BASTION MINERALS LIMITED AND CONTROLLED ENTITIES

ABN: 19 147 948 883

Annual Report For The Year Ended 31 December 2020

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Directors	Ralph Nicholas Stagg Ross Landles David Joseph Nolan Dr Andrew Stewart Sam El-Rahim
Company Secretary	David Nolan
Registered office	C/Titan Partners Level 3, 7 Macquarie Place Sydney NSW 200
Principal place of business	Suite 221, 111 Harrington Street Sydney NSW 2000
Share register	Boardroom Limited Level 12, 225 George Street Sydney NSW 2000
Auditor	Ernst & Young 200 George Street Sydney NSW 2000
Solicitors	Addisons Level 12, 60 Carrington Street Sydney NSW 2000
Bankers	Commonwealth Bank of Australia Martin Place Sydney NSW 2000
Securities exchange listing	Bastion Minerals Limited shares are listed on the Australian Securities Exchange (ASX code: BMO)
Website	www.bastionminerals.com

Corporate Governance Statement
The directors and management are committed to conducting the business of Bastion Minerals Limited in an ethical manner and in accordance with the highest standards of corporate governance. Bastion Minerals Limited has adopted and has substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations.

The Group's Corporate Governance Statement, which sets out the corporate governance practices that were in operation since the Company listed on ASX on 16 March 2021 ('ASX Listing') and identifies and explains any Recommendations that have not been followed and ASX Appendix 4G are released to the ASX on the same day the Annual Report is released. The Corporate Governance Statement and Corporate Governance Compliance Manual along with information about the Company's Corporate Governance practices is set out on the Company's website and can be found on the Corporate Governance page at www.bastionminerals.com.

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Bastion Minerals Limited (referred to hereafter as the 'Company', 'Bastion Minerals', 'Group' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2020.

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

Ralph Nicholas Stagg - Chairman
Ross Landles (appointed on 7 February 2020)
David Joseph Nolan (appointed on 30 March 2020)
Dr Andrew Stewart (appointed on 8 June 2020)
Sam El-Rahim (appointed on 21 October 2020)
Patrick Anthony Treasure (deceased on 13 January 2020)
Arno De Villiers De Vos (resigned on 30 March 2020)

Principal activities
The principal activities of the consolidated entity is mining exploration and evaluation in Chile.

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

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $1,058,784 (31 December 2019 loss: $944,024).

Operations and Financial Review

Corporate
During the financial year the Company completed several corporate steps to reorganise and recapitalise the consolidated entity. These steps were taken to prepare the Company for the Initial Public Offering of its shares on the ASX ('IPO') and in order to advance its strategy of the exploration and development of its projects in Chile. The Company listed on ASX on 16 March 2021.

Karton Liability Agreement and Deed of Settlement and Release
On 18 March 2020, the Company entered into a Liability Agreement ('Karton Liability Agreement') with Karton Investments Pty Limited ('Karton') under which it was agreed that a total liability owing at 31 December 2019 to Karton of $148,500 would be repaid in full by the following payments:

- 827,387 common shares in Altiplano Metals Inc. (‘Karton APN Shares’); and
- 928,125 fully paid ordinary shares in the share capital of the Company at $0.08 per share (‘Karton Bastion Shares’).

On 29 April 2020, the Company entered into a Deed of Settlement and Release with Karton ('Karton Deed of Settlement and Release') under which it was agreed that, within one month of the date of execution, the Company would issue the Karton Bastion Shares and procure the transfer of the Karton APN Shares to Karton or its nominee. It was further agreed that upon execution of the Deed of Settlement and Release the liability owed to Karton was satisfied in full and the Company and Karton released each other from any other claims or entitlements.

During the financial year the Karton APN Shares were transferred, and the Karton Bastion Shares were issued, to Treasure Brothers Pty Ltd, a nominee of Karton.

APN Revised Deed of Amendment
On 21 August 2020, Altiplano Metals Inc. ('APN'), Altiplano Minerals Chile SPA, the Company and Sociedad Contractual Minera Constelacion ('SCM Comet Constelacion') (Chilean subsidary of the Company) entered into a Revised Deed of Amendment to amend a Share Purchase Agreement entered into by the parties on or about 8 May 2018 under which Bastion was entitled to a net profits interest royalty ('NPI') from APN. Under the deed, the parties agreed that the NPI may be paid in full by APN making the following payments to Bastion and APN transferring the following Shares to an entity nominated by Bastion:

- an initial 50,000 Canadian dollars, paid by 20 April 2020 (‘Initial Payment’);
- a further 50,000 Canadian dollars, paid by no later than 2 October 2020 (‘Second Payment’);
- a further 100,000 Canadian dollars paid by no later than 1 April 2021 (‘Third Payment’); and
- transferring 500,000 Bastion ordinary shares held by APN to an entity nominated by the Company (‘Nominee Transfer’).

During the financial year the Initial Payment and Second Payment were made to the Company and the Nominee Transfer was completed.

Saruca Option Agreement
On 8 July 2020, SCM Comet Constelación (Chilean subsidiary of the Company) entered into a Purchase Option Agreement with Raúl Tapia y Compañía Limitada to acquire the mining tenement “Saruca uno al treinta” located in Chile (‘Tenement’). The option to acquire the Tenement can be exercised on or before 2 August 2021 by the Company paying a total USD665,000.

Malema Loan Deed
On 12 June 2020, the Company entered into a Loan Deed ('Malema Loan Deed') with Malema Pty Limited ('Malema') under which it was agreed that the total liability owing to Malema at the agreement date of $1,845,799 would be repaid in full by the following payments:

- transfer of 5,482,613 common shares in APN (‘APN Payment Shares’);
- issue of 3,550,747 Bastion shares at $0.10 per share (‘Bastion Payment Shares');
- transfer of funds received of 150,000 Canadian dollars in royalty payments to be received by the Company from APN, comprising the Second Payment and the Third Payment under the APN Revised Deed of Amendment; and
- following commencement of production of its projects in Chile, payment of 15% of all monies received from the sale of mining ore by the Company at any of the projects.

On 10 November 2020 Bastion entered into a Deed of Amendment with Malema ('Malema Deed of Amendment') in relation to the interest payable on the outstanding liability owed to Malema under the agreement to be dealt with in the following manner:

1. on 1 May 2021, accrued interest for the months of August 2020 to April 2021 (inclusive) of $40,259.72 will be payable; and
2. interest for months from May 2021 onwards will be payable monthly in arrears, by no later than the 15th day of the following month.

Share Consolidations and Capital Raising

On 28 September 2020 the Company consolidated its share capital on a 2 for 1 basis from 73,001,737 shares to 36,500,874 shares.

On 17 November 2020 the Company completed a capital raising of $1,162,500 from sophisticated investors through the issue of 23,250,000 shares at $0.05 per share.

On 14 December 2020 the Company consolidated its share capital on a 2 for 1 basis from 83,756,135 shares to 41,878,076 shares.

On 31 December 2020 the Company completed a capital raise of $600,000 from sophisticated investors through the issue 6,000,000 shares at $0.10 per share.

Directors Share Loans

On 17 November 2020 Ross Landles and entities associated with David Nolan and Dr Andrew Stewart had each subscribed for 7,175,087 shares at $0.05 per share on the same terms as other investors who invested in the Company at the time. The Company had provided an interest bearing loan of $358,755 to each Director or their associated entities to fund the subscription of those shares. On 25 January 2021 the Company entered into Loan Agreements to document in writing the terms of the loans ('Director Loan Agreements').

Name Change

On 24 September 2020, the Company's name was changed from 'Comet Exploration Limited' to 'Bastion Minerals Limited'.

Operational Progress

During the financial year the Company's operations focussed on completing the corporate steps to reorganise and recapitalise the Company to position it to successfully complete the IPO and ASX Listing and to advance its strategy of the exploration and development of its projects in Chile.

Strategy

The Company's strategy is the exploration for, and subsequent development of, gold, silver and copper at the Capote, Garin and Cometa projects in Chile. Bastion raised $5m before costs in the IPO to execute this strategy, which it will continue in the current financial year.

Outlook and Going Concern

The directors have reviewed the business outlook and cash flow forecasts and are of the opinion that the use of the going concern basis of accounting is appropriate, such that it can continue to pay its debts as and when they fall due.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

COVID 19 impact

The World Health Organisation declared the outbreak of COVID-19 a pandemic in March 2020. However, the impact of the pandemic is ongoing and 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, lockdowns, quarantines, travel restrictions, the rollout of vaccines and any economic stimulus that may be provided.

The financial statements have been prepared based upon conditions existing at 31 December 2020 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 31 December 2020 for the impacts of COVID-19.

Capital Raising and Share and Option Issues

On 19 January 2021, Bastion Minerals Limited issued 2,000,000 options to entities associated with each of David Nolan, Dr. Andrew Stewart and Ross Landles for services as directors. These options are subject to certain restrictions on both the exercise and vesting thereof. Each option gives the Option holder the right to subscribe for one fully paid ordinary share in Bastion Minerals at a price of $0.25 per share and expire 3 years from issue date.

On 20 January 2021, Bastion Minerals further completed a capital raising of $100,000 from sophisticated investors through the issue 1,000,000 shares at $0.10 per share.

Initial Public Offering

Bastion Minerals was admitted to the Official List of ASX on 12 March 2021. Official quotation of the Company's ordinary shares commenced on 16 March 2021. Bastion Minerals raised $5,000,000 (before costs) through the offer under its prospectus dated 3 February 2021 by the issue of 25,000,000 ordinary shares at an issue price of $0.20 per share.

On 11 March 2021, the Company issued 1,477,562 options to Taylor Collison as Lead manager to the Company for the successful completion of the IPO. These options are subject to certain restrictions on both the exercise and vesting thereof. Each option gives the Option holder the right to subscribe for one fully paid ordinary share in Bastion Minerals at a price of $0.25 per share and expire 3 years from issue date. The fair value of the options has been assessed at $165,865 and has been accounted for a cost of the IPO.

No other matter or circumstance has arisen since 31 December 2020 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

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

Environmental regulation
The consolidated entity is subject to and compliant with all aspects of environmental regulation of its exploration and mining activities in Chile. During the financial year no active exploration fieldwork took place on the consolidated entity's tenements. The directors are not aware of any environmental law that is not being complied with.

Information on directors

Name:	Ralph Nicholas Stagg
Title:	Non-Executive Chairman
Qualifications:	BSc MSc DIC FAusIMM MIMMM CEng
Experience and expertise:	Mr Stagg is a Geologist with more than forty years' experience in economic geology including project generation, exploration planning, managerial experience in listed and unlisted exploration, mining and engineering companies, and preparation of ore reserve estimations, valuations, experts' reports and technical studies in Australasia, Africa and the Middle East. Mr Stagg has served on the boards of ASX listed companies for more than twenty years, including Broken Hill Prospecting Ltd, Citadel Resource Group, Celamin Ltd Heritage Gold NZ Ltd and Sirocco Resources NL. During the last 10 years Mr Stagg was a co-Founder of Citadel Resource Group (based in Saudi Arabia) and Celamin Ltd in North Africa. Citadel Resource Group was taken over by Equinox.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Director of SCM Comet Constelación and Chairman of the HR, Remuneration & Nomination Committee
Interests in shares:	3,455,187
Interests in options:	None

Name:	Ross Landles
Title:	Executive Director
Qualifications:	GradDipAppFin, CFP
Experience and expertise:	Mr Landles has more than 20 years' experience in leading high-performing banking teams across 9 countries and successfully developed and maintained C-suite relationships throughout Asia, Australia and the USA. Mr Landles held senior leadership roles, Director and Managing Director titles, over a 15 year period, with global financial institutions Rothschild Bank AG, Credit Suisse AG, UBS AG and Macquarie Bank Ltd.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Director of SCM Comet Constelación
Interests in shares:	4,322,544
Interests in options:	2,000,000 options over ordinary shares

Name:	David Joseph Nolan
Title:	Executive Director and Company Secretary
Qualifications:	LL.B (Hon), BA Bond University
Experience and expertise:	Mr Nolan has more than 10 years' experience as a Chairman, Non-Executive Director and Company Secretary for ASX listed and private companies responsible for legal, regulatory, governance and equity and debt financings. Mr Nolan has over 22 years' experience as a corporate lawyer. He was previously a partner at a number of leading Sydney law firms advising on corporate finance, mergers and acquisitions, fund raisings, stock exchange listings, restructuring and regulatory and governance. Mr Nolan has worked both as an advisor and a Director to numerous resources companies.
Other current directorships:	Property Connect Holdings Limited (ASX:PCH)

Former directorships (last 3 years):	None
Special responsibilities:	Director of SCM Comet Constelación and member of the Audit & Risk Management Committee
Interests in shares:	3,772,769
Interests in options:	2,000,000 options over ordinary shares

Name:	Dr Andrew Stewart
Title:	Non-Executive Director
Qualifications:	BSc, PhD, MAIG, MSEG, MAICD
Experience and expertise:	Dr Stewart is an exploration geologist with over 20 years' experience in mineral exploration, primarily focused on project generation, project evaluation and exploration strategy development throughout Asia and Eastern Europe. Dr Stewart has expertise in porphyry copper-gold and epithermal gold deposits but has worked across a diverse range of commodities. He holds a BSc (Hons) from Macquarie University and a PhD from the Centre of Ore Deposits and Exploration Studies at the University of Tasmania. During his time at Ivanhoe Mines and Vale, he held various technical and management positions in Mongolia and Indonesia and has been involved in several greenfields discoveries. After providing technical and program management for Vale in Indonesia and Mongolia, Dr Stewart is currently Chief Executive Officer of Xanadu Mines.
Other current directorships:	Xanadu Mines Ltd (ASX:XAM)
Former directorships (last 3 years):	None
Special responsibilities:	Alternate Director of SCM Comet Constelación, member of the Audit & Risk Management Committee and member of the HR, Remuneration & Nomination Committee
Interests in shares:	3,837,544
Interests in options:	2,000,000 options over ordinary shares

Name:	Sam El-Rahim
Title:	Non-Executive Director
Experience and expertise:	Mr El-Rahim is an experienced board member, managing director and venture capitalist who has an established career in identifying market opportunities, driving profitable growth, and leading high performance businesses and teams. Since incorporating his first company in 1982, he has achieved success in a range of industries and emerging markets with significant business, financial and property portfolio responsibilities across the Asia Pacific region. Qualified in Electrotechnology, Mr El-Rahim also forged government relations to provide turnkey systems and innovative software solutions.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Chairman of Audit and Risk Management Committee and member of the HR, Remuneration & Nomination Committee
Interests in shares:	2,240,000

Note 1: 'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Note 2: 'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
Mr David Nolan is an experienced company secretary and occupies this role along with being an executive director of the Company. Refer to 'information on directors' for his details.

Meetings of directors
The number of meetings of the Company's Board of Directors held during the year ended 31 December 2020, and the number of meetings attended by each director were:

	Full Board		HR, Remuneration & Nomination Committee*		Audit and Risk Management Committee**	
	Attended	Held	Attended	Held	Attended	Held
Ralph Nicholas Stagg	7	7	-	-	-	-
Ross Landles	7	7	-	-	-	-
David Joseph Nolan	7	7	-	-	-	-
Dr Andrew Stewart	4	4	-	-	-	-
Sam El-Rahim	2	2	-	-	-	-
Patrick Anthony Treasure	-	-	-	-	-	-
Arno De Villiers De Vos	-	-	-	-	-	-

Held: represents the number of meetings held during the time the director held office.
* The Company did not have a HR, Remuneration & Nomination Committee during the financial year as it was an unlisted public company and had not completed the ASX Listing until 12 March 2021.

** The Company did not have an Audit and Risk Management Committee until 16 March 2021 as it was an unlisted public company and had not completed the ASX Listing.

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

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

The remuneration report is set out under the following main headings:
1. Principles used to determine the nature and amount of remuneration
2. Details of remuneration
3. Share-based compensation
4. Additional disclosures relating to key management personnel

1. Principles used to determine the nature and amount of remuneration
The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders. The Board of Directors (the Board) ensures that executive reward satisfies the following key criteria for good reward governance practices:

· competitiveness and reasonableness;
· acceptability to shareholders;
· performance linkage / alignment of executive compensation; and
· transparency.

The Company has a HR, Remuneration & Nomination Committee. Ralph Stagg is Chairman and Dr Andrew Stewart and Sam El-Rahim are members. The Committee was formed on 16 March 2021 following the end of the financial year to comply with the ASX Listing Rules for its ASX Listing.

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

The Committee is in the process of developing and adopting an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company.

Prior to the ASX Listing the Company entered into Executive Director service agreements with corporate entities associated with Ross Landles and David Nolan. Under the service agreements the Board may approve certain incentives to the Executive Directors. At the date of this report no incentives other than as set out in this report have been approved by the Board.

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

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Committee. The Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The Chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The Chairman is not present at any discussions relating to the determination of his own remuneration.

ASX Listing Rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. Under the Company's Constitution, the total aggregate remuneration available to non-executive directors is $500,000 per annum. The fees for non-executive directors for the coming financial year ending 31 December 2021 are summarised as follows:

Name	**FY 2021 Fees**
Ralph Nicholas Stagg	$45,000
Dr Andrew Stewart	$45,000
Sam El-Rahim	Nil

From time to time share options may be awarded to newly appointed non-executive directors. Such share options are issued to attract high calibre directors to the board. The remuneration for the non-executive directors during the financial year to 31 December 2020 is set out in 'Details of remuneration' below.

<u>Executive remuneration</u>

Each of Ross Landles and David Nolan (each, an Executive Director) is engaged by the Bastion Minerals through a corporate entity in the position of Executive Director. The key terms of each Executive Director's services agreement dated 25 January 2021 are summarised below:

- The term commences on 1 January 2021 and continues until the agreement is validly terminated in accordance with its terms.
- The Company must give the relevant corporate entity and each Executive Director 12 months' notice to terminate the agreement other than for cause. The relevant corporate entity and each Executive Director must give 12 months' notice to terminate the agreement.
- The Company will pay the relevant corporate entity $240,000 (exclusive of GST) per annum. The Company must also pay the relevant corporate entity an amount equal to any superannuation payable by that corporate entity to the Executive Director as a result of the engagement.
- The Company will reimburse the relevant corporate entity and each Executive Director for reasonable, pre-approved out-of-pocket travel and accommodation expenses (or other expenses approved by the Company from time to time) incurred by that corporate entity or that Executive Director as a result of performing the services for the Company.
- The agreements otherwise contain termination, confidentiality and general provisions considered standard for agreements of this nature.

Voting and comments made at the Company's 2020 Annual General Meeting (AGM)

At the 22 September 2020 AGM there was no remuneration report tabled as it was not required at the time as the Company was an unlisted public company and had not completed the ASX Listing.

2. Details of remuneration

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the Company consisted of the following directors of Bastion Minerals:

- Ralph Nicholas Stagg - Non-Executive Chairman
- Ross Landles – Executive Director
- David Joseph Nolan - Executive Director and Company Secretary
- Dr Andrew Stewart – Non-Executive Director
- Sam El-Rahim - Non-Executive Director
- Arno De Villiers De Vos - Non-Executive Director
- Patrick Anthony Treasure - Executive Director

	Short-term benefits			**Post-employment benefits**		**Share-based payments**	
2020	Cash salary and fees $	Cash bonus $	Non-monetary $	Superannuation $	Long leave $	Equity-settled $	Total $
Directors:							
Ralph Nicholas Stagg	41,250	-	-	-	-	-	41,250
Ross Landles (1)	98,000	-	-	-	-	52,365	150,365
David Joseph Nolan (2)	98,750	-	-	-	-	52,365	151,115
Dr Andrew Stewart	26,250	-	-	-	-	52,365	78,615
Sam El-Rahim (3)	-	-	-	-	-	-	-
Arno De Villiers De Vos (4)	-	-	-	-	-	-	-
Patrick Anthony Treasure	4,064	-	-	-	-	-	4,064
	268,314	-	-	-	-	157,095	425,409

(1) Ross Landles also received $34,500 for in fees for introducing investors to a capital raising.
(2) David Nolan also received $47,500 for consulting services in relation to the reorganisation of the Company and $7,800 in fees for introducing investors to a capital raising.
(3) Sam El-Rahim also received 480,000 shares in lieu of $24,000 fees for introducing investors to a capital raising.
(4) Arno De Villiers De Vos didn't receive any remuneration during the financial year.

3. Share-based compensation

Sam El-Rahim received 480,000 shares in lieu of $24,000 fees for introducing investors to a capital raising. There were no other shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2020.

During the year ended 31 December 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart have been provided with interest bearing, limited recourse loans ('Director Share Loans') from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors in the Company at the time. The Director Share Loans are required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an "in substance option" arrangement and have been valued using option pricing models. Details of the Directors Share Loans calculations are set out in note 18.

4. Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year*	Received as part of remuneration (1)	Additions(1)	Disposals /other	Balance at the end of the year
Ordinary shares					
Ralph Nicholas Stagg	2,567,500	-	887,687	-	3,455,187
Ross Landles (2) (3)	-	3,587,544	675,000	-	4,262,544
David Joseph Nolan (3)	62,500	3,587,544	100,000	-	3,750,044
Dr Andrew Stewart (3)	-	3,587,544	250,000	-	3,837,544
Sam El-Rahim	-	-	2,240,000	-	2,240,000
	2,630,000	10,762,631	14,915,319	-	17,545,319

(1) Assumes the 2:1 share consolidations on 28 September 2020 and on 14 December 2020 had occurred.
(2) 675,000 of these Shares are held by Bridge Capital Partners Pty Ltd ('Bridge Capital'). Ross Landles holds 50% of the issued share capital of Bridge Capital. The remaining 50% is held by a party unrelated to the Company.
(3) 1,793,722 shares held each by David Nolan, Dr Andrew Stewart and Ross Landles (or his related entities) are restricted from trading for a 2-year period from ASX Listing Date.

Option holding

There were no options over ordinary shares in the Company held during the financial year by any director or other members of key management personnel of the consolidated entity, including their personally related parties.

Other transactions with key management personnel and their related parties

Karton Liability Agreement and Deed of Settlement and Release

On 18 March 2020, the Company has entered into the Karton Liability Agreement and on 20 April 2020 the Company entered into the Karton Deed of Settlement and Release.

Malema Loan Deed

On 12 June 2020, the Company entered into the Malema Loan Deed. On 10 November 2020 the Company entered into the Malema Deed of Amendment.

Directors Share Loans

On 25 January 2021 the Company entered into Loan Agreements to document in writing the terms of the Directors Share Loans.

There were no other transactions with key management personnel and their related parties during the financial year.

This concludes the remuneration report, which has been audited.

Shares under option

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

Grant date	Expiry date	Exercise price	Number under option
21-Jan-21	21-Jan-24	$0.25	6,000,000
11-Mar-21	16-Mar-24	$0.25	1,477,562
			7,477,562

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

Shares issued on the exercise of options

There were no ordinary shares of Bastion Minerals issued on the exercise of options during the year ended 31 December 2020 and up to the date of this report.

Indemnity and insurance of officers

The company has indemnified the directors of the company for costs incurred, in their capacity as a director, for which they may be held personally responsible, except where there is a lack of good faith.

During the financial year, the Company has not paid a premium in respect of a contract to insure the directors and executives of the Company or any related entity.

Indemnity and insurance of auditor

To the extent permitted by law, the company has agreed to indemnify its auditors, Ernst & Young, as part of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount), other than a loss arising from Ernst & Young's negligent, wrongful or wilful acts or omissions. No payment has been made to indemnify Ernst & Young during the financial year ended 31 December 2020 and up to the date of this report.

Proceedings on behalf of the company

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

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor

Ernst & Young was appointed as auditors during the year and continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

Director

Ross Landles

Director

David Joseph Nolan

Dated this 27th day of April 2021

Ernst & Young
200 George Street
Sydney NSW 2000 Australia
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Auditor's independence declaration to the directors of Bastion Minerals Limited

As lead auditor for the audit of the financial report of Bastion Minerals Limited for the financial year ended 31 December 2020, I declare to the best of my knowledge and belief, there have been:

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

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

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

Ernst & Young

Scott Nichols
Partner
Sydney
27 April 2021

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020

		Consolidated Group	
			Restated
		2020	2019
	Note	$	$
Fair value gain on derivative		-	136,894
Fair value gain on financial assets	8	178,719	-
Other income	2	227,037	77,094
Interest income		46	68
Finance costs	3	(46,555)	(171,765)
Consultancy fees expense		(408,712)	(17,631)
Fair value loss on financial assets		-	(673,883)
Legal and professional fees expense		(370,772)	(101,248)
Administration expense		(348,955)	(35,354)
Travel and accommodation expense		(1,718)	-
Depreciation expense		(162)	-
Rent expense		(14,533)	-
Audit expense	19	(116,084)	-
Share based payment expense	18	(157,095)	-
Other expenses		-	(158,199)
Profit / (loss) before income tax		(1,058,784)	(944,024)
Tax (expense) income	4	-	-
Profit / (loss) for the year		(1,058,784)	(944,024)
Other comprehensive income:			
Items that will be reclassified subsequently to profit or loss:			
Foreign currency translation		(104,547)	(88,994)
Total other comprehensive income / (loss) for the year		(104,547)	(88,994)
Total comprehensive income / (loss) for the year		(1,163,331)	(1,033,018)
Profit / (loss) attributable to:			
Owners of the parent entity		(1,058,784)	(944,024)
		(1,058,784)	(944,024)
Total comprehensive income / (loss)attributable to:			
Owners of the parent entity		(1,163,331)	(1,033,018)
		(1,163,331)	(1,033,018)

The accompanying notes form part of these financial statements.

		Cents	**Cents**
Basic losses per share	22	5.18	5.51
Diluted losses per share	22	5.18	5.51

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

		Consolidated Group	
			Restated
	Note	31-Dec-20 $	31-Dec-19 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	5	796,360	78,769
Trade and other receivables	6	178,227	33,520
Other assets	7	129,971	67,090
TOTAL CURRENT ASSETS		1,104,558	179,379
NON-CURRENT ASSETS			
Financial assets	8	-	448,545
Exploration and evaluation assets	9	1,136,585	1,209,901
Plant and equipment	17	6,868	-
TOTAL NON-CURRENT ASSETS		1,143,453	1,658,446
TOTAL ASSETS		2,248,011	1,837,825
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	397,841	209,549
Borrowings	11	103,936	1,979,590
TOTAL CURRENT LIABILITIES		501,777	2,189,139
TOTAL LIABILITIES		501,777	2,189,139
NET ASSETS		1,746,234	(351,314)
EQUITY			
Issued capital	12	7,441,667	4,337,883
Reserves		94,917	42,369
Retained earnings		(5,790,350)	(4,731,566)
TOTAL EQUITY		1,746,234	(351,314)

The accompanying notes form part of these financial statements.

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	Issued Capital	Retained Earnings (Accumulated Losses)	Foreign Currency Reserve	Share Based Payment Reserve	Total
		$	$	$	$	$
Consolidated Group						
Balance at 1 January 2019		4,337,883	(3,787,542)	131,363	-	681,704
Comprehensive income						
Loss for the period			(944,024)			(944,024)
Other comprehensive income for the period				(88,994)		(88,994)
Total comprehensive income for the period attributable to owners of the parent entity			(944,024)	(88,994)		(1,033,018)
Balance at 31 December 2019		4,337,883	(4,731,566)	42,369	-	(351,314)
Balance at 1 January 2020		4,337,883	(4,731,566)	42,369	-	(351,314)
Comprehensive income						
Profit for the period			(1,058,784)			(1,058,784)
Other comprehensive income for the period				(104,547)		(104,547)
Total comprehensive income for the period attributable to owners of the parent entity			(1,058,784)	(104,547)		(1,163,331)
Transactions with owners, in their capacity as owners, and other transfers						
Shares issued during the period	12	3,251,093				3,251,093
Transaction costs - Seed Capital Raise		(147,309)				(147,309)
Total transactions with owners and other transfers		3,103,784	-	-		3,103,784
Share based payment	18				157,095	157,095
Balance at 31 December 2020		7,441,667	(5,790,350)	(62,178)	157,095	1,746,234

The accompanying notes form part of these financial statements.

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	Consolidated Group 2020 $	2019 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Royalty received		119,733	-
Payments to suppliers and employees		(889,761)	(182,244)
Dividends received		-	-
Interest received		45	68
Other revenue		-	7,705
Net cash used in operating activities		(769,983)	(174,471)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		(7,030)	-
Payments for exploration and evaluation		(94,050)	(132,419)
Net cash (used in)/provided by investing activities		(101,080)	(132,419)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		1,762,500	-
Payments made in relation to share issues		(123,309)	-
Repayment of borrowings - other		(50,446)	-
Proceeds from borrowings - related parties		-	355,965
Net cash provided by/(used in) financing activities		1,588,745	355,965
Net increase/(decrease) in cash held		717,682	49,075
Cash and cash equivalents at beginning of period		76,845	27,770
Cash and cash equivalents at end of period	5	794,527	76,845

The accompanying notes form part of these financial statements.

These consolidated financial statements and notes represent those of Bastion Minerals Limited and its controlled Entity (the 'consolidated group' or 'group'). Bastion Minerals Limited is a company limited by shares, incorporated and domiciled in Australia.

The financial statements were authorised for issue on 27 April 2021 by the directors of the company.

Note 1 Summary of Significant Accounting Policies

Basis of Preparation

These general purpose consolidated financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise. The comparative financial information is based on the re-issued 31 December 2019 financial statements.

The financial statements except for cash flow information, have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of certain financial assets. The amounts presented in the financial statements have been rounded to the nearest dollar.

(a) Principles of Consolidation

The general purpose consolidated financial statements incorporate all of the assets, liabilities and results of the Parent Bastion Minerals Limited and all of the subsidiaries (including any structured entities). Subsidiaries are entities the Parent controls. The Parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Inter-company transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

(b) Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which:
  - is not a business combination; and
  - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the entity in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (i) a legally enforceable right of set-off exists; and (ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(c) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable accounting standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant’s ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity’s own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(d) Financial Instruments

Initial Recognition and Measurement

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments (except for trade receivables) are initially measured at fair value plus transactions costs except where the instrument is classified ‘at fair value through profit or loss’ in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Classification and Subsequent Measurement

Financial liabilities

Financial instruments are subsequently measured at:

- amortised cost; or
- fair value through profit or loss.

A financial liability is measured at fair value through profit and loss if the financial liability is:

- a contingent consideration of an acquirer in a business combination to which AASB 3: *Business Combinations* applies;
- held for trading; or
- initially designated as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using the effective interest method.

The *effective interest method* is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition.

A financial liability is held for trading if:

- it is incurred for the purpose of repurchasing or repaying in the near term;
- part of a portfolio where there is an actual pattern of short-term profit taking; or
- a derivative financial instrument (except for a derivative that is in a financial guarantee contract or a derivative that is in a effective hedging relationships).

Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

The change in fair value of the financial liability attributable to changes in the issuer's credit risk is taken to other comprehensive income and are not subsequently reclassified to profit or loss. Instead, it is transferred to retained earnings upon derecognition of the financial liability.

If taking the change in credit risk in other comprehensive income enlarges or creates an accounting mismatch, then these gains or losses should be taken to profit or loss rather than other comprehensive income.

A financial liability cannot be reclassified.

Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

Measurement is on the basis of two primary criteria:

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

A financial asset that meets the following conditions is subsequently measured at amortised cost if it meets the following conditions:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates;
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

The Group initially designates a financial instrument as measured at fair value through profit or loss if:

- it eliminates or significantly reduces a measurement or recognition inconsistency (often referred to as an “accounting mismatch”) that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases;
- it is in accordance with the documented risk management or investment strategy, and information about the groupings is documented appropriately, so that the performance of the financial liability that is part of a group of financial liabilities or financial assets can be managed and evaluated consistently on a fair value basis;
- it is a hybrid contract that contains an embedded derivative that significantly modifies the cash flows otherwise required by the contract.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

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.

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

(e) Property, Plant and Equipment
Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Property
Freehold land and buildings are shown at their fair value (being the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction), based on periodic, but at least triennial, valuations by external independent valuers, less accumulated depreciation for buildings.

Increases in the carrying amount arising on revaluation of land and buildings are credited to a revaluation surplus in equity. Decreases that offset previous increases of the same asset are recognised against revaluation surplus directly in equity; all other decreases are recognised in profit or loss.

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Plant and equipment
Plant and equipment are measured on the cost basis and are therefore carried at cost less accumulated depreciation and any accumulated impairment losses. In the event the carrying amount of plant and equipment is greater than its estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(j) for details of impairment).

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss in the financial period in which they are incurred.

Depreciation
The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a diminishing value basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss when the item is derecognised. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

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

(g) Impairment of Assets

At the end of each reporting period, the company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or joint ventures that exceed the total comprehensive income of the subsidiary, associate or joint venture in the period the dividend is declared. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for exploration and evaluation assets.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(h) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each group entity is the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars ($), which is Bastion Minerals Limited's functional and presentation currency. The functional currency of the subsidiary is the Chilean peso ('CLP').

Transactions and balances

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

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in other comprehensive income as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is directly recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

Group companies

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

— Assets and liabilities are translated at year-end exchange rates prevailing at the end of the reporting period.
— Income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position via other comprehensive income. The cumulative amount of these differences is reclassified into profit or loss in the period in which the operation is disposed of.

(i) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

(j) Revenue Recognition

The consolidated entity recognises revenue as follows:

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

(k) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

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

(l) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current reporting period.

(m) New and Amended Accounting Policies Adopted by the Group

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

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

(n) Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Share base payments

Share based payments included valuation calculation which includes significant judgement and estimation. The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Black-Scholes model or other appropriate valuation models taking into account the terms and conditions upon which the instruments were granted. Key assumptions include: market price of the underlying asset; prevailing level of the risk free rate; expected volatility of the value of the underlying asset over the period until the expiry of the option; probability of options held being exercised; and interest required as part of terms and conditions. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Exploration and evaluation costs

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

(o) Going Concern

The financial statements of the consolidated entity have been prepared on a going concern basis, which contemplates the continuation of normal business operations and the realisation of assets and settlement of liabilities in the normal course of business.

During the year ended 31 December 2020, the Group incurred a loss after tax of $1,058,784 (year ended 31 December 2019 loss: $944,024) and held net assets of $1,746,234 (Dec 2019: -$351,314) and had a net current asset position of $602,781 (Dec 2019: $2,009,761). At 31 December 2020, the consolidated entity had cash and cash equivalents of $796,360 (2019: $76,845). Subsequent to year end, on 20 January 2021 the Group undertook another capital raising of $100,000 from sophisticated investors and completed an IPO to raise $5,000,000 in new capital.

The Directors have assessed that the Group is and will remain a going concern, and believe that the going concern basis of preparation of the financial report is appropriate to the consolidated entity considering the following factors:

- The Group has complied with all of the new and amended loan agreements settled at the end of the reporting period;
- The Group continues to proactively manage operating costs and cash flow requirements in line with available resources;
- The Group has support from directors and/or deferral of directors' and management fees; and
- The Group has a history of successfully obtaining funding as required through various sources, and the Company was admitted to the Official List of ASX on 12 March 2021. Official quotation of BMO's ordinary fully paid shares commenced on 16th March 2021. BMO has raised $5,000,000 through the offer under its prospectus dated 3 February 2021 by the issue of 25,000,000 shares at an issue price of $0.20.

The Directors consider that the Group has sufficient funds for working capital and to conduct its planned exploration program in Chile over the course of the next 12 months. In the longer term the Group will be required to secure additional funds in order to continue the advancement of its projects in Chile and for working capital purposes. The Directors are confident that such funds will be secured in a timely manner.

(p) Share Based Payments

Benefits are provided to certain employees of the Group in the form of shared based payments through share options, performance rights and loan shares. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account.

Settlement of share options upon vesting are recognised as contributed equity.

Where the transaction is with a non-employee, the cost is based on the fair value of the asset or service received. That cost is recognised, together with a corresponding increase in other capital reserves or share capital in equity, over the period in which the performance and/or service conditions are fulfilled and/or the asset or service is delivered/received.

The fair value of the options or loan shares are determined using option pricing models.

This expense takes into account the impact of any non-vesting conditions but ignores the effect of any service and non-market performance vesting conditions. Non-market vesting conditions are taken into account when considering the number of options expected to vest and at the end of each reporting period, the Group revisits its estimate. Revisions to the prior period estimate are recognised in the income statement and equity.

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

(q) Earnings Per Share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Bastion Minerals Limited by the weighted average number of ordinary shares outstanding during the financial year. Diluted earnings per share is the same as basic earnings per share as there was no option issued.

Note 2 Revenue and Other Income

The Group has recognised the following amounts relating to revenue in the statement of profit or loss.

	Note	Consolidated Group 2020 $	Consolidated Group 2019 $
Other income:			
Unrealised foreign exchange gain		5,750	-
Other income		221,287	77,094
Total other income		227,037	77,094

Note 3 Finance costs

	Consolidated Group 2020 $	Consolidated Group 2019 $
Interest paid/payable on borrowings - convertible notes	-	91,149
Interest paid/payable on borrowings - related party loan	46,555	80,616
Total finance costs	46,555	171,765

Note 4 Tax Expense

	Consolidated Group 2020 $	Consolidated Group 2019 $
Profit / (Loss) before income tax expense	(1,058,784)	(944,024)
Tax at the statutory tax rate of 30%	(317,635)	(283,207)
Permanent differences	268,970	-
Losses for which no deferred tax asset has been recognised	48,665	283,207
Income tax expense	-	-

	Consolidated Group 2020 $	Consolidated Group 2019 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	2,171,528	2,009,311
Potential tax benefit @ 30%	651,458	602,793

The above potential tax benefit for tax losses has not been recognised in the statement of financial position

Note 5 Cash and Cash Equivalents

		Consolidated Group	
		2020	2019
CURRENT		$	$
Cash and cash equivalents		796,360	78,769
Reconciliation of cash and cash equivalents			
Cash at the end of period as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:			
Cash and cash equivalents		796,360	78,769
Bank overdrafts	11	(1,833)	(1,924)
Total cash		794,527	76,845

Note 6 Trade and Other Receivables

	Consolidated Group	
	2020	2019
	$	$
CURRENT		
Other receivables	103,504	20,542
GST receivable	74,723	12,978
Total current trade and other receivables	178,227	33,520

Note 7 Other Assets

	Consolidated Group	
	2020	2019
	$	$
CURRENT		
Prepayments	122,051	67,090
Other assets	7,920	-
Total other assets	129,971	67,090

Note 8 Financial Assets

	Consolidated Group	
	2020	2019
	$	$
NON-CURRENT		
Listed ordinary shares - held at fair value through profit or loss (shares in Altiplano Metals Inc. TSXV: APN)	-	448,545
Listed ordinary shares		
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:		
Opening carrying amount	448,545	1,122,428
Revaluation increments/(decrements)	178,719	(673,883)
Transferred*	(627,264)	-
Closing carrying amount	-	448,545

*On 29 April 2020, 827,387 APN shares were transferred as a repayment of the outstanding liability with Karton Investment Pty Ltd.
On 12 June 2020, 5,482,613 APN share were transferred as a repayment of the outstanding liability with Malema Pty Ltd.

Note 9 Exploration and evaluation assets

	Consolidated Group	
	2020	2019
	$	$
NON-CURRENT ASSETS		
Exploration and evaluation assets	1,136,585	1,209,901
Reconciliation		
Opening carrying amount	1,209,901	1,162,493
Additions	94,050	132,419
Write off assets	(132,419)	-
Exchange differences	(34,947)	(85,011)
Closing carrying amount	1,136,585	1,209,901

Note 10 **Trade and Other Payables**

	Consolidated Group	
	2020	2019
	$	$
CURRENT		
Trade payables	216,528	209,549
Accrued expenses	181,313	-
	397,841	209,549

Note 11 **Borrowings**

		Consolidated Group	
		2020	2019
		$	$
CURRENT			
Bank overdraft secured		1,833	1,924
Convertible note payable	a.	-	609,000
Related party loan	a.	-	948,364
Related party loan - interest payable	a.	-	264,442
Convertible note - interest payable	a.	-	155,860
Loan - cash payments	b.	102,103	-
Total current borrowings		103,936	1,979,590

a. The liability to Malema under the Malema Loan Deed was settled by the following payments:

- transfer of 5,482,613 common shares in APN;
- issue of 3,550,747 Bastion shares at $0.10 per share;
- transfer of funds received of CAD 150,000 in royalty payments to be received by the Company from APN, comprising the Second Payment and the Third Payment under the APN Revised Deed of Amendment; and
- following commencement of production of its projects in Chile, payment of 15% of all monies received from the sale of mining ore by the Company at any of the projects.

b. The liability represents the total royalty payments of CAD 100,000 outstanding under the Malema Loan Deed at the end of the financial year and the date of this report.

Note 12 **Issued Capital**

	Consolidated Group	
	2020	2019
	$	$
73,001,737 (2019: 68,522,865) fully paid ordinary shares	7,441,667	4,337,883

Ordinary Shares

		Date	Shares	Issue price	$
Opening Balance		01/01/2020	68,522,865		4,337,883
Shares issued during the year:					
(a)	Share settlement with Karton	03/06/2020	928,125	0.08	57,578
(b)	Share settlement with Malema	30/06/2020	3,550,747	0.10	355,075
(c)	Balance of Malema Loan extinguished	30/06/2020	-		951,940
(d)	Consolidation 2:1	28/09/2020	(36,500,863)		
(e)	Share issue	17/11/2020	23,250,000	0.05	1,162,500
(f)	Share issue in lieu of fees	17/11/2020	2,480,000	0.05	124,000
(g)	Capital raise costs	17/11/2020	-	-	(66,300)
(h)	Share Issue	17/11/2020	21,525,261	0.05	-
(i)	Consolidation 2:1	14/12/2020	(41,878,059)		
(j)	Share Issue	31/12/2020	6,000,000	0.10	600,000
(h)	Capital raise costs	31/12/2020	-	-	(81,009)
At the end of the reporting period			47,878,076		7,441,667

(a) On 3 June 2020, the Company issued 928,125 ordinary shares at $0.08 per share for settlement of the outstanding liability to Karton Investments Pty Ltd under the Karton Liability Agreement.

(b) On 30 June 2020, the Company issued 3,550,747 ordinary shares at $0.10 per share to Malema Pty Limited for partial settlement of the outstanding liability to Malema Pty Limited under the Malema Loan Deed.

(c) The remaining balance of the liability under the Malema Loan Deed of $951,940 was extinguished for the purposes of the accounting standards, and is treated as an increase in Issued Capital.

(d) On 28 September 2020, the Company consolidated its share capital on a 2 for 1 basis from 73,001,737 shares to 36,500,874 shares.

(e) On 17 November 2020 Bastion completed a capital raising of $1,162,500 from sophisticated investors through the issue of 23,250,000 shares at $0.05 per share.

(f) An additional 480,000 shares at $0.05 per share were issued to Sam El-Rahim in lieu of services provided by him and 2,000,000 shares at $0.05 per share were issued to a third party supplier in lieu of services provided by them.

(g) Capital raising costs of $66,300 were paid to the directors in relation to a share placement completed on 17 November 2020 and is treated as a deduction to Issued Capital.

(h) On 17 November 2020, David Nolan, Dr Andrew Stewart and Ross Landles each subscribed for 7,175,087 shares at $0.05 per share. These shares are issued as part of share-based payment arrangements as set out in Note 18. 3,587,443 shares (1,793,722 shares after the 2 for 1 share consolidation on 14 December 2020) held each by David Nolan, Dr Andrew Stewart and Ross Landles (or his related entities) are restricted from trading for a 2-year period from ASX listing date.

(i) On 14 December 2020 Bastion consolidated its share capital on a 2 for 1 basis from 83,756,135 shares to 41,878,076 shares.

(j) On 31 December 2020, Bastion completed a capital raise of $600,000 from sophisticated investors at $0.10 per share.

(h) Capital raising costs of $81,009 were paid in relation to a share placement completed on 31 December 2020 and treated as a deduction to Issued Capital.

Ordinary shareholders participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

There were no dividends paid, recommended or declared during the twelve months ended 31 December 2020.

Note 13 Interests in Subsidiaries

Information about Principal Subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's principal place of business is also its country of incorporation or registration.

		Ownership interest held by the Group	
Name of subsidiary	Principal place of business	31 December 2020 (%)	31 December 2019 (%)
SCM Comet Constelación	Chile	99.99%	99.99%

Subsidiary financial statements used in the preparation of these consolidated financial statements have also been prepared as at the same reporting date as the Group's financial statements.

Note 14 Events After the Reporting Period

Other than the following, the directors are not aware of any significant events since the end of the reporting period.

COVID 19 impact

The World Health Organisation declared the outbreak of COVID-19 a pandemic in March 2020. However, the impact of the pandemic is ongoing and 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, lockdowns, quarantines, travel restrictions, the rollout of vaccines and any economic stimulus that may be provided.

The financial statements have been prepared based upon conditions existing at 31 December 2020 and considering those events occurring subsequent to that date, that provide evidence of conditions that existed at the end of the reporting period. As the outbreak of COVID-19 occurred after 31 December 2019, its impact is considered an event that is indicative of conditions that arose after the reporting period and accordingly, no adjustments have been made to financial statements as at 31 December 2020 for the impacts of COVID-19.

Capital Raising and Share and Option Issues

On 19 January 2021, Bastion Minerals Limited issued 2,000,000 options to entities associated with each of David Nolan, Dr. Andrew Stewart and Ross Landles for services as directors. These options are subject to certain restrictions on both the exercise and vesting thereof. Each option gives the Option holder the right to subscribe for one fully paid ordinary share in Bastion Minerals at a price of $0.25 per share and expire 3 years from issue date.

On 20 January 2021, Bastion Minerals further completed a capital raising of $100,000 from sophisticated investors through the issue 1,000,000 shares at $0.10 per share.

Initial Public Offering

Bastion Minerals was admitted to the Official List of ASX on 12 March 2021. Official quotation of the Company's ordinary shares commenced on 16 March 2021. Bastion Minerals raised $5,000,000 (before costs) through the offer under its prospectus dated 3 February 2021 by the issue of 25,000,000 ordinary shares at an issue price of $0.20 per share.

On 11 March 2021, the Company issued 1,477,562 options to Taylor Collison as Lead manager to the Company for the successful completion of the IPO. These options are subject to certain restrictions on both the exercise and vesting thereof. Each option gives the Option holder the right to subscribe for one fully paid ordinary share in Bastion Minerals at a price of $0.25 per share and expire 3 years from issue date. The value of the options is $165,865 based on the amount raised in the IPO.

No other matter or circumstance has arisen since 31 December 2020 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 15 Related Party Transactions

Subsidary
Interests in subsidiaries are set out in note 13.

Transactions with related parties:
Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The remuneration of key management personnel of the consolidated entity is set out in table below.

	Short-term benefits			Post-employment benefits		Share-based payments	
	Cash salary and fees	Cash bonus	Non-monetary	Superannuation	Long service leave	Equity-settled	Total
2020	$	$	$	$	$	$	$
Directors:							
Ralph Nicholas Stagg	41,250	-	-	-	-	-	41,250
Ross Landles (1)	98,000	-	-	-	-	52,365	150,365
David Joseph Nolan (2)	98,750	-	-	-	-	52,365	151,115
Dr Andrew Stewart	26,250	-	-	-	-	52,365	78,615
Sam El-Rahim (3)	-	-	-	-	-	-	-
Arno De Villiers De Vos (4)	-	-	-	-	-	-	-
Patrick Anthony Treasure	4,064	-	-	-	-	-	4,064
	268,314	-	-	-	-	157,095	425,409

(1) Ross Landles also received $34,500 for in fees for introducing investors to a capital raising.
(2) David Nolan also received $47,500 for consulting services in relation to the reorganisation of the Company and $7,800 in fees for introducing investors to a capital raising.
(3) Sam El-Rahim also received 480,000 shares in lieu of $24,000 fees for introducing investors to a capital raising.
(4) Arno De Villiers De Vos didn't receive any remuneration during the financial year.

During the year ended 31 December 2020, Ross Landles and entities associated with David Nolan and Andrew Stewart have been provided with interest bearing, limited recourse loans (‘Director Share Loans’) from the Company for the sole purpose of acquiring shares in the Company on the same terms as other investors who invested in the Company at the time. This Director Share Loans are required to be recognized as share based remuneration and Equity Settled under AASB2. The Director Share Loans represent an “in substance option” arrangement and have been valued using option pricing models. Details of the Directors Share Loans calculations are set out in note 18.

The additional following transactions occurred with related parties:

		Note	Consolidated Group 2020 $	2019 $
i	**Interest expense**			
	Malema Pty Limited		46,555	171,765
ii.	**Trade and Other Payables**			
	Karton Investments Pty Limited		-	148,500
	Project Geosicence Pty Limited*		4,125	
	Asyana Pty Limited**		875	
			5,000	148,500

* Project Geoscience Pty Limited is an entity associated with Ralph Stagg
** Asyana Pty Limited is an entity associated with David Nolan

		Note	2020 $	2019 $
iii.	**Loan from related parties**			
	Malema Pty Limited			
	Convertible note payable		-	609,000
	Related party loan		-	948,364
	Related party loan - interest payable		-	264,442
	Convertible note - interest payable		-	155,860
	Loan - cash payments		102,103	-
		11	102,103	1,977,666

The liability to Malema under the Malema Loan Deed was settled by the following payments:
- Receiving 5,482,613 common shares in APN. The repayment is calculated at the market value of APN shares at the settlement date.
- Issue of 3,550,747 Bastion shares at $0.10 per share;
- CAD150,000 in royalty payments to be received by Bastion from APN. The repayment is recognised as a separate liability 'Loan - cash payments'.
- Following commencement of production of its projects in Chile, payment of 15% of all monies received from the sale of mining ore by Bastion at any of the projects. Given the Chilean project is still pre-feasibility and the significant risk associated with the development and ultimately getting to production, the fair value of the royalty repayment has assessed to be a nominal amount.

Note 16 Fair Value Measurements

Fair value hierarchy

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

Valuation techniques

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

The following tables provide the fair values of the Group's assets and liabilities measured and recognised on a recurring basis after initial recognition and their categorisation within the fair value hierarchy.

		31 December 2020	
		Level 1	Level 2
Recurring fair value measurements	**Note**	$	$
Financial assets			
Financial assets at fair value through profit and loss:			
— Shares in listed companies	8	-	-
Total financial assets recognised at fair value		-	-

(i) For investments in listed shares, the fair values have been determined based on closing quoted bid prices at the end of the reporting period.

		31 December 2019	
		Level 1	Level 2
Recurring fair value measurements	**Note**	$	$
Financial assets			
Financial assets at fair value through profit and loss:			
— Shares in listed companies	8	448,545	-
Total financial assets recognised at fair value		448,545	-

There were no transfers between Levels 1 and 2 for assets measured at fair value on a recurring basis during the reporting period (2019: no transfers).

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of all other financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Note 17 Property, Plant and Equipment

	Consolidated Group	
	2020	2019
	$	$
PLANT AND EQUIPMENT		
At cost	7,030	-
Accumulated depreciation	(162)	-
Total plant and equipment	6,868	-

Movements in carrying amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year	Plant and Equipment $	Total $
Consolidated Group:		
Balance at 1 January 2020	-	-
Reclassified to right-of-use asset on initial application of AASB 16		-
Additions	7,030	7,030
Disposals - written down value		-
Revaluation increments/(decrements)		-
Impairment losses		-
Depreciation expense	(162)	(162)
Capitalised borrowing cost and depreciation		-
Carrying amount at 31 December 2020	6,868	6,868

Note 18 Share Based Payments

Director Share Loans

During the year ended 31 December 2020, certain directors have been provided loan shares with interest bearing, limited recourse loans ('Director Share Loans') from the Company for the sole purpose of acquiring shares in the Company. This Director Share Loans are recognized as a share based payment under AASB2. The Director Share Loans represent an "in substance option" arrangement and have been valued using option pricing models. 1,793,722 shares issued (after share consolidation on 14 December 2020) are restricted from trading for a 2-year period from ASX listing date.

Key Executives Receiving Share Based Payment

Participant	Number issued	Grant date	Share price at the date of issue ($)	Loan per Share ($)	Value per Director Share Loan ($)
Ross Landles	7,175,087	17/11/2020	0.05	0.05	0.007
David Joesph Nolan	7,175,087	17/11/2020	0.05	0.05	0.007
Dr Andrew Stewart	7,175,087	17/11/2020	0.05	0.05	0.007
Total	21,525,261				

As the shares have vested, for the period ended 31 December 2020, $157,095 was recognised in the consolidated statement of profit and loss and other comprehensive income being the total value determined for the Director Share Loans.

Director Share Loans conditions

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

- The interest rate attributable to the loan is accordance with Division 7A of the Tax Act;
- The loan shall be applied by the Company directly toward payment of the issue price of the Shares;
- The loan term is 7 years from the date of issue of the Shares;
- A borrower must make minimum yearly repayments in line with the loan agreement over the life of the loan, but may elect to repay the loan amount prior to the loan repayment date;
- The Company shall have a lien over the Shares in respect of which a loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the loan agreement;
- The loan will be non-recourse in that the Company may only access the Shares to which the loan relates held by the borrower in the event under the loan agreement default; and
- The total loan will be $0.05 per Share which shall be deemed to have been drawn down at settlement upon issue of the Shares.

Note 19 Remuneration of auditors

During the year, the following fees were accrued or paid for services provided by the auditor of the Group:

	2020	2019
Fees to Ernst & Young	$	$
Fees for auditing the statutory financial report of the parent covering the group and auditing the statutory financial reports of any controlled entities	155,000	46,800

Note 20 Operating Segments

Identification of Reportable Operating Segement

The consolidated entity is organised into one operating segement, being the exploration and subsequent development of, gold, silver and copper at the Capote, Garin and Cometa projects in Chile. This is based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The operating segment information is the same information as provided throughout the financial statements and therefore not duplicated.

Note 21 Contingent Liabilities

There were no contingent liabilities as at 31 December 2020 and 31 December 2019.

Note 22 Earnings Per Share

	2020	2019
	$	$
Loss after income tax attributable to the owners of Bastion Minerals Limited	(1,058,784)	(944,024)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	20,427,756	17,130,716

* The number of shares for the year ending 31 December 2019 has been adjusted for the share consolidation incurred in the current period.

	Cents	Cents
Basic losses per share	5.18	5.51
Diluted losses per share	5.18	5.51

Note 23 **Parent entity information**

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2020	2019
	$	$
Profit after income tax	(1,163,331)	(2,478,521)
Total comprehensive income	(1,163,331)	(2,478,521)

Statement of financial position

	Parent	
	2020	2019
	$	$
Total current assets	956,898	77,050
Total assets	2,213,725	1,774,852
Total current liabilities	467,492	2,126,166
Total liabilities	467,492	2,126,166
Equity		
Issued capital	7,441,667	4,337,883
Reserve	157,095	-
Accumulated losses	(5,852,528)	(4,689,197)
Total equity	1,746,234	(351,314)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2019 and 31 December 2020.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2019 and 31 December 2020.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 31 December 2019 and 31 December 2020.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:
● Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
● Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 24 **Company Details**

The registered office of the company is:

Bastion Minerals Limited
Level 3/7 Macquarie Place Sydney

The principal place of business is:

Bastion Minerals Limited
Suite 221/111 Harrington Street Sydney

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Bastion Minerals Limited, the directors of the company declare that:

1. The financial statements and notes, as set out on pages 11 to 28, are in accordance with:
   (a) comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and

   (b) give a true and fair view of the financial position as at 31 December 2020 and of the performance for the year ended on that date of the consolidated group.

2. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Director

Ross Landles

Director

David Joseph Nolan

Dated this 27th day of April 2021

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Independent Auditor's Report to the members Bastion Minerals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Bastion Minerals Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 31 December 2020, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes to the financial statements, including 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:

a. Giving a true and fair view of the Group's financial position as at 31 December 2020 and of its financial performance for the year ended on that date; and

b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Carrying value of capitalised exploration and evaluation assets

Why significant	How our audit addressed the key audit matter
At 31 December 2020 the Group held capitalised exploration and evaluation assets of $1.13 million. The carrying value of exploration and evaluation expenditure is assessed for impairment when facts and circumstances indicate the capitalised exploration and evaluation expenditure may exceed its recoverable amount. The determination as to whether there are any indicators to require the Group's exploration projects to be assessed for impairment involves judgment, including: ► whether the Group's exploration licenses are current; ► the Group's ability and intention to continue to evaluate and develop the projects; and ► whether the results of the Group's exploration and evaluation work to date are sufficiently progressed for a decision to be made as to the commercial viability or otherwise of the project. Given the value of the asset and the judgmental nature of impairment indicator assessments associated with exploration and evaluation assets, we considered this to be a key audit matter.	Our audit procedures included the following: ► Considered the Group's right to explore in the relevant exploration area which included obtaining and assessing relevant documentation. ► Considered the Group's intention to carry out significant exploration and evaluation activity in the relevant exploration area which included assessment of the Group's cash flow forecast models and discussions with the Directors as to the intentions and strategy of the Group. ► Assessed whether any evidence exists that would indicate that the carrying value of capitalised exploration and evaluation expenditure is unlikely to be recovered through development or sale. ► Considered the adequacy of disclosures included within the notes of the financial report including those made with respect to judgements and estimates.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the Company's 2020 Annual Report, but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

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

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

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

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

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

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

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

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

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

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

Report on the Audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included within the directors' report for the year ended 31 December 2020.

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

Ernst + Young

Ernst & Young

Scott Nichols
Partner
Sydney
27 April 2021

BASTION MINERALS LIMITED ABN: 19 147 948 883
AND CONTROLLED ENTITIES
SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 27 April 2021.

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares	Number of holders of options over ordinary shares
1 to 1,000	8	-
1,001 to 5,000	52	-
5,001 to 10,000	38	-
10,001 to 100,000	233	-
100,001 and over	137	4
	468	4

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares Number held	% of total shares issued
Alan Ross Landles - Group	4,422,544	5.99%
A L Stewart Family Pty Ltd (Stewart Family A/C) - Group	3,985,544	5.39%
Whiteoaks Corporate Pty Ltd (Whiteoaks Family A/C) - Group	3,872,769	5.24%
Rnaj Pty Ltd (Rnaj Stagg Super Fund A/C) -	3,455,187	4.68%
Rahim Enterprises Pty Ltd (The Rahim Super Fund A/C) - Group	2,340,000	3.17%
HSBC Custody Nominees (Australia) Ltd	2,288,245	3.10%
Bellarine Gold Pty Ltd (Ribblesdale Super Fund A/C)	2,000,000	2.71%
Mr Mathew Carl Brown	1,500,000	2.03%
Mr Michael Lee Airey (The MLA A/C)	1,500,000	2.03%
David Henry Cecil Floyd & Henry Francis Cecil	1,022,327	1.38%
R A 45 Pty Ltd	1,000,000	1.35%
Terkzen Pty Ltd	1,000,000	1.35%
First City Nominees Pty Ltd	1,000,000	1.35%
Eisha International Ltd (Sukkar Family A/C)	1,000,000	1.35%
Shogun International Ltd	1,000,000	1.35%
Symington Pty Ltd	850,000	1.15%
Alacorp Investments Pty Ltd (Am Family No 2 A/C	750,000	1.02%
Mr James Edward Lesser	687,500	0.93%
Tavira Securities Ltd	675,000	0.91%
Australian Executor Trustees Ltd	665,000	0.90%
Total securities of Top 20 holdings	35,014,116	47.39%
Total quoted equity securities	73,878,076	

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares	7,477,562	4

The following persons hold 20% or more of unquoted equity securities:

Name	Class	Number Held
A L Stewart Family Pty Ltd	Options over ordinary shares	2,000,000
Mr Alan Ross Landles	Options over ordinary shares	2,000,000
Whiteoaks Corporate Pty Ltd	Options over ordinary shares	2,000,000

Substantial holders
Substantial holders in the Company are set out below:

	Ordinary shares Number held	% of total shares issued
Alan Ross Landles - Group	4,422,544	5.99%
A L Stewart Family Pty Ltd (Stewart Family A/C) - Group	3,985,544	5.39%
Whiteoaks Corporate Pty Ltd (Whiteoaks Family A/C) - Group	3,872,769	5.24%

Voting rights
The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon each share shall have one vote.

There are no other classes of equity securities.