ANNUAL REPORT 2020

AUSTRALIAN MINES LIMITED

INVESTING IN
AN ELECTRIC FUTURE
AUSTRALIAN MINES

We are committed to pursuing a dominant position in the production and supply of ethically sourced battery (cobalt and nickel) chemicals to the global electric vehicle market. Australian Mines continues to be at the forefront of the battery materials industry in Australia and is ideally positioned to take advantage of the global trend towards cleaner, more sustainable energy sources.

AUSTRALIAN MINES LIMITED

ABN 68 073 914 191

ANNUAL REPORT

FOR THE YEAR ENDED

30 JUNE 2020

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Corporate Directory

DIRECTORS

Michael Ramsden Chairman

Benjamin Bell Managing Director

Michael Elias Non-Executive Director

Dominic Marinelli Non-Executive Director

Lee Gordon Guthrie Non-Executive Director (appointed 20 November 2019)

COMPANY SECRETARY

Oliver Carton

REGISTERED OFFICE

Level 34, 1 Eagle Street

Brisbane, Queensland, 4000

Telephone: +61 7 3184 9184

www.australianmines.com.au

STOCK EXCHANGE

Australian Securities Exchange Limited

2020 Bridge Street

Sydney, New South Wales, 2000

ASX Code: AUZ

AUDITORS

BDO Audit (WA) Pty Ltd

38 Station Street

Subiaco, Western Australia, 6008

Telephone: +61 8 6382 4600

SHARE REGISTRY

Advanced Share Registry Services

110 Stirling Highway

Nedlands, Western Australia, 6009

Telephone: +61 8 9389 8033

SOLICITORS

Allion Legal Pty Ltd

Level 9, 863 Hay Street

Perth, Western Australia, 6000

Telephone: +61 8 9216 7100

Chairman's Letter

Dear Shareholder,

Australian Mines' is positioned to become a leading global supplier of advanced technology metals and materials to the rapidly expanding Electric Vehicle and Green Energy industries. As the first mineral resources company to be certified a Carbon Neutral Organisation under the Australian Government's Climate Active program, we also have a leading position on Environmental, Social and Corporate Governance measures.

The core of our strategy is bringing the world class, Tier 1, Sconi Nickel-Cobalt-Scandium Project in North Queensland to full production. The Sconi Project has a projected lifespan of over 30 years and, when fully developed, will deliver significant value for all Australian Mines' stakeholders.

The Sconi Bankable Feasibility Study outlines the compelling business case for the project and its ability to deliver significant shareholder value. As we develop the Sconi project the Company will create hundreds of sustainable, permanent jobs; deliver significant social and economic benefits to Queensland and the communities that are local to the project. In addition, there will be investment in upgrades to shared public-use infrastructure.

We greatly appreciate the ongoing support of the Queensland Government, notably their offer in July 2020 of a financial support package for Sconi. This offer follows the granting of Prescribed Project status to Sconi in November 2019, which will help with the planning process for developing Sconi. Australian Mines would also like to thank the Charters Towers, Hinchinbrook and Townsville local governments for their support.

Throughout the year in review the Company worked with potential offtake partners on the technicalities of the Sconi Project to bring the negotiations to the point where discussions have progressed to key terms such as pricing, volumes and timelines. In parallel we have continued discussions with project financiers, some of whom have maintained interest in financing the Sconi project since the Bankable Feasibility Study was published in the 2019 financial year. The financing of the Sconi Project, however, remains contingent on finalising offtake negotiations. We have extended the Sconi offtake negotiation period to accommodate the impact of COVID-19 restrictions. As soon as those negotiations are concluded we will communicate the outcome to the market.

While it is right for our primary focus to be developing the existing Sconi Project we have also progressed exploration and development work across all our assets. An additional fourteen nickel and cobalt exploration targets were identified within, or close to, the Sconi Project area and additional land has been pegged to ensure we can maximise and optimise this development opportunity with an exploration and testing program in the coming year.

At our 100% owned Flemington project, one of the most advanced Cobalt-Scandium-Nickel projects in New South Wales, our expansion drill programs in the past financial year resulted in a tripling of the cobalt mineralisation footprint with indications of further potential extensions to the mineralisation and the identification of new gold, copper and platinum targets. Additional exploration programs are planned for the coming year.

Our 2020 drill testing program at our 100% owned tenement located between Broken Hill and Thackaringa, which included the results of electromagnetic surveys, revealed the location of conductive sources with the potential to contain base metal mineralisation. We also confirmed the presence of anomalous lead, zinc, silver and copper. The exploration work showed the underlying geology of this asset is more aligned with that found in the vicinity of the Broken Hill supergiant lead-zinc-silver orebody, which is located nearby. In recognition of this underlying geology we have chosen to rename it the Broken Hill Project and are planning an additional drill testing program in 2021.

On the corporate front, we have been disciplined on costs while we progress our offtake and financing negotiations at Sconi. During the second half of financial year 2020, we successfully raised $1.45 million through a share placement to a UK institutional investor, which was used to produce samples of battery grade materials in support of our offtake and financing negotiations. Following the end of the reporting period, we raised a further $5.2 million through a placement to institutional, sophisticated and professional investors. The proceeds of the placement are being used to support the ongoing development of the Sconi project and for general working capital.

The long-term outlook is for demand for battery metals to continue to increase as the electric vehicles market rapidly expands and the transition to clean energy storage accelerates. The plans for the development of our flagship Sconi Project and portfolio of additional assets will allow Australian Mines to become a globally significant, long term supplier of battery metals to meet current and emerging battery technologies.

The dynamics of the electric vehicle and energy storage industry combined with the progress we are making on negotiating offtake and financing agreements for our Sconi Project give the Board of Australian Mines great confidence in the Company's ability to generate value for our shareholders and other stakeholders.

As we move into the clean energy age, Australian Mines is well positioned to realise our vision to be one of the world's most cost competitive producers and suppliers of technology metal materials.

I thank you for your continuing support as an Australian Mines' shareholder.

Yours sincerely,

Michael Ramsden
Chairman

The Directors present their report together with the financial statements of the Consolidated Group comprising Australian Mines Limited ("the Company" or "Australian Mines") and its controlled entities for the year ended 30 June 2020, and the auditor's report thereon.

1. DIRECTORS

The Directors of the Company at any time during or since the end of the financial year are:

Michael Ramsden – Independent Non-Executive Chairman appointed 9 March 2011
BEc, LLB, FFIN

Michael Ramsden is a lawyer with more than 30 years' experience as a corporate advisor. He has been involved with all forms of finance, including money markets, futures trading, lease finance, trade finance and foreign exchange.

Mr Ramsden is the Managing Director of Terrain Capital Limited in Australia, and has previously worked for international companies including CIBC Australia, JP Morgan and Scandinavian Pacific Investments Limited. He is also Vice Chairman of the Victoria Racing Club Ltd, Chairman of Cremorne Capital Ltd, Chairman of African Mahogany Australia Pty Ltd, and formerly Chairman of Terrain Australia Ltd and Director of D&D Tolhurst Ltd.

Mr Ramsden is the Chairman of the Company's Remuneration Committee and a member of Audit and Risk Committee.

Benjamin Bell – Managing Director appointed 23 January 2012
BSc, MMET, MBA

Benjamin Bell is an experienced company executive, with a career in the Australian exploration and mining sector spanning more than two decades. He is a qualified geologist and geophysicist, with significant management and on-the-ground experience working for listed companies, government agencies and as a respected industry consultant.

Mr Bell is a Non-Executive Director of Norwest Minerals Limited.

Michael Elias – Independent Non-Executive Director appointed 1 July 2005
BSc(Hons), FAusIMM, CPGeo

Michael Elias has more than 35 years' extensive, international experience in all aspects of nickel resource development in both laterites and sulphides, from project generation and evaluation, exploration planning and management, development studies, open cut and underground mine geology, resource/reserve estimation, and resource economics. He has been a Principal Consultant with mining consultancy CSA Global Pty Ltd since 2001.

Mr Elias previously held the positions of Chief Geologist – WA Nickel Operations and Chief Geologist – Nickel Resource Development at WMC Resources Ltd and was a director of Silver Swan Group Ltd until his resignation on 19 November 2012. Mr Elias holds a Bachelor of Science (Honours) in Geology from the University of Melbourne and is a Fellow of the Australasian Institute of Mining and Metallurgy.

Mr Elias is a member of the Company's Remuneration Committee. He was also a member of the Audit and Risk Committee until 18 February 2020.

1. DIRECTORS (cont.)

Dominic Marinelli – Independent Non-Executive Director appointed 9 March 2011
MBA, BEng, PGD Sc

Dominic Marinelli has over 20 years' corporate fundraising and mergers and acquisitions experience covering a wide range of industries including resources and other emerging technologies.

Mr Marinelli is a Director of Terrain Capital Limited in Australia. He holds an MBA from the Melbourne Business School, a degree in Electrical and Computer Systems Engineering from Monash University and a diploma in Nanotechnology from Leeds University.

Mr Marinelli is a member of the Company's Remuneration Committee and the Chairman of the Audit and Risk Committee.

Lee Gordon Guthrie – Independent Non-Executive Director appointed 20 November 2019

B.Sc, MAICD

Lee Guthrie is a corporate executive with over 40 years experience in the development and delivery of projects across the mining, infrastructure and energy sectors in Australia, North America, Asia and the UK.

Mr Guthrie is the Principal & Managing Director of Bedford Road Associates, an independent consultancy providing professional advice and support for the development and delivery of major capital expenditure programs, a non-executive director of DRA Global and Neometals, and was a founding contributor to the John Grill Centre for Project Leadership at the University of Sydney. He has held senior executive roles with BHP, BG Group, AKER Kvaerner and Brown and Root.

Mr Guthrie is a member of the Company's Remuneration Committee. He is also a member of the Audit and Risk Committee since 18 February 2020.

2. COMPANY SECRETARY

The Company Secretary of the Company during or since the end of the financial year is:

Oliver Carton appointed 1 January 2018

Oliver is a qualified lawyer with over 30 years' experience in a variety of corporate roles. He is currently a director or company secretary of a number of listed, unlisted and not for profit entities such as the Melbourne Symphony Orchestra and Tesserent Limited. He currently runs his own consulting business and was previously a Director of the Chartered Accounting firm KPMG. Prior to that, he was a senior legal officer with ASIC.

3. ANNUAL REPORTING CALENDAR

Reporting Requirement	Date
Audited Financial Statements Year ended 30 June 2020	22 September 2020
Deadline for nomination as Director	29 September 2020
Annual Report and Notice of AGM	10 October 2020
Appendix 4C - quarter ended 30 September 2020	30 October 2020
Virtual AGM	10 November 2020
Appendix 4C - quarter ended 31 December 2020	29 January 2021
Half-Year Report	31 March 2021
Appendix 4C - quarter ended 31 March 2021	30 April 2021
Appendix 4C - quarter ended 30 June 2021	30 July 2021
Audited Financial Statements Year ended 30 June 2021	30 September 2021

4. DIRECTORS' MEETINGS

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of the Company during the financial year is as follows:

Director	Board Meetings		Remuneration Committee		Audit & Risk Committee	
	Held	Attended	Held	Attended	Held	Attended
Michael Ramsden	10	10	0	0	4	4
Benjamin Bell	10	10				
Michael Elias	10	10	0	0	3	3
Dominic Marinelli	10	10	0	0	4	4
Lee Guthrie	5	5	0	0	2	2

The Remuneration Committee is responsible for making recommendations to the Board on remuneration policies and packages applicable to the Board members and senior executives of the Company. The broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and level of performance and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The Audit & Risk Committee is required to meet at least twice per year, review annual and half-year accounts, and report to the Board of Directors. The Audit & Risk Committee also oversees the Company's risk management systems and procedures.

5. PRINCIPAL ACTIVITIES

The consolidated entity's principal activity during the course of the financial year was the exploration and pre-development of three battery metals projects located in eastern Australia.

6. OPERATING AND FINANCIAL REVIEW

Australian Mines Limited is positioned to be one of the world's most cost-competitive producers and suppliers of technology metal materials to the high growth Electric Vehicle (EV) and Energy Storage industries.

The Company's strategy is to use its significant mining and processing experience to become a critically important, global supplier of ethically sourced, battery grade materials from Australian ore to meet surging demand created by the global shift to cleaner, more sustainable energy solutions.

At the core of this strategy is progressing Australian Mines' world-class, Tier 1 Sconi Cobalt-Nickel-Scandium Project in Queensland to full production, while also continuing to develop the Company's portfolio of additional cobalt and nickel assets across Australia.

Australian Mines' priority remains in advanced discussions with potential offtake and financing partners for the Sconi Project. These ongoing discussions are underpinned by a Bankable Feasibility Study[1], which clearly demonstrates the significant value that will be realised through developing Sconi and the strong commercial case for doing so.

In parallel with progressing the development of our flagship Sconi Project, Australia Mines has identified new gold and copper targets as well as the potential to expand the cobalt-nickel-scandium mineralisation footprint at our 100% owned, Flemington Project in New South Wales. The Company also initiated a drill program to test for base metal targets at Australian Mines Broken Hill Project[2] in New South Wales.

Sconi Cobalt-Nickel-Scandium Project

- ✔ 30+ year Life of Mine
- ✔ $5 billion in total free cash flow (over the first 30 years)
- ✔ $1.47 billion Net Present Value (pre-tax)
- ✔ Produced high purity battery materials and scandium oxide
- ✔ One of the most cost-competitive cobalt-producing nickel operations in the world
- ✔ Placed in the lowest cost quartile globally

[1] Australian Mines Limited, Sconi to generate $5 billion in free cashflow, released 13 June 2019
[2] Formerly known as the Thackaringa Project

6. OPERATING AND FINANCIAL REVIEW (cont.)

Australian Mines' 100%-owned Sconi Project is located in North Queensland. Once developed, Sconi is forecast to be one of the most cost-competitive cobalt-producing nickel operations in the world[3,4], and to be placed in the lowest cost quartile compared to other existing and proposed analogous operations globally[5,6] .

The Project is estimated[7] to produce 1,405,000 tonnes of nickel sulphate and 209,000 tonnes of cobalt sulphate over the project's initial 30-year mine life[8], which is sufficient cobalt and nickel to produce the equivalent of 3 million to 6 million electric vehicle battery packs.

Once in production, the Sconi Project[9] is estimated to produce a total free cashflow, after tax, of $5 billion over the initial 30-year project life[8], for a simple payback of capital of 4.4 years on a pre-tax basis and 5.8 years on a post-tax basis[10].

With a pre-tax Net Present Value (NPV) of $1.47 billion, the Sconi Project can genuinely be classed as a world-class cobalt and nickel asset[11].

Australian Mines' focus on securing offtake and finance partners for the Sconi Project has resulted in negotiations with a number of interested third parties. As part of the due diligence process to secure binding offtake agreement(s) and financing for the Sconi Project the company completed a series of production runs in June 2020 at its demonstration plant in Perth. The negotiation process with offtake and finance partners is ongoing, and the Company will update the market at the time any agreement(s) are reached.

The production runs processed ore from Sconi to create high purity, on-spec, battery grade nickel sulphate and cobalt sulphate crystals. The quality and purity of these samples were confirmed by an independent NATA-accredited laboratory, with the samples also being tested by the individual potential offtake partners.

[3]Australian Mines Limited, Independent market study places Sconi in the 1st quartile of cost curve for global cobalt sulphate and nickel sulphate production, released 12 February 2019

[4]The Nickel & Cobalt Sulphate Market Study was commissioned by Australian Mines Limited and completed by commodities research specialist CRU International Limited.

[5]Australian Mines Limited, Independent market study places Sconi in the 1st quartile of cost curve for global cobalt sulphate and nickel sulphate production, released 12 February 2019

[6]Based on the outcomes of the financial modelling that was released in Australian Mines' base case Bankable Feasibility Study (BFS) – see Australian Mines' announcement titled BFS supports strong commercial case for developing Sconi, which was released via the ASX on 20 November 2018

[7]Australian Mines Limited, Sconi to generate $5 billion in free cashflow, released 13 June 2019

[8]The information outlined on this page was previously released to the market by Australian Mines via the ASX platform on 13 June 2019. Australian Mines confirms in the subsequent public report that all the material assumptions underpinning the production targets in the initial public report referred to in rule 5.17 continues to apply and have not materially changed.

[9]Australian Mines Limited, Sconi to generate $5 billion in free cashflow, released 13 June 2019

[10]The information outlined on this page was previously released to the market by Australian Mines via the ASX platform on 13 June 2019. Australian Mines confirms in the subsequent public report that all the material assumptions underpinning the forecast financial information derived from a production target, in the initial public report referred to in rule 5.17 continues to apply and have not materially changed.

[11] The mineral industry's accepted definition of a "world-class" deposit is a project that exceeds the NPV $250m threshold. See - https://www.bhp.com/-/media/bhp/documents/investors/reports/2006/amecconference.pdf

6. OPERATING AND FINANCIAL REVIEW (cont.)

The output from the production runs included a scandium-rich residual solution that was processed to create high-purity scandium oxide for supply to potential research and development (R&D) partners seeking to expand the industrial applications of scandium. Scandium has recently been recognised as a 'critical commodity' in Australia, the USA and the European Union[12].

Australian Mines has continued to expand the applications for the technology metals sourced from the Sconi Project and has commenced production of cathode precursor materials for Nickel-Cobalt-Manganese (NCM) batteries widely used across the electric vehicle industry. The Company's demonstrated ability to produce NCM cathode precursor materials is a critical step in the strategy to maximise the value that can be realised from the Sconi Project by capturing more of the EV value chain.

The Company has also secured the potential to expand operations at Sconi by pegging additional ground adjacent to the Sconi Project following an independent study, commissioned by Australian Mines, which identified 14 new Nickel and Cobalt exploration target areas within and in close proximity to the Sconi tenements (see Figure 1).

Australian Mines has continued pre-development work at the Sconi mine site, despite pre-construction work being tempered by COVID-19 related community restrictions. The development of the Sconi Project will, ultimately, include shared public-use infrastructure. This investment in North Queensland will deliver benefits to local businesses and the community with the aim of providing secure, long term jobs.

[12]Australian Mines Limited, Sconi offtake sample production runs completed, released 19 June 2020

6. OPERATING AND FINANCIAL REVIEW (cont.)

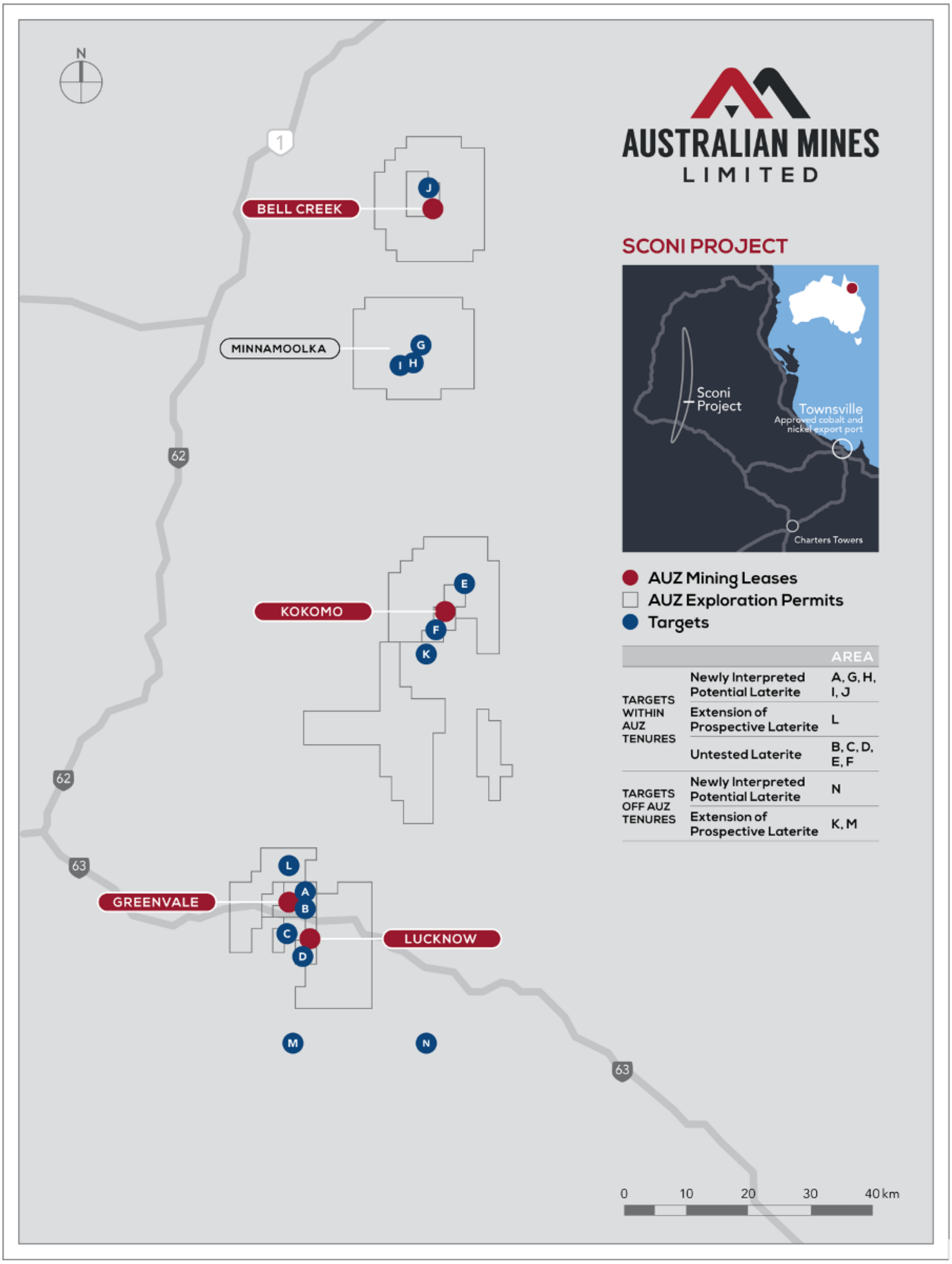

Figure 1: Location of Australian Mines' Sconi Cobalt-Nickel-Scandium Project in North Queensland. The Sconi Project is well-serviced by existing infrastructure including sealed roads from port to site, grid power electricity to site, and is within 10 kilometres of the Greenvale township.

6. OPERATING AND FINANCIAL REVIEW (cont.)

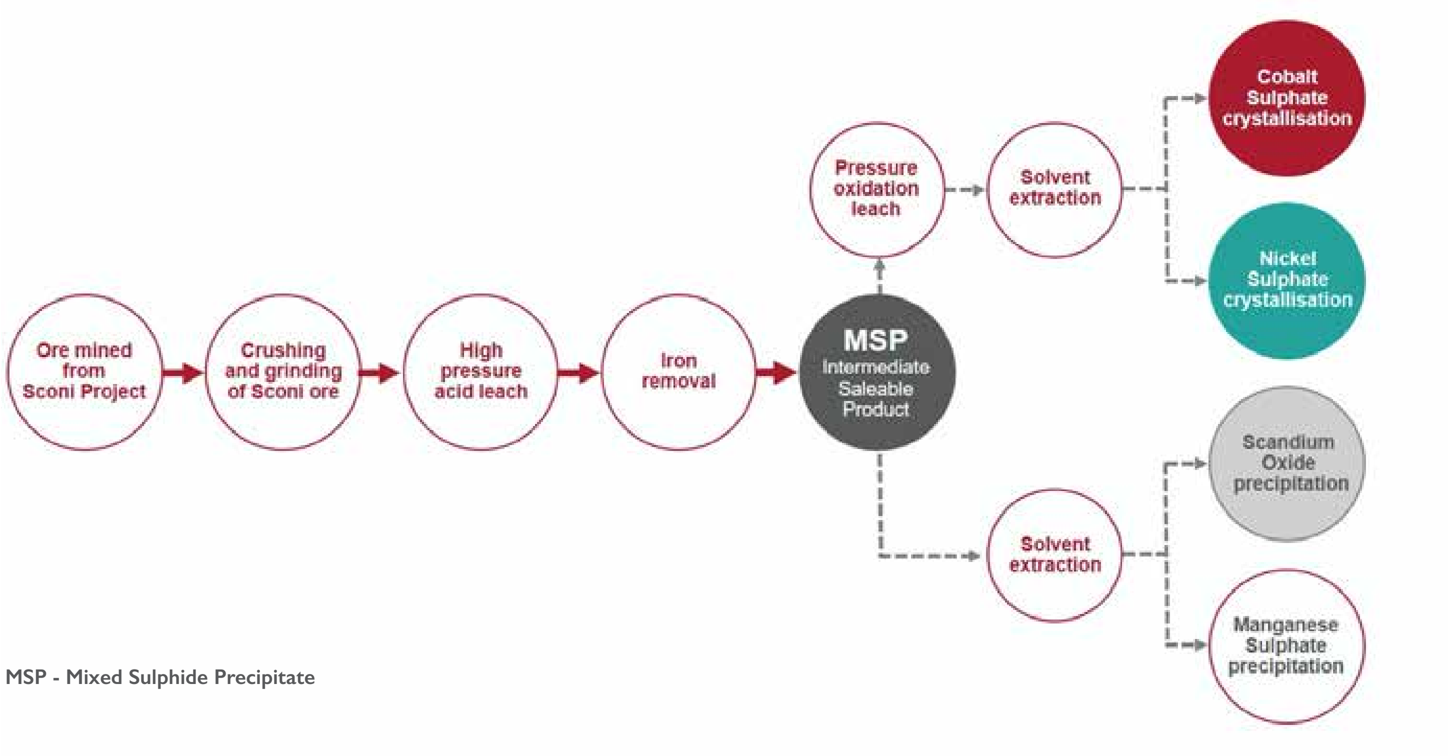

Figure 2: Australian Mines' proposed flowsheet for its 2 million tonnes per annum plant at the Sconi Project in North Queensland, Australia. This proposed processing flowsheet is based on proven, industry-standard technology that has been optimised by Australian Mines through the development and operation of the Company's demonstration-scale process plant in Perth, Western Australia.

6. OPERATING AND FINANCIAL REVIEW (cont.)

Flemington Project, New South Wales

Australian Mines' 100%-owned Flemington Project is located approximately 370 kilometres west of Sydney in New South Wales, Australia.

This Project hosts an existing Mineral Resource of 2.5 million tonnes at 0.103% cobalt and 403ppm scandium in the Measured category and 0.2 million tonnes at 0.076% cobalt and 408ppm scandium in the Indicated category[13].

In late 2019, the Company completed a resource expansion drilling program at Flemington.[14] Assay results from that program[15] indicated that the cobalt and scandium mineralisation remain open to the west and north of the existing Resource. This provides Australian Mines with the opportunity to update the current Mineral Resource Estimate by completing a diamond core drilling program over the areas of known mineralisation at Flemington. The Company's expectation is that a diamond core drilling program is targeted to occur in the second half of the 2021 financial year and the results of such a program, once validated, will be released in accordance with its continuous disclosure obligations.

Encouragingly, the resource expansion drilling program completed in late 2019 also returned elevated copper, gold, bismuth and tellurium[16] values, with the latter two being potential pathfinder elements of porphyry copper-gold systems.

[13]The Company is not aware of any new information or data that materially affects the information included in the market announcement released by the Company on 31 October 2017 in respect of the Flemington Project and all material assumptions and technical parameters underpinning the Mineral Resource estimates in that announcement continue to apply and have not materially changed.

[14]Australian Mines Limited, Resource extension drilling commences at Flemington project, released 2 October 2019

[15]Australian Mines limited, New copper-gold porphyry targets and potential extensions to cobalt-scandium-nickel mineralisation identified at Flemington Project, New South Wales, released 23 June 2020

[16]Australian Mines limited, New copper-gold porphyry targets and potential extensions to cobalt-scandium-nickel mineralisation identified at Flemington Project, New South Wales, released 23 June 2020

6. OPERATING AND FINANCIAL REVIEW (cont.)

Flemington is located within the same geological setting as several world-class copper-gold deposits/mineralisation, which prompted Australian Mines to commission a comprehensive exploration targeting report, prepared by independent consultants, covering Australian Mines' Flemington tenements. The resulting report identified two new prospective copper-gold porphyry targets, Target A and Target B (see Figure 3), one new gold-platinum target, Target C (see Figure 3) and one new cobalt-scandium-nickel target, Target D (see Figure 3).

Australian Mines is in the process of designing an induced polarisation (IP) survey over Targets A and B to assess an approximate scale of any possible copper-gold anomalism located within the targets in advance of commencing a drilling campaign during the 2020/21 field season.

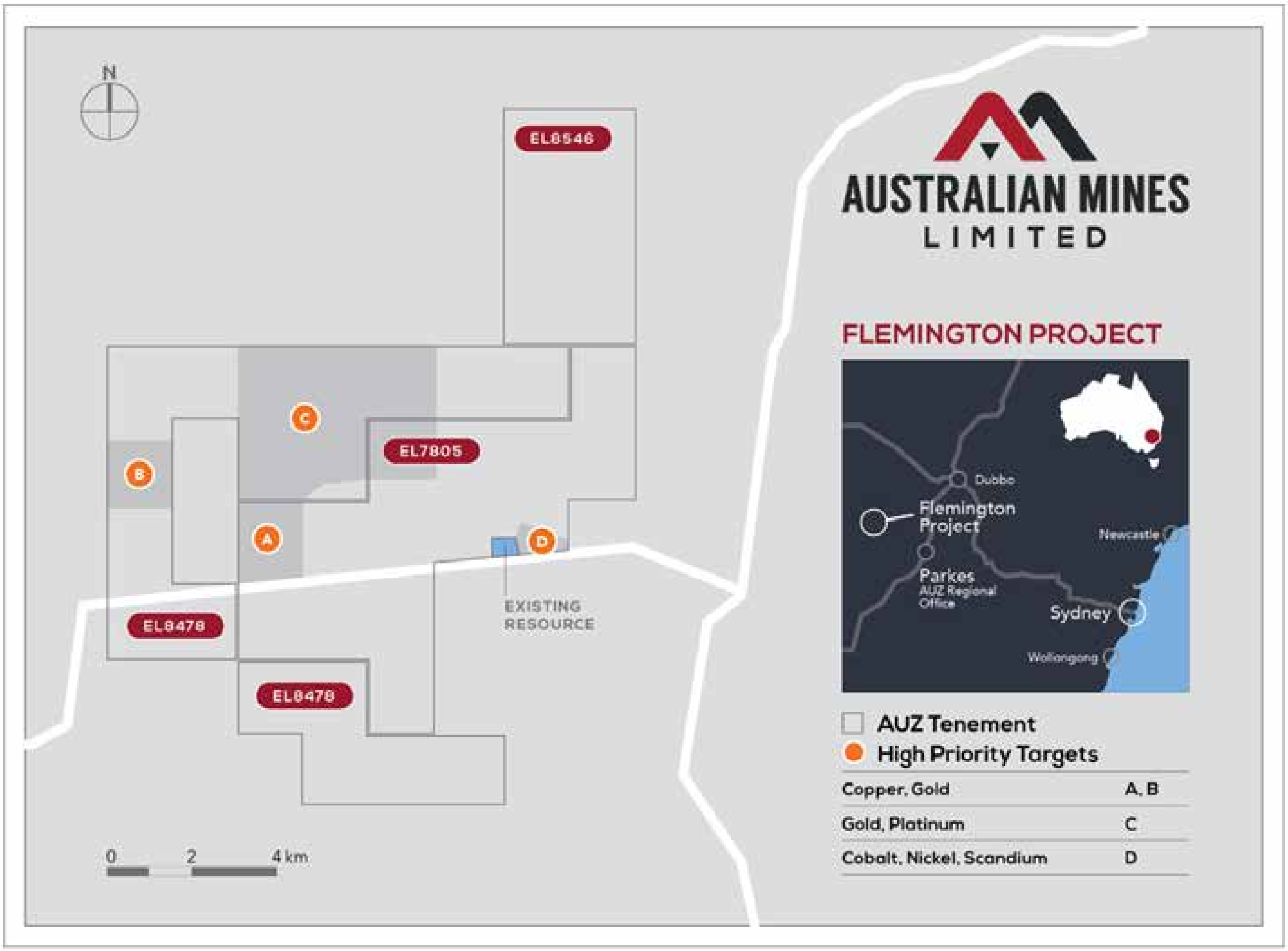

Figure 3: An independent review, which included utilising machine learning, identified four prospective target areas within the Company's Flemington Project (labelled targets A, B, C and D in this figure) that warrant follow-up exploration.

6. OPERATING AND FINANCIAL REVIEW (cont.)

Broken Hill Project, New South Wales

Australian Mines' 100%-owned Broken Hill Project[17] is an early-stage exploration project located near Broken Hill in New South Wales, Australia.

In June 2020 the Company announced the commencement of a targeted, low-cost reverse circulation (RC) maiden drill program at the Broken Hill Project[18]. This drill program builds on the findings of previous surface geochemical sampling programs, completed by Australian Mines that identified areas of elevated cobalt[19] and subsequent geophysical surveys across these geochemical anomalies which detected a cluster of interpreted bedrock-hosted conductive bodies[20]. Of these anomalies, two targets in the northern section of the tenement have been classified as "high priority targets" by two separate and independent consulting firms. The maiden reverse circulation drill program at the Broken Hill Project was designed to test these targets to determine if there is any base metal mineralisation at this location.

The results of this drill program are anticipated to be available in September / October 2020.

[17]Formerly known as the Thackaringa Project

[18]Drilling of base metal targets commences at Thackaringa Project, New South Wales, released 29 June 2020.

[19]Australian Mines Limited, Large-scale cobalt-in-soil anomalies identified at Thackaringa Project; Sconi continues to advance towards development milestones, released 29 May 2018

[20]Australian Mines Limited, High-priority bedrock conductors detected at Thackaringa Project, New South Wales, released 7 March 2018

6. OPERATING AND FINANCIAL REVIEW (cont.)

Carbon Neutral Certification

As part of the Company's ongoing commitment to leading Environmental, Social and Governance (ESG) practices, Australian Mines was certified Carbon Neutral under the Australian Government's Climate Active Program during the current calendar year, becoming the first Australian mineral resources company to do so.

We believe achieving carbon neutral certification is integral to building a long-term sustainable future for Australian Mines and is consistent with behaving as a responsible corporate citizen. It follows on from the Company becoming an approved member of the Initiative for Responsible Mining Assurance (IRMA) in March of 2020 and Sconi being given 'Prescribed Project' status in early 2019 by the Queensland Government, in recognition of our commitment to the communities where we operate.

General Economic Conditions

The Consolidated Group made a loss for the year of $3,523,194 (2019: loss $9,795,806). There was no impairment of exploration assets during the year (2019: nil).

A comparison of the consolidated financial performance is included in the table below.

Financials	2020 $	2019 $
Revenue from operating activities	-	-
Net Loss	(3,523,194)	(9,795,806)
Cash and cash equivalents	3,242,301	3,359,793

The Company's financial results demonstrate a net loss due to the Company's position of mineral explorer, rather than producer. At this point in the Company's development, whilst it incurs expenditure through the ongoing exploration of tenements, no return has been generated as the Company is yet to move into production, thus providing income.

The early part of the 2020 financial year was marked by the COVID-19 pandemic, with the full impact to worldwide health, social and economic conditions yet to be fully comprehended. There were lock downs and community disruptions resulting from measures to combat the spread of the COVID-19 virus. Australian Mines continued pre-development work for at the Sconi mine site, despite pre-construction work being tempered by COVID-19 related community restrictions. The Company's financial condition and results of operations have not been materially impacted by COVID-19. In fact, total expenditures for the last two months were lower than anticipated due to travel restrictions and working from home arrangements.

7. DIVIDENDS

No dividends were paid or declared by the Company during the year (2019: nil).

8. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Lee Gordon Guthrie became a Non-Executive Director of the company, being appointed on 20 November 2019. Lee brings over 40 years' experience of project delivery across the mining, infrastructure and energy sectors. During the financial year Key Management Personnel, Marcus Hughes resigned effective 3 October 2019.

A new company AML Advanced Materials Limited was established in the UK. The date of incorporation was 13 December 2019. The company will form part of the consolidated group.

There have been no other significant changes in the state of affairs of the Group during the financial year.

9. EVENTS SUBSEQUENT TO REPORTING DATE

Australian Mines was certified Carbon Neutral under the Australian Government's Climate Active Program during the current calendar year, becoming the first Australian mineral resources company to do so. Achieving carbon neutral certification is integral to building a long-term sustainable future for Australian Mines and is consistent with behaving as a responsible corporate citizen.

On 3 August 2020, the Company announced that 45,312,500 ordinary shares were issued at $0.015 as a result of options being exercised.

On 26 August 2020, the Company announced a share placement of 290,148,871 new shares at an issue price of $0.018 to raise $5.2 million.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has not significantly impacted the entity up to 30 June 2020, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

There is also uncertainty surrounding potential impacts associated with Victoria declaring a state of disaster, effective 3 August 2020, with the potential to affect the neighbouring New South Wales.

There have been no other events subsequent to reporting date.

10. LIKELY DEVELOPMENTS

Australian Mines is devoting its resources exclusively to developing its wholly-owned Sconi, Flemington and Broken Hill projects as efficiently as possible and, in doing so, the Company plans to continue to create value for its shareholders throughout the coming year.

Australian Mines, therefore, has no intention to acquire additional projects unless they can clearly demonstrate that they represent a sound opportunity for shareholders.

11. DIRECTORS' INTERESTS

As at the date of this report, the number of shares and options in the Company held by each Director of Australian Mines Limited and other key management personnel of the Consolidated Group, including their personally-related entities, are as follows:

Specified Directors and Key Management Personnel	Shares	Listed Options	Unlisted Options
M Ramsden	72,094,670	-	-
B Bell	66,093,067	-	-
M Elias	18,422,897	-	-
D Marinelli	44,866,368	-	-
T Maclean	9,950,000	-	-
L Guthrie	-	-	-

12. SHARE OPTIONS

Unissued shares under options

On 30 June 2020 there were:

- 19,800,000 two-year call options on issue, exercisable at $0.0959. These options expired on 11 September 2020.; and
- 45,312,500 call options on issue exercisable at $0.015, expiring 17 April 2022. These options were exercised on 31 July 2020.

13. REMUNERATION REPORT – AUDITED

The directors present the Company's 2020 remuneration report outlining key aspects of our remuneration policy and framework, and remuneration awarded this year. The report includes the following:

- Key management personnel covered in this report
- Overview of remuneration policies
- Principals of compensation
- Directors and executive officers' remuneration
- Terms of equity settled share-based payment transactions
- Equity instruments held by key management personnel
- Remuneration consultants
- Voting and comments made at the company's 2019 Annual General Meeting
- Loans to key management personnel
- Other key management personnel transactions

a) Key management covered in this report

Non-executive and executive directors and officers (see pages 6 to 7 for director details)

Michael Ramsden (Chairman)

Benjamin Bell (Managing Director)

Michael Elias (Non-Executive Director)

Lee Guthrie, (Non-Executive Director)
(appointed 20 November 2019)

Dominic Marinelli (Non-Executive Director)

Tim Maclean (Chief Operating Officer)

Marcus Hughes (Chief Financial Officer)
(appointed 3 December 2018,
resigned 3 October 2019)

b) Overview of remuneration policies

The board remuneration policy is to ensure that remuneration properly reflects the relevant person's duties and responsibilities, and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board believes that the best way to achieve this objective is to provide Executive Directors and Executives with a remuneration package that reflects the person's responsibilities, duties and personal performance. An employee Loan Share Plan scheme for key Executives is in place.

The remuneration of Non-Executive Directors is determined by the Board as a whole having regard to the level of fees paid to Non-Executive Directors by other companies of similar size in the mining industry.

The Board has established a Remuneration and Nomination Committee (Remuneration Committee) responsible for making recommendations to the Board on remuneration arrangements for Directors and Executives of the Company.

13. REMUNERATION REPORT – AUDITED (cont.)

Assessing performance and clawback of remuneration

The Remuneration Committee is responsible for assessing performance against Key Performance Indicators (KPI) and determining Short Term Incentives (STI) and Long Term Incentives (LTI) to be paid. To assist in this assessment, the committee received a Non-Executive Director Fee Framework Discussion report from BDO Reward (WA) Pty Ltd which was based on independently verifiable data such as financial measures, market capitalisation and data from independently run surveys.

In the event of serious misconduct or a material misstatement in the company's financial statements, the remuneration committee can cancel or defer performance-based remuneration and may also claw back performance-based remuneration paid in the previous financial years.

c) Principles of compensation

Remuneration of directors and executives is referred to as compensation throughout this report.

Compensation levels for key management personnel, and for relevant key management personnel of the Consolidated Group, are competitively set to attract and retain appropriately qualified and experienced directors and executives.

Fixed Compensation

Fixed compensation consists of base compensation as well as employer contributions to superannuation funds. Compensation levels are reviewed annually by the Remuneration Committee through a process that considers individual and overall performance of the Consolidated Group.

Short term Incentive Bonus

The Company has no scheme to pay discretionary bonuses based on short term performance. However, a bonus of $12,637 was paid to Mr Tim Maclean during the year (2019: nil).

Long Term Incentive Bonus

On 24 November 2017 the Directors and key management personnel were invited to participate in a Loan Share Plan. Under the Plan, the Directors were granted Performance Shares issued at market value. A limited recourse loan was provided by the Group to allow the Directors to purchase the Performance Shares pursuant to the terms of the loan agreement.

The shares were purchased at a market rate of $0.116 per share. The director's plan shares are divided into 2 tranches and subject to service period vesting conditions. The key management personnel plan shares are divided into 3 tranches and are subject to service period vesting conditions. As a result of the plan 69,550,000 shares were issued. The fair value of the shares was estimated at the date of grant using the Black Scholes model. Refer to note 18 for further details. All of the 69,550,000 shares have vested but are held in a holding lock as they secure the loan granted to the holders to purchase them.

13. REMUNERATION REPORT – AUDITED (cont.)

c) Principles of compensation (cont.)

Long Term Incentive Bonus (cont.)

On 3 December 2018 the new key management executive Mr Marcus Hughes was invited to participate in the Loan Share Plan. The shares were purchased at a market rate of $0.0418 per share. The key management personnel plan shares are divided into 4 tranches and are subject to service period vesting conditions. As a result of the plan 10,000,000 shares were issued. The fair value of the shares was estimated at the date of grant using the Black Scholes model. During the 2020 financial year, Key Management Executive, Marcus Hughes, resigned and according to the plan shares agreement, the 10,000,000 shares granted to Marcus Hughes have been forfeited and are held in trust as treasury shares. Hence, previously recognised share-based payment at 30 June 2019 of $67,611 for Marcus Hughes has been reversed to reduce the share-based payment reserve balance.

Consequences of Performance on Shareholder Wealth

In considering the Consolidated Group's performance and benefits for shareholder wealth, the Remuneration Committee takes into account profitability and share price movements when setting the total amount of any bonuses. No performance bonuses were paid in the current financial year.

	2020	2019	2018	2017	2016
Loss for the year	$3,523,194	$9,795,806	$5,322,775	$1,675,932	$1,023,221
Change in Share Price	(62%)	(76%)	493%	7%	133%

Service Contracts - Executive Director

The Company entered into a service agreement contract with Executive Director, Mr Benjamin Bell, effective from 1 July 2012. Mr Bell's contract was renewed effective 1 July 2017 and his fixed remuneration package was $325,000 per annum including superannuation. Effective 1 July 2018 the package increased to $400,000. The contract has no defined term however either party may terminate this agreement by providing three months' written notice in accordance with the agreement.

At any time, contracts of employment may be terminated by the Company forthwith if the Executive Director (amongst other items) breaches duties connected with the performance of services; enters bankruptcy; engages in misconduct; or is of ill health or unsound mind. Under such circumstances the Company will pay an amount equal to the aggregate of unpaid salary, annual leave and long service leave accrued to the date of termination.

The Company provides insurance for the Executive Director for any liability arising from statute or common law and public indemnity insurance in respect of shareholder or third-party actions.

13. REMUNERATION REPORT – AUDITED (cont.)

c) Principles of compensation (cont.)

Service Contracts - Executive Director (cont.)

The Remuneration Committee undertakes to review Directors' remuneration on an annual basis to take into account changes to the cost of living and changes in the scope of the Directors' roles and responsibilities. If warranted the Board may approve bonus payments up to a reasonable limit for exceptional performance to the Executive Director.

Service Contracts - Executive Officers

The Company entered into an executive employment agreement with Tim Maclean as Chief Operating Officer effective 17 July 2017. Mr Maclean has been employed on a salary of $273,750 per annum inclusive of superannuation. The agreement includes an invitation to participate in the Loan Share Plan whereby the executive can apply for shares. The contract has no defined term however either party may terminate this agreement by providing three months written notice in accordance with the agreement.

Marcus Hughes was appointed Chief Financial Officer effective 3 December 2018. Mr Hughes had been employed on a salary of $325,000 inclusive of superannuation. The agreement also included a sign on bonus of 1,750,000 shares and an invitation to participate in a Loan Share Plan. The contract was terminated on 3 October 2019 and a termination payment of $76,000 was paid to Mr Hughes.

At any time, contracts of employment may be terminated by the Company forthwith if the Executive Officer (amongst other items) breaches duties connected with the performance of services; engages in misconduct; or becomes incapacitated. Under such circumstances the Company will pay an amount equal to the aggregate of unpaid salary, annual leave and long service leave accrued to the date of termination.

The remuneration of executive officers will be reviewed annually by the Company in conjunction with a performance review. If warranted the Company may approve bonus payments however, they are under no obligation to pay a bonus each year.

Non-Executive Directors

Total remuneration for all Non-Executive Directors is not to exceed $800,000 per annum, excluding options and other share-based incentives which are approved separately at a general meeting. Non-executive Directors' fees are set with reference to fees paid to other Non-Executive Directors of comparable companies and Mr M Elias and Mr D Marinelli are presently paid $70,000 (2019: $70,000) per annum each while Mr L Guthrie is paid $72,987 (2019: nil). The Non-Executive Chairman received a fee of $105,000 (2019: $105,000) per annum. There has been no movement in Non-Executive Director's fees for FY2021.

Directors' fees cover all main board activities and membership of committees. The directors have participated in the Employees Loan Share Plan and received an allotment of shares as detailed in note 18.

d) Directors' and executive officers' remuneration

Details of the nature and amount of each major element of the remuneration of each Director of the Consolidated Group and other key management personnel of the Consolidated Group are shown on the following table.

13. REMUNERATION REPORT – AUDITED (cont.)

		SHORT TERM (C)		
	Year	Non-Exec Directors' Fees $	Executive Salaries $	Bonus $
Non-Executive Directors				
Mr M Ramsden	2020	95,890	-	-
	2019	95,890	-	-
Mr M Elias	2020	63,927	-	-
	2019	63,927	-	-
Mr D Marinelli	2020	63,927	-	-
	2019	63,927	-	-
Mr L Guthrie	2020	66,655	-	-
	2019	-	-	-
Executive Directors				
Mr B Bell	2020	-	378,997	-
	2019	-	379,469	-
Total Compensation Directors	2020	290,399	378,997	-
	2019	223,744	379,469	-
Executive Officers				
Mr T Maclean	2020	-	252,747	12,637
	2019	-	253,218	-
Mr M Hughes(D)(E)	2020	-	89,834	-
	2019	-	177,607	-
Total Compensation Executive Officers	2020	-	342,581	12,637
	2019	-	430,825	-

(A) Other long-term benefits include movement in the annual and long service leave provision.

(B) The estimated options value disclosed above are calculated at grant date using a Black-Scholes model. Share-based payments expense relates to the Performance Shares granted to Directors on 24 November 2017.

POST EMPLOYMENT			SHARE-BASED PAYMENTS			
Superannuation Contribution $	Termination and Retirement Benefits $	Other Long-Term Benefits (A) $	Shares Issued (B) $	TOTAL $	Proportion of remuneration performance based %	Value of share-based payments as a proportion of remuneration %
9,110	-	-	-	105,000	0	0
9,109	-	-	79,675	184,674	43	43
6,073	-	-	-	70,000	0	0
6,073	-	-	48,176	118,176	41	41
6,073	-	-	-	70,000	0	0
6,073	-	-	48,176	118,176	41	41
6,332	-	-	-	72,987	0	0
-	-	-	-	-	0	0
21,003	-	22,194	-	422,194	0	0
20,531	-	18,775	376,142	794,917	47	47
48,591	-	22,194	-	740,181	0	0
41,786	-	18,775	552,169	1,215,943	45	45
21,003	-	19,371	47,323	353,081	17	13
20,531	-	19,443	112,835	406,027	28	28
14,773	76,000	-	-	180,607	0	0
16,873	-	4,294	141,111	339,885	42	42
35,776	76,000	19,371	47,323	533,688	11	9
37,404	-	23,737	253,946	745,912	34	34

(C) No non-monetary benefits were provided as compensation during the 2020 and 2019 financial years.

(D) Appointed 3 December 2018 as Chief Financial Officer. Mr Marcus had received $73,500 joining bonus in the form of share-based payment.

(E) Resigned as director 3 October 2019. 10m shares granted to M Hughes have been forfeited. ETP payment of $76,000 made.

13. REMUNERATION REPORT – AUDITED (cont.)

e) Terms of equity settled share-based payment transactions

Directors' and executives' employment related shares granted on 24 November 2017 are vested in two tranches for Directors and three tranches for key management executive Tim Maclean. A loan was provided to acquire the shares at a rate of $0.116 per share which must be repaid from the proceeds of any sale of the shares. On 3 December 2018, employment related shares were granted to key management executive Marcus Hughes which have lapsed. The details of the vesting plan are set out below. The fair values of all granted Performance Shares are included in remuneration over the vesting period from December 2017 to December 2020.

Director	Grant Date	Number Issued	Vesting Date	No. Vested	Share Value at Grant Date ($)	Fair Value ($)
M Elias	24 November 2017	2,600,000	1 June 2018	2,600,000	0.116	0.0306
M Elias	24 November 2017	2,600,000	1 June 2019	2,600,000	0.116	0.0306
B Bell	24 November 2017	20,300,000	1 June 2018	20,300,000	0.116	0.0306
B Bell	24 November 2017	20,300,000	1 June 2019	20,300,000	0.116	0.0306
M Ramsden	24 November 2017	4,300,000	1 June 2018	4,300,000	0.116	0.0306
M Ramsden	24 November 2017	4,300,000	1 June 2019	4,300,000	0.116	0.0306
D Marinelli	24 November 2017	2,600,000	1 June 2018	2,600,000	0.116	0.0306
D Marinelli	24 November 2017	2,600,000	1 June 2019	2,600,000	0.116	0.0306
T MacLean	24 November 2017	3,316,666	1 June 2018	3,316,666	0.116	0.0306
T MacLean	24 November 2017	3,316,667	1 June 2019	3,316,667	0.116	0.0306
T MacLean	24 November 2017	3,316,667	1 June 2020	3,316,667	0.116	0.0390
		69,550,000		69,550,000		

13. REMUNERATION REPORT – AUDITED (cont.)

e) Terms of equity settled share-based payment transactions (cont.)

	KMP Tim Maclean
Share price at date granted	0.090c
Risk free rate	1.90%
Volatility factor	75%
Exercise Price	0.116c
Time to maturity	3 years
Expected dividend yield	0%

The issue price was calculated as 1.3 times the 5-day volume weighted average price of the Company's shares up to the issue date.

f) Equity instruments held by key management personnel

Movement in shares

The movement during the reporting period in the number of ordinary shares held directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

	Held at 1 July 2019	Purchases	Sales / Other Changes	Held at 30 June 2020
Directors				
M Ramsden	68,367,958	3,726,712	-	72,094,670
B Bell	64,627,228	1,465,839	-	66,093,067
M Elias	17,801,777	621,120	-	18,422,897
D Marinelli	43,934,690	931,678	-	44,866,368
KMP				
T Maclean	9,950,000	-	-	9,950,000
M Hughes	17,500,000	-	17,500,000	-

g) Voting and comments made at the company's 2019 Annual General Meeting

The Company received 53% "for" votes on its remuneration report for the 2019 financial year at the Annual General Meeting on 19 November 2019. As company received more than 25% votes against the approval of the Remuneration Report, the company has recorded its first strike in accordance with the Corporations Act 2001.

13. REMUNERATION REPORT – AUDITED (cont.)

h) Loans to key management personnel

A limited recourse loan has been provided to Directors to allow them to purchase performance shares pursuant to the terms of the Loan Share Plan, detailed in point (c). No interest is payable on the loan and repayment is due upon forfeiture or sale of the shares. Details of the shares and loans can be found below:

Name	Issue Date	Shares Issued	Issue Price	Loan Balance
Michael Ramsden	24 Nov 2014	7,000,000	$0.007	$49,000
Michael Elias	24 Nov 2014	7,000,000	$0.007	$49,000
Dominic Marinelli	24 Nov 2014	7,000,000	$0.007	$49,000
Benjamin Bell	24 Nov 2014	13,000,000	$0.007	$91,000
		34,000,000		$238,000
Michael Ramsden	24 Nov 2017	8,600,000	$0.116	$997,600
Michael Elias	24 Nov 2017	5,200,000	$0.116	$603,200
Dominic Marinelli	24 Nov 2017	5,200,000	$0.116	$603,200
Benjamin Bell	24 Nov 2017	40,600,000	$0.116	$4,709,600
Tim MacLean	24 Nov 2017	9,950,000	$0.116	$1,154,200
		69,550,000		$8,067,800

i) Other key management personnel transactions

The terms and conditions of the transactions with key management personnel were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

13. REMUNERATION REPORT – AUDITED (cont.)

i) Other key management personnel transactions (cont.)

The aggregate amounts recognised during the year relating to key management personnel were as follows:

Directors	Transaction	2020 $	2019 $
Mr M Ramsden and Mr D Marinelli	Placement & Management Fees (i)	-	300,000

(i) The Group used Terrain Capital Unit Trust in 2019 to assist with the placement of shares. Mr M Ramsden and Mr D Marinelli are Directors of Terrain Capital Ltd. No amounts were owing to Terrain Capital Ltd for placement services at 30 June 2020.

Apart from the details disclosed in the Remuneration Report, no director has entered into a contract with the Consolidated Group since the end of the previous financial year and there were no contracts involving directors' interests existing at year end.

This is the end of the Audited Remuneration Report.

14. CORPORATE GOVERNANCE

The Consolidated Group's corporate governance policies and practices are set out in pages 82 to 91.

15. ENVIRONMENTAL REGULATIONS

The Consolidated Group conducts mining and exploration activities on mineral tenements. The right to conduct these activities is granted, subject to environmental conditions and requirements and as such is governed by a range of environmental legislation. The Directors have considered the requirements of the National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduces a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. As the Company has not yet commenced construction of the Sconi Cobalt-Nickel-Scandium Project, the Company is not yet subject to the public reporting requirements of the NGER Act. The Consolidated Group aims to ensure a high standard of environmental care is achieved and, as a minimum, to comply with relevant environmental regulations. To the best of the Directors knowledge, the Company has adequate systems in place to ensure compliance with the requirements of the applicable legislation and is not aware of any material breach of those requirements during the financial year and up to the date of the Directors' Report. In addition, Australian Mines is the first mineral resources company to be certified a Carbon Neutral Organisation under the Australian Government's Climate Active programme.

Meeting the Climate Active Carbon Neutral Standard demonstrates the Company's carbon neutral status is based on best practice, international standards and emissions reductions.

16. FINANCIAL REPORTING

The Directors have declared, in writing to the Board that the Company's financial statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

17. INDEMNIFICATION AND INSURANCE OF OFFICERS

The Company has entered into Director and Officer Protection Deeds (Deed) with each Director and the Company Secretary (officers). Under the Deed, the Company indemnifies the officers to the maximum extent permitted by law and the Constitution against legal proceedings, damage, loss, liability, cost, charge, expense, outgoing or payment (including legal expenses on a solicitor/client basis) suffered, paid or incurred by the officers in connection with the officers being an officer of the Company, the employment of the officer with the Company or a breach by the Company of its obligations under the Deed.

Also pursuant to the Deed, the Company must insure the officers against liability and provide access to all Board papers relevant to defending any claim brought against the officers in their capacity as officers of the Company.

The Company has paid insurance premiums during the year of $65,591 (2019: $38,850) in respect of liability for any current and future Directors, Company Secretary, executives and employees of the Company.

18. NON-AUDIT SERVICES

BDO Reward (WA) Pty Ltd, was appointed to provide remuneration benchmarking services in relation to Executive and Non-Executive Directors Report. Refer to Note 7 for auditor's remuneration. A BDO Reward (WA) Pty Ltd were paid $1,000 plus GST (2019: $14,250 plus GST) for these services. BDO Reward (WA) Pty Ltd was also engaged in the prior year.

The board has established, subsequent to year-end, certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the Corporations Act 2001. These procedures include:

a) Non-audit services are subject to the corporate governance procedures adopted by the Company and will be reviewed by the audit committee to ensure they do not impact the integrity and objectivity of the auditor; and

b) Ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the consolidated Group, acting as an advocate for the Consolidated Group or jointly sharing risks and rewards.

19. LEAD AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 32 and forms part of this Directors' Report for the year ended 30 June 2020.

20. ROUNDING OFF

The Company is of a kind referred to in ASIC Corporations Instrument 2016/191 dated 24 March 2016 and in accordance with that Instrument, amounts in the consolidated financial statements and directors' report have been rounded off to the nearest thousand dollars, unless otherwise stated.

This report is made with a resolution of the Directors.

Benjamin Bell

Benjamin Bell
Managing Director
Dated: 22nd September 2020

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DECLARATION OF INDEPENDENCE BY PHILLIP MURDOCH TO THE DIRECTORS OF AUSTRALIAN MINES LIMITED

As lead auditor of Australian Mines Limited for the year ended 30 June 2020, I declare that, to the best of my knowledge and belief, there have been:

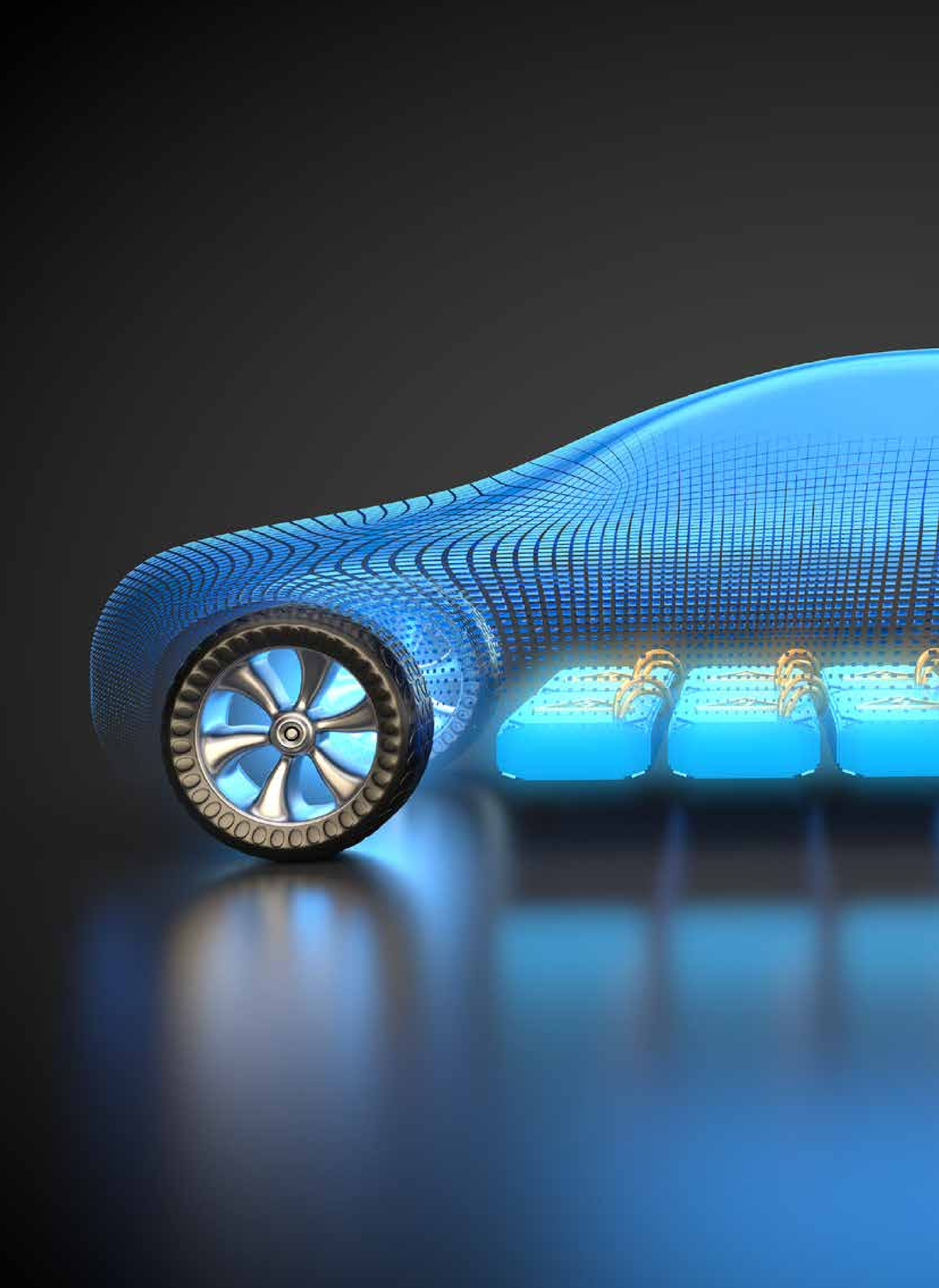
1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Australian Mines Limited and the entities it controlled during the period.

Phillip Murdoch
Director

BDO Audit (WA) Pty Ltd

Perth, 22 September 2020



Consolidated Statement of Profit or Loss and Other Comprehensive Income For the Year Ended 30 June 2020

	Notes	2020 $000	2019 $000
Other Income	4	80	-
Net Other income		**80**	**-**
Personnel expenses	5	(1,052)	(1,637)
Share based payment expense	18	(47)	(806)
Exploration expenditure	6	(5)	-
Depreciation and amortisation	6	(244)	(57)
Convertible notes finance charges		-	(4,093)
Corporate overheads and indirect expenses	6	(1,947)	(3,209)
Share of loss of associate accounted for using the equity method	6	(313)	-
Results from operating activities		**(3,608)**	**(9,802)**
Finance Income		5	6
Net finance income		**5**	**6**
Loss before income tax		**(3,523)**	**(9,796)**
Income tax	8	-	-
Loss after income tax		(3,523)	(9,796)
Total comprehensive loss for the period		**(3,523)**	**(9,796)**
Loss per share attributable to the ordinary equity holders of the Company			
Basic loss per share (cents)	9	(0.10)	(0.35)
Diluted loss per share (cents)	9	(0.10)	(0.35)

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

Consolidated Statement of Financial Position
As at 30 June 2020

	Notes	2020 $000	2019 $000
CURRENT ASSETS			
Cash and cash equivalents	10	3,242	3,360
Trade and other receivables		92	75
TOTAL CURRENT ASSETS		**3,334**	**3,435**
NON-CURRENT ASSETS			
Exploration and evaluation assets	13	30,640	28,033
Investment accounted for equity method	14	3,222	3,085
Intangibles		5	5
Property, plant and equipment	15	724	205
TOTAL NON-CURRENT ASSETS		**34,591**	**31,328**
TOTAL ASSETS		**37,925**	**34,763**
CURRENT LIABILITIES			
Trade and other payables		89	724
Provisions	16	230	162
Lease Liability	17	171	-
TOTAL CURRENT LIABILITIES		**490**	**886**
NON-CURRENT LIABILITIES			
Provisions	16	-	48
Lease Liability	17	390	-
TOTAL NON-CURRENT LIABILITIES		**390**	**48**
TOTAL LIABILITIES		**880**	**934**
NET ASSETS		**37,045**	**33,829**
EQUITY			
Contributed equity	19	88,107	81,373
Reserves	19	4,051	4,072
Accumulated losses	20	(55,113)	(51,616)
TOTAL EQUITY		**37,045**	**33,829**

The Consolidated Statement of Financial Position is to be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
For the Year Ended 30 June 2020

	Notes	Issued Capital $000	Accumulated Losses $000	Share Option Reserve $000	Share Based Payment Reserve $000	Total Equity $000
Contributions by and distribution to members						
Opening balance at 1 July 2019		81,373	(51,616)	494	3,578	33,829
Adjustment to Opening Retained Earnings (i)	3(m)	-	(42)	-	-	(42)
Total comprehensive income for the period:						
(Loss) for the year	20	-	(3,523)	-	-	(3,523)
Other comprehensive (loss)/income		-	-	-	-	-
Total comprehensive loss for the period		-	(3,523)	-	-	(3,523)
Transactions with owners, recorded directly in equity						
Share based payment transactions	19	-	68	-	(21)	47
Shares issued during the year	19	7,268	-	-	-	7,268
Transaction costs from issue of shares	19	(534)	-	-	-	(534)
Total transactions with owners, recorded directly in equity		6,734	68	-	(21)	6,781
Closing balance at 30 June 2020		**88,107**	**(55,113)**	**494**	**3,557**	**37,045**

(i) Reduction in opening retained profits as at 1 July 2019 on adoption of AASB 16 (see note 3(m)).

The Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
For the Year Ended 30 June 2020

	Notes	Issued Capital $000	Accumulated Losses $000	Share Option Reserve $000	Share Based Payment Reserve $000	Total Equity $000
Contributions by and distribution to members						
Opening balance at 1 July 2018		67,076	(41,820)	168	2,845	28,269
Total comprehensive income for the period:						
(Loss) for the year	20	-	(9,796)	-	-	(9,796)
Other comprehensive (loss)/income		-	-	-	-	-
Total comprehensive loss for the period		-	(9,796)	-	-	(9,796)
Transactions with owners, recorded directly in equity						
Share based payment transactions	19	-	-	326	733	1,059
Shares issued during the year	19	14,799	-	-	-	14,799
Transaction costs from issue of shares	19	(502)	-	-	-	(502)
Total transactions with owners, recorded directly in equity		14,297	-	326	733	15,356
Closing balance at 30 June 2019		**81,373**	**(51,616)**	**494**	**3,578**	**33,829**

The Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows For the Year Ended 30 June 2020

	Notes	2020 $000	2019 $000
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash payments to suppliers and employees		(1,869)	(4,568)
Interest received		5	6
Sundry income		63	-
Net cash (used in) operating activities	11	**(1,801)**	**(4,562)**
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for exploration and evaluation		(4,297)	(5,875)
Payments for exploration acquisitions		-	(4,000)
Payments to acquire shares in investments	14	(450)	-
Intangibles		-	(5)
Payments for property, plant and equipment		(70)	(140)
Net cash (used in) investing activities		**(4,817)**	**(10,020)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from share issue (net of costs)	19	6,734	8,957
Lease payments		(234)	-
Net cash provided by financing activities		**6,500**	**8,957**
Net increase/(decrease) in cash held		**(118)**	**(5,625)**
Cash at the beginning of the financial year		**3,360**	**8,985**
Cash at the end of the financial year	10	**3,242**	**3,360**

The Consolidated Statement of Cash Flows is to be read in conjunction with the accompanying notes.

1. REPORTING ENTITY

Australian Mines Limited (the 'Company') is a company domiciled in Australia. The address of the Company's registered office is Level 34, 1 Eagle Street, Brisbane, Queensland. The consolidated financial statements of the Company for the financial year ended 30 June 2020 comprise the Company and its subsidiaries (together referred to as the 'Consolidated Group') and the Consolidated Group's interest in jointly controlled entities.

The Consolidated Group is a for-profit entity and is primarily involved in the exploration for cobalt, nickel and scandium in Australia.

The consolidated financial statements were authorised for issue by the directors on 22 September 2020.

2. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards ('AASBs') adopted by the Australian Accounting Standards Board ('AASB') (including interpretations) and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board (IASB).

(b) Functional and presentation currency

The financial statements are presented in Australian dollars, which is the Company's functional currency and the functional currency of the majority of the Consolidated Group.

(c) Basis of measurement

The consolidated financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: non-derivative financial instruments measured at fair value through profit or loss.

Certain comparative amounts have been reclassified to conform to current year presentation.

(d) Use of judgements and estimates

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by each entity in the Consolidated Group.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future period affected.

2. BASIS OF PREPARATION (cont.)

(d) Use of judgements and estimates (cont.)

Judgements made by management that have a significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 3(k).

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the reporting entity is exposed, or has the rights, to variable returns from its involvement with another entity and has the ability to affect those returns through its 'power' over that other entity. A reporting entity has power when it has rights that give it the current ability to direct the activities that significantly affect the investee's returns. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Transactions eliminated on consolidation

Intragroup balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial statements.

(iii) Investment in associates

Interests in associates are accounted for using the equity method. Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Groups share of the profit or loss of the associate.

All other accounting policies applied by the Group in this consolidated financial report are the same as those applied by the Group in its consolidated financial report as at and for the year ended 30 June 2020, except for those discussed in the Notes.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(b) Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment are measured at cost or deemed cost less accumulated depreciation (see below) and impairment losses (see note 3(e)). The cost of self-constructed assets includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads.

Mining property and development assets include costs transferred from exploration and evaluation assets once technical feasibility and commercial viability of an area of interest are demonstrable and subsequent costs to develop the mine to the production phase.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

(ii) Subsequent costs

The Consolidated Group recognises in the carrying amount of an item of property, plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied within the item will flow to the Consolidated Group and the cost of the item can be measured reliably. All other costs are recognised in the Statement of Profit or Loss and Other Comprehensive Income as an expense as incurred.

(iii) Depreciation

With the exception of freehold land and mining property and development assets, depreciation is charged to the Statement of Profit or Loss and Other Comprehensive Income on a straight-line basis over the estimated life of the asset, using rates per annum as set out below:

	2020	2019
Buildings	33%	33%
Plant & equipment	33%	33%
Leased plant & equipment	25%	25%

Land is not depreciated, while buildings on mining tenements are given a short life. Exploration and development costs for reserves not yet in production are not amortised.

The residual value, the useful life and the depreciation method applied to an asset are reassessed at least annually.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(c) Exploration and evaluation assets

Exploration and evaluation costs, including the costs of acquiring licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Consolidated Group has obtained the legal rights to explore an area are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

(i) the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or

(ii) activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or other wise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are assessed for impairment if sufficient data exists to determine technical feasibility and commercial viability, and facts and circumstances suggest that the carrying amount exceeds the recoverable amount (see impairment note, accounting policy note 3(e)). For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified from exploration and evaluation assets to mining property and development assets within property, plant and equipment.

(d) Financial instruments

(i) Recognition, initial measurement and derecognition

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. 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.

Trade receivables are initially measured at the transaction price if the receivables do not contain a significant financing component in accordance with AASB 15.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity 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.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(d) Financial instruments (cont.)

(ii) Classification and subsequent measurement

Financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

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

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- The contractual cash flow characteristics of the financial assets; and
- The entities business model for managing the financial asset.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Financial assets at fair value through other comprehensive income (Equity instruments)

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(d) Financial instruments (cont.)

(ii) Classification and subsequent measurement (cont.)

Financial assets at fair value through profit or loss (FVPL)

Financial assets, not measured at amortised cost or at fair value through other comprehensive income, are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

Impairment

The consolidated entity 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 consolidated entity'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.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(d) Financial instruments (cont.)

(ii) Classification and subsequent measurement (cont.)

Comparative information

The Company has applied AASB 9 Financial Instruments retrospectively but has elected not to restate comparative information. As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

(e) Impairment

(i) Non-derivative financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that the loss event(s) had an impact on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired includes default or delinquency by a debtor, restructuring of an amount due to the Consolidated Group on terms that the Consolidated Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

Financial assets measured at amortised cost

The Consolidated Group considers evidence of impairment for financial assets measured at amortised cost (loans and receivables) at both a specific asset and collective level. All individually significant assets are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Consolidated Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When an event occurring after the impairment was recognised causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(e) Impairment (cont.)

(ii) Non-financial assets

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

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

(f) Employee benefits

(i) Long-term service benefits

The Consolidated Group's net obligation in respect of long-term service benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using expected future increases in wage and salary rates including related on-costs and expected settlement dates and is discounted using the rates attached to the Commonwealth Government bonds at the reporting date which have maturity dates approximating to the terms of the Consolidated Group's obligations.

(ii) Wages, salaries, annual leave, sick leave and non-monetary benefits

Liabilities for employee benefits for wages, salaries, annual leave and sick leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to reporting date, are calculated at undiscounted amounts based on remuneration wage and salary rates that the Consolidated Group expects to pay as at reporting date including related on-costs, such as workers compensation insurance and payroll tax.

(iii) Share-based payment transactions

The Share Loan Plan allows Consolidated Group directors and key management personnel to acquire shares of the Company. The fair value of shares granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and recorded over the period during which the employees become unconditionally entitled to the shares. The fair value of the shares granted is measured using a Black - Scholes model, taking into account the terms and conditions upon which the shares were granted.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(f) Employee benefits (cont.)

(iv) Defined contribution superannuation funds

Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the Statement of Profit or Loss and Other Comprehensive Income as incurred.

(g) Provisions

A provision is recognised in the Statement of Financial Position when the Consolidated Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

(h) Finance income and expenses

Finance income comprises interest income on funds invested and fair value gains on financial assets at fair value through profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expense on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method.

(i) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the Statement of Profit or Loss and Other Comprehensive Income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(i) Income tax (cont.)

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend.

Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries is assumed by the head entity in the tax-consolidated group and are recognised as amounts payable (receivable) to (from) other entities in the tax-consolidated group in conjunction with any tax funding arrangement amounts (refer below). Any difference between these amounts is recognised by the Company as an equity contribution or distribution.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

Nature of tax funding arrangements and tax sharing arrangements

The head entity, in conjunction with other members of the tax-consolidated group, has entered into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to/from the head entity equal to the current tax liability (asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising an inter-entity receivable (payable) equal in amount to the tax liability (asset) assumed. The inter-entity receivable/(payable) is at call.

Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity in conjunction with other members of the tax-consolidated group has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

(j) Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(k) Accounting estimates and judgments

Management discussed with the Board the development, selection and disclosure of the Consolidated Group's critical accounting policies and estimates and the application of these policies and estimates.

Note 21 contains detailed analysis of the interest rate and liquidity risk of the Consolidated Group.

The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

The significant estimates and judgements are as follows:

(i) Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

(ii) Fair Value of Share Based Payment Transactions

The fair value of the employee option plan and loan share plan are measured using the Black Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility, weighted average expected life of the instrument, risk-free interest rate.

(iii) Impairment of exploration and evaluation assets

The ultimate recoupment of the value of exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale, of the underlying mineral exploration properties. The Consolidated Group undertakes at least on an annual basis, a comprehensive review for indicators of impairment of those assets. Should an indicator of impairment exist, there is significant estimation and judgement in determining the inputs and assumptions used in determining the recoverable amounts.

The key issues that are considered in this review include:

- Recent drilling results and reserves and resources estimates;
- Environmental issues that may impact the underlying tenements;
- The estimated market value of assets at the review date;
- Independent valuations of the underlying assets that may be available;
- Fundamental economic factors such as the cobalt, scandium and nickel price, exchange rates and current and anticipated operating costs in the industry; and

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(k) Accounting estimates and judgments (cont.)

(iii) Impairment of exploration and evaluation assets (cont.)

Information used in the review process is rigorously tested to externally available information as appropriate. In addition, an allocation of the costs of acquired mineral rights to individual projects was performed during the year. This allocation process required estimates and judgement as to the value of these projects acquired.

The fair value of exploration assets is based on fair value less costs to sell, using a multiples of exploration method. The impairment of mining tenements is assessed in accordance with accounting policy note 3(e).

(iv) Investment in Associates

In absence of control, the Group will equity account for Norwest Minerals Limited. The Group has 25.05% of voting rights in Norwest and has only one common board member. As such it has been determined that control cannot be exercised.

(l) Segment reporting

An operating segment is a component of the Consolidated Group that engages in business activities of which it may earn revenue and incur expenses. Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets other than goodwill.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(m) New and amended standards adopted by the Group

The Company has adopted AASB 16 Leases which became effective for financial reporting periods commencing on or after 1 July 2019.

AASB 16 Leases

The group has adopted AASB 16 from 1 July 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

Impact of adoption

AASB 16 was adopted using the modified retrospective approach and as such the comparatives have not been restated. The impact of adoption on opening retained profits as at 1 July 2019 was as follows:

	1 July 2019 $000
Operating lease commitments as at 1 July 2019 (AASB 117)	1,128
Finance lease commitments as at 1 July 2019 (AASB 117)	-
Operating lease commitments discount based on the weighted average incremental borrowing rate of 10% (AASB 16)	(274)
Short-term leases not recognised as a right-of-use asset (AASB 16)	-
Low-value assets leases not recognised as a right-of-use asset (AASB 16)	-
Accumulated depreciation as at 1 July 2019 (AASB 16)	(173)
Right-of-use assets (AASB 16)	681
Lease liabilities - current (AASB 16)	(162)
Lease liabilities - non-current (AASB 16)	(561)
	(723)
Tax effect on the above adjustments	-
Reduction in opening retained profits as at 1 July 2019	(42)

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(m) New and amended standards adopted by the Group (cont.)

The key features of AASB 16 are as follows:

Right-of-use assets

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

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

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

Lease liabilities

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

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 guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

All other accounting standards have been adopted with no material accounting impact identified.

3. SIGNIFICANT ACCOUNTING POLICIES (cont.)

(n) New accounting standards and interpretations not yet adopted

No standards, amendments to standards and interpretations have been identified as those which may impact the entity in the period of initial application.

(o) Determination of fair values

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Share-based payment transactions

The fair value of the employee share options and loan share plan are measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

(p) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

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

(q) Government grants

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

4. OTHER INCOME

	2020 $000	2019 $000
Net gain on disposal of property, plant and equipment	17	-
Government grants	63	-
	80	-

5. PERSONNEL EXPENSES

Wages and salaries	1,257	1,658
Salary recharge	(769)	(754)
Non-executive directors fees	338	298
Other associated personnel expenses	48	80
Contributions to superannuation funds	128	165
Increase in leave liability	50	190
	1,052	1,637
Employee Share Based Payment		
Employee share-based payment expenses (note 18)	47	806
	47	806

6. OTHER EXPENSES

Depreciation and amortisation of:		
Plant and equipment	244	57
	244	57
Exploration expenditure not capitalised:		
Exploration	5	-
	5	-
Share of loss of associate accounted for using the equity method:		
Share of loss - associates (note 14)	313	-
	313	-

6. OTHER EXPENSES (cont.)

	2020 $000	2019 $000
Corporate overheads and indirect expenses		
Insurance	84	60
Travel and Accommodation	222	316
Exploration	-	159
Legal Fees	151	189
Accounting, Tax and Audit Services	270	515
Share Registry Services	104	113
Conferences	157	109
Public Relations Fees	325	381
Advisors and Consultants	81	491
Recruitment	16	54
Other Fees and Services	217	453
General Administration	320	369
	1,947	3,209

7. AUDITOR'S REMUNERATION

	2020 $	2019 $
Audit services		
BDO Audit (WA) Pty Ltd - Audit and review of financial reports	48,616	47,359
Non-Audit services		
BDO Reward (WA) Pty Ltd – Benchmarking services	1,000	14,250
	49,616	61,609

8. INCOME TAX EXPENSE

	2020 $000	2019 $000
Current tax	(2,182)	(4,002)
Deferred tax - origination and reversal of temporary differences	866	2,345
Adjustment for prior periods	(589)	4,270
Current year losses for which no deferred tax asset was recognised	1,905	(2,613)
Total income tax in statement of profit or loss and other comprehensive income	-	-
Numerical reconciliation between tax expense and pre-tax profit		
Loss for the period	(3,523)	(9,796)
Income tax benefit using the domestic	(1,057)	(2,939)
corporate tax rate of 30% (2019: 30%)		
Increase in income tax expense due to:		
Non-deductible expenses	(259)	1,282
Adjustment recognised for prior periods	(589)	4,270
Tax losses not brought to account	1,905	(2,613)
Income tax expense	-	-
Unrecognised deferred tax assets		
Deferred tax assets have not been recognised in respect of the following items:		
Tax losses	7,081	5,176

The deductible temporary differences and tax losses do not expire under the current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Consolidated Group can utilise the benefits from.

8. INCOME TAX EXPENSE (cont.)

	2020 $000	2019 $000
Recognised deferred tax assets and liabilities		
The balance comprises temporary differences attributable to:		
Amounts recognised in profit or loss		
Exploration	(5,583)	(4,801)
Investments	248	155
Capital raising costs	448	474
Property Plant & Equipment	(153)	7
Provisions	69	64
Accruals	5	9
Liabilities	168	-
Tax losses	4,798	4,092
Net deferred tax assets	-	-
Movements in temporary differences		
Exploration	782	(1,876)
Investments	(93)	(155)
Capital raising costs	26	(10)
Property Plant & Equipment	160	(6)
Provisions	(6)	(35)
Accruals	4	6
Liabilities	(168)	-
Total movement in temporary differences	705	(2,076)

9. LOSS PER SHARE

	2020 $000	2019 $000
Loss per share from total operations		
Loss after income tax attributable to the ordinary shareholders of the Company	(3,523)	(9,796)
Basic loss per share (cents)	(0.10)	(0.35)
Diluted loss per share (cents)	(0.10)	(0.35)

The calculation of basic loss per share at 30 June 2020 was based on the operating loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding during the financial year ended 30 June 2020 of 3,481,388,654 (2019: 2,836,836,574), calculated as follows:

	2020	2019
Number of ordinary shares		
Issued ordinary shares at 1 July	3,083,406,567	2,677,803,672
Share Placement	542,585,912	221,884,535
Conversion of Convertible Notes	-	183,718,360
Issued ordinary shares at 30 June	3,625,992,479	3,083,406,567
Weighted average number of ordinary shares for year ending 30 June	**3,481,388,654**	**2,836,836,574**

Diluted Earnings per Share

The calculation of diluted earnings per share at 30 June 2020 was based on the loss attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding during the financial year ended 30 June 2020 of 3,481,388,654 (2019: 2,836,836,574). There were no options that were considered dilutive.

10. CASH AND CASH EQUIVALENTS

	2020 $000	2019 $000
Bank balances	3,242	3,360
Cash and cash equivalents in the statement of cash flows	3,242	3,360

Refer to note 21 for Financial Risk Management

11. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES

Cash flows from operating activities:		
Net (loss)	(3,523)	(9,796)
Add/(less) items classified as investing/financing activities:		
Depreciation and amortisation	244	57
Convertible note finance charge	-	4,093
Loss on sale of assets	(12)	(603)
Investment in Associate	313	515
Exploration expenditure not capitalised	-	-
Salary recharge	601	-
Share based payment expense (Joining Bonus Payment)	-	74
Share-based payment expense	47	733
Lease Interest	72	-
Movement in operating assets and liabilities:		
Decrease/(increase) in receivables	837	312
Increase/(decrease) in payables	(400)	(65)
Increase/(decrease) in employee leave provisions	20	118
Net cash used in operating activities	**(1,801)**	**(4,562)**

12. NON-CASH INVESTING AND FINANCING ACTIVITIES

Additions to the right-of-use assets	853	-
Shares issued under employee share plan	47	-
	900	-

13. EXPLORATION AND EVALUATION ASSETS

	2020 $000	2019 $000
Exploration and Evaluation		
Opening balance	28,033	18,552
Acquisition of tenements	-	4,000
Expenditure incurred for year	3,466	7,677
Expenditure expensed	(5)	(159)
R&D Refund	(854)	(2,036)
Exploration costs carried forward	30,640	28,033

No tenement purchases have been made during the 2020 year.

The 2017, 2018 research and development tax offset's were received in the 2019 financial year and 2019 research and development tax offset was received in the 2020 financial year.

The ultimate recoupment of costs carried forward for mineral properties in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

14. INVESTMENT ACCOUNTED FOR USING EQUITY METHOD

Opening Balance	3,085	-
Purchase of shares in investment – Norwest	450	3,600
Share of associate loss	(313)	(515)
Total Investments in Associates	**3,222**	**3,085**

On 26 November 2018, Norwest Minerals Limited issued new shares via an IPO which reduced Australian Mines Limited's shareholding to 28.63%. As a result, Australian Mines Limited has lost control of Norwest Minerals Limited and is now treated as an investment in associates.

On 23 September 2019, Australian Mines Limited purchased 3,000,000 shares in Norwest Minerals Limited at $0.15 per share, total payment $450,000; bringing Australian Mines Limited's total current shareholding in Norwest Minerals Limited to 25.05%.

14. INVESTMENT ACCOUNTED FOR USING EQUITY METHOD (cont.)

	2020 $000	2019 $000
ASSOCIATES ENTITY DISCLOSURES		
Norwest Minerals Limited		
STATEMENT OF FINANCIAL POSITION		
Current Assets	1,776	3,561
Non-Current Assets	10,490	6,676
Total Assets	12,226	10,237
Current Liabilities	460	450
Total Liabilities	460	450
Net Assets	**11,806**	**9,787**
Contributed equity	14,677	11,533
Share option reserves	607	484
Accumulated losses	(3,478)	(2,230)
Total Equity	**11,806**	**9,787**
Loss attributable to equity holders of the Company	**(1,248)**	**(2,143)**

The share of associate loss and associate entity disclosures is based on the associate's management accounts.

15. PROPERTY, PLANT AND EQUIPMENT

	2020 $000	2019 $000
Plant and equipment		
Plant and Equipment at cost	255	263
Accumulated depreciation	(214)	(177)
	41	87
Motor Vehicles		
Motor Vehicles at cost	105	52
Accumulated depreciation	(9)	(23)
	96	29
Land		
Land at Cost	89	89
	89	89
Right of Use Assets		
Right of Use Assets - Lease	853	-
Accumulated depreciation	(355)	-
	498	-
Total property, plant and equipment	724	205
Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:		
Plant and equipment		
Carrying amount at beginning of year	87	74
Additions	1	53
Disposals	(5)	-
Depreciation	(42)	(40)
Carrying amount at the end of year	41	87
Motor Vehicles		
Carrying amount at beginning of year	29	46
Additions	104	-
Disposals	(19)	-
Depreciation	(18)	(17)
Carrying amount at the end of year	96	29
Land		
Land at Cost	89	89
	89	89
Right of Use Assets		
Carrying amount at beginning of year	-	-
Additions	853	-
Depreciation	(355)	-
Carrying amount at the end of year	498	-

16. EMPLOYEE BENEFITS

	2020 $000	2019 $000
Current		
Liability for Annual Leave	175	162
Liability for Long Service Leave	55	-
	230	162
Non Current		
Liability for Long Service Leave	-	48
	-	48

17. LEASE LIABILITY

Current		
Lease Liability	227	-
Unexpired Interest	(56)	-
	171	-
Non Current		
Lease Liability	450	-
Unexpired Interest	(60)	-
	390	-

Refer to note 21 for Financial Risk Management.

18. SHARE BASED PAYMENTS

During the 2018 financial year, the Directors' and Key Management Personnel were invited to apply for plan shares under the Loan Share Plan. A limited recourse loan was provided to allow the Directors' and Key Management Personnel to purchase the shares for $0.116 per share. The director's plan shares are divided into 2 tranches and subject to service period vesting conditions. The key management personnel plan shares are divided into 3 tranches and are subject to service period vesting conditions.

During December 2018, a Key Management Executive was invited to apply for plan shares under the loan share plan. A limited recourse loan was provided to allow the Key Management Executive to purchase the shares for $0.042 per share. The shares have been forfeited following the resignation of the Key Management Executive.

The terms of the Plan are as follows:

18. SHARE BASED PAYMENTS (cont.)

	Directors	Key Management Personnel
Grant Date	24 November 2017	24 November 2017
Number of Shares	59,600,000	9,950,000
Share Price at Grant Date	$0.116 The issue price was calculated as 1.3 times the 5-day volume weighted average price of the Company's shares up to the issue date.	$0.116 The issue price was calculated as 1.3 times the 5-day volume weighted average price of the Company's shares up to the issue date.
Vesting Conditions	The Performance Shares are divided into 2 tranches and subject to the following vesting conditions: (i) 1/2 for service to the Company as an Eligible Person until 1 June 2018 (ii) 1/2 for service to the Company as an Eligible Person until 1 June 2019	The Performance Shares are divided into 3 tranches and subject to the following vesting conditions: (i) 1/3 for service to the Company as an Eligible Person until 1 June 2018 (ii) 1/3 for service to the Company as an Eligible Person until 1 June 2019 (iii) 1/3 for service to the Company as an Eligible Person until 1 June 2020
Lapse of Performance Shares	Performance Shares will be forfeited in the following circumstances: • Employment, office or contractual relationship with the Company ceases; • Relevant vesting conditions are not satisfied by the relevant time; • The Director acts fraudulently or dishonestly or in breach of their obligations to the Group; or • They become insolvent. If the Performance Shares are forfeited and sold pursuant to the Plan Rules, the proceeds will first be applied against the respective loan and any surplus applied in accordance with the Plan Rules.	Performance Shares will be forfeited in the following circumstances: • Employment, office or contractual relationship with the Company ceases; • Relevant vesting conditions are not satisfied by the relevant time: • The Director acts fraudulently or dishonestly or in breach of their obligations to the Group; or • They become insolvent. If the Performance Shares are forfeited and sold pursuant to the Plan Rules, the proceeds will first be applied against the respective loan and any surplus applied in accordance with the Plan Rules.
Loan Arrangements	Under the Loan Agreement, the Group will lend the Directors' the funds required to purchase the Performance Shares. No interest will be payable on the loan and it is a limited recourse loan.	Under the Loan Agreement, the Group will lend the Key Management Personnel the funds required to purchase the Performance Shares. No interest will be payable on the loan and it is a limited recourse loan.

18. SHARE BASED PAYMENTS (cont.)

Shares issued pursuant to Loan Share Plan

Name	Grant Date	Shares Issued	Issue Price	Loan Balance
Michael Ramsden	24-Nov-17	8,600,000	$0.116	$997,600
Michael Elias	24-Nov-17	5,200,000	$0.116	$603,200
Dominic Marinelli	24-Nov-17	5,200,000	$0.116	$603,200
Benjamin Bell	24-Nov-17	40,600,000	$0.116	$4,709,600
Tim MacLean	24-Nov-17	9,950,000	$0.116	$1,154,200
		69,550,000		**$8,067,800**

The fair value of the Loan Share Plan was calculated using the Black Scholes pricing model per the table below. The value of the shares has been expensed on a proportionate basis for each period from grant date to vesting date. The proportion of the value of the shares that has been expensed during the year to 30 June 2020 and accounted for in the share-based payment reserve is $47,323.

During the 2020 financial year, Key Management Personnel, Marcus Hughes, resigned and according to the terms of the Loan Share Plan, the 10,000,000 shares granted to him have been forfeited. Hence, a previously recognised share-based payment at 30 June 2019 of $67,611 for Marcus Hughes has been reversed to reduce the share-based payment reserve balance. At 30 June 2020, these shares were held in trust as treasury shares.

Tranche	Grant Date	Number Issued	Value Per Right ($)	Probability	Condition	Total Value ($)	Vesting Period (Years)	Value Vested	Value Vested Current Period ($)	Value Not Vested ($)
Directors Shares										
1	24/11/2017	29,800,000	$0.03055	100%	Service Period	910,423	0.5	910,423	-	-
2	24/11/2017	29,800,000	$0.03055	100%	Service Period	910,423	1.5	910,423	-	-
		59,600,000				1,820,846		1,820,846	-	-
Key Management Personnel Shares										
1	24/11/2017	3,316,667	$0.03061	100%	Service Period	101,533	0.5	101,533	-	-
2	24/11/2017	3,316,667	$0.03061	100%	Service Period	101,533	1.5	101,533	-	-
3	24/11/2017	3,316,666	$0.03895	100%	Service Period	129,191	2.5	129,191	47,323	-
		9,950,000				332,257		332,357	47,323	-

18. SHARE BASED PAYMENTS (cont.)

Shares issued pursuant to Loan Share Plan (cont.)

The fair value calculation was based on the following inputs:

	KMP Tim Maclean
Share price at date granted	0.090c
Risk free rate	1.90%
Volatility factor	75%
Exercise Price	0.116c
Time to maturity	3 years
Expected dividend yield	0%

19. CAPITAL AND RESERVES

	2020		2019	
	$	No.	$	No.
Issued and paid up capital				
Ordinary shares, fully paid	88,106,976	3,625,992,479	81,373,233	3,083,406,567
Reconciliation of contributed equity				
Balance at beginning of 1 July	81,373,233	3,083,406,567	67,075,806	2,677,803,672
Shares issued during the year:				
Share placement (Employee Loan Share Plan) @ $0.00 (i)	-		-	10,000,000
Share placement (Senior Employee Sign On Bonus) @ $0.042	-	-	73,500	1,750,000
Share placement @ $0.016	-	-	2,960,000	87,058,824
Share placement @ $0.029	-	-	5,000,000	172,413,793
Share placement @ $0.031	-	-	458,800	14,800,000
Share placement @ $0.059	-	-	360,000	6,101,695
Share placement @ $0.0892	-	-	1,500,000	16,811,916
Convertible Notes @$0.03	-	-	4,446,667	96,666,667
Share placement @ $0.00161 (ii)	5,817,508	361,335,912	-	-
Share placement @ $0.008 (iii)	1,450,000	181,250,000	-	-
Costs of capital raising	(533,765)	-	(501,540)	-
Balance at end of year	**88,106,976**	**3,625,992,479**	**81,373,233**	**3,083,406,567**

The Company does not have authorised capital or par value in respect of its issued shares.

(i) Refer to note 18; 10,000,000 shares issued to key management personnel Marcus Hughes under Loan Share Plan were forfeited, as the shares had not vested under the terms of that Plan. The shares are held in trust as Treasury Shares.

(ii) Australian Mines raised $5.8million via oversubscribed Share Purchase Plan (SPP).

(iii) Share placement of 181,250,000 shares with 1 free unlisted option for every 4 new shares subscribed (45,312,500), options have an exercise price of $0.015 and expire 17 April 2022.

19. CAPITAL AND RESERVES (cont.)

	2020 $000	2019 $000
Share Option Reserve		
Balance at beginning of year	494	168
Options issued	-	326
Balance at end of year	494	494
Share Based Payments Reserve		
Balance at beginning of year	3,578	2,845
Adjustment to Opening	(68)	-
Share based payment employees/directors' transactions	47	733
Balance at end of year	3,557	3,578
Total Reserves	4,051	4,072

The Share Option Reserve represents the cost of options issued to shareholders.

The Share Based Payment Reserve represents the fair value of share options granted. The estimate of fair value of the services received is based on the Black-Scholes model. The calculated fair value is based on parameters as set out in note 18.

20. ACCUMULATED LOSSES

	2020 $000	2019 $000
Balance at beginning of year	(51,616)	(41,820)
Adjustment to opening retained earnings	(42)	-
Adjustment to share based payment	68	-
Net (loss) for the year	(3,523)	(9,796)
Accumulated losses at end of year	(55,113)	(51,616)

21. FINANCIAL RISK MANAGEMENT

Overview

The Consolidated Group has exposure to the following risks from its use of financial instruments:

a) Interest rate risk

b) Liquidity risk

c) Credit risk

This note presents information about the Consolidated Group's exposure to each of the above risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Board of Directors has overall responsibility for the establishment and oversight of the risk of the management framework. The Board is responsible for developing and monitoring risk management policies.

Risk management policies are established to identify and analyse the risks faced by the Consolidated Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Consolidated Group's activities.

The Consolidated Group does not enter into financial instruments for trade or speculative purposes. However, in the normal course of its business, it is exposed to interest rate and liquidity risks, credit risk and foreign currency risk.

(a) Interest rate risk

	Weighted Average Interest Rate	6 Months or Less $000	6 – 12 Months $000	1 to 5 Years $000	Non-interest Bearing $000	Total $000
2020						
Financial assets						
Cash and cash equivalents	6.26% (variable)	3,242	-	-	-	3,242
Trade and other receivables		-	-	-	92	92
		3,242	-	-	92	3,334
Financial liabilities						
Trade and other payables		-	-	-	89	89
Lease Liability	10% (fixed)	86	86	390	-	562
		86	86	390	89	651
2019						
Financial assets						
Cash and cash equivalents	1.50% (variable)	3,360	-	-	-	3,360
Trade and other receivables		-	-	-	75	75
		3,360	-	-	75	3,435
Financial liabilities						
Trade and other payables		-	-	-	724	724
		-	-	-	724	724

21. FINANCIAL RISK MANAGEMENT (cont.)

(a) Interest rate risk (cont.)

Sensitivity analysis for variable rate instruments

A change in interest rates at the reporting date would have resulted in the following impact on profit or loss, assuming the amounts of variable rate instruments at 30 June were constant throughout the preceding year. A change in interest rates does not impact equity.

	2020 $000	2019 $000
Net financial assets subject to variable interest rates	3,242	3,360
Decrease in loss resulting from a 1% pa increase in variable interest rates	32	34
(Increase) in loss resulting from a 1% pa decrease in variable interest rates	(32)	(34)

(b) Liquidity risk

Liquidity risk is the risk that the Consolidated Group will encounter difficulty in meeting the obligations associated with its financial liabilities. The Consolidated Group manages its liquidity risk by monitoring cashflows using monthly cashflow forecasts and by paying creditors on 30-day terms.

The following are the Consolidated Group's contractual maturities of financial liabilities, including estimated interest payments:

	Carrying amount $000	Contractual cash flows $000	6 months or less $000	6 to 12 months $000	1 to 5 years $000
2020					
Trade and other payables	89	89	89	-	-
Lease Liability	562	562	86	86	390
	651	651	175	86	390
2019					
Trade and other payables	724	724	724	-	-
	724	724	724	-	-

21. FINANCIAL RISK MANAGEMENT (cont.)

(c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or a counterparty to a financial instrument fails to meet its contractual obligations, and it arises principally from the Group's cash held at banks and trade receivables. The Consolidated Group lodges its cash deposits with international banks of good standing.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at reporting date was as follows:

	Carrying Amount 2020 $000	Carrying Amount 2019 $000
Cash at bank	3,242	3,360
Other Debtors	92	75
	3,334	3,435
Credit Rating		
Cash at Bank	3,242	3,360

(d) Currency risk

The Consolidated Group is exposed to currency risk on receivables and borrowings that are denominated in a currency other than the Australian Dollar. The Group minimises this risk by limiting funds held in overseas bank accounts and paying creditors promptly. As at 30 June 2020 there were no funds or borrowings in a foreign currency (2019: nil).

(e) Capital management

The Consolidated Group monitors its capital performance and reviews its adequacy at regular intervals to ensure it is achieving a reasonable return on capital. There are no externally imposed capital requirements. The directors monitor the market capitalisation and net assets of the Consolidated Group to ensure performance is maintained for shareholders.

(f) Fair values

The fair values of significant financial assets and liabilities approximates the carrying amounts shown in the Statement of Financial Position.

22. COMMITMENTS

	2020 $000	2019 $000
Exploration expenditure commitment		
Within one year	2,121	1,864
Between 12 months and 5 years	8,482	7,454
	10,603	9,318

23. CONTINGENT LIABILITIES

In accordance with the agreement with Jervois Mining Ltd for the Flemington project, a royalty of 1.5% of gross sales is payable on all proceeds from the sale of products. At this time, it is not possible to quantify the value of this royalty.

Upon commercial production from the Sconi Cobalt-Nickel-Scandium Project, it is agreed that a final issue of $2.5 million Australian Mines Limited shares (or cash at the option of Metallica Minerals Ltd) is payable to Metallica Minerals Ltd. Also under the agreement royalty and payment obligations agreed are:

(a) a royalty of $1.00 per tonne for the first 5 million tonnes of ore produced and $2.00 per tonne for production in excess of 5 million tonnes on the Bell Creek tenements, payable to International Royalty Corporation ("IRC"); and

(b) a royalty of $1.00 per tonne for the first 500,000 tonnes of ore produced and $1.50 for production in excess of 500,000 tonnes of ore on the Minnamoolka tenement, that was payable to Auriongold Exploration Pty Limited (now deregistered).

These have not been recognised as a liability as both the $2.5 million and royalty obligations are contingent upon commencement of full-scale commercial production which at this point in time, is only a possible obligation.

The Company's mining tenements are subject to native title applications. At this stage it is not possible to quantify the impact (if any) that native title may have on the operations of the Company.

There are no other contingent liabilities.

24. CONSOLIDATED ENTITIES

	Country of Incorporation	Ownership Interest	
		2020	2019
Parent entity			
Australian Mines Limited	Australia		
Subsidiaries			
Flemington Mining Operations Pty Ltd	Australia	100%	100%
Sconi Mining Operations Pty Ltd	Australia	100%	100%
Auzrnd Pty Ltd	Australia	100%	100%
AML Advanced Materials Limited*	UK	100%	-
Norwest Minerals Pty Ltd	Australia	25.05%	28.63%

* New company AML Advanced Materials Limited was incorporated on 13 December 2019.

25. EVENTS OCCURING AFTER THE REPORTING PERIOD

Australian Mines was certified Carbon Neutral under the Australian Government's Climate Active Program during the current calendar year, becoming the first Australian mineral resources company to do so. Achieving carbon neutral certification is integral to building a long-term sustainable future for Australian Mines and is consistent with behaving as a responsible corporate citizen.

On 3 August 2020 the company announced that 45,312,500 ordinary shares were issued at $0.015 as a result of options being exercised.

On 26 August 2020 the company announced a share placement of 290,148,871 new shares at an issue price of $0.018 to raise $5.2 million.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has not significantly impacted the entity up to 30 June 2020, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

There is also uncertainty surrounding potential impacts associated with Victoria declaring a state of disaster, effective 3 August 2020, with the potential to affect the neighbouring New South Wales.

There have been no other events subsequent to reporting date.

26. SEGMENT INFORMATION

The Company operates in one reportable segment, being mining in Australia. The Board of Directors review internal management reports on a regular basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result, no reconciliation is required because the information as presented is what is used by the Board to make strategic decisions.

Management has determined based on the reports reviewed by the Board of Directors and used to make strategic decisions, that the Group operates in one single reportable geographical segment being Australia. Such structural organisation is determined by nature of risks and returns associated with each business segment and define management structure as well as the internal reporting system. As a result, no additional segment information is provided.

27. PARENT ENTITY DISCLOSURES

	2020 $000	2019 $000
Australian Mines Limited		
STATEMENT OF FINANCIAL POSITION		
Current Assets	3,312	3,380
Non-Current Assets	34,520	31,353
Total Assets	37,832	34,733
Current Liabilities	408	856
Non-Current Liabilities	379	48
Total Liabilities	787	904
Net Assets	**37,045**	**33,829**
Contributed equity	88,107	81,373
Share option reserves	4,051	4,072
Accumulated losses	(55,113)	(51,616)
Total Equity	**37,045**	**33,829**
(Loss) attributable to equity holders of the Company	**(5,696)**	**(9,619)**

27. PARENT ENTITY DISCLOSURES (cont.)

CONTINGENT LIABILITIES

In accordance with the agreement with Jervois Mining Ltd for the Flemington project, a royalty of 1.5% of gross sales is payable on all proceeds from the sale of products. At this time, it is not possible to quantify the value of this royalty.

The Company's mining tenements are subject to native title applications. At this stage it is not possible to quantify the impact (if any) that native title may have on the operations of the Company.

Upon commercial production from the Sconi Cobalt-Nickel-Scandium Project, it is agreed that a final issue of $2.5 million Australian Mines Limited shares (or cash at the option of Metallica Minerals Ltd) is payable to Metallica Minerals Ltd. Also under the agreement royalty and payment obligations agreed are:

(a) a royalty of $1.00 per tonne for the first 5 million tonnes of ore produced and $2.00 per tonne for production in excess of 5 million tonnes on the Bell Creek tenements, payable to International Royalty Corporation ("IRC"); and

(b) a royalty of $1.00 per tonne for the first 500,000 tonnes of ore produced and $1.50 for production in excess of 500,000 tonnes of ore on the Minnamoolka tenement, that was payable to Auriongold Exploration Pty Limited (now deregistered).

These have not been recognised as a liability as both the $2.5 million and royalty obligations are contingent upon commencement of full-scale commercial production which, at this point in time, is only a possible obligation.

There are no other contingent liabilities.

28. RELATED PARTIES

The following were key management personnel of the group at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period.

Non-Executive Directors
Mr M Ramsden - Chairman
Mr M Elias
Mr D Marinelli
Mr L Guthrie (appointed 20 November 2019)

Executive Director
Mr B Bell – Managing Director

Key Management Personnel
Mr T Maclean
Mr M Hughes (appointed 3 December 2018, resigned 3 October 2019)

28. RELATED PARTIES (cont.)

The key management personnel compensation included in 'personnel expenses' (see Note 5) is as follows:

	2020 $000	2019 $000
Short-term employee benefits	1,025	1,108
Post-employment benefits	160	79
Long term benefits	42	210
Share based payments	47	733
	1,274	2,130

Individual directors and executives' compensation disclosures

Information regarding individual directors and executives' compensation and some equity instruments disclosures are permitted by Corporations Regulations 2M.3.03 and 2M.6.04 are provided in the Remuneration Report section of the Directors' Report.

Other key management personnel transactions

The terms and conditions of the transactions with key management personnel were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

The aggregate amounts recognised during the year relating to key management personnel were as follows:

Directors	Transaction	2020 $	2019 $
Mr M Ramsden and Mr D Marinelli	Placement & Management Fees (i)	-	300,000

(i) The Group used Terrain Capital Unit Trust to assist with the placement of shares in 2019. Mr M Ramsden and Mr D Marinelli are Directors of Terrain Capital Ltd. No amounts were paid to Terrain Capital Ltd for placement services throughout 30 June 2020.

Apart from the details disclosed in the Remuneration Report, no director has entered into a contract with the Consolidated Group since the end of the previous financial year and there were no contracts involving directors' interests existing at year end.

1. In the opinion of the Directors of Australian Mines Limited ('the Company'):

(a) the consolidated financial statements and notes and the remuneration disclosures contained in the Remuneration report in the Directors' Report, as set out in section 12, are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the financial position of the Consolidated Group as at 30 June 2020 and its performance, for the financial year ended on that date; and

(ii) complying with Australian Accounting Standards (including the Australian accounting interpretations), the Corporations Regulations 2001 and other mandatory professional reporting requirements.

(b) the consolidated financial report also complies with International Reporting standards as disclosed in note 2(a).

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

2. The directors have been given the declaration required by Section 295A of the Corporations Act 2001 from the Chief Financial Officer for the financial year ended 30 June 2020.

Dated at Perth the 22nd day of September 2020.

Signed in accordance with a resolution of the directors:

Benjamin Bell

Benjamin Bell
Managing Director

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Subiaco, WA 6008
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Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Australian Mines Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Australian Mines Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, 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 report, including a summary of significant accounting policies and the directors' declaration.

In our 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 2020 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's 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.

Recoverability of Exploration and Evaluation Expenditure

Key audit matter	*How the matter was addressed in our audit*
At 30 June 2020 the Group held a significant carrying value of capitalised exploration and evaluation expenditure as disclosed in Note 3(c) and 13. As the carrying value of these exploration and evaluation assets represent a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*. In particular: • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; and • Whether facts and circumstances indicate that the exploration and evaluation assets should be tested for impairment.	Our procedures included, but were not limited to: • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in respective areas of interest by holding discussions with management, and reviewed the Group's exploration budgets, ASX announcements and director's minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves exists; • Verifying, on a sample basis, evaluation expenditure capitalised during the year for compliance with recognition and measurement criteria of AASB 6; • Considering whether any facts or circumstances existed to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in Note 3(c) and 13.

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 2020, 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 the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in section 13 of the directors' report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of Australian Mines Limited, for the year ended 30 June 2020, 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.

BDO Audit (WA) Pty Ltd

BDO

Phillip Murdoch

Director

Perth, 22 September 2020

Corporate Governance Statement 2019 – 2020

Australian Mines Limited ("The Company") and its Board are committed to achieving and demonstrating high standards of corporate governance. This statement sets out the main corporate governance practices of the Company during the financial year, providing disclosure in accordance with the Corporate Governance Principles and Recommendations as published by the ASX Corporate Governance Council. All these practices, unless otherwise stated, were in place for the entire year. Disclosure is made at the end of this statement of areas of non-compliance with the recommendations.

On 22 June 2020, the Board completed a review of all Corporate Governance practices and policies and adopted changes in line with revised Corporate Governance Council Recommendations.

Further details of the various charters, policies, codes and procedures that document the Company's corporate governance practices are set out in the Company's website at www.australianmines.com.au.

The Board of Directors and Management

The Board has adopted a formal statement of its roles, functions and responsibilities, and a statement of values for the Company, being encapsulated in its intent to build an ethical, reliable and sustainable supply chain for battery materials.

The Board's primary role is the optimisation of Company performance and protection and enhancement of shareholder value. Its functions and responsibilities include:

- setting policy and strategic direction and adopting a corporate strategy;
- monitoring Company and management's performance against this strategy;
- overseeing control and accountability systems;
- identifying the principal risks and opportunities of the Company's business;
- ensuring appropriate risk management systems are established and reviewed;
- ensuring there are sufficient resources to meet objectives and strategies;
- approving and monitoring financial reporting, capital management and compliance;
- appointing senior management, monitoring senior management's conduct and performance and overseeing remuneration, development and succession;
- adopting procedures to ensure the business of the Company is conducted in an honest, open and ethical manner consistent with Company values;
- approving all significant business transactions;
- ensuring the Company meets its continuous disclosure obligations and that its shareholders have available all information reasonably required to make informed assessments of the Company's prospects;
- overseeing the Company's commitment to sustainable development, the environment, health and safety of employees, contractors, customers and the community;
- ensuring that the Board remains appropriately skilled to meet Company needs;
- implementing an induction and continuing education program for directors;
- reviewing and approving corporate governance systems; and
- delegating authority to management where appropriate.

This statement is included on the Company's website and is to be reviewed annually to ensure it remains appropriate to the needs of the Company given its size, complexity and ownership structure and the skills of directors and managers.

The Board of Directors and Management (cont.)

The Board is also governed by the Company's Constitution and its various policies, as described elsewhere in this Statement.

A strategic balance is maintained between the responsibilities of the Board and the Managing Director.

Board Members

The Company currently has five directors, Michael Ramsden, Michael Elias, Dominic Marinelli, Benjamin Bell and Lee Gordon Guthrie. Details of these directors, including their skills, experience and terms of office are set out in the Company's annual report.

The Company's Constitution provides for a minimum number of 3 directors and maximum number of 10 directors and sets out the manner in which the number of Directors of the Board is determined.

The Board has adopted a materiality threshold relating to a director's current or former association with a supplier, professional adviser or consultant to the Company. From the Company's viewpoint, material is more than 5% of the Company's total consolidated expenses for the relevant financial year. From the director's viewpoint when assessing an association, material is more than 5% of the total revenue of the supplier, adviser or consultant as the case may be.

Mr Ramsden, together with his personally-related entities, is not a substantial shareholder of the Company. He is the Managing Director of Terrain Capital Limited which provides corporate finance services to the Company however the supply is not considered to be material. Thereby in accordance with guidelines adopted by the Board he is considered an independent non-executive director.

Mr Elias is not a substantial shareholder of the Company. Thereby in accordance with guidelines adopted by the Board he is considered an independent non-executive director.

Mr Marinelli, together with his personally-related entities, is not a substantial shareholder of the Company. He is a director of Terrain Capital Limited which provides corporate finance services to the Company however the supply is not considered to be material. Thereby in accordance with guidelines adopted by the Board he is considered an independent non-executive director.

Mr Bell was appointed Managing Director on 23 January 2012. Thereby in accordance with guidelines adopted by the Board he is not considered independent.

Mr Guthrie is not a substantial shareholder of the Company. Thereby in accordance with guidelines adopted by the Board he is considered an independent non-executive director.

The Board considers the make-up of the Board is appropriate given the Company's size and operations. The effectiveness of the Board is achieved through knowledge and experience specific to the business and the industry in which it operates.

The Company does not have a Nominations Committee however nominations for directorship are overseen by the Board as a whole and appropriate checks are to be implemented before any person is put forward for election as a director.

Details of the members of the Board, their skills, experience, qualifications, term of office and independence status are set out in the Directors' Report under the heading "information on directors".

The Board of Directors and Management (cont.)

Directors' Independence

The Board has also adopted procedures intended to ensure that independent decision making occurs. All directors are entitled to seek independent professional advice, at the Company's cost, in carrying out their duties, subject to the chairperson's prior approval of the expenditure, which will not be unreasonably withheld. Further, in accordance with the *Corporations Act 2001* (Cth) and policies adopted by the Company, each member of the Board is required to keep the Board advised on an ongoing basis of any potential conflict of interest which may exist with the Company. If a conflict does exist, the director concerned must absent themselves from any Board discussion in relation to the relevant item and not vote upon such an item. Non-executive directors are also encouraged to confer on a need basis without management in attendance.

The Chairman of the Company is an independent director and not the CEO.

Term of Office

One-third of all directors, other than the Managing Director, rounded down to the nearest whole number, must retire at each AGM. Where eligible, retiring directors may stand for re-election.

Responsibilities of Management

The Managing Director is accountable to the Board for management of the Company and its subsidiaries within authority levels reviewed and approved by the Board each year, has authority to approve capital expenditure within predetermined limits set out by the Board, and is subject to the supervision of the Board. Material strategic and policy decisions are made by the Board.

The Managing Director is responsible for maintaining financial control across the Company and its subsidiaries. This includes management reporting to the Board, statutory accounting, auditing, taxation and insurance. Financial performance is monitored against financial control guidelines.

The company secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board. The current company secretary is a long-standing professional company secretary and has direct contact with all directors as and when required.

The Board adopted its formal statement and its various policies in June 2005. As stated, it adopted a revised Board Charter on 25 July 2018.

Independent Professional Advice

Directors and Board Committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense. Prior written approval of the Chairman is required, but this will not be unreasonably withheld.

Indemnification and Insurance of Directors and Officers

The Company, to the extent permitted by law, indemnifies each Director, alternate Director, or executive officer (and any person who has previously served in any such capacity) against any liability or cost incurred by the person as an officer of the Company, or a related body corporate of the Company, including but not limited to liability for costs incurred in defending proceedings in which judgment is given in favour of the person or in which the person is acquitted. The indemnity may be extended to other employees at the discretion of the Directors.

The Board of Directors and Management (cont.)

Performance Assessment

No assessment of the Board's performance was conducted during the year given the size of the Board.

The annual performance of the Managing Director was carried out by the Remuneration Committee in determining remuneration issues relating to him.

The performance of senior executives is assessed by the Managing Director. The assessment involves an annual review of performance and development and the results of the review are formally documented.

Remuneration Committee

A Remuneration Committee was established by the Board prior to the 2004 – 2005 year. The Committee will have a minimum of 3 members with majority of the members of the Committee are required to be non-executive directors and the Committee is required to be chaired by the non-executive Chairman.

The names of the members of the Remuneration Committee are Michael Elias, Michael Ramsden, Lee Guthrie and Dominic Marinelli. The Remuneration Committee did not meet during the period.

During the 2019 – 2020 year the Committee was chaired by Michael Ramsden, the non-executive Chairman due to his experience and expertise in the areas in which the Company operates and his non-executive status, the Board considers that he is suitably skilled to perform the role of chair of the Remuneration Committee. The Committee consisted of a majority of independent directors.

Each member of the senior executive team signs an employment contract at the time of their appointment covering a range of matters, including their duties, rights, responsibilities and any entitlements on termination. The standard contract refers to a specific formal job description. This job description is reviewed by the Remuneration Committee on an annual basis and, where necessary, is revised in consultation with the relevant employee.

Further information on directors' and executives' remuneration is set out in the Remuneration Report.

Executive remuneration and other terms of employment are reviewed annually by the Committee having regard to personal and corporate performance, contribution to long term growth, relevant comparative information and independent expert advice. As well as a base salary and compulsory superannuation, remuneration packages may include retirement and termination entitlements, performance-related bonuses and fringe benefits. Non-executive directors and executives are eligible to participate in the Share Loan Plan which provides for a loan allowing the purchase of shares in the Company under a loan. Any allotment of shares to directors must be approved by shareholders at a general meeting.

Details of the qualifications of directors of the remuneration committee and their attendance at Committee meetings are set out in the Directors' Report.

Audit and Risk Committee

The Company recognises the importance of an Audit Committee and has established an Audit and Risk Committee.

The role of the Audit and Risk Committee includes:

- to recommend engagement and monitor performance of the external auditor;
- to review the effectiveness of management information and internal control;
- to review all areas of significant financial risk and risk management;
- to review significant transactions not a normal part of the Company's business;
- to review financial information and ASX reporting statements; and
- to monitor the effectiveness of risk management, internal controls and accounting compliance.

The Audit Committee is required to meet at least twice per year, review annual and half-year accounts, and report to the Board of Directors. The Audit Committee also oversees the Company's risk management systems and procedures.

External Auditors Policy

The Company's policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditors is reviewed annually by the Audit and Risk Committee and applications for tender of external services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. The Corporations Act 2001 requires the rotation of the audit engagement partner every five years.

Analysis of fees paid to external auditors, including a break-down of fees for non-audit services, is provided in the Annual Report at Note 7 to the financial statements. The external auditors are required to provide an annual declaration of their independence to the Board and to the Audit Committee. The external auditor is required to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Nomination Committee

The Company does not have a Nominations Committee however nominations for directorship are overseen by the Board as a whole and appropriate checks are to be implemented before any person is put forward for election as a director.

Risk Assessment and Management

The Company has in place a risk assessment and management policy, which sets out the Company's systems for risk assessment and management. The key aspects of the policy are that:

- the Audit and Risk Committee oversees the establishment and implementation of risk management systems and control frameworks, and in the absence of a separate audit committee has the responsibility to establish, implement and maintain these systems and frameworks; and
- the Company's senior management is delegated the tasks of management of operational risk and the implementation of risk management strategies with the Managing Director having ultimate responsibility to the Board for the risk management and control framework.

The Audit and Risk Committee reviews the Company's risk management systems and control frameworks, and the effectiveness of their implementation, annually. The Board also considers the management of risk at its regular meetings. The Company's risk profile, which is assessed and determined on the basis of the Company's business in commercial mining and mineral exploration, is reviewed annually upon advice from management including, where appropriate, as a result of regular interaction with management and relevant staff from across the Company's business.

The Audit and Risk Committee or the Company's senior management may consult with the Company's external accountants on external risk matters as required.

The Company's risk management systems and control frameworks for identifying, assessing, monitoring and managing its material risks, as established by the Board in conjunction with management, include:

- the Audit and Risk Committee's ongoing monitoring of management and operational performance;
- a comprehensive system of budgeting, forecasting and reporting to the Board;
- approval procedures for significant capital expenditure above threshold levels;
- regular review of all areas of significant financial risk and all significant transactions not part of the Company's normal business activities;
- regular presentations to the Audit and Risk Committee by management on the management of risk;
- comprehensive written policies in relation to specific business activities;
- comprehensive written policies in relation to corporate governance issues;
- regular communication between directors on compliance and risk matters; and
- consultation and review processes between the Board and external accountants.

The Board requires each major proposal submitted to the Board for decision be accompanied by a comprehensive risk assessment and, where required, management's proposed mitigation strategies. The Company has in place an insurance program which is reviewed periodically by the Board. The Board receives regular reports on budgeting and financial performance. A system of delegated authority levels has been approved by the Board to ensure business transactions are properly authorised and executed.

Environment, Health and Safety

The Company recognises the importance of environmental and occupational health and safety (OH&S) issues and is committed to the highest levels of performance. To help meet this objective the board facilitates the systematic identification of environment and OH&S issues and ensures they are managed in a structured manner. This system allows the Company to:

- monitor its compliance with all relevant legislation;
- continually assess and improve the impact of its operations on the environment;
- encourage employees to actively participate in the management of environment and OH&S issues;
- work with trade associations representing the entity's business to raise standards;
- use energy and resources efficiently; and
- encourage the adoption of similar standards by the entity's principal suppliers, contractors and distributors.

To manage OH&S issues, the Board has approved a number of procedure documents including a Safety Management Plan and an Emergency Response Plan. It is a condition of employment for all employees to follow these procedures. Reporting on OH&S issues is a standard agenda item at Board Meetings.

Code of Conduct

The Company adopted, in 2002, the Australian Institute of Company Directors' Code of Conduct ("AICD Code") to set appropriate standards of ethical and professional behaviour for its directors. In June 2005, the Company adopted a "Code of Conduct for Directors and Key Executives", which affirmed the Company's adoption of the AICD Code as appropriately setting the standards of ethical behaviour for directors. The Board will review compliance with this Code of Conduct every 12 months.

The Company's Code of Conduct for Directors and Key Executives prescribes standards including acting honestly and in good faith, exercising powers for a proper purpose, using due care and diligence, exercising independent judgment and avoiding a conflict of interest.

The Company has also adopted a "General Corporate Code of Conduct" ("General Code") which details the Company's commitment to appropriate corporate practices to its legitimate stakeholders and sets the standards expected of officers and employees in carrying out their duties.

The Company has in place a trading policy concerning trading in Company securities, a copy of which is provided to all officers and employees of the Company.

Code of Conduct (cont.)

The trading policy imposes certain restrictions on the Company's officers and employees trading in the Company's securities to prevent breaches of the insider trading provisions of the Corporations Act 2001 (Cth). The key aspects of the policy are that:

- trading in Company securities and other tradeable financial products is only permitted upon notification, in the case of employees, to the Company's Managing Director or, in the case of officers, to the Company's Chairman. If the Chairman wishes to trade, he must notify the Company's Managing Director. Trading is only permitted for 2 weeks following notification and confirmation of trading must be provided to the Managing Director or Chairman (as the case may be);
- no trading is permitted at any time where an officer or employee is in possession of information which, if it was generally available, a reasonable person would expect to have a material effect on the price or value of the security or product, or for a period of 2 days following a public announcement by the Company in relation to the matter the subject of that information; and
- active dealing, being trading in a manner which involves frequent and regular trading, in the Company's securities is not permitted.

The trading policy is provided to all the Company officers and employees and compliance with it is reviewed at least annually. The Company's current trading policy was adopted in June 2005 but reflects the position adopted under its previous trading policies.

The implementation of and compliance with the Company's trading policy is dealt with in the procedures and mechanisms set out in the Company's risk assessment and management policy.

On 25 July 2018 the Company adopted an Anti-Bribery and Anti-Corruption Policy, and a Whistle-blower Protection Policy. As stated, all policies and Charters were reviewed on 22 June 2020.

Continuous Disclosure and Shareholder Communication

The Company has in place a continuous disclosure policy, a copy of which is provided to all Company officers and employees who may from time to time be in the possession of undisclosed information that may be material to the price or value of the Company's securities.

In addition, at each of its meetings, the Board discusses continuous disclosure issues as a standing item and a list of all recent Company announcements is presented.

Continuous Disclosure and Shareholder Communication (cont.)

The continuous disclosure policy aims to ensure compliance with the Company's continuous disclosure obligations under the Corporations Act 2001 (Cth) and the ASX Listing Rules. The aim of the policy is to:

- assess information and co-ordinate the timely disclosure to the ASX or the seeking of advice on the information;
- provide an audit trail of decisions regarding disclosure; and
- ensure officers and employees of the Company understand the obligation to bring relevant information to the attention of the chairperson.

The procedure adopted by the Company is essentially that any information which may need to be disclosed must be brought to the attention of the Chairman, who in consultation with the Board (where practicable) and any other appropriate personnel will consider the information and whether disclosure is required and prepare an appropriate announcement.

At least once in every 12-month period, the Board will review the Company's compliance with this continuous disclosure policy and update it from time to time, if necessary. This continuous disclosure policy was adopted in June 2005 and reflects the position adopted under its previous continuous disclosure policies.

The Managing Director has been nominated as the person responsible for communication with Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing, in conjunction with the Directors, information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website on the same day it is released to the ASX. Procedures have also been established for reviewing whether any price sensitive information has been inadvertently disclosed, and if so, this information is also immediately released to the market.

On 25 July 2018 the Company adopted a revised Continuous Disclosure Policy, which included a requirement for training in continuous disclosure obligations across the organisation.

Diversity Policy

The Company believes that the promotion of diversity on boards, in senior management and within the organisation generally broadens the pool for recruitment of high-quality directors and employees; is likely to support employee retention; through the inclusion of different perspectives, is likely to encourage greater innovation; and is socially and economically responsible governance practice.

The Company is in compliance with the ASX Corporate Governance Council's Principles & Recommendations on Diversity. The Board of Directors is responsible for adopting and monitoring the Company's diversity policy. The policy sets out the beliefs and goals and strategies of the Company with respect to diversity within the Company. Diversity within the Company means all the things that make individuals different to one another including gender, ethnicity, religion, culture, language, sexual orientation, disability and age. It involves a commitment to equality and to the treating of one another with respect.

Diversity Policy (cont.)

The Company is dedicated to promoting a corporate culture that embraces diversity. The Company believes that diversity begins with the recruitment and selection practices of its board and its staff. Hiring of new employees and promotion of current employees are made on the bases of performance, ability and attitude.

Currently, 33% of the Australian Mines' workforce are female, although there are presently no females on the Australian Mines' board. Given the present size of the Company, there are no plans to establish measurable objectives for achieving gender diversity at this time. The need for establishing and assessing measurable objectives for achieving gender diversity will be re-assessed as the size of the Company increases.

Non-Compliance Statement

The Company has not followed all of the recommendations set out in Australian Securities Exchange Limited Listing Rule 4.10.3. The Recommendations that have not been followed and the explanation of any departure are as follows:

Nomination Committee

The Board has not established a nomination committee as, due to the Company's size and its operations, the Board considers a separately established committee is not warranted and its functions and responsibilities can be adequately and efficiently discharged by the Board as a whole. The Board assesses the experience, knowledge and expertise of potential directors before any appointment is made and adheres to the principle of establishing a board comprising directors with a blend of skills, experience and attributes appropriate to the Company and its business. The main criterion for the appointment of directors is an ability to add value to the Company and its business. All directors appointed by the Board are subject to election by shareholders at the following annual general meeting of the Company. Given the small size of the Board no skills matrix has been developed.

Board Performance Report

A formal board performance was not undertaken during the year. This year was a period of uncertainty for the directors and the Board numbers were kept to a minimum.

Internal Audit Function

The Company does not have an internal audit function. The Board manages internal control of risk as detailed above.

Limiting Economic Risk

The Company has an equity-based remuneration scheme but does not have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. The scheme is based on providing a loan to acquire shares which must be repaid if the shares are disposed of, and which provides for vesting conditions. In these circumstances limiting the economic risk of participating in the scheme is considered unnecessary.

Additional ASX Information

Additional information required by the Australian Stock Exchange Limited Listing Rules and not disclosed elsewhere in this report is set out below. Information regarding share and option holdings is current as at 15 September 2020.

a) Substantial Shareholders

There are no shareholders holding more than 5% of the total number of shares.

b) Ordinary Shareholders

Twenty largest holders of ordinary shares	Number of shares	% held
CITICORP NOMINEES PTY LIMITED	112,857,439	2.85
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	84,352,748	2.13
MICHAEL RAMSDEN	71,894,670	1.81
BENJAMIN BELL	66,093,067	1.67
MR JEFFREY ANTHONY REED	63,590,629	1.61
WHALE WATCH HOLDINGS LIMITED	63,526,886	1.60
DOMINIC MARINELLI	44,866,368	1.13
BNP PARIBAS NOMINEES PTY LTD	40,318,445	1.02
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	37,679,289	0.95
VENUS AUSTRALASIA PTY LTD	31,080,000	0.78
MR JUN ZHENG	26,070,000	0.66
PORT BARRACK PTY LTD	26,000,000	0.66
FORTE EQUIPMENT PTY LTD	23,000,000	0.58
INVERNESS GOLD SPV LIMITED	18,812,711	0.47
AMALGAMATED DAIRIES LIMITED	18,500,000	0.47
MICHAEL ELIAS	18,422,897	0.47
MR FEERAS NAJJAR	17,750,000	0.45
MR GLEN STEPHEN HANLY	16,173,410	0.41
MR ROBERT GEMELLI	15,467,705	0.39
MR MALCOLM CLARK ANDERSON	14,638,000	0.37

b) Ordinary Shareholders (cont.)

Each fully paid ordinary share entitles the holder to one vote at general meetings of shareholders, and is entitled to dividends when declared.

The total number of shares on issue is 3,961,453,850 and there is no current on-market buy back.

Distribution of ordinary shareholders at 15 September 2020:

Category of shareholding	Number of shareholders	Number of Securities	% of Securities
1 - 1,000	173	54,005	0.00
1,001 - 5,000	465	1,846,216	0.05
5,001 - 10,000	919	7,451,513	0.19
10,001 - 100,000	4,950	237,619,061	6.00
100,001 and over	4,273	3,714,483,055	93.76
Total	**10,780**	**3,961,453,850**	**100**

c) Quoted Securities

The Company has the following quoted securities on issue:

3,961,453,850

d) Unquoted Securities

No unquoted Securities as at 15 September 2020.

e) Unmarketable parcels holding

There are 3,423 holders of unmarketable parcels holding 47,570,711 shares.

Tenements Schedule

Location	Project	Tenement	Status	Interest
AUSTRALIA				
Queensland	Sconi	ML 10366	Granted	100%
Queensland	Sconi	ML10342	Granted	100%
Queensland	Sconi	ML10324	Granted	100%
Queensland	Sconi	ML 10332	Granted	100%
Queensland	Sconi	ML 20549	Granted	100%
Queensland	Sconi	MLA 10368	Pending	100%
Queensland	Sconi	MDL 515	Granted	100%
Queensland	Sconi	MDL 387	Granted	100%
Queensland	Sconi	EPM 25834	Granted	100%
Queensland	Sconi	EPM 25865	Granted	100%
Queensland	Sconi	EPM 25833	Granted	100%
Queensland	Sconi	EPM 26575	Granted	100%
Queensland	Sconi	EPM 26577	Granted	100%
Queensland	Sconi	EPM 26578	Granted	100%
Queensland	Sconi	EPM 26579	Granted	100%
Queensland	Sconi	EPM 26559	Granted	100%
Queensland	Sconi	EPM 26853	Granted	100%
Queensland	Sconi	EPM 26857	Granted	100%
Queensland	Sconi	EPM 26918	Granted	100%
New South Wales	Flemington	EL 7805	Granted	100%
New South Wales	Flemington	EL 8546	Granted	100%
New South Wales	Flemington	EL 8478	Granted	100%
New South Wales	Flemington	MLA 538	Pending	-
New South Wales	Flemington	ELA 5495	Pending	-
New South Wales	Flemington	EL 8855	Granted	100%
New South Wales	Broken Hill	EL 8870[21]	Granted	100%
New South Wales	Broken Hill[22]	EL 8477	Granted	100%

[21] Tenement EL 8870 is currently in the process of being relinquished by Australian Mines
[22] Formerly known as "Thackaringa"

CHANGE IN MINERAL RESOURCE ESTIMATES FROM 2019 ANNUAL REPORT

During the reporting period, the Mineral Resources and Ore Reserves for the Sconi Project were unchanged and reported in accordance with the JORC Code (2012). During the reporting year, the Mineral Resource for Minnamoolka was updated from JORC 2004 to JORC 2012, which resulted in an insignificant change compared to the 2019 estimate.

During the reporting period, there was no change to the Mineral Resource for the Flemington deposit and it is reported here in accordance with the estimate announced on 17 October 2017.

MINERAL RESOURCE ESTIMATES

Sconi Mineral Resources, as at 30 June 2020

At Sconi, the Mineral Resources remained unchanged during the reporting period. The Mineral Resource estimate, announced on 14 February 2019, is reported in accordance with the JORC Code (2012) and at various cut-off grades. The Greenvale deposits were estimated using a 0.4% NiEq cut-off, Lucknow was estimated using a 0.55% NiEq cut-off, while Kokomo and Bell Creek were estimated using a 0.45% cut-off grade. NiEq calculations are described on page 98 of this document.

The Mineral Resources, as reported, support a mine life for the Sconi Project of 30+ years.

Classification	Tonnes (million tonnes)	Nickel equivalent (%)	Nickel (%)	Cobalt (%)
Measured	5.05	1.06	0.83	0.07
Indicated	17.24	0.90	0.73	0.05
Inferred	10.34	0.63	0.54	0.04
TOTAL	**32.63**	**0.84**	**0.69**	**0.05**

Table 1: Greenvale Mineral Resource
(Lower cut-off grade: Nickel equivalent 0.40%)

Classification	Tonnes (million tonnes)	Nickel equivalent (%)	Nickel (%)	Cobalt (%)
Measured	1.60	0.91	0.53	0.11
Indicated	12.63	0.83	0.47	0.11
Inferred	0.38	0.66	0.55	0.03
TOTAL	**14.62**	**0.83**	**0.48**	**0.11**

Table 2: Lucknow Mineral Resource
(Lower cut-off grade: Nickel equivalent 0.55%)

MINERAL RESOURCE ESTIMATES (cont.)

Sconi Mineral Resources, as at 30 June 2020 (cont.)

Classification	Tonnes (million tonnes)	Nickel equivalent (%)	Nickel (%)	Cobalt (%)
Measured	1.62	1.17	0.73	0.15
Indicated	19.37	0.83	0.57	0.09
Inferred	7.48	0.70	0.53	0.07
TOTAL	**28.47**	**0.81**	**0.57**	**0.09**

Table 3: Kokomo Mineral Resource
(Lower cut-off grade: Nickel equivalent 0.45%)

Classification	Tonnes (million tonnes)	Nickel equivalent (%)	Nickel (%)	Cobalt (%)
Measured	11.4	1.02	0.84	0.05
Indicated	12.7	0.74	0.64	0.03
Inferred	1.7	0.66	0.55	0.03
TOTAL	**25.8**	**0.86**	**0.72**	**0.04**

Table 4: Bell Creek Mineral Resource[23]
(Lower cut-off grade: Nickel equivalent 0.45%).

Classification	Tonnes (million tonnes)	Nickel (%)	Cobalt (%)
Indicated	11.9	0.67	0.03
Inferred	2.4	0.60	0.02
TOTAL	**14.3**	**0.66**	**0.03**

Table 5: Minnamoolka Mineral Resource[24]
(Lower cut-off grade: Nickel 0.45%)

The Flemington Mineral Resource, as at 30 June 2020[25]

Classification	Tonnes (million tonnes)	Cobalt (%)	Scandium (ppm)
Measured	2.5	0.103	403
Indicated	0.2	0.076	408
TOTAL	**2.7**	**0.101**	**403**

Table 6: Flemington Mineral Resource
(Lower cut-off grade: Cobalt 0.03%)

[23]The Mineral Resource Estimate for the Bell Creek deposit is reported under JORC 2012 Guidelines and was reported by Australian Mines Limited on 29 April 2019. There has been no Material Change or Re-estimation of the Mineral Resource since this 29 April 2019 announcement by Australian Mines.
[24]The Mineral Resource Estimate for the Minnamoolka deposit is reported under JORC 2012 Guidelines and was reported by Australian Mines Limited on 21 October 2019. There has been no Material Change or Re-estimation of the Mineral Resource since this 21 October 2019 announcement by Australian Mines.
[25]The Mineral Resource Estimates for the Flemington deposit is reported under JORC 2012 Guidelines and were reported by Australian Mines Limited on 31 October 2017. There has been no Material Change or Re-estimation of the Mineral Resource since this 31 October 2017 announcement by Australian Mines.

ORE RESERVE ESTIMATES

Sconi Ore Reserves, as at 30 June 2020

Classification	Pit	Ore (Million tonnes)	Nickel (%)	Cobalt (%)	Scandium (ppm)
Proved	Greenvale	4.49	0.83	0.07	36
	Kokomo	1.52	0.72	0.15	58
	Lucknow	2.07	0.47	0.09	51
	Sub-total	**8.08**	**0.72**	**0.09**	**44**
Probable	Greenvale	13.08	0.73	0.05	29
	Kokomo	17.43	0.57	0.09	31
	Lucknow	18.71	0.42	0.08	38
	Sub-total	**49.22**	**0.55**	**0.08**	**33**
Total	Greenvale	17.57	0.76	0.06	31
	Kokomo	18.96	0.58	0.10	33
	Lucknow	20.77	0.42	0.08	39
	TOTAL	**57.30**	**0.58**	**0.08**	**35**

Table 7: Sconi Project Ore Reserve summary based on variable nickel equivalent cut-off between 0.40% and 0.45%.

There has been no Material Change or Re-estimation of the Ore Reserve since this 13 June 2019 announcement by Australian Mines.

The Mineral Resource figures in Tables 1 to 3 are inclusive of the Ore Reserve figures above. Approximately 14% of the Ore Reserves (outlined in the table above) are classified as Proved and 86% are classified as Probable. It should be noted that the Proved and Probable Reserves are inclusive of allowance for mining dilution and ore loss.

Nickel Equivalent Calculations – Sconi Project

NiEq grades reference in this report were calculated according to the following formula:

NiEq = [(nickel grade x nickel price x nickel recovery) + (cobalt grade x cobalt price x cobalt recovery] / (nickel price x nickel recovery)

The formula was derived using the following commodity prices and recoveries:

Forex US$:A$ = 0.71,
Nickel – A$27,946/t and 94.8% recovery,
Cobalt – A$93,153/t and 95.7% recovery.

Prices and recoveries effective as at 10th February 2019.

Metal recovery data was determined by variability test work of nickel and cobalt solvent extraction during the in-house pilot plant test work program. Results typically achieved between 90% and 99% from samples with nickel and cobalt grades aligned with expected mine grades as reported from the Mineral Resource model. Lower recoveries of between 85% and 90% were achieved from some lower-grade samples to determine economic cut off grades.

It is the opinion of Australian Mines that all the elements included in the metal equivalents calculation have a reasonable potential to be recovered and sold.

The Competent Person and Australian Mines believe there are reasonable prospects for eventual economic extraction of the Mineral Resources. Consideration was given to the relatively shallow depth of the mineralisation, existing infrastructure near to the project including sealed road access, power, labour and water, and positive results from the 2018 Feasibility Study.

Sconi Project, Queensland, Australia

The Mineral Resource for the Sconi Project contained within this document is reported under JORC 2012 Guidelines. This Mineral Resource for the Greenvale, Lucknow and Kokomo deposits within the Sconi Project were first reported by Australian Mines Limited on 14 February 2019. There has been no Material Change or Re-estimation of the Mineral Resource since this 14 February 2019 announcement by Australian Mines Limited.

The information in this report that relates to Sconi Project's Greenvale, Lucknow and Kokomo Mineral Resources is based on, and fairly reflects, information compiled by Mr David Williams, a Competent Person, who is an employee of CSA Global Pty Ltd and a Member of the Australian Institute of Geoscientists (#4176). Mr Williams has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources, and Ore Reserves (JORC Code). Mr Williams consents to the disclosure of information in this report in the form and context in which it appears.

The Ore Reserve for the Sconi Project contained within this document is reported under JORC 2012 Guidelines. This Ore Reserve was first reported by Australian Mines Limited on 13 June 2019. There has been no Material Change or Re-estimation of the Ore Reserve since this 13 June 2019 announcement by Australian Mines Limited.

The information in this report that relates to Ore Reserves is based on, and fairly reflects, information compiled by Mr Jake Fitzsimons, a Competent Person, who is an employee of Orelogy Consulting Pty Ltd and a Member of the Australian Institute of Mining and Metallurgy (MAusIMM #110318). Mr Fitzsimons has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources, and Ore Reserves (JORC Code). Mr Fitzsimons consents to the disclosure of information in this report in the form and context in which it appears.

The Mineral Resource for the Bell Creek deposit, located within the Sconi Project, contained within this document is reported under JORC 2012 Guidelines. This Mineral Resource was first reported by Australian Mines Limited on 29 April 2019. There has been no Material Change or Re-estimation of the Mineral Resource since this 29 April 2019 announcement by Australian Mines Limited.

The information in this report that relates to the Sconi Project's Bell Creek Mineral Resource is based on, and fairly reflects, information compiled by Mr David Williams, a Competent Person, who is an employee of CSA Global Pty Ltd and a Member of the Australian Institute of Geoscientists (#4176). Mr Williams has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources, and Ore Reserves (JORC Code). Mr Williams consents to the disclosure of information in this report in the form and context in which it appears.

Competent Persons' Statements

Sconi Project, Queensland, Australia (cont.)

The Mineral Resource for the Minnamoolka deposit, located within the Sconi Project, contained within this document is reported under JORC 2012 Guidelines. This Mineral Resource was first reported by Australian Mines Limited on 21 October 2019. There has been no Material Change or Re-estimation of the Mineral Resource since this 21 October 2019 announcement by Australian Mines Limited.

The information in this report that relates to the Sconi Project's Minnamoolka Mineral Resources is based on, and fairly reflects, information compiled by Mr David Williams, a Competent Person, who is an employee of CSA Global Pty Ltd and a Member of the Australian Institute of Geoscientists (#4176). Mr Williams has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as Competent Person as defined in the 2012 Edition of the Australasian Code for the Reporting of Exploration Results, Mineral Resources, and Ore Reserves (JORC Code). Mr Williams consents to the disclosure of information in this report in the form and context in which it appears.

Flemington Project, New South Wales, Australia

The Mineral Resource for the Flemington Project contained within this document is reported under JORC 2012 Guidelines. This Mineral Resource was first reported by Australian Mines Limited on 31 October 2017. There has been no Material Change or Re-estimation of the Mineral Resource since this 31 October 2017 announcement by Australian Mines Limited.

Information in this report that relates to Flemington Project's Exploration Results is based on information compiled by Mr Mick Elias, who is a Fellow of the Australasian Institute of Mining and Metallurgy. Mr Elias is a director of Australian Mines Limited. Mr Elias has sufficient experience relevant to this 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". Mr Elias consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

Broken Hill Project, New South Wales, Australia

The information in this report that relates to the Broken Hill Project's Exploration Results is based on information compiled by Benjamin Bell who is a member of the Australian Institute of Geoscientists. Mr Bell is a full-time employee and Managing Director of Australian Mines Limited. Mr Bell has sufficient experience that is relevant to the styles of mineralisation and types 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'. Mr Bell consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

INVEST IN THE ELECTRIC FUTURE
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