after tax Basic and diluted loss per share in cents	6	**(0.34)**	(0.19)

The accompanying notes form part of these financial statements

Statement of Financial Position
as at 30 June 2021

	Note	Consolidated 2021 $	2020 $
Current assets			
Cash and cash equivalents	16(b)	**1,359,055**	224,057
Deposit paid		**90,500**	-
Trade and other receivables	7	**76,298**	75,235
Equity investments at fair value	8	**2,039,706**	1,977,054
Total current assets		**3,565,559**	2,276,346
Non-current assets			
Security deposits	9	**739,559**	709,213
Equity investments at fair value	8	**-**	1,977,055
Property, plant and equipment	11	**254,101**	284,013
Right of use assets	12	**544,162**	743,579
Exploration and evaluation assets	10	**13,282,132**	12,149,498
Total non-current assets		**14,819,954**	15,863,358
Total assets		**18,385,513**	18,139,704
Current liabilities			
Trade and other payables	13	**359,250**	246,725
Borrowings	17	**-**	300,000
Lease liabilities		**254,640**	279,349
Provisions	18	**47,522**	32,303
Contract liabilities		**41,876**	41,188
Total current liabilities		**703,288**	899,565
Non-current liabilities			
Borrowings	17	**7,134,000**	4,234,000
Lease liabilities		**62,076**	287,092
Provisions	18	**23,063**	18,927
Total non-current liabilities		**7,219,139**	4,540,019
Total liabilities		**7,922,427**	5,439,584
Net assets		**10,463,086**	12,700,120
Equity			
Issued capital	14	**27,284,103**	27,284,103
Options reserve	15	**2,562,295**	2,105,677
Asset revaluation reserve	15	**(311,301)**	1,236,697
Accumulated losses		**(19,072,011)**	(17,926,357)
Total equity		**10,463,086**	12,700,120

The accompanying notes form part of these financial statements

Statement of Changes in Equity
for the financial year ended 30 June 2021

	Note	Consolidated Issued capital $	Options reserve $	Asset revaluation reserve $	Accumulated losses $	Total $
Balance at 30 June 2019		24,123,551	1,828,340	-	(17,196,866)	8,755,025
Loss for the year		-	-	-	(876,491)	(876,491)
Other comprehensive income		-	-	1,236,697	-	1,236,697
Total comprehensive income		**-**	**-**	**1,236,697**	**(876,491)**	**360,206**
Transactions with owners in their capacity as owners						
Shares issued during the year	14(b)	3,163,800	-	-	-	3,163,800
Share issue expenses		(3,248)	-	-	-	(3,248)
Recognition of share based payments		-	424,337	-	-	424,337
Transfer on lapse of options		-	(147,000)	-	147,000	-
Balance at 30 June 2020		**27,284,103**	**2,105,677**	**1,236,697**	**(17,926,357)**	**12,700,120**
Loss for the year		-	-	-	(1,717,138)	(1,717,138)
Other comprehensive income		-	-	(1,091,514)	-	(1,091,514)
Total comprehensive income		**-**	**-**	**(1,091,514)**	**(1,717,138)**	**(2,808,652)**
Transactions with owners in their capacity as owners						
Recognition of share based payments		-	571,618	-	-	571,618
Transfer gain on disposal of investment		-	-	(456,484)	456,484	-
Transfer on lapse of options		-	(115,000)	-	115,000	-
Balance at 30 June 2021		**27,284,103**	**2,562,295**	**(311,301)**	**(19,072,011)**	**10,463,086**

The accompanying notes form part of these financial statements

Statement of Cash Flows
for the financial year ended 30 June 2021

	Note	Consolidated 2021 $	Consolidated 2020 $
Cash flows from operating activities			
Receipts from customers		**246,367**	327,309
Receipts from Aust. Taxation Office – Cash Flow Boost		**32,108**	-
Payments to suppliers and employees		**(521,637)**	(779,204)
Interest received		**4,408**	11,213
Interest paid		**(551,278)**	(422,325)
R&D tax incentive		**-**	727,624
Net cash used in operating activities	16(a)	**(790,032)**	(135,383)
Cash flows from investing activities			
Payments for exploration expenditure		**(1,232,634)**	(1,235,018)
Receipt from Mawson Gold JV option		**100,000**	-
Payments for security bonds		**(30,000)**	(71,653)
Proceeds from sale of Clonbinane Goldfield assets		**-**	528,867
Receipts from disposal of plant and equipment		**5,000**	-
Receipts from disposal of investments		**822,889**	-
Deposit paid for land		**(90,500)**	-
Net cash used in investing activities		**(425,245)**	(777,804)
Proceeds from issue of shares		**-**	660,552
Proceeds (repayment) of borrowings		**(300,000)**	300,000
Proceeds from issue of convertible notes		**2,900,000**	200,000
Repayment of lease liabilities		**(249,725)**	(248,296)
Net cash provided by financing activities		**2,350,275**	912,256
Net increase (decrease) in cash and cash equivalents		**1,134,998**	(931)
Cash and cash equivalents at the beginning of the financial period		**224,057**	224,988
Cash and cash equivalents at the end of the financial period	16(b)	**1,359,055**	224,057

The accompanying notes form part of these financial statements

Notes to the Financial Statements
for the financial year ended 30 June 2020

1. General information

Nagambie Resources Limited (the Company) is a listed for-profit public company, incorporated in Australia and operating in Victoria. The registered office and principal place of business for the Company are located at 533 Zanelli Road, Nagambie Vic 3608. These financial statements were authorised for issue on the date of the signing of the attached Directors' Declaration.

2. Significant accounting policies

Statement of compliance
The financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*, Australian Accounting Standards and Interpretations. The financial statements include the consolidated financial statements of the group.

Compliance with Australian Accounting Standards (AASBs) ensures that the financial statements and notes of the group comply with International Financial Reporting Standards ('IFRS').

Basis of preparation
The financial statements have been prepared on an accruals basis using historical cost with the exception of certain assets measured at fair value. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, which is the functional and presentation currency of the Company and its controlled entities. Comparative information where necessary has been reclassified in order to achieve consistency in presentation with amounts disclosed in the current year.

Changes in accounting policies
Other than the policies described below there have been no changes in accounting policies.

The following significant accounting policies have been adopted in the preparation and presentation of the financial statements:

(a) Going concern
The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation and settlement of liabilities in the normal course of business.

(b) Basis of consolidation
The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (referred to as 'the group' in these financial statements). The Group 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.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

(c) Cash and cash equivalents
Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(d) Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be wholly settled within 12 months of the reporting date are recognised in current liabilities in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

2. Significant accounting policies (continued)

Other long-term employee benefits

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

(e) Exploration and evaluation assets

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset 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 end of the reporting period 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 initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measure of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

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 the development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance will then be reclassified to capitalised development costs.

(f) Impairment of tangible assets

At the end of each reporting period, the group reviews the carrying amounts of its tangible 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).

Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are 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 in profit or loss immediately.

Where 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 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 (or cash-generating unit) in prior years.

2. Significant accounting policies (continued)

(g) Income tax

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is accounted for using the liability method. Temporary differences are differences between the tax base of an asset or liability and its carrying amount in the statement of financial position. The tax base of an asset or liability is the amount attributed to that asset or liability for tax purposes.

In principle, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit.

A deferred tax liability is not recognised in relation to taxable temporary differences arising from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, branches and associates, and interests in joint ventures except where the group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with these investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at 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 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.

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the statement of profit or loss and other comprehensive income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(h) Research & development tax incentive

The Research & development (R&D) tax incentive refund relates to eligible R&D activities undertaken by the group. The tax credit is recognised when the money is received from the Australian Taxation Office. This credit is recognised in current tax (refer note 2(g) above).

(i) Right of use assets

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

Right of use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. When the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

2. Significant accounting policies (continued)

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

(j) Lease liabilities

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

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following; future lease payments arising from a change in an index or a rate used, residual guarantees, lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the following right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Depreciation is calculated on a straight line basis so as to write off the net cost amount of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes recognised on a prospective basis.

(k) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

Depreciation is provided on property, plant and equipment except for freehold land.

Depreciation is calculated on a straight line basis so as to write off the net cost amount of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes recognised on a prospective basis.

The range of useful lives for each class of plant equipment for the year were:

Plant and equipment:	4-10 years
Computer equipment:	3-5 years
Motor vehicles:	3-5 years

The gain or loss arising on disposal or retirement of an item of property, plant or equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit and loss.

(l) Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(m) Revenue

Revenue is measured at the fair value of the consideration received or receivable.

Sale of rock revenue

Revenue from the sale of rock is measured at the fair value for the consideration received or receivable. The revenue is recognised when the rock is removed from the company premises. There are no cartage expenses as the customer utilises their own assets to source and remove the rock.

Interest revenue

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

2. Significant accounting policies (continued)

Rental revenue

Property rental income is recognised on a straight-line basis over the period of the lease term. When rental income is received in advance at the end of a period it is recognised as income in the following period to which it relates.

Government Grants

Government grants are recognised when the Group has reasonable assurance that conditions will be complied with and the grant will be received

(n) Share-based payments

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value is measured by use of a Binomial option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed when options are granted since in all cases there is no delay until options are vested.

Equity-settled share-based payment transactions with other parties are measured at the fair value of the goods and services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(o) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

ii. for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are presented on a net basis. The GST components of cash flows arising from investing or financial activities which are recoverable from a payable to the taxation authority are presented as operating cash flows.

(p) Trade and other payables

Accounts payable and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the company during the reporting period which remain unpaid. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(q) Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

(r) Borrowings

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

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

Convertible notes are initially classified as a financial liability until extinguished on conversion or redemption. The corresponding interest on convertible notes is expensed to profit or loss.

(s) Finance costs

Finance costs are expensed in the period in which they are incurred, including interest on bank accounts and interest on short-term and long-term borrowings.

(t) Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification.

2. Significant accounting policies (continued)

Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

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

(u) Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the company intends to hold and has irrevocably elected to classify them as such upon initial recognition. There are two types of FVOCI accounting under AASB 9 (Equity FVOCI and Debt FVOCI)

(v) Impairment of financial assets

The company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

(w) Critical accounting estimates and judgements

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the group may commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and directly allocating overheads between those that are expensed and capitalised.

In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest or activities that are not at a stage that permits a reasonable estimate of the existence of economically recoverable reserves. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Management have assessed the balance of capitalised exploration costs in line with future planned exploration activities and the group's accounting policy and have determined that no impairment was necessary. If a tenement has been relinquished or reduced, then an impairment charge is taken. This charge is generally based on the pro-rata area reduced, however there can be other reasons for not using such an approach. When a tenement is not relinquished or reduced but is thought to be of reduced carrying value then an impairment based on management's estimate of fair value has been applied. Any charge for impairment is recognised in profit or loss immediately and also shown at Note 9.

Rehabilitation of tenements

The group has considered whether a provision for rehabilitation of any tenement is required. The directors do not consider that such a provision is necessary due to the fact that rehabilitation is being undertaken on a progressive basis. Whilst the company is in exploration phase it cannot reliably estimate the scope and costs of rehabilitation work that will need to be undertaken.

2. Significant accounting policies (continued)

Recovery of deferred tax assets

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

Share based payments

The group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Binomial valuation method of taking into account the terms and conditions upon which the instruments were granted. The company employs an external consultant to complete the valuation and this takes into account the expected volatility of the share price as one of the key components of the valuation. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Fair value of convertible notes

Under the group's accounting policy for convertible notes with cash redemption features, at initial recognition an amount equal to the fair value of the convertible notes issued is recognised as a financial liability ("debt"), and the residual value, being the proceeds of consideration less the debt component recognised at fair value, is recognised in equity.

On initial recognition, the directors have assessed the terms of the convertible notes and determined that in their view the fair value of the debt component is equal to the proceeds such that there is no residual amount to be allocated to an equity component. In making this determination, the directors are of the view that the value of the consideration received, net of costs, provided reliable evidence of the fair value of the debt component of the convertible note.

(x) Fair value measurement hierarchy

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

(y) Parent entity information

In accordance with the *Corporations Act 2001*, these financial statements present the results of the group only. Supplementary information about the parent entity is disclosed in note 29.

3. New Accounting Standards for Application in Current and Future Periods

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods and which the Company has decided not to early adopt. In the directors' view none of these standards and interpretations will have a material effect on these financial statements,

Standard	Mandatory date for annual reporting periods beginning on or after	Reporting period standard adopted by the company
The revised Conceptual Framework for Financial Reporting	1 January 2020	1 July 2020
AASB 2018-6 Amendments to Australian Accounting Standards – Definition of a Business	1 January 2020	1 July 2020
AASB 2018-7 Amendments to Australian Accounting Standards – Definition of Material	1 January 2020	1 July 2020
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of liabilities as Current or Non-Current	1 January 2023	1 July 2023

4. Revenue and expenses

	Consolidated	
	2021	2020
	$	$
The loss before income tax includes the following items of revenue and expenses.		
(a) Revenue		
Revenue from contracts with customers		
Rental income	**211,798**	190,542
Sale of rock and quarry products	**18,005**	44,851
Other sales	**9,107**	
Other revenue		
Government cash flow boost	**30,438**	50,730
Interest	**4,754**	11,213
Sundry income	**11,073**	8,837
Total revenue	**285,175**	306,173
(b) Expenses		
Employee benefits expense		
Employee benefits	**77,898**	95,785
Share based payments expense	**571,618**	424,337
Superannuation expense	**27,263**	27,1306
	676,779	547,428
Interest expense on lease liabilities	**31,549**	27,630

5. Income tax

(a) Income tax expense		
Loss from operations	**(1,717,138)**	(1,604,115)
Prima facie tax benefit calculated at 30% (2020: 30%)	**515,141**	481,235
Add tax effect of:		
- Non deductible expenses	**3,323**	5,201
- Share based payments	**(171,485)**	(127,301)
Less tax effect of:		
Current year tax loss not recognised	**(346,979)**	(359,135)
Add R&D tax incentive	**-**	727,624
Income tax benefit	**-**	727,624
(b) Deferred tax asset		
A deferred tax asset attributable to tax losses and timing differences has not been brought to account due to the uncertainty of recoverability in future periods.	**5,527,182**	5,180,203

6. Loss per share

Basic and diluted loss per share is calculated as net loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Net loss	**1,717,138**	876,491
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	**499,932,346**	458,442,320
Basic and diluted loss per share in cents	**0.34**	0.19

As discussed in Note 22, the company has issued options over its unissued share capital. All these options are anti-dilutive in nature due to the company incurring losses and the share price being less than the exercise price. They therefore have not been incorporated into the diluted earnings per share calculation.

7. Receivables

Trade receivables	**628**	16,901
Other receivables	**75,670**	58,334
Total receivables	**76,298**	75,235

8. Equity investments at fair value

Current assets		
Shares in Mawson Gold Limited	**2,039,706**	1,977,054
Non-current assets		
Shares in Mawson Gold Limited	**-**	1,977,055
Total equity investments at fair value	**2,039,706**	3,954,109

Total Equity Investments at fair value 30 June 2020	**3,954,109**
Sale of investments during the period at fair value	**(366,405)**
Revaluation on investments held 30 June 2021	**(1,547,998)**
Total equity investments at fair value 30 June 2021	**2,039,706**

The shares shown above as current assets are those which are available for sale within the next 12 months. There are no shares subject to escrow periods which expire beyond that time.

The difference between fair value at balance date and the cost at the date of the transaction for equity investments is $1,091,514 loss (2020 $1,236,697 profit). This amount is reflected in an Asset revaluation reserve and shown at Note15.

Financial assets at fair value through other comprehensive income relate to Mawson Gold Limited which are ordinary shares in a company listed on the Toronto Stock Exchange. These have been valued at the quoted prices at accordance with AASB 13, using Level 1 of the fair value hierarchy – quoted prices (unadjusted) in active markets for identical assets or liabilities

AASB 13 'Fair Value Measurement' requires disclosure of fair value measurements by level of the fair value hierarchy, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

9. Security deposits

Non-current assets		
Security deposits - environmental bonds (i)	**589,559**	559,213
Deposit on land	**150,000**	150,000
Total other assets	**739,559**	709,213

(i) Security deposits – environmental bonds

The company holds security deposits, in the form of term deposits with its banker. These are guarantees for performance conditions set by the Department of Economic Development, Jobs, Transport and Resources Victoria on mining tenements held by the company. Those guarantees are held to cover any future rehabilitation obligations the company may have on the mining tenements. When all obligations in relation to a mining tenement are finalised, the relevant guarantee will be released and associated environmental bond will be redeemed. The deposits are shown as non-current assets since it is not expected that they will be repaid during the coming 12 months. These cash deposits earn interest for the company.

10. Exploration and evaluation assets

	Consolidated 2021 $	2020 $
Balance at beginning of the year	**12,149,498**	11,768,062
add Exploration costs capitalised for the year	**1,232,634**	1,235,018
less Disposal of Clonbinane Goldfield tenements	**-**	(746,279)
less Impairment charge	**-**	(107,303)
Less Mawson Gold Limited option conditions payment	**(100,000)**	-
Balance at end of the year	**13,282,132**	12,149,498

During the financial year the group reassessed the recoverable value of all tenement areas to which exploration costs have been capitalised and no amount was deemed applicable as an impairment charge. This matter is discussed further in 'Critical accounting estimates and judgements' at Note 2(v).

11. Property, plant and equipment

	Consolidated				
	Land and buildings $	**Plant and equipment $**	**Computer equipment $**	**Motor vehicles $**	**Total $**
Gross carrying amount					
Balance at 1 July 2020	45,063	390,873	25,951	106,211	568,098
Additions	-	-	-	-	-
Disposals	-	-	-	(20,000)	(20,000)
Balance at 30 June 2021	**45,063**	**390,873**	**25,951**	**86,211**	**548,098**
Accumulated depreciation					
Balance at 1 July 2020	-	(158,954)	(22,578)	(102,553)	(284,085)
Depreciation expense	-	(25,077)	(1,177)	(228)	(26,482)
Disposals	-	-	-	16,570	16,570
Balance at 30 June 2021	**-**	**(184,031)**	**(23,755)**	**(86,211)**	**(293,997)**
Net book value					
As at 30 June 2020	45,063	231,919	3,373	3,658	284,013
As at 30 June 2021	**45,063**	**206,842**	**2,196**	**-**	**254,101**

12. Right of use assets

	Consolidated			
	Land and buildings $	**Plant and equipment $**	**Motor vehicles $**	**Total $**
Gross carrying amount				
Balance at 1 July 2020	416,523	609,674	88,932	1,115,129
Additions	-	-	-	-
Balance at 30 June 2021	**416,523**	**609,674**	**88,932**	**1,115,129**
Accumulated depreciation				
Balance at 1 July 2020	(98,650)	(224,170)	(48,730)	(371,550)
Depreciation expense	(131,534)	(53,580)	(14,303)	(199,417)
Balance at 30 June 2021	**(230,184)**	**(277,750)**	**(63,033)**	**(570,967)**
Net book value				
As at 30 June 2020	317,873	385,504	40,202	743,579
As at 30 June 2021	**186,339**	**331,924**	**25,899**	**544,162**

12. Right of use assets (continued)

Land and buildings consists of the group's rental lease for farm land in Nagambie (remaining term is 29 months, no option to extend is included in valuation). For calculation of the value the group has used a discount rate based on weighted average incremental borrowing rate of 10%.

Plant and equipment consists of the group's rental lease for equipment. For calculation of the value the group has used a discount rate based on weighted average incremental borrowing rate of 10%.

Motor vehicles consists of the group's rental leases for motor vehicles. For calculation of the value the group has used a discount rate based on weighted average incremental borrowing rate of 10%.

13. Trade and other payables

	Consolidated	
	2021	2020
	$	$
Trade payables	**182,173**	96,149
Other payables	**177,077**	150,576
	359,250	246,725

14. Issued capital

	2021	2020
(a) Issued and paid capital	**$**	$
Ordinary shares fully paid	**27,284,103**	27,284,103

(b) Movements in shares on issue

	Year ended 30 June 2021		Year ended 30 June 2020	
	Number of shares issued	**Issued capital $**	Number of shares issued	Issued capital $
Balance at beginning of the year	**499,932,346**	**27,284,103**	437,407,802	24,123,551
Movements during the year				
Placement of shares				
November 2019 issue price 5.3 cents	-	-	1,132,076	60,000
March 2020 issue price of 5.0 cents	-	-	50,000,000	2,500,000
Share purchase plan				
November 2019 issue price 5.3 cents	-	-	11,392,468	603,800
Share issue expenses	-	-	-	(3,248)
Balance at end of the year	**499,932,346**	**27,284,103**	499,932,346	27,284,103

(c) Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on the shares held.

Ordinary shares entitle their holder to one vote, either in person or proxy, at a meeting of the company. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

Share options granted under the employee share option plan

As at 30 June 2021 there were 27,300,000 (2020 29,450,000) options over ordinary shares in respect of the employee share option plan. These options were issued in accordance with the provisions of the employee share option plan to executives and senior employees. Of these options 27,300,000 were vested by 30 June 2021 (2020: 29,450,000).

Share options granted under the employee share option plan carry no rights to dividends and have no voting rights. Further details of the employee share option plan are contained in note 22 to the financial statements.

14. Issued capital (continued)

Other share options on issue
As at 30 June 2021 there were 48,000,000 options over ordinary shares issued to directors (2020:43,000,000). Of these options 48,000,000 were vested by 30 June 2021 (2020: 43,000,000).

The options carry no rights to dividends and have no voting rights. Further details of these options are shown in note 22 to the financial statements.

(d) Capital management

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

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

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

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

The capital risk management policy remains unchanged from the 30 June 2020 Financial Statements.

15. Reserves

	Consolidated	
	2021 **$**	2020 $
Options reserve		
Balance at beginning of the year	**2,105,677**	1,828,340
Recognition of share based payments	**571,618**	424,337
Value of options exercised	**-**	-
Value of options lapsed	**(115,000)**	(147,000)
Balance at end of the year	**2,562,295**	2,105,677

The options reserve represents the fair value of unvested and vested ordinary shares under options granted to directors, consultants and employees.

Asset revaluation reserve		
Balance at beginning of the year	**1,236,697**	-
Decrease on Equity investment at fair value	**(1,091,514)**	-
Increase on Equity investments at fair value	**-**	1,236,697
Transfer gain on disposal of investment	**(456,484)**	-
Balance at end of the year	**(311,301)**	1,236,697

16. Notes to the statement of cash flows

(a) Reconciliation of loss after tax to net cash flows from operations		
Net loss for the period	**(1,717,138)**	(876,491)
Depreciation of property, plant and equipment	**225,899**	205,982
Profit on disposal of plant and equipment	**(1,570)**	-
Share based payment expense	**571,618**	424,337
Non-cash interest on lease liabilities	**-**	41,104
Impairment of assets	**-**	107,303
Changes in assets and liabilities		
(Increase)/Decrease in receivables	**(1,409)**	(8,840)
Increase/(Decrease) in creditors	**113,213**	(53,640)
Increase/(Decrease) in employee provisions	**19,355**	24,862
Net cash from (used in) operating activities	**(790,032)**	(135,383)

(b) Reconciliation of cash

Cash and cash equivalents comprise:		
Cash on hand and at call	**1,359,055**	224,057
	1,359,055	224,057

(c) Non-cash investing activity

Equity investments acquired by issue of shares	**-**	2,500,000
Equity investments acquired by sale of tenements	**-**	217,412
	-	2,717,412

17. Borrowings

Current		
Unsecured convertible notes (i)	**-**	-
Loan – Shareholder	**-**	300,000
	-	300,000
Non-current		
Unsecured convertible notes (i)	**7,134,000**	4,234,000
	7,134,000	4,234,000
Total borrowings	**7,134,000**	4,534,000

(i) The Company has four series of unsecured Convertible Notes outstanding for a total of $7,134,000.

Series 6: 18,000,000 Notes issued at 10 cents on 17 November 2017 for a total of $1,800,000
Series 7: 7,000,000 Notes issued at 10 cents on 27 February 2019 for a total of $700,000
Series 8: 22,680,000 Notes issued at 5 cents on 19 January 2020 for a total of $1,134,000
Series 9: 35,000,000 Notes issued at 10 cents on 13 April 2021 for a total of $3,500,000

Each series of Convertible Note has the following terms:

- Interest is payable at 10% per annum every six months after the issue date;
- Convertible on a 1 for 1 basis into ordinary shares in the company at any time prior to the maturity date at the option of the note holder;
- Redeemable for cash in full after 5 years, if not converted;
- Unsecured but rank ahead of shareholders; and
- Protected for reorganisation events such as bonus issues and share consolidations.

Series 5 Notes with a total value of $600,00 were rolled into Series 9.
Total cash received for Series 9 was $2,900,000.

18. Provisions

	Consolidated	
	2021 **$**	2020 $
Current		
Employee benefits	**47,522**	32,303
Non-current		
Employee benefits	**23,063**	18,927
Total provisions	**70,585**	51,230

19. Commitments

(a) Planned exploration expenditure

The amounts detailed below are the minimum expenditure required to maintain ownership of the current tenements held. An obligation may be cancelled if a tenement is surrendered.

19. Commitments (continued)

Not longer than 1 year	**1,301,005**	1,038,640
Longer than 1 year and not longer than 5 years	**2,909,687**	2,038,261
Longer than 5 years	**-**	-
	4,210,692	3,076,901

(b) Property acquisition with deferred settlement

As noted in the 2020 Annual Financial Report the company is in the process of purchasing a farming property in the Nagambie area. The balance due on or before 15 October 2022 will be $1,513,488. The land as an asset and the balance due at settlement as a liability have been brought to account as a Right of use – Land and buildings and the liability as a lease liability in respect of the rental prior to acquisition.

A contract to purchase a second farming property comprising of approximately 228.6 hectares for $905,000 was signed in April 2021 with a deposit of $90,500 being paid. The balance of $814,500 is due to settle mid July 2021.

20. Contingent Liabilities

Apart from the matter discussed in Note 9 the group has no contingent liability as at 30 June 2021 (2020: Nil).

21. Financial instruments

The board of directors is responsible for monitoring and managing the financial risk exposures of the group, to which end it monitors the financial risk management policies and exposures and approves financial transactions and reviews related internal controls within the scope of its authority. The board has determined that the only significant financial risk exposures of the group are liquidity risk and market risk. Other financial risks are not significant to the group due to the following:

- It has no foreign exchange risk as all of its account balances and transactions are in Australian Dollars;
- It has no significant outstanding receivable balances that have a credit risk;
- Its mining operations are in the exploration phase and therefore have no direct exposure to movements in commodity prices;
- All of the interest bearing instruments are held at amortised cost which have fair values that approximate their carrying values since all cash and payables (except for convertible notes refer note 17) have maturity dates within one financial year. Term deposits on environmental bonds and convertible notes have interest rate yields consistent with current market rates;
- All of the financing for the group is from equity and convertible note instruments, and
- The group has no externally imposed capital requirements with the exception of an ASX requirement to not issue more than 25% of its share capital through a placement in a 12-month period.

(a) Categories of financial instruments

	Consolidated	
	2021 **$**	2020 $
Financial assets		
Cash and cash equivalents	**1,359,055**	224,057
Receivables	**76,298**	75,235
Equity investments at fair value	**2,039,706**	3,954,108
Financial liabilities		
Lease liabilities	**316,716**	566,441
Trade and other payables	**359,250**	246,725
Borrowings	**7,134,000**	4,534,000

(b) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the board of directors, who have built an appropriate liquidity risk management framework for the management of the group's funding and liquidity management requirements. The group manages liquidity risk by maintaining sufficient cash balances to meet obligations as and when they fall due.

The following tables detail the company's and the group's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the group can be required to pay. The table includes both interest and principal cash flows.

Consolidated liabilities	**Interest rate**	**Less than 1 month**	**1-3 months**	**3+ months to 1 year**	**1-5 years**	**5+ years**
	%	**$**	**$**	**$**	**$**	**$**
2021						
Trade and other payables		**103,789**	**24,037**	**231,423**	**-**	-
Lease liabilities	**10.0**	**24,010**	**48,020**	**182,610**	**62,076**	-
Borrowings	**10.0**	**-**	**-**	**-**	**7,134,000**	-
		127,799	**72,057**	**414,033**	**7,196,076**	-
2020						
Trade and other payables		98,451	126,486	21,698	-	-
Lease liabilities	10.0	24,010	48,020	207,319	287,092	-
Borrowings	10.0	-	-	300,000	4,234,000	-
		122,461	174,506	529,017	4,521,092	-

(c) Market risk

The group is exposed to price risk in relation to equity investments which it holds in Mawson Gold Limited. These shares are listed on the Toronto Stock Exchange and the price will fluctuate. The following table shows the impact of a 50% change in the price of those listed securities.

	Average price increase			**Average price decrease**		
	% change	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Shares in Mawson Gold Limited	+50%	Nil	$1,019,853	-50%	Nil	($1,019,853)

22. Share-based payments

The group has an ownership-based remuneration scheme for executives (including executive directors) of the group. In accordance with the provisions of the scheme, as approved by shareholders at a previous annual general meeting, executives with the company may be granted options to purchase parcels of ordinary shares at an exercise price determined at the discretion of the board of directors. Each executive share option converts into one ordinary share of Nagambie Resources Limited on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither right to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry. The number of options granted is at the discretion of the board of directors. The options granted expire five years after their issue, or one month after the resignation of the executive, whichever is the earlier. The total of options on issue is 75,300,000 (2020: 72,450,000). Of these 27,300,000 (2020: 29,450,000) have been issued to executives and employees and the balance of 48,000,000 (2020: 43,000,000) have been issued to directors and key management personnel.

Information with respect to the number of all options granted including executive options is as follows.

	30 June 2021		30 June 2020	
	Number of options	**Exercise price**	Number of options	Exercise price
Balance at beginning of period	**72,450,000**		67,650,000	
granted	**14,150,000**	**10 cents**	14,900,000	10 cents
exercised	**-**		-	
lapsed	**(11,300,000)**	**10 cents**	(10,100,000)	10 cents
Balance at end of period	**75,300,000**		72,450,000	

22. Share-based payments (continued)

Options on issue at the end of the reporting period

Number of options	Grant date	Vesting date	Expiry date	Exercise price	Fair value at grant date
2,000,000	4/7/2016	4/7/2016	4/7/2021	25.5 cents	3.40 cents
12,500,000	30/11/2016	30/11/2016	30/11/2021	25 cents	3.44 cents
13,750,000	24/11/2017	24/11/2017	24/11/2022	10 cents	2.80 cents
1,000,000	20/12/2017	20/12/2017	20/12/2022	14.1 cents	2.80 cents
4,500,000	22/8/2018	22/8/2018	22/8/2023	12.6 cents	3.90 cents
10,500,000	23/11/2018	23/11/2018	23/11/2023	10.8 cents	3.90 cents
2,000,000	27/2/2019	27/2/2019	27/2/2024	12.0 cents	3.90 cents
14,900,000	29/11/2019	29/11/2019	29/11/2024	10.0 cents	2.85 cents
14,150,000	1/12/2020	1/12/2020	1/12/2025	10.0 cents	4.04 cents
75,300,000					

(i) **Exercised during the financial year**
There were no options exercised during the financial year

(ii) **Equity-settled employee benefits reserve**
The equity-settled employee benefits reserve arises on the grant of share options to executives and senior employees under the employee share option plan. Amounts are transferred out of the reserve and into issued capital when the options are exercised.

(iii) There are no vesting conditions for the above options

The weighted average fair value of the share options granted during the financial year is 4.04 cents (2020: 3.90 cents). Options were priced using a Binomial option valuation model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option), and behavioural considerations. Expected volatility is based on the historical share price volatility over the past 3 years. The options may be exercised early, but not before vesting date.

Inputs into the valuation model			
Grant date	1/12/2020	Option life	5 years
Options Issued	14,150,000	Dividend yield	Nil
Share price at grant date	6.3 cents	Risk free interest rate	0.32%
Exercise price	10.0 cents	Vesting date	1/12/2020
Expected volatility	94.6%		

23. Key Management personnel compensation

	Consolidated	
	2021	2020
	$	$
Short-term employee benefits	**456,230**	456,230
Post-employment benefits	**19,000**	19,000
Movement in Accrued Leave	**15,297**	-
Share-based payment	**403,970**	284,700
	894,497	760,020

24. Subsidiaries

		Ownership interest	
Name of entity	**Country of incorporation**	**2021 %**	2020 %
Parent entity			
Nagambie Resources Limited	Australia	-	-
Subsidiaries			
Nagambie Developments Pty Ltd	Australia	100	100

property owning entity			
Nagambie Landfill Pty Ltd	Australia	100	100
no business activity conducted during the year			

25. Related party transactions

Transactions with key management personnel and related parties

There were no related party transactions undertaken during the year other than disclosures already identified elsewhere in this report.

26. Segment information

The group operates in one principal geographical area – in Australia. The group carries out exploration for, and development of gold associated minerals and construction materials in the area. During the year the group earned $169,341 (2020 $164,752) of its rental income described in note 4 from the Department of Defence. There was no other major reliance on any other customer.

27. Remuneration of auditors

	Consolidated	
	2021	2020
	$	$
Auditor of the parent entity--		
Audit or review of the financial report	**28,500**	**26,900**
Other non-audit services	-	-
	28,500	**26,900**

The auditor of Nagambie Resources Limited is William Buck

28. Subsequent events

On the 16 July 2021 the balance of $814,500 was settled for the purchase of 228.6 hectares of farmland immediately to the south of the East Pit at the Nagambie Mine.

Gary Davison resigned as non-executive director of the company on 8 September 2021 and Bill Colvin was appointed non-executive director.

The Strathbogie Shire Council issued a planning permit for the removal of vegetation and the construction, operation, tailings disposal and rehabilitation of a gold toll treatment plant at the Nagambie Mine with Golden Camel Mining Pty Ltd.

On the 4 July 2021 2,000,000 share options expired.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature, likely in the opinion of the directors of the Company, to affect significantly the operations of the Group, the results of those operations, or state of affairs of the Group, in future financial years.

29. Parent entity disclosures

	Parent	
	2021	2020
	$	$
Current assets	**3,475,059**	2,276,346
Non-current assets	**14,647,590**	15,802,280
Total assets	**18,122,649**	18,078,626
Current liabilities	**522,530**	877,304
Non-current liabilities	**7,157,063**	4,521,092
Total liabilities	**7,679,593**	5,398,396
Issued capital	**27,254,003**	27,254,003
Options reserve	**2,562,295**	2,105,677
Accumulated losses	**(19,061,941)**	(17,916,147)
Asset revaluation reserve	**(311,301)**	1,236,697
Total equity	**12,680,230**	12,680,230
Loss	**(1,762,385)**	(867,067)
Total comprehensive income	**(1,305,901)**	369,630

There were no contingent liabilities and commitments of the parent entity not otherwise disclosed in the consolidated financial statements.

Directors' Declaration

In the Directors opinion:

(a) The financial statements and notes are in accordance with the *Corporations Act 2001*, including:
   (i) Giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the year ended on that date; with Accounting Standards, the Corporations Regulations 2001 and other mandatory, professional reporting requirements; and
   (ii) Complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory, professional reporting requirements.

(b) There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

(c) At the date of this declaration there are reasonable grounds to believe that the members of the group are able to meet their obligations as and when they become due and payable.

Note 2 confirms that the financial statements also comply with International Reporting Standards as issued by the International Accounting Standards Board.

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

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

On behalf of the directors

Michael W Trumbull
Executive Chairman

Melbourne
28 September 2021

Nagambie Resources Limited

Independent auditor's report to members

Report on the Audit of the Financial Report

Qualified Opinion

We have audited the financial report of Nagambie Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, except for the matters described below in the Basis for Qualified Opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:
(i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and
(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Qualified Opinion

Fair valuation of the debt component of convertible notes upon initial recognition

As disclosed in Note 17 to the financial statements in the current and prior year, the Company has raised $7,134,000 from investors through the issue of Series 6, Series 7 Series 8 and Series 9 unsecured convertible notes. All tranches of unsecured convertible notes have a coupon interest rate of 10% per annum and include an equity conversion feature, entitling the noteholder to convert the principal value of each note into ordinary shares at 10 cents per share for Series 6, Series 7 and Series 9, and 5 cents per share for Series 8. AASB 132 *Financial Instruments: Presentation* requires that the debt component of such convertible notes, with fixed conversion formulae, be valued at fair value upon initial recognition (the date upon which the Company and the convertible noteholder became party to contract), with any difference between the face value of those notes and the fair value of the debt component recognised in equity.

The directors of the Company believe there is no reliable basis for measuring at fair value the debt component at initial recognition, principally upon the basis that there is no readily accessible market for unsecured debt with no equity conversion rights for exploration enterprises with similar market capitalisation levels either in Australia or any other foreign jurisdiction, upon which it could benchmark a reliable discount rate to fair value the debt. Upon that basis, they have assessed the fair value of the debt component to equal the face value of the convertible notes for these four tranches of convertible notes.

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Notwithstanding this, we consider that a market value for the debt component of such convertible notes can be imputed from other like-for-like Australian-based listed exploration companies, principally due to the growth in popularity of convertible notes as a mechanism for obtaining finance in recent years. Our view is that the depth of the active market has become sufficient for our basis of opinion around the time that the Series 6 notes were issued. Based upon our analysis, we believe that 25% would be an appropriate discount rate for Series 6 and Series 7 and a 20% discount rate for Series 8 and Series 9 to apply in calculating the fair value of the debt component of convertible notes at initial recognition.

Based upon this key assumption, had such a discount been applied against the four tranches of convertible notes which were issued during the current and prior years, the following adjustments would be required to these financial statements as at 30 June 2021:

Series 6

- Convertible notes held at $1,800,000 in the consolidated statement of financial position would be restated to $1,464,064;
- An equity reserve would be created, worth $691,837, representing the difference between the face value and fair value of the Convertible Note at initial recognition; and
- An additional interest charge of $95,135 for the year ended 30 June 2021 (Interest charge of $355,901 from initial recognition to 30 June 2021), representing the proportionate unwind of the discount applied to the convertible notes from initial recognition through to 30 June 2021.

Series 7

- Convertible notes held at $700,000 in the consolidated statement of financial position would be restated to $540,612;
- An equity reserve would be created, worth $269,048, representing the difference between the face value and fair value of the Convertible Note at initial recognition; and
- An additional interest charge of $36,997 for the year ended 30 June 2021 (Interest charge of $109,660 from initial recognition to 30 June 2021), representing the proportionate unwind of the discount applied to the convertible notes from initial recognition through to 30 June 2021.

Series 8

- Convertible notes held at $1,134,000 in the consolidated statement of financial position would be restated to $927,446;
- An equity reserve would be created, worth $322,951, representing the difference between the face value and fair value of the Convertible Note at initial recognition; and
- An additional interest charge of $48,810 for the year ended 30 June 2021 (Interest charge of $116,397 from initial recognition to 30 June 2021), representing the proportionate unwind of the discount applied to the convertible notes from initial recognition through to 30 June 2021.

Series 9

- Convertible notes held at $3,500,000 in the consolidated statement of financial position would be restated to $2,503,238;

- An equity reserve would be created, worth $996,762, representing the difference between the face value and fair value of the Convertible Note at initial recognition; and
- An additional interest charge of $83,441 for the year ended 30 June 2021 (Interest charge of $83,441 from initial recognition to 30 June 2021), representing the proportionate unwind of the discount applied to the convertible notes from initial recognition through to 30 June 2021.

Other matters relevant to the Basis for Qualified 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 Stadanrds)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, has been provided on the date of this report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *Basis for Qualified Opinion* sections, we have determined the matters described below to be the key audit matters to be communicated in our report.

CARRYING VALUE OF EXPLORATION AND EVALUATION ASSETS	
Area of focus **Refer also to notes 2 and 10**	**How our audit addressed it**
The Group has incurred exploration and evaluation costs for exploration projects in Victoria over a number of years. The Group holds the right to explore and evaluate those projects through tenement and licence agreements. There is a risk that the Group may lose its right to further explore and evaluate those areas of interest and therefore amounts capitalised to the condolidated statement of financial position from the current and historical periods be no longer recoverable.	Our audit procedures included: — Understanding and vouching the underlying contractual entitlement to explore and evaluate each area of interest, including an evaluation of the requirement to renew that tenement at its expiry; — Examining project spend per each area of interest and comparing this spend to the minimum expenditure requirements set out in the underlying tenement expenditure plan; — Examining project spend to each area of interest to ensure that it is directly attributable to that area of interest;

CARRYING VALUE OF EXPLORATION AND EVALUATION ASSETS	
	— From an overall perspective, comparing the market capitalisation of the Group to the net carrying value of its assets on the consolidated statement of financial position to identify any other additional indicators of impairment. We also assessed the adequacy of the Group's disclosures in respect of exploration and evaluation assets in the financial report.

SHARE BASED PAYMENTS	
Area of focus **Refer also to notes 2, 15, 22 and the Remuneration Report**	**How our audit addressed it**
The Group rewards its key management personnel and employees through ownership-based incentive scheme through the granting and issuing of options. These are share-based payments which are charged to the profit or loss as they vest. These options had no performance hurdles or service conditions attached to their vesting, hence they vested immediately upon grant and issue. There were significant subjectivities relating to the accounting for these options in this financial report, including: — The determination of the grant date for the options and their vesting period for identifying the appropriate share price used in the formula for calculating the value of the option; — Determining the volatility rate used in pricing the options and the selection and use of the Binomial model in computing the value of those options; and — Reflecting the vested benefit attributed to key management personnel in disclosures in the financial report and in the Remuneration Report. The Group commissioned the use of an independent expert during the year to appraise the fair value of the options which were granted and issued.	Our audit procedures included: — Determining the grant dates, and evaluating what were the most appropriate dates based on the terms and conditions of the share-based payment arrangements; — Evaluating the fair values of share-based payment arrangements by reviewing the independent experts report; — Evaluating the vesting of the share-based payments; — For the specific application of the Binomial option pricing model, we assessed the experience of the external expert used to advise the value of the arrangement to management. We retested some of the key assumptions used in the model; and — We considered that the forecast volatility applied in the model to be appropriately reasonable and within industry norms. We also assessed the adequacy of the Group's disclosures in respect of share based payments in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

This description forms part of our independent auditor's report.

William Buck

Report on the Remuneration Report

Opinion on the Remuneration Report
We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Nagambie Resources Limited, for the year ended 30 June 2021, 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.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN: 59 116 151 136

A. A. Finnis
Director

Melbourne, 28 September 2021

Additional ASX Information

Additional information required by the ASX Ltd and not shown elsewhere in this report is as follows. The information was current as at 26 October 2021.

Number of holders of equity securities

Ordinary share capital
499,932,346 fully paid ordinary shares are held by 1,053 individual shareholders. All the shares carry one vote per share.

Options
73,300,000 options are held by 18 individual optionholders. Options do not carry a right to vote.

Unsecured convertible notes
82,680,000 unsecured convertible notes are held by 36 individual noteholders. The notes do not carry a right to vote.

Buy-Back
The company does not have a current on-market buy-back.

Distribution of holders of ordinary shares

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	63	5,766	0.00%
1,001 - 5,000	84	310,785	0.06%
5,001 - 10,000	122	1,050,695	0.21%
10,001 - 100,000	483	20,862,949	4.17%
100,001 and over	301	477,702,151	95.55%
Totals	**1,053**	**499,932,346**	**100.00%**

The number of holders with an unmarketable parcel was 171, holding a total of 461,271 amounting to 0.09% of the Issued Share Capital.

Substantial Shareholders

Shareholder	Shares	%
PPT Nominees Pty Ltd	79,909,662	15.98%
Mawson Gold Limited	50,000,000	10.00%
Adare Manor Pty Ltd <Adare Manor Super Fund A/C>	30,049,522	6.01%

Distribution of holders of unquoted options

	Number of holders	Number of options
1 – 1,000	-	-
1,001 – 5,000	-	-
5,001 – 10,000	-	-
10,001 – 100,000	-	-
100,000 and over	18	73,300,000

Distribution of holders of unquoted convertible notes

	Number of holders	Number of convertible notes
1 – 1,000	-	-
1,001 – 5,000	-	-
5,001 – 10,000	-	-
10,001 – 100,000	-	-
100,000 and over	36	82,680,000

Optionholders holding greater than 20% of the unquoted options

Optionholder	Options held	% held
Mr Michael W Trumbull	20,000,000	27.29%

Convertible Noteholders holding more than 20% of the unquoted convertible notes

Noteholder	Notes held	% held
PPT Nominees Pty Ltd	34,830,000	42.13%

Unquoted options over unissued shares

Exercise Price	Grant Date	Vesting Date	Expiry Date	Number
$0.25	30 November 2016	30 November 2016	30 November 2021	12,500,000
$0.10	24 November 2017	24 November 2017	24 November 2022	13,750,000
$0.14	20 December 2017	20 December 2017	20 December 2022	1,000,000
$0.13	22 August 2018	22 August 2018	22 August 2023	4,500,000
$0.11	23 November 2018	23 November 2018	23 November 2023	10,500,000
$0.12	27 February 2019	27 February 2019	27 February 2024	2,000,000
$0.10	29 November 2019	29 November 2019	29 November 2024	14,900,000
$0.10	1 December 2020	1 December 2020	1 December 2025	14,150,000
			Total	**73,300,000**

The names of the twenty largest holders and their shareholding in the quoted shares are as follows:

Rank	Holder Name	Shares	%
1	PPT NOMINEES PTY LTD	79,909,662	15.98%
2	MAWSON GOLD LIMITED	50,000,000	10.00%
3	ADARE MANOR PTY LTD <ADARE MANOR SUPER FUND A/C>	30,049,522	6.01%
4	MR GEOFFREY MICHAEL WALCOTT & MRS JULIE ANN WALCOTT <GEORET BEACON SUPERFUND A/C>	23,372,697	4.68%
5	PRECISION SUPER PTY LTD	22,190,505	4.44%
6	BNP PARIBAS NOMINEES PTY LTD SIX SIS LTD <DRP A/C>	16,249,246	3.25%
7	CYPRON PTY LTD <THE M W TRUMBULL S/F A/C>	14,346,038	2.87%
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	14,309,776	2.86%
9	MR RALPH DOUGLAS RUSSELL	10,418,510	2.08%
10	ADMIC SUPER PTY LTD <ADMIC SUPER FUND A/C>	10,000,000	2.00%
11	LINCONRIDGE PTY LTD <G & K MCAULIFFE S/F A/C>	9,369,229	1.87%
12	HEPSBOURNE PTY LTD <RD JOHNS MEDICAL PL SF A/C>	8,905,143	1.78%
13	NORMET INDUSTRIES NOMINEE PTY LTD	8,333,333	1.67%
14	MR HANSPETER BRENN	6,000,000	1.20%
15	MCCARTHY CATTLE COMPANY PTY LTD <MCCARTHY FAMILY A/C>	5,800,000	1.16%
16	MR ROBERT CARL GUERNIER & MRS JEAN GUERNIER	5,233,644	1.05%
17	EGAN SUPERCO PTY LTD <EGAN SUPER FUND A/C>	4,871,000	0.97%
18	MR RICHARD MOGOROVICH & MRS GIULIANA MOGOROVICH <MOGOROVICH SUPER FUND A/C>	3,542,756	0.71%
19	CYPRON PTY LTD <M W TRUMBULL SUPER FUND A/C>	3,342,390	0.67%
20	PERRIN CONSULTANTS GROUP PTY LTD <DW PERRIN FAMILY A/C>	3,129,587	0.63%
	Total	**329,373,038**	**65.88%**
	Total issued shares	**499,932,346**	**100.00%**