



EQUUS
MINING LIMITED

ABN 44 065 212 679

22 October 2021

The Manager Companies
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

(91 pages by email)

Dear Sir/Madam

ANNUAL REPORT AND NOTICE OF AGM

In accordance with Listing Rule 4.7 and 3.17, I attach the Company's Annual Report for the year ended 30 June 2021 and the Company's Notice of Annual General Meeting to be held at 11 am on 25 November 2021.

Yours sincerely

Marcelo Mora
Company Secretary

pjn10998



2021

Annual Report

Corporate Directory

DIRECTORS

Mark Lichtenberg

Non-executive Chairman

John Braham

Managing Director

Damien Koerber

Executive Director - Chief Operating Officer

Robert Yeates

Non-Executive Director

David Coupland

Non-Executive Director

COMPANY SECRETARY

Marcelo Mora

AUSTRALIAN BUSINESS NUMBER

44 065 212 679

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AUDITOR

KPMG

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Brisbane QLD 4000 Australia

STOCK EXCHANGE LISTING

Australian Securities Exchange

(Code – EQE)

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Chairman and Managing Director's Letter

Dear fellow shareholders,

It gives me great pleasure to present the 2021 Annual Report for Equus Mining Limited (ASX:EQE) (Equus or Company).

In 2019, the Company announced it had executed an agreement with Mandalay Resources (Mandalay) for a 3-year option to acquire the Cerro Bayo Mine and plant infrastructure in Southern Chile. Despite the effects of the COVID pandemic globally, throughout 2020-2021 the Company is proud to have accomplished an aggressive phase of exploration, resource and mine restart studies which delivered both strong exploration and resource definition results across the Cerro Bayo Mining District.

In December 2020, the Company announced a JORC compliant maiden Inferred Mineral Resource of 302,000 gold equivalent ounces situated under and peripheral to the historically mined Taitao Pit. The Mineral Resource estimate was based on significant historical drilling and data and is optimally located within 300m to 1500m of the Cerro Bayo flotation plant infrastructure.

Importantly, in February 2021, Mandalay commenced processing of low-grade stockpiles after recommissioning the 0.5Mtpa Cerro Bayo flotation plant which continues to deliver consistent and strong production results at low costs.

Equus is optimally positioned for a near zero cash outlay to seamlessly take control of 100% of the Cerro Bayo mine infrastructure and to continue production through exercise of the option. Expected cashflows from the processing of the stockpiles has the potential to assist in funding future exploration and resource development activities at Cerro Bayo following exercise of the option.

Equus continues to aggressively drill test its high priority brownfields drill targets, many of which are located along trend of several key historic producing mines, within 3km from the processing plant and infrastructure.

To date, results from this drilling has provided confirmation of potential for discovery of high-grade mineralisation to extend along trend from these areas. Furthermore, the Company believes that compelling exploration potential remains throughout the expansive 295km² mining claim package at Cerro Bayo.

The Company is entering an exciting phase in the Company's strategy towards acquisition of Cerro Bayo, and we firmly believe that it represents one of the more compelling projects leveraged towards near term gold and particularly silver production, accompanied by resource and exploration upside, on the ASX. The Company is well positioned for the future as it looks to establish itself as a significant producer in a large, world class, gold-silver epithermal district.

We are greatly appreciative of your support throughout the period and believe that the Company will continue to increase value for shareholders over the upcoming year. We especially value our in-country staff for their efforts and success achieved safely under challenging COVID related conditions during the past year.

Yours Sincerely



Mark H. Lichtenberg
Chairman



John Braham
Managing Director



THE CERRO BAYO PROJECT

In late June 2019, the Company announced it had executed an agreement with Mandalay Resources Corporation (TSX:MND, OTCQB: MNDJF) for a 3-year option to acquire all the mining properties resources and mine infrastructure at Mandalay's Cerro Bayo project in Southern Chile.¹ The 3-year option agreement is comprised of an initial 18-month period commencing June 2020 to January 2022, with an 18-month extension from January 2022 until June 2023 on agreement with Mandalay.²

At any time during the option period, the Company can exercise its option to acquire all the mining properties, resources and mine infrastructure at Cerro Bayo including the 1,500 tpd processing plant, which commenced processing of low-grade stockpiles in late February 2021.

The Cerro Bayo Project lies within a premier world class epithermal silver-gold district in southern Chile (Figures 1, 2), centred approximately ~10km west of the township of Chile Chico. Throughout the 295km² Cerro Bayo mining property there are 9 historical mines located within 15km of the Cerro Bayo and a 1,500 tpd flotation processing plant for which historical production to date totals approximately 0.65Moz Au and 45Moz Ag between 1995-2017.³

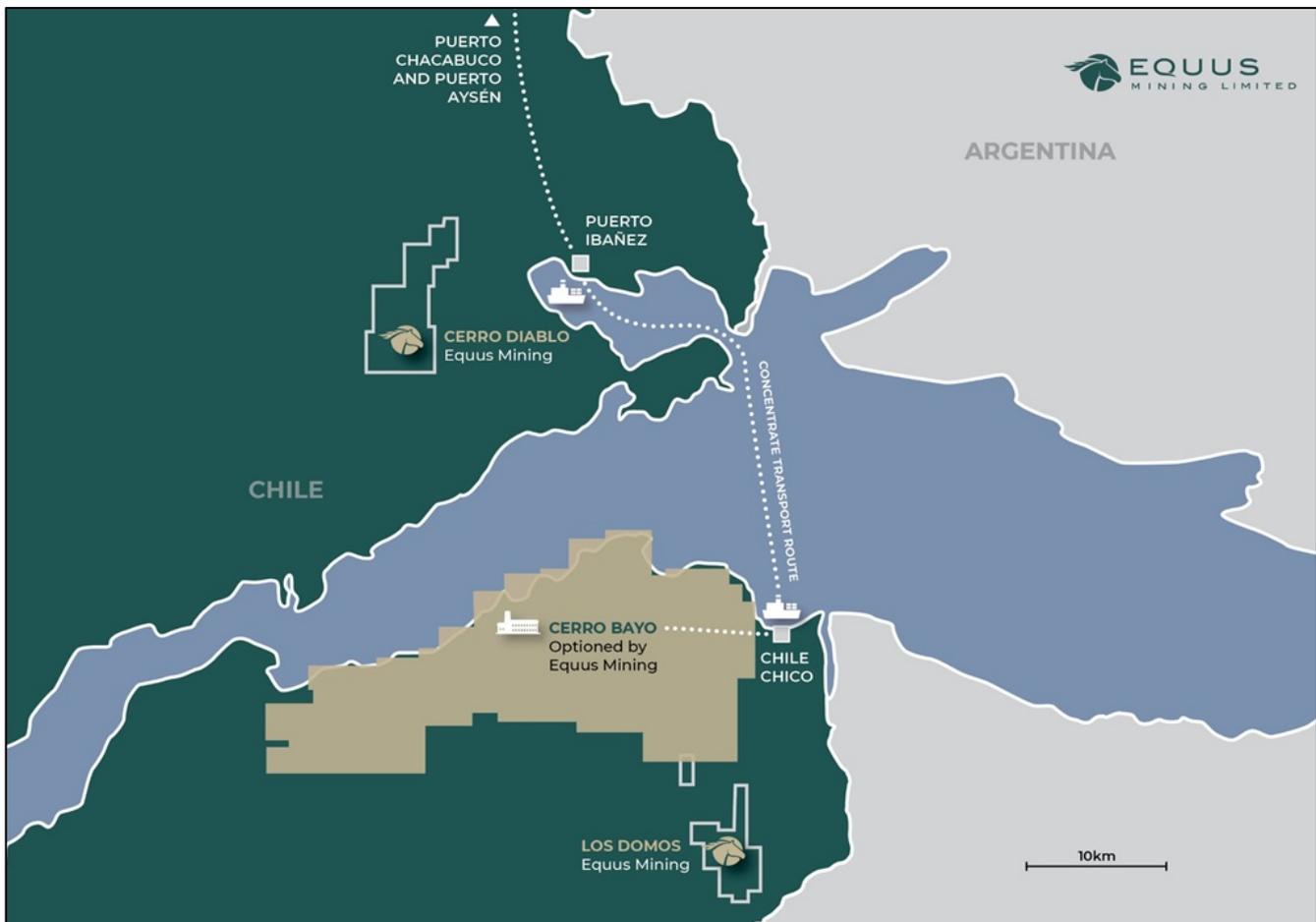


Figure 1 – Cerro Bayo Claim Regional Location

¹ ASX Announcement - Equus Executes Agreement to Explore and Option to Acquire Mandalay Resources Corporation's Cerro Bayo Mining Project
<https://wsecure.weblink.com.au/pdf/EQE/02117478.pdf>

² ASX Announcement - BROAD ZONES OF SHALLOW GOLD-SILVER MINERALISATION CONFIRMED BENEATH TAITAO PIT AT CERRO BAYO
<https://wsecure.weblink.com.au/pdf/EQE/02247975.pdf>

³ ASX Announcement - DRILLING CONFIRMS BROAD ZONES OF SHALLOW MINERALISATION BELOW TAITAO PIT
<https://wsecure.weblink.com.au/pdf/EQE/02256113.pdf>

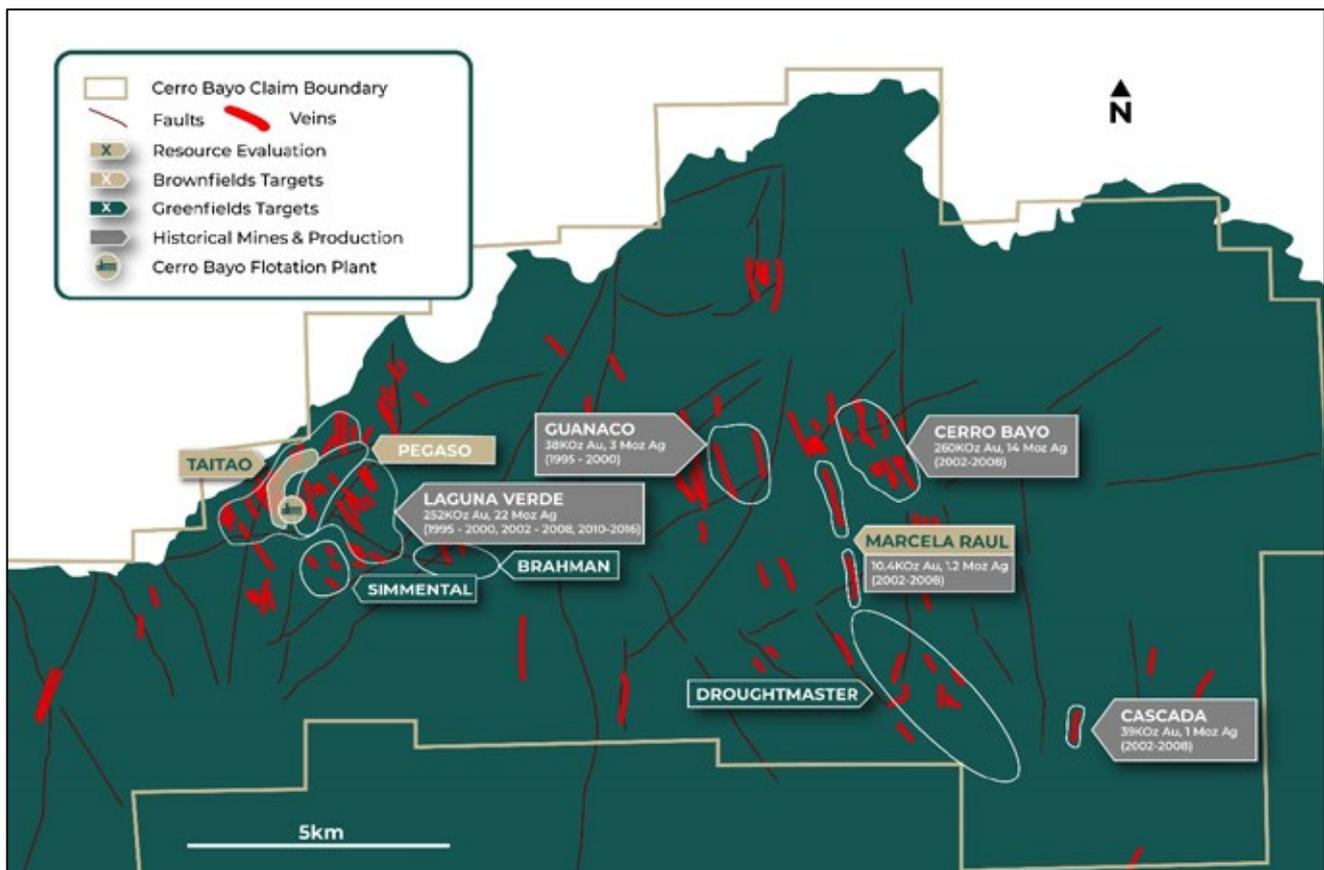


Figure 2 – Cerro Bayo Claim Area, with Brownfields/Greenfields targets, historical mines and interpreted geology including faults and veins

Cerro Bayo Processing Optimisation and Growth Strategy

The Company is executing a dual-track strategy of both brownfields resource evaluation and greenfield target exploration to provide resource growth throughout the highly prospective Cerro Bayo Mining District, which is now underpinned by the fully operational Cerro Bayo processing plant.

Mandalay Resources ('Mandalay') commenced processing of low-grade stockpiles after recommissioning the 0.5Mtpa Cerro Bayo flotation plant in late February 2021.⁴ Since that time and up till 30 June 2021 Mandalay have processed 183,029t of ore to produce 2,531 oz of gold and 130,761 oz of silver.⁵ Equus' option provides a near zero cash outlay to acquire 100% of the Cerro Bayo Project including the Project's mining properties, resources and mine infrastructure, including the now fully operational plant from Mandalay Resources Corporation.⁶

Equus is aggressively advancing drill testing of high priority brownfields drill targets, many of which are located along trend of several key historic producing mines within 3km from the processing plant and infrastructure.

Within the expansive 295km² mining claim package at Cerro Bayo, Equus is evaluating potential for additional feedstock for the plant based on the delineation of a JORC 2012 compliant inferred resource at Taitao of 302koz gold equivalent oz at 2.5 g/t Au equivalent,⁷ the remnant NI 43.101 resource at the Marcela Mine (21.8KOz gold, 2.74 Moz oz silver with an average grade of 2.53 g/t gold, 318 g/t silver)⁸ and potential extensions to mineralisation adjacent to other historic mines throughout the Cerro Bayo Project. Furthermore, the company is aggressively assessing what it believes to be compelling exploration potential at our Pegaso and Droughtmaster targets, as well as >100 historically identified veins throughout the Cerro Bayo district that the company considers to remain underexplored.

Under Equus' potential re-start scenario, both open pit and underground resources beneath the historic Taitao Open Pit and underground Marcela Mine potentially could provide initial supply 'feeder' ore to the Cerro Bayo processing plant, which has capacity to process 1,500 tonnes per day.

⁴ TSX Announcement - Mandalay Resources Corporation Announces Financial Results for the First Quarter of 2021

⁵ TSX Announcement - Mandalay Resources Corporation Announces Financial Results for the three and six months ended June 30, 2021

⁶ ASX Announcement - 8 October 2019 Equus Executes Option to Acquire Mandalay Resources Corporation's Cerro Bayo Mining Project

⁷ ASX Announcement - Maiden Inferred Mineral Resource Estimate, Cerro Bayo Project &

Gold equivalent (AuEq) is based on the formula $AuEq\ g/t = Au\ g/t + 0.0128 \times Ag\ g/t$

⁸ ASX Announcement - 26th Oct 2020 Further Shallow High-Grade Gold-Silver Results From Droughtmaster and Project Update

BROWNFIELDS EXPLORATION & DEVELOPMENT

TAITAO PIT

Taitao was previously only mined to only shallow depths of ~35-45m throughout an approximate 50m wide by 1,000m long zone and Equus believes that there remains significant potential for additional resources beneath and along strike of the existing mined areas.

Exploration

During the period, confirmatory drilling was completed in order to delineate a JORC 2012 compliant Mineral Resource centred on the historically mined Taitao Pit. From April to June 2020 the Company completed 11 holes (totalling 1,385m) of resource confirmatory drilling beneath and peripheral to the Taitao Pit to confirm results and interpretations based on the large volume of historical drill data from the Pit area generated from previous operators of the Cerro Bayo Project dating back to 1996.

In mid-July, the Company released results from the drilling (Figures 3, 4), with significant intercepts at both NE Taitao (CBD034 & CBD030) and Central Taitao (CBD033) including: ⁹

- ▶ Hole CBD034: **28.6m at 1.14 g/t gold and 8.6 g/t silver** from 48m including; **7.65m at 2.27 g/t gold and 10.67 g/t silver** from 56.9m;
- ▶ Hole CBD030: **0.7m at 23.2 g/t gold and 111.0 g/t silver** from 15.9m
- ▶ Hole CBD033: **5.9m at 1.28 g/t gold and 24.4 g/t silver** from 50.34m

CBD030 and CBD034 confirmed substantial wide and well-mineralised zones identified in historical drilling data below the old pit from NE Taitao, with better historical results including:⁶

NE Taitao

- ▶ **22.77m at 2.11 g/t gold, 12.99 g/t silver** from 25m, incl. **9m at 3.26 g/t gold, 16.41 g/t silver** from 25m;
- ▶ **37.35m at 2.09 g/t gold, 9.58 g/t silver** from 38.71m, incl. **13.6m at 3.96 g/t gold, 14.18 g/t silver** from 55.4m;
- ▶ **16.96m at 2.2 g/t gold, 18.48 g/t silver** from 22m, incl. **5m at 4.49 g/t gold, 35.12 g/t silver** from 22m;

Central Taitao

- ▶ **16m at 2.5 g/t gold and 104.3 g/t silver**
- ▶ **3.0m at 3.3 g/t gold and 288.0 g/t silver**
- ▶ **6.4m at 1.2 g/t gold and 382.9 g/t silver**



Figure 3 - Cerro Bayo Project - Diamond Drilling within the historic Taitao Pit

⁹ASX Announcement - Drilling Confirms Broad Zones of Shallow Mineralisation Below Taitao Pit - details regarding the reporting of the historical results noted on page 9 <https://wsecure.weblink.com.au/pdf/EQE/02256113.pdf>

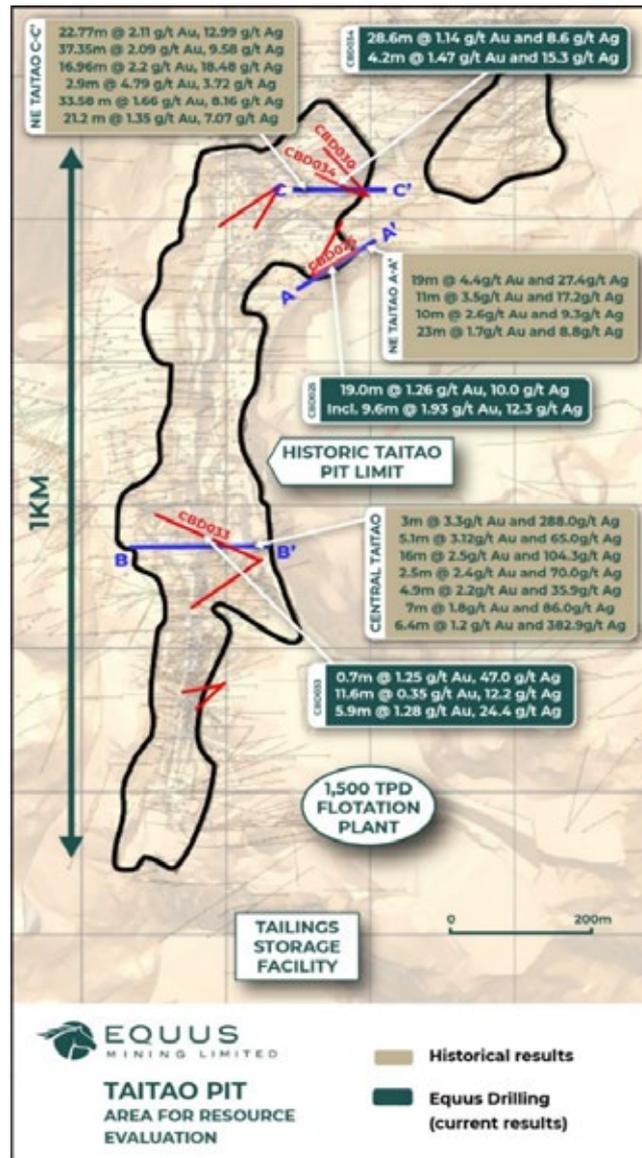


Figure 4 - Taitao Pit, with Equus and historical drillhole summary results and location of nearby processing plant

Taitao Pit Mineral Resource Estimate

In December 2020, the Company announced a maiden Inferred Mineral Resource of 302,000 gold equivalent ounces at 2.5 g/t Au equivalent¹⁰ situated under and peripheral to the historically mined Taitao Pit located within the Company's Cerro Bayo Project, Chile¹¹(Figures 5, 6, 7, 8).

The Maiden Taitao MRE is reported in Table 1. The Mineral Resource estimate is classified and reported in accordance with the 2012 JORC guidelines with relevant details provided in the JORC (2012) Table 1.

Table 1 – Taitao Inferred Mineral Resource Estimate December 2020

	Cut-off grade (AuEq g/t)	Tonnes (kt)	Au (g/t)	Ag (g/t)	AuEq (g/t)	Au (koz)	Ag (koz)	AuEq (koz)
Open pit	0.8 g/t	2,915	1.6	38	2.1	148	3,602	194
Underground	2.0 g/t	901	2.7	77	3.7	79	2,242	108
Total - Inferred		3,816	1.9	48	2.5	227	5,844	302

¹⁰ Gold equivalent (AuEq) is based on the formula AuEq g/t = Au g/t + 0.0128 x Ag g/t

¹¹ ASX Announcement – Maiden Inferred Resource Estimate at Cerro Bayo
<https://wccsecure.weblink.com.au/pdf/EQE/02325391.pdf>

Notes:

1. Mineral Resources are classified and reported in accordance with the 2012 JORC Code.
2. Mineral Resources are defined using a long-term gold price of US\$1,850 per ounce and a silver price of US\$24 per ounce.
3. Open pit Mineral Resources are reported at a cut-off grade of 0.8 g/t AuEq. Pit optimisation shells were used to constrain the resources.
4. Underground Mineral Resources are reported at a cut-off of 2.0 g/t AuEq beneath the open pit shells.
5. Gold Equivalents (AuEq) were calculated as $AuEq = Au + 0.0128 \times Ag$ based on a gold and silver price of US\$1,850/oz and US\$24/oz and recoveries of gold and silver of 86% and 85% respectively.
6. Epithermal vein domains are modelled between hangingwall and footwall contacts. No internal selectivity, minimum mining width or dilution has been applied.
7. Stockwork domains are modelled using a Selective Mining Unit (SMU) of X=2.5m, Y=5m, Z=2.5m. Dilution has been incorporated into the SMU.
8. A bulk density of 2.64 g/cm³ has been applied to the epithermal veins. A bulk density of 2.57 g/cm³ has been applied to the stockwork and waste domains.
9. Numbers may not add due to rounding

The MRE was based on significant historical drilling and data undertaken and collected by previous owners including local Chilean subsidiaries of Freeport Mining, Coeur Mining and Mandalay Resources, as well as the confirmatory drilling undertaken by Equus between April and June 2020. Historical drilling was comprised of Diamond Drilling, Reverse Circulation, and Surface and Underground Exploratory tunnel continuous rock channels. Detailed historical data included:

- ▶ Diamond Drilling – totaling 693 holes for an approximate total of 65,580m.
- ▶ Reverse Circulation- totaling 487 holes for an approximate total of 46,559m.
- ▶ Surface and Underground continuous Rock channel – total of 566 channels for an approximate total of 4,293m.

Furthermore, the confirmatory drilling undertaken by Equus was comprised of diamond drilling totalling 1,385m in 11 holes.

The database of historical data has been validated and compiled by Equus Mining geologists and reviewed by a Chile based Competent Person who have reconciled a representative amount of available hardcopy drill logs and assay results against the digital drill hole database.

Resource comparison 2020 to 2021

The company's maiden resource estimate was first reported on 22 December 2020 after which, to date, no further drilling or update to the resource estimate has been made, and hence no material changes have occurred since its' original publication.

Governance Arrangements

Equus management and Board of Directors include individuals with many years' work experience in the mineral exploration and mining industry who monitor all exploration programs and oversee the preparation of reports on behalf of the Company by independent consultants. The exploration data is produced by or under the direct supervision of qualified geoscientists. In the case of drill hole data half core samples are preserved for future studies and quality assurance and quality control. The Company uses only accredited laboratories for analysis of samples and records the information in electronic databases that are automatically backed up for storage and retrieval purposes.

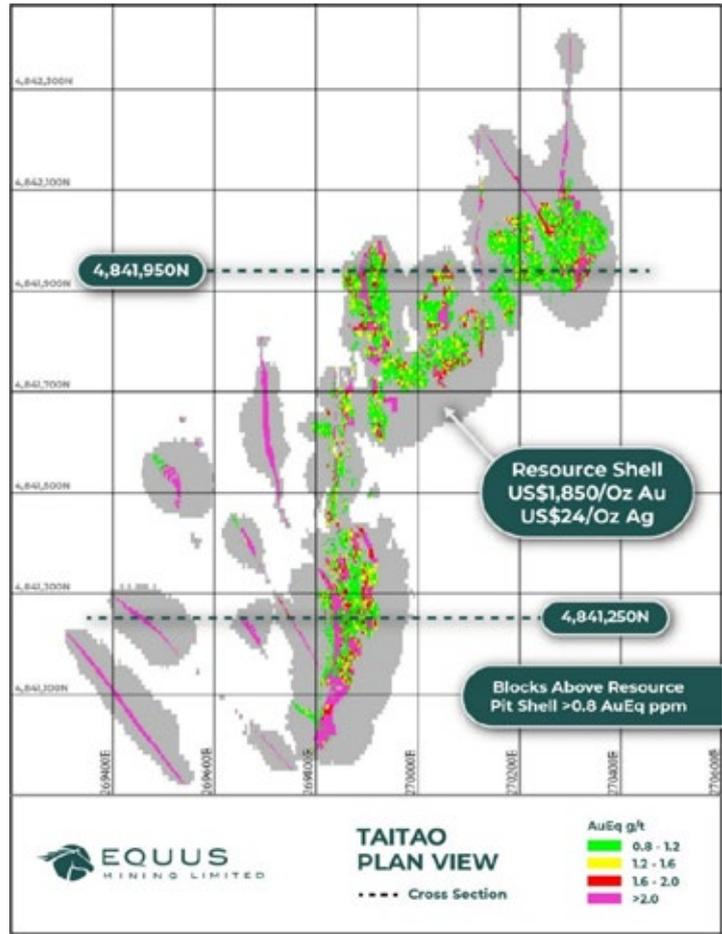


Figure 5 – Plan View of US\$1850 oz Au and US\$24 oz Ag Taitao pit optimisation resource reporting shell

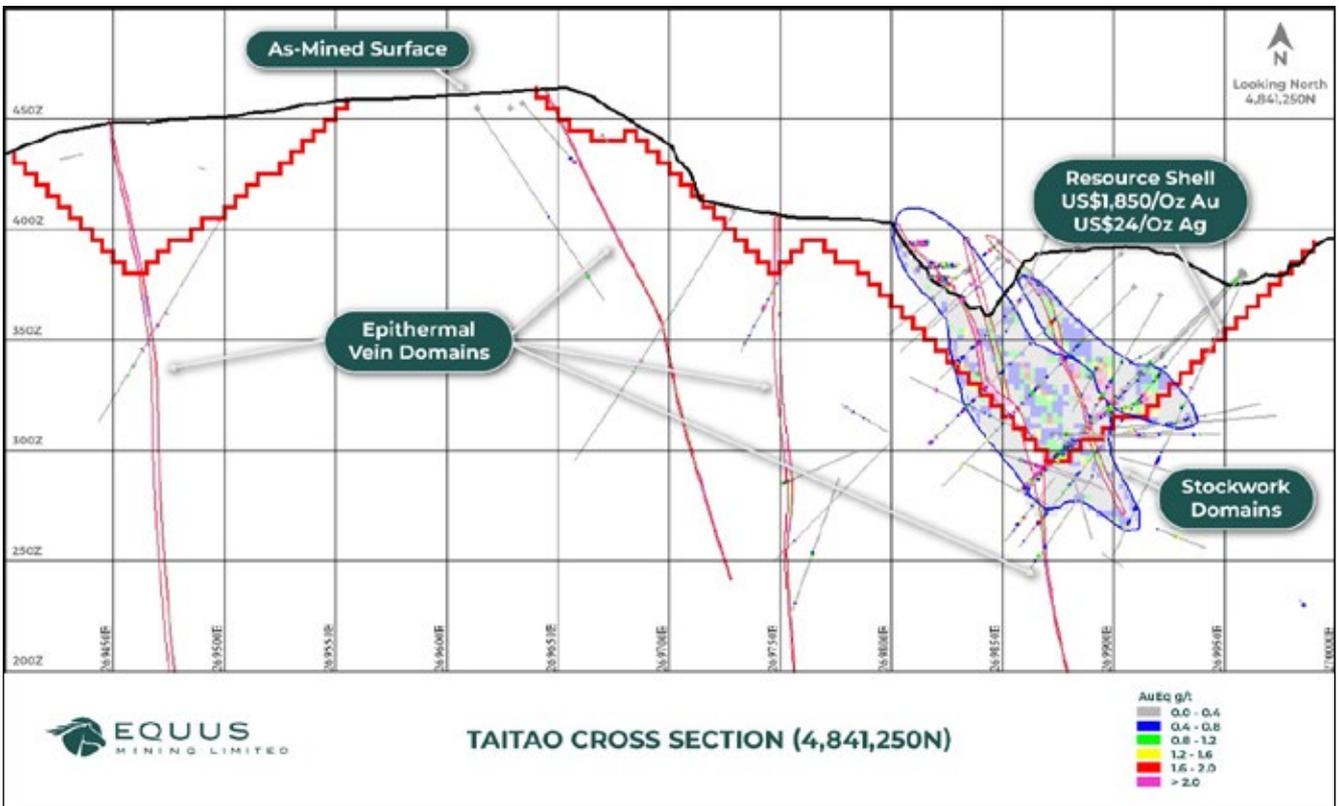


Figure 6 – Section 4,841,250N with US\$1850 oz Au and US\$24 oz Ag Taitao pit optimisation resource reporting shell

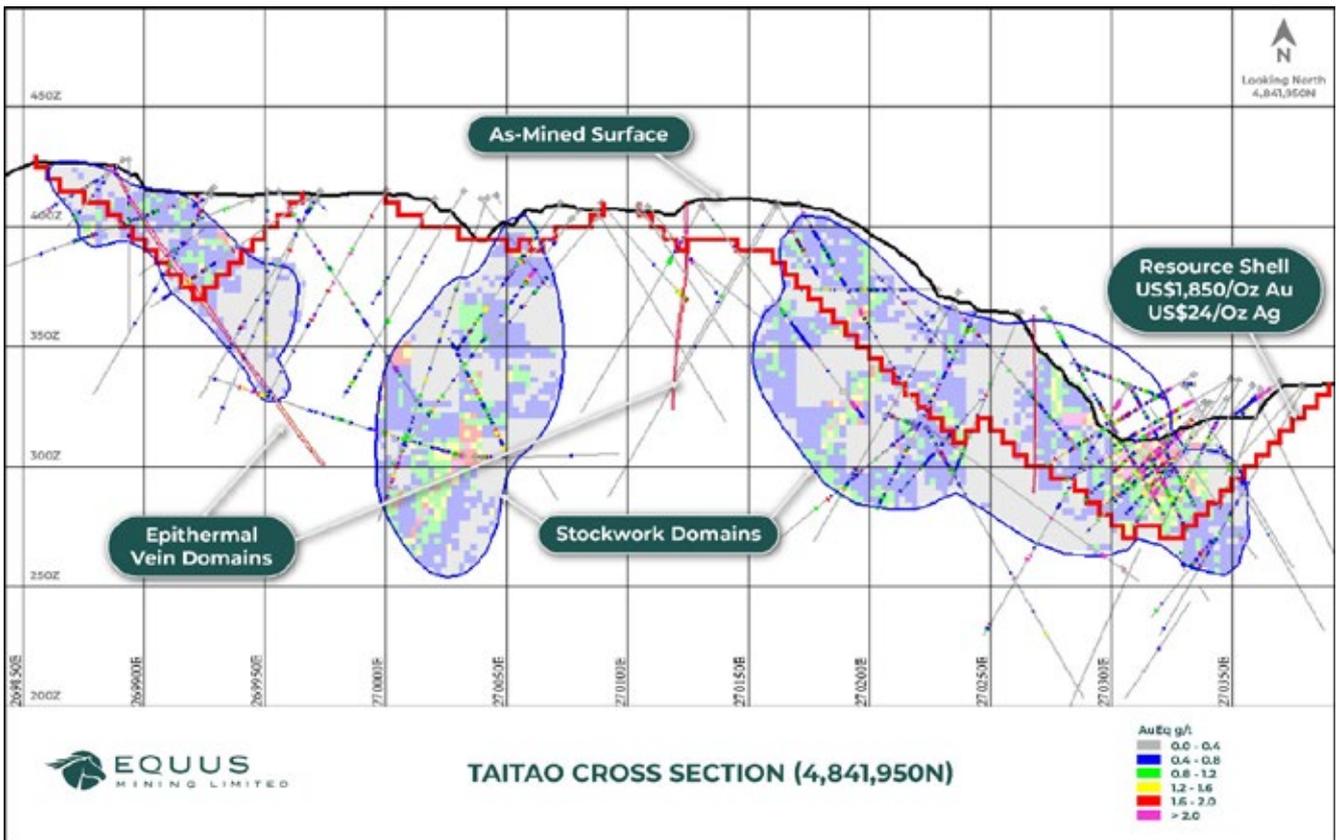


Figure 7 – Section 4,841,950N with US\$1850 oz Au and US\$24 oz Ag Taitao pit optimisation resource reporting shell

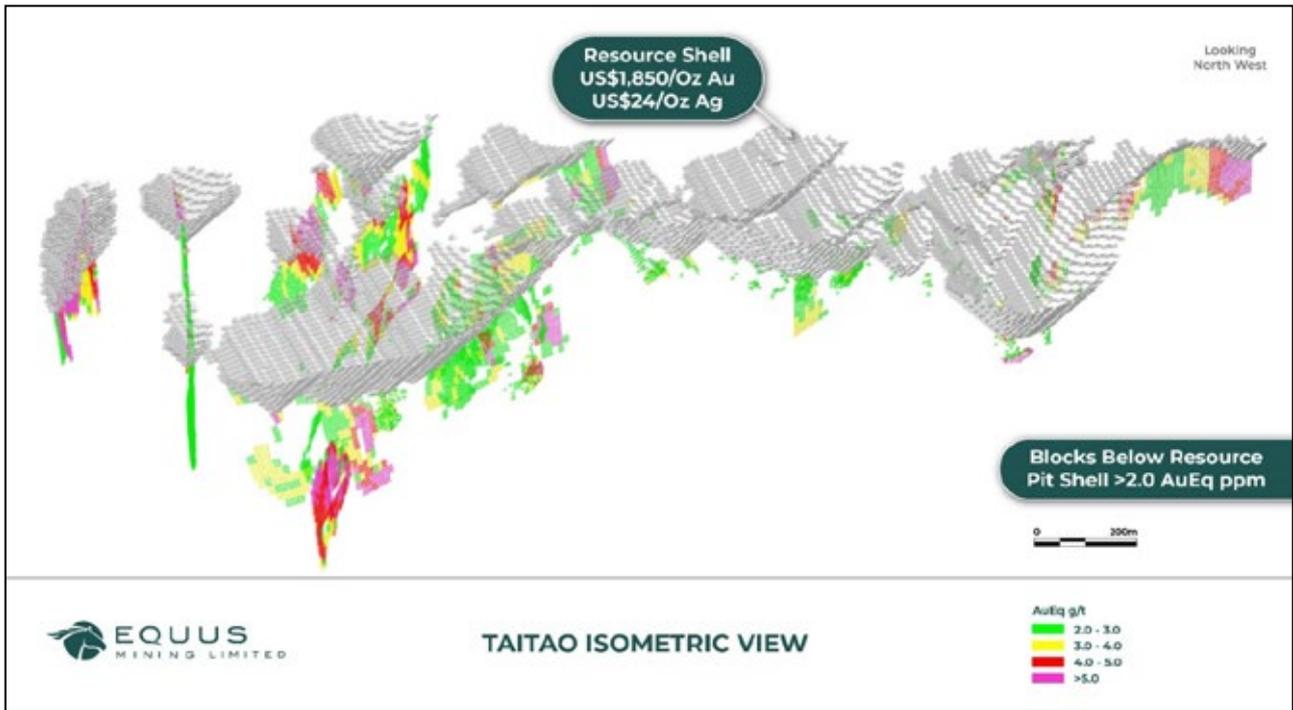


Figure 8 – Isometric view of blocks below US\$1850 oz Au and US\$24 oz Ag Taitao pit optimisation resource reporting shell

PEGASO TARGETS

The Pegaso I-V Targets represent five high-priority brownfields targets with a cumulative strike length of more than 3.5km. The targets are located within 2km from the Cerro Bayo 1,500tpd flotation plant and geologically comprise the interpreted underexplored north-western extensions of major host faults to mineralisation mined historically. Drill testing of the targets is focused on the intersection of the host faults and favourable stratigraphy for vein development beneath and along strike of relatively shallow high-grade results reported from low density and wide spaced historic drilling.

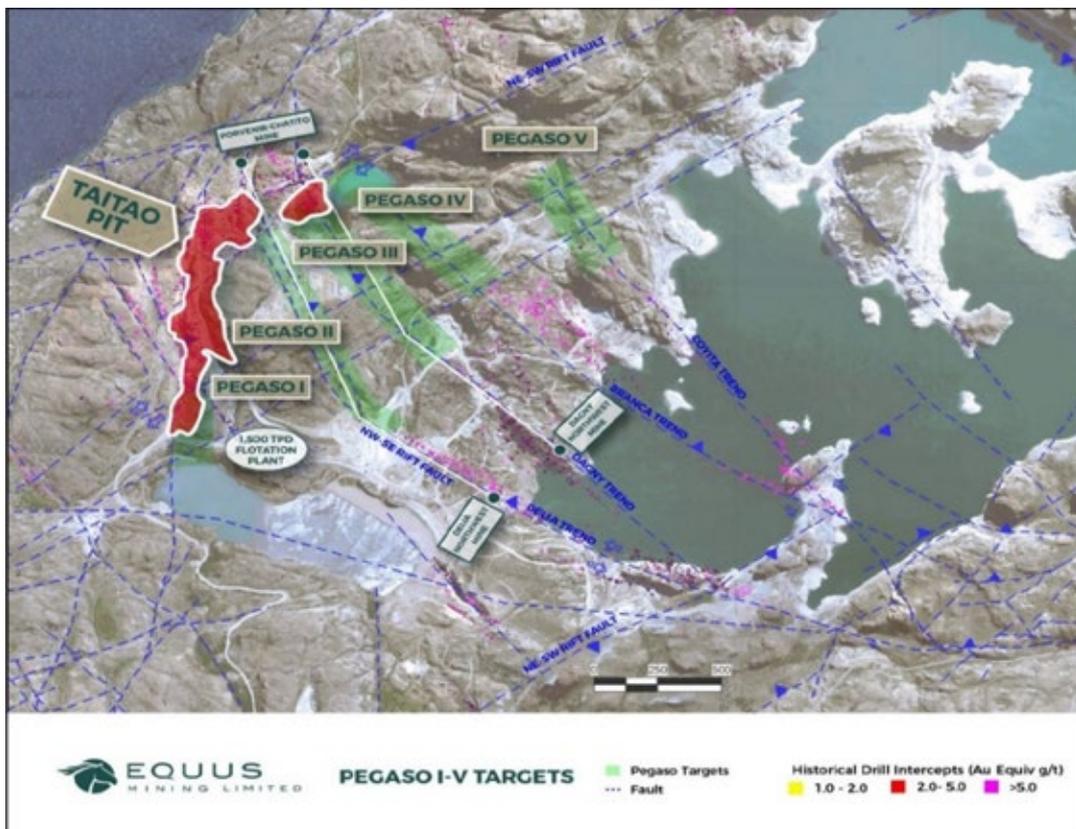


Figure 9 - Pegaso I-V targets located within 2km of the Cerro Bayo Gold-Silver Plant

Exploration

During the period, the Company initially completed a detailed mapping and sampling program across the Pegaso II, Pegaso III and Pegaso IV Targets as the basis for design of a subsequent Stage 1 25-hole (5,500m) diamond drill program which is ongoing.

Rock-chip Sampling Results

A total of 112 samples were collected, with results confirming high-grade silver mineralisation across all three targets, including a peak value of **4.6 g/t gold and 2,810 g/t silver (47.83 g/t Au equivalent¹²)** (Figure 10)¹³⁻¹⁴. Sample results relate to continuous rock chip channel samples of outcropping quartz veins and breccias with widths of between 0.1 to 3m.

At Pegaso II, 19 samples were collected averaging a grade of **0.8 g/t gold and 408 g/t silver (7.07 g/t Au equivalent¹²)**, including the peak value of **4.6 g/t gold and 2,810 g/t silver (47.83 g/t Au equivalent¹²)**. A further 18 samples collected averaged a grade of 0.2 g/t gold and 49.5 g/t silver (0.96 g/t Au equivalent¹²) including a peak value of **0.9 g/t gold and 239.0 g/t silver (4.58 g/t Au equivalent¹²)**.

Pegaso III initially saw 6 samples collected averaging a grade of 0.5 g/t gold and 71 g/t silver including a peak value of 0.4 g/t gold and 149 g/t silver. A further 32 samples collected averaged a grade of **2.9 g/t gold and 506.5 g/t silver (10.69 g/t Au equivalent¹²)** including a peak value of **17.8 g/t gold and 4,350.0 g/t silver (84.7 g/t Au equivalent¹²)**. Importantly, the higher-grade samples (generally > 3 g/t Au equivalent) report to outcropping veining along an approximate 300m long strike length below which to date only limited drill testing has been conducted.

Pegaso IV saw 27 samples collected averaging a grade of 0.7 g/t gold and 93.0 g/t silver including a peak value of **4.92 g/t gold and 45 g/t silver (5.61 g/t Au equivalent¹²)**. A further 7 samples collected averaged a grade of 0.3 g/t gold and 45.5 g/t silver including a peak value of 1.0 g/t gold and 96.7 g/t silver.

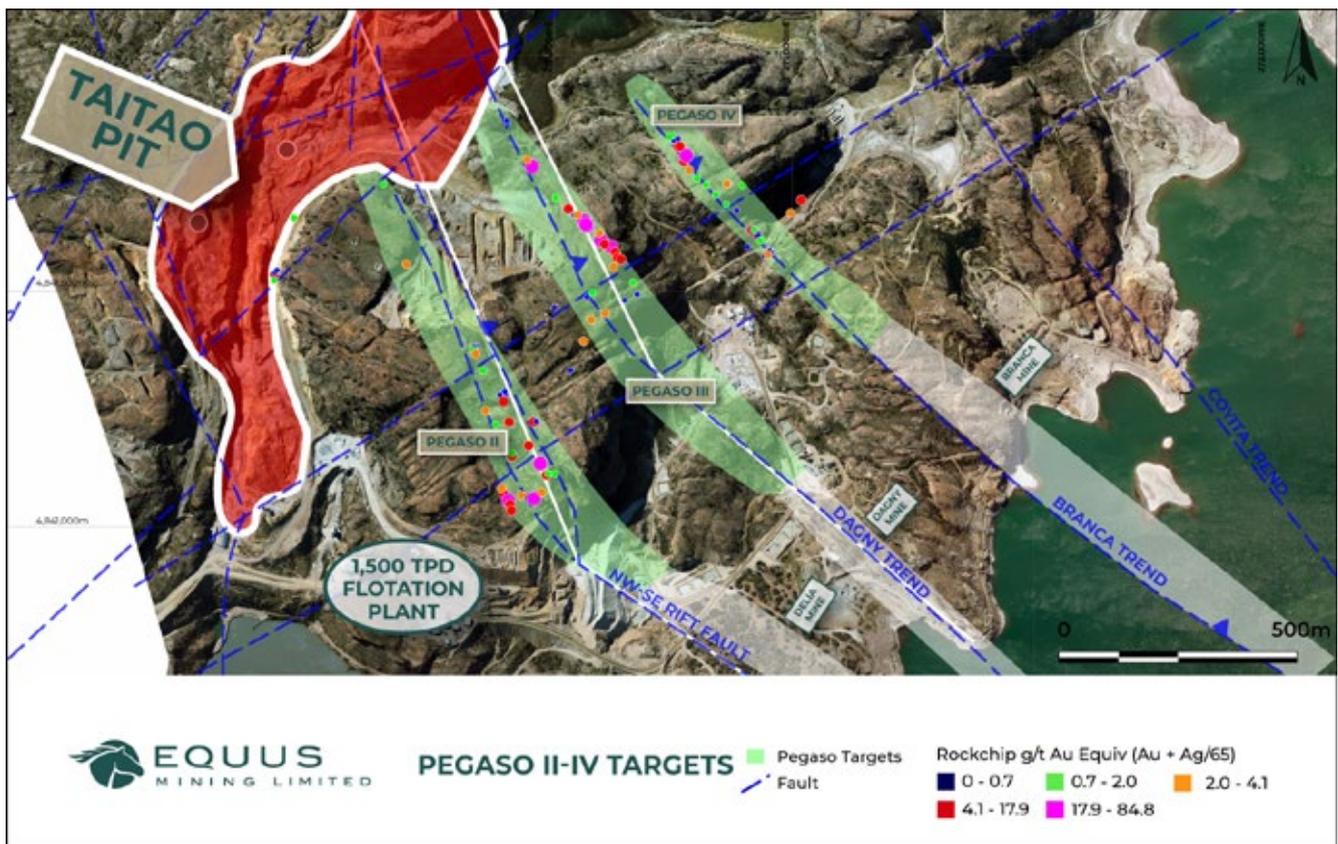


Figure 10 – Pegaso Targets, with location of rock-chip samples within the mapped vein hosting trends

¹² Gold equivalent (AuEq) is based on the formula $AuEq = Au + (Ag/65)$

¹³ASX Announcement - Sampling Delivers High Grade Silver Results from Pegaso Brownfield Targets & Upcoming Investor Webinar <https://wsecure.weblink.com.au/pdf/EQE/02271139.pdf>

¹⁴ASX Announcement - Sampling Delivers Further High-Grade Silver Results from Pegaso Targets <https://wsecure.weblink.com.au/pdf/EQE/02279829.pdf>

Exploration Drilling

The Company commenced first stage drilling on the Pegaso II and III targets¹⁵ with the initial focus on defining potential extensions to high-grade historical intercepts¹⁶ and beneath high Au-Ag grade rock chip geochemical results that were completed at the start of the period^{17 & 18}.

Key historical drill and surface geochemical results highlighting the good potential of the targets included:

- ▶ PEGASO II Target:
 - ▶ Historical drill hole: DCO001: **7.04m @ 3.37g/t gold and 153.6 g/t silver** from 69.51m including **1.23m @ 7.57 g/t gold and 304.9 g/t silver (12.3 g/t Au equivalent¹²)** from 69.51m¹⁹
 - ▶ Rockchip geochemical results: peak value of **4.6 g/t gold and 2,810 g/t silver (47.83 g/t Au equivalent¹²)**
- ▶ PEGASO III Target:
 - ▶ Historical drill hole: CGH165: **5.05m at 19.45 g/t gold and 302.69 g/t silver (24.1 g/t Au equivalent¹²)** from 87.95m.
 - ▶ Rockchip geochemical results: peak value of **17.8 g/t gold and 4,350.0g/t silver (84.7 g/t Au equivalent¹²)**

Hole CBD045 (total depth 356.8m), was drilled at a shallow inclination (-27°) immediately to the southeast of the Mineral Resources optimised pit shell based on the maiden Inferred Mineral Resource Estimate (MRE) at the Taitao area of 302,000 gold equivalent ounces at 2.5 g/t Au equivalent²⁰ and reported multiple significant results including²¹:

- ▶ **2.05m @ 6.61 g/t gold and 44.2 g/t silver (7.29 g/t gold equivalent¹²)** from 9.1m including **0.25m @ 46.80 g/t gold, 287.0 g/t silver gold from 10.9m**
- ▶ **0.35m @ 3.44 g/t gold and 75.6 g/t silver (4.6 g/t gold equivalent¹²)** from 81.5m
- ▶ **0.59m @ 4.04 g/t gold and 252.0 g/t silver (7.92 g/t gold equivalent¹²)** from 88.65m
- ▶ **0.34m @ 7.45 g/t gold and 11.3 g/t silver (7.62g/t gold equivalent¹²)** from 148.22m
- ▶ **0.78m @ 8.34 g/t gold and 16.84 g/t silver (8.6 g/t gold equivalent¹²)** from 289.88m including **0.3m @ 16.00 g/t gold, 26.1 g/t silver from 289.88m**

Hole CBD045 provided confirmation that the high-grade mineralisation intersected through historical drilling extends and continues along strike in between the historical drilling and production area and importantly marginal to the current Taitao provisional pit boundary.²²

Final assay results were received prior to and after the year end for seven holes (CBD051 – CBD057) totalling 1858.65m completed over an approximate 500m long central portion of the 1km long Pegaso II target (Figure 11 &12).

¹⁵ ASX Announcement - Further Shallow High-Grade Gold-Silver Results Extends Footprint Of Mineralised System At Droughtmaster
<https://wsecure.weblink.com.au/pdf/EQE/02316526.pdf>

¹⁶ ASX Announcement – Review of Historical Drilling Generates New Gold-Silver Brownfields Targets at Cerro Bayo
<https://wsecure.weblink.com.au/pdf/EQE/02266302.pdf>

¹⁷ ASX announcement 25th Aug 2020 Sampling Delivers High Grade Silver Results
<https://wsecure.weblink.com.au/pdf/EQE/02271139.pdf>

¹⁸ ASX announcement 11 September 2020 High grade silver rock chip results at Cerro Bayo
<https://wsecure.weblink.com.au/pdf/EQE/02279829.pdf>

¹⁹ ASX Announcement – Review of Historical Drilling Generates New Gold-Silver Brownfields Targets at Cerro Bayo
<https://wsecure.weblink.com.au/pdf/EQE/02266302.pdf>

²⁰ ASX Announcement - Maiden Inferred Resource Estimate at Cerro Bayo
<https://wsecure.weblink.com.au/pdf/EQE/02325391.pdf>

²¹ ASX Announcement - High-Grade Gold-Silver Results at Pegaso And Commencement of Stockpile Processing
<https://wsecure.weblink.com.au/pdf/EQE/02340221.pdf>

²² ASX Announcement - High-Grade Gold-Silver Results at Pegaso And Commencement of Stockpile Processing
<https://wsecure.weblink.com.au/pdf/EQE/02340221.pdf>

Significant results reported to date include:^{23 24}

- ▶ CBD051
 - **0.35m @ 3.37 g/t Au and 154 g/t Ag (5.74 g/t Au equivalent¹²⁰)** from 151.45m
 - **0.2m @ 4.49 g/t Au and 182 g/t Ag (7.29 g/t Au equivalent¹²⁰)** from 258.95m
- ▶ CBD052
 - **1.53m @ 1.35 g/t Au and 189.14 g/t Ag (4.26 g/t Au equivalent¹²)** from 96m incl. **0.25m @ 1.6 g/t Au, 269.0 g/t Ag (5.73 g/t Au equivalent¹²)** from 96.47m
 - **1.66m @ 2.88 g/t Au and 152.25 g/t Ag (5.22 g/t Au equivalent¹²)** from 189.02m incl. **0.78m @ 5.11 g/t Au, 254.6 g/t Ag (9.03 g/t Au equivalent¹²)** from 189.9m
- ▶ CBD053
 - **0.24m @ 7.07 g/t Au and 63.8 g/t Ag (8.05 g/t Au equivalent¹²)** from 187.56m
- ▶ CBD054
 - **0.38m @ 5.84 g/t Au and 656 g/t Ag (15.93 g/t Au equivalent¹²)** from 169.27m
- ▶ CBD056
 - **14.05m @ 0.48 g/t Au and 139.21 g/t Ag (2.62 g/t Au equivalent¹²)** from 53.15 Incl. **2.77m @ 1.09 g/t Au, 263.34 g/t Ag (5.14 g/t Au equivalent¹²)** from 55.95m
 - **0.7m @ 1.35 g/t Au and 324.79 g/t Ag (6.35 g/t Au equivalent¹²)** from 74.85m
 - **0.68m @ 2.25 g/t Au and 201.0 g/t Ag (5.34 g/t Au equivalent¹²)** from 87.47m
 - **0.53m @ 3.17 g/t Au and 297.0 g/t Ag (7.74 g/t Au equivalent¹²)** from 133.27m
- ▶ CBD057
 - **0.41m @ 5.62 g/t Au and 159 g/t Ag (8.07 g/t Au equivalent¹²⁰)** from 18.29m
 - **0.65m @ 2.8 g/t Au and 159 g/t Ag (5.25 g/t Au equivalent¹²)** from 229.56m

Post year end, a further 684.60m has been drilled at Pegaso II in three holes (CBD061-63) for which results remain outstanding.

Drilling to date has confirmed the extension of high-grade mineralisation in multiple structures along a significant portion of the 1km long Pegaso II trend to the northwest and along trend within 250m of the Delia NW mine (Figures 11&12).²⁴

²³ ASX Announcement 18 May 2021 - High Grade Pegaso Drill Results Confirm Potential of Mineralisation Along Trend From Historic Mines &

²⁴ ASX Announcement 5 August 2021 - Exploration Activity Accelerated As High-Grade Pegaso Results Confirm Extensions To Mineralisation From Historic Mines



Figure 11 - Plan view showing summary drill results and interpreted veining intersections.

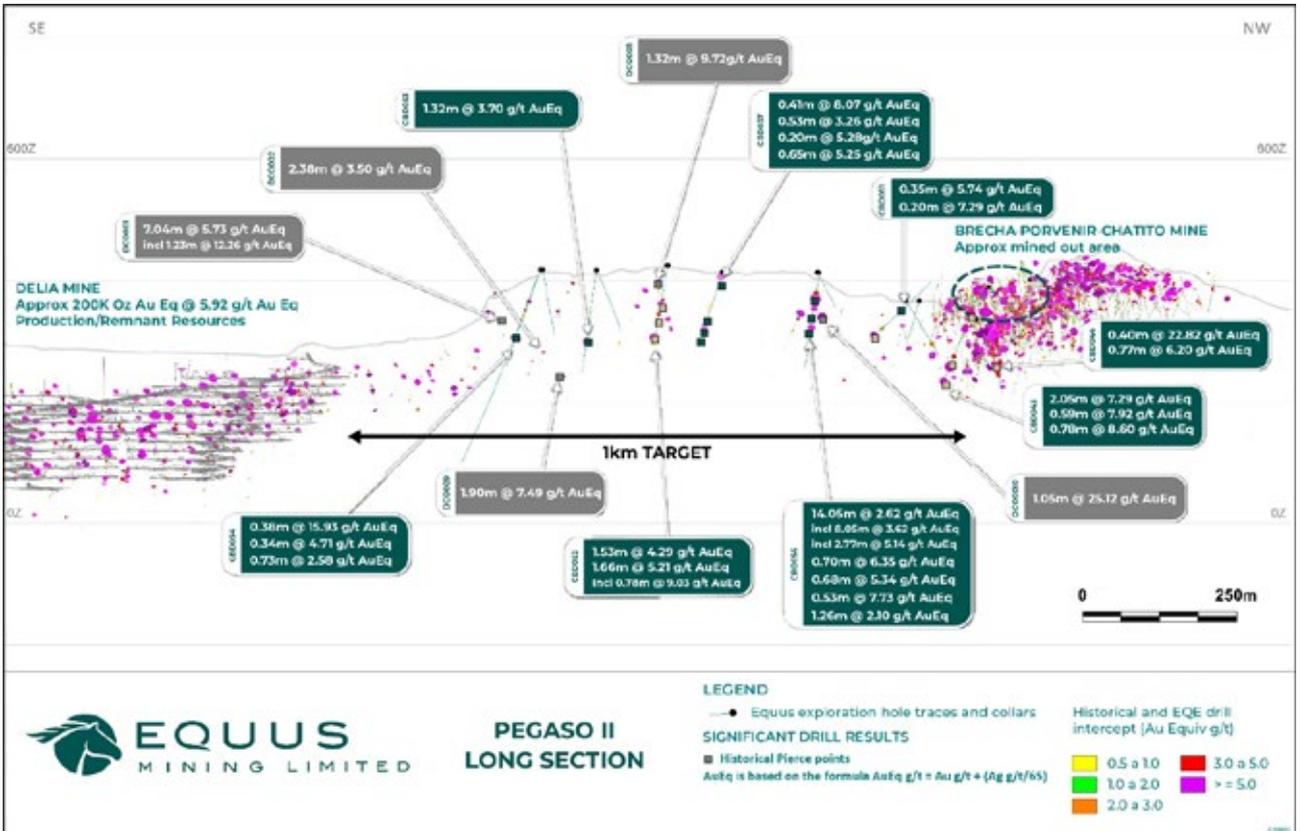


Figure 12 - Pegaso II Long Section: showing drill hole vein pierce points based on Equus and historical drill results.

During the period, the Company completed wide spaced drilling focused on interpreted shallow portions of the Pegaso III Target structure comprising a total of 3 holes (CBD047-CBD049) for 689.20m, which intersected encouraging high-level mineralisation for which results include:

- ▶ CBD047:
 - 0.28m @ 1.12 g/t Au, 91.9 g/t Ag (2.53 g/t Au equivalent¹²) from 120.78m
 - 0.68m @ 1.12 g/t Au, 126 g/t Ag (3.06 g/t Au equivalent¹²) from 122.55m
- ▶ CBD048:
 - 1.8m @ 1.1 g/t Au, 54.4 g/t Ag (1.92 g/t Au equivalent¹²) from 72.88m
- ▶ CBD049:
 - 3.3m @ 0.36 g/t Au, 28.91 g/t Ag (0.81 g/t Au equivalent¹²) from 39.2m

Further drill testing of the Pegaso III target both along strike and at deeper levels is underway.

DROUGHTMASTER

The Droughtmaster Prospect was identified by Equus from mapping, sampling and review of historical data as a underexplored, high priority Greenfields drill target hosting widespread epithermal veining located 12km from the Cerro Bayo processing facility. The precious metal bearing zones of veining and brecciation intersected in drilling to date correspond predominantly to a series of hanging wall splays to the large scale, north-west trending Percheron Fault, which has been mapped over a strike length of approximately 3km.

Exploration

During the period, the Company completed 10 diamond holes of its stage 2 program at Droughtmaster totalling 2,029m, which targeted multiple gold-silver mineralised vein structures. Significant results include²⁵:

- ▶ CBD042: 0.2m @ 1.64 g/t gold and 16.6 g/t silver from 32.26m and 0.63m @ 0.67 g/t gold and 112 g/t silver from 40.35m
- ▶ CBD043: 0.6m @ 1.06 g/t gold and 99.2 g/t silver from 32.05m
- ▶ CBD044: peak individual value of 0.34m @ 2.16 g/t gold and 31.2 g/t silver from 68.24m

Hole CBD044 is interpreted to represent the shallow levels of the southeastern extension of high-grade mineralisation intercepted in results previously reported in the 2020 period from holes CBD016, CBD020, CBD037 and CBD039A over an approximate strike length of 100m, which included (Figure 14).

- ▶ Hole CB016²⁶:
 - 0.64m @ 1.44 g/t gold, 240.0 g/t silver (5.13 g/t gold equivalent¹²) from 68.10m
 - **0.62m @ 17.28 g/t gold, 271.0 g/t silver (21.45 g/t gold equivalent¹²)** from 73.5m
 - 1.01m @ 5.32 g/t gold, 43.1 g/t silver (5.98 g/t gold equivalent¹²) from 96.57m
- ▶ Hole CB020²⁷:
 - **3.81m @ 20.4 g/t gold, 55.5 g/t Ag silver (21.25 g/t gold equivalent¹²)** from 109m, including **1.06m @ 62.58 g/t gold, 129.3 g/t Ag silver** from 112m.
- ▶ Hole CBD037²⁸:
 - **2.05m @ 2.36 g/t gold, 151.4 g/t silver from 56.40m**, including **0.42m @ 9.86 g/t gold, 469.0 g/t silver (17.07 g/t gold equivalent¹²)** from 58.03m
 - **0.24m @ 7.84 g/t gold, 73.0 g/t silver (8.96 g/t gold equivalent¹²)** from 66.70m
 - **0.21m @ 13.10 g/t gold, 566.0 g/t silver (21.8 g/t gold equivalent¹²)** from 81.6m

²⁵ ASX Announcement – 11 February 2021 High-Grade Gold-Silver Results at Pegaso And Commencement of Stockpile Processing
<https://wcsecure.weblink.com.au/pdf/EQE/02340221.pdf>

²⁶ ASX Announcement – 16 April 2020 Shallow High-Grade Gold-Silver Drill Results from Droughtmaster Prospect and Commencement of Drilling at Taitao Pit
<https://wcsecure.weblink.com.au/pdf/EQE/02225391.pdf>

²⁷ ASX Announcement – 25 May 2020 Standout Intersection Bolsters Droughtmaster Potential -<https://wcsecure.weblink.com.au/pdf/EQE/02238028.pdf>

²⁸ ASX Announcement – 26th October 2020 Further Shallow High-Grade Gold-Silver Results from Droughtmaster And Project Update
<https://wcsecure.weblink.com.au/pdf/EQE/02298655.pdf>

- ▶ Hole CBD039A²⁹:
 - 3m @ 9.17 g/t gold, 172.9 g/t silver from 68.75m, including 2.09m @ 12.53 g/t gold, 210.09 g/t silver (15.76 g/t gold equivalent¹²) from 69.18m

Significant shallow intercepts from historical holes adjacent to and within approximately 150m along trend to the southeast of hole CBD044 include³⁰ (Figure 13):

- ▶ MH-24: 4.65m @ 2.59 g/t gold, 185.65 g/t silver (5.45 g/t gold equivalent¹²) (from 58.60 including 0.76m @ 6.05 g/t gold, 762.6 g/t silver (17.78 g/t gold equivalent¹²) from 62.49m
- ▶ MH-29: 3.04m @ 0.65 g/t gold, 113.2 g/t silver (2.39 g/t gold equivalent¹²) from 25.13m
- ▶ MH-30: 3.45m @ 1.11 g/t gold, 18.8 g/t silver (1.40 g/t gold equivalent¹²) from 56.03m

A follow-up drill program is being designed provisionally comprising 15-holes for a total of approx. 3,000m that will target potential high grade extensions along the Percheron Fault corridor.

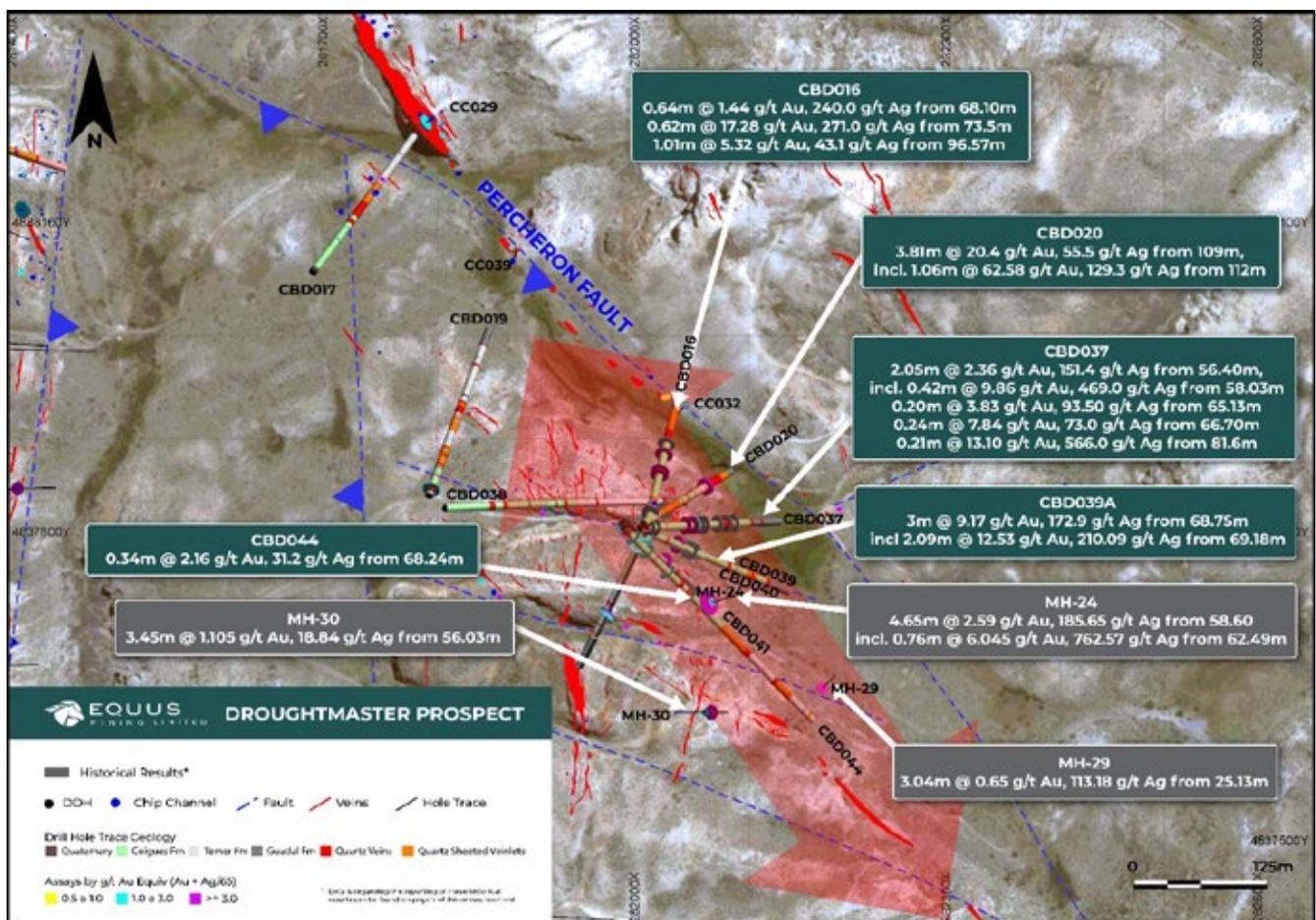


Figure 10 – Droughtmaster Prospect – Plan showing vein outcrop and summary drillhole geochemical results

²⁹ ASX Announcement – 1 December 2020 Further High Grade Gold Silver Results at Droughtmaster - <https://wsecure.weblink.com.au/pdf/EQE/02316526.pdf>

³⁰ ASX Announcement - 11 February 2021 High-Grade Gold-Silver Results at Pegaso and Commencement of Stockpile Processing <https://wsecure.weblink.com.au/pdf/EQE/02340221.pdf>

LOS DOMOS PROJECT

The Los Domos gold-silver project is located 15km south of the township of Chile Chico and 20km southeast of the Cerro Bayo gold-silver mine and treatment plant, which is held under an option for acquisition by Equus from Mandalay Resources, Region XI, Chile. The project area's altitude range of 800-1200m and a dry, moderate climate permits year-round exploration.

During the year ended 30 June 2020, Equus incorporated a joint venture company "Equus Patagonia SpA" with Patagonia Gold SCM, the Chilean subsidiary of Patagonia Gold Corp (TSXV: PGDC). This entity incorporates the Company's 75% interest in the mining concessions owned by Patagonia Gold SCM, which form part of the Los Domos Project. Southern Gold SpA can acquire a further 20% interest in the Mining Concessions via sole funding exploration through the Equus Patagonia SpA joint venture company at which point Patagonia Gold SCM has the right to retain a 5% free carried interest or convert its equity into a 1.5% NSR.

Only limited surface exploration activities and environmental studies were completed during the reporting period.

CERRO DIABLO PROJECT

The Cerro Diablo Project is located approximately 24km to the north-northwest of the Cerro Bayo gold-silver mine and treatment plant. The project is situated in the interpreted northwest limit of the world-class Deseado Massif mineral province, where it extends into southern Chile, in a corridor also broadly coincident with the slightly younger Andean-type arc and back-arc tectonic belt which host epithermal, skarn, porphyry and volcanic-hosted massive sulfide (VHMS) style mineral occurrences.

With the focus of exploration efforts during the reporting period targeted towards evaluation and discovery of resources close to infrastructure throughout the Cerro Bayo Project, work and expenditure on both the Los Domos and Cerro Diablo Projects were limited principally to maintenance of claim tenure.

Both projects are viewed to host good, underexplored potential for precious and base metals and the Company during the course of the 2022 financial year plans to undertake limited work including mapping and sampling.

CORPORATE

On 20 July 2020, the Company announced a placement to institutional and sophisticated investors to raise \$3.5M. The placement comprised of 388.89 million shares at \$0.009 per share. The placement was issued in two tranches:

- Tranche 1 – 348,886,300 Placement Shares raising \$3.14 Million before costs.
- Tranche 2 – 40,002,589 Placement Shares to raise \$0.36 million before costs.

On 21 May 2021, the Company announced a placement to institutional and sophisticated investors to raise \$7M and a Share Purchase Plan (SPP) to existing eligible shareholders to raise \$0.5M. The placement and the SPP were offered at \$0.011 per share.

Institutional Placement of \$7M

The placement comprised of 431.4 million shares at \$0.011 per share. The placement was issued in two tranches:

- Tranche 1 - 431,390,000 Placement Shares raising \$4.745 Million before costs.
- Tranche 2 - 204,973,636 Placement Shares to raise \$2.255 Million before costs. Tranche 2 was completed subsequent to 30 June 2021.

Share Purchase Plan of \$0.5M

The SPP closed on 11 June 2021 significantly oversubscribed and it was scale-back in accordance with the terms and conditions of the SPP.

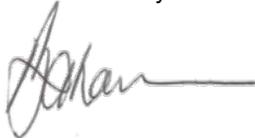
Compliance statement

The information in this report that relates to Exploration Results for the Cerro Bayo Project is based on information compiled by Damien Koerber. Mr Koerber is a fulltime employee to the Company. Mr Koerber is a Member of the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activities which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Koerber has a beneficial interest as shareholder of Equus Mining Limited and consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

No Material Changes

Equus Mining Limited confirms that it is not aware of any new information or data that materially affects the information included in this Annual Report and that all information continues to apply.

Yours sincerely



John Braham
Executive Director

Dated this 30th day of September 2021

Corporate Governance Statement

The Board is committed to maintaining the highest standards of Corporate Governance. Corporate Governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders. The Company has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.

The 2021 corporate governance statement is dated 30 September 2021 and reflects the corporate governance practices throughout the 2021 financial year. The board approved the 2021 corporate governance on 30 September 2021. A description of the Company's current corporate governance practices is set out in the Company's corporate governance statement, which can be viewed at <http://www.equusmining.com/corporate-governance/>.

Directors' Report

The Directors present their report, together with the consolidated financial statements of the Group, comprising of Equus Mining Limited ('Equus' or 'the Company') and its controlled entities for the financial year ended 30 June 2021 and the auditor's report thereon.

DIRECTORS

The names and details of the Directors in office during or since the end of the previous financial year are as follows. Directors were in office for the entire year unless otherwise stated.

Mark Hamish Lochtenberg, Non-Executive Chairman

Director since 10 October 2014

Mr Lochtenberg graduated with a Bachelor of Law (Hons) degree from Liverpool University, U.K. and has been actively involved in the coal industry for more than 30 years.

Mark Lochtenberg is Non Executive Director of public listed Nickel Mines Limited and is the former Executive Chairman and founding Managing Director of ASX-listed Baralaba Coal Company Limited (formerly Cockatoo Coal Limited). He was a principal architect of Cockatoo's inception and growth from an early-stage grassroots explorer through to an emerging mainstream coal producer. He was also formerly the co-head of Glencore International AG's worldwide coal division, where he spent 13 years overseeing a range of trading activities including the identification, due diligence, negotiation, acquisition and aggregation of the coal project portfolio that would become Xstrata Coal.

Prior to this Mark established a coal "swaps" market for Bain Refco, (Deutsche bank) after having served as a senior coal trader for Hansen Neuerburg AG and as coal marketing manager for Peko Wallsend Limited.

Mr Lochtenberg is currently Non-Executive Director of public listed company Nickel Mines Limited, Director of Australian Transport, Energy Corridor Pty Limited and Montem Resources Limited.

He has not served as a director of any other listed company during the past three years.

John Richard Braham, Managing Director

Director since 13 November 2018

Mr Braham is an experienced Mining Finance and Investment professional with a 24-year career at Macquarie Bank, the last 11 of which were as an Executive Director within the Mining Finance Division.

John built and ran a successful mining finance business in New York for Macquarie Bank from 2001 to 2008, providing capital to the junior mining industry. This involved providing debt and equity to exploration companies and mine developers in both North and South America including companies operating in Argentina, Peru and Chile.

On returning to Australia, John built a successful bulk commodity finance business for Macquarie Bank which he ran from 2008 to 2017 based in Sydney. John is a Director of public listed company Castile Resources Limited.

He has not served as a director of any other listed company during the past three years.

Damien John Koerber, Executive Director, Chief Operating Officer

Director since 27 November 2019

Mr Koerber commenced with Equus in 2012 as exploration manager at the Naltagua copper project in Chile which brought considerable senior management and technical experience in the resources industry, from both in Australia and throughout South America.

Mr Koerber is a geologist with 30 years of exploration experience, mainly throughout and based in Latin America. He has held senior management and consulting exploration and business development positions in companies including Billiton Gold (Northern Territory and Western Australia), North (Chile), Rio Algom (Chile), Newcrest (Chile, Argentina and Peru), MIM (Argentina and Brazil), Patagonia Gold SA (Chile and Argentina) and Mirasol Resources (Chile and Argentina).

During his career, he has been directly involved in several discoveries including Cleo-Sunrise Dam (Western Australia), Tanami (Northern Territory), Union Reefs (Northern Territory) and Cap Oeste-COSE (Argentina).

Mr Koerber graduated from the UNSW (BSc. Geology Hons Class 1) in 1989 and is a bilingual, Australian geologist.

He has not served as a director of any other listed company during the past three years.

Robert Ainslie Yeates, Non-Executive Director

Director since 20 July 2015

Dr Yeates is a graduate of the University of NSW, completing a Bachelor of Engineering (Honours 1) in 1971 and a PhD in 1977 and then an MBA in 1986 from Newcastle University. He began his career with Peko Wallsend working in a variety of roles including mining engineering, project management, mine management and marketing.

He became General Manager Marketing for Oakbridge Pty Limited in 1989 following a merger with the Peko Wallsend coal businesses and went on to become Managing Director of Oakbridge, which was the largest coal mining company in NSW at that time, operating one open cut and five underground coal mines.

Dr Yeates also has gained operating, business development and infrastructure experience as a director of Port Waratah Coal Services (Newcastle Port), Port Kembla Coal Terminal, Great Northern Mining Corporation NL and Cyprus Australia Coal and for the past 20 years has been principal of his own mine management consultancy, providing a wide range of technical, management and strategic planning services to the mining industry. Until 2014 he was also Project Director then CEO of Newcastle Coal Infrastructure Group, which has developed and is operating coal export facilities in Newcastle.

Dr Yeates was until 2015 and for the prior ten years a director in ASX-listed Baralaba Coal Company Limited (formerly Cockatoo Coal Limited), and from 2016 to 2019 he was a director of Watagan Mining Ltd and from 2018 to early 2020 was a director of Montem Resources Limited.

He has not served as a director of any other listed company during the past three years.

David (Ted) Harcourt Coupland, Non-Executive Director

Director since 21 June 2021

Ted Coupland has over 30 years of experience in the mining, exploration and resource finance industry and holds qualifications in geology, geostatistics, mineral economics and finance. Ted has had a comprehensive technical career in the resources sector covering exploration, mine geology, resource estimation, risk analysis, resource consulting and business management. Ted spent 6 years between 2013 and 2018 working in Macquarie Bank's Mining Finance team where he specialised in technical due diligence, deal origination, client relationship management, principal equity investing, mezzanine finance, structured project finance and commodity derivative structures. As a professional Geologist and Geostatistician, Ted has been involved with many technically challenging resource projects around the globe covering a range of commodities including gold, silver, copper, base metals, PGM's, bauxite and coal.

Ted holds a Bachelor of Science (Geology) from the University of New England, Post-Graduate Degree in Geostatistics from the Paris School of Mines, Post-Graduate Diploma in Mineral Economics from Macquarie University and a Post-Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia. Ted is a Corporate Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Coupland is currently a Director of public listed company Odin Metals Limited.

He has not served as a director of any other listed company during the past three years.

COMPANY SECRETARY

Marcelo Mora

Company Secretary since 16 October 2012

Marcelo Mora holds a Bachelor of Business degree and Graduate Diploma of Applied Corporate Governance. Mr Mora has been an accountant for more than 30 years and has experience in resources and mining companies both in Australia and internationally, providing financial reporting and company secretarial services to a range of publicly listed companies.

DIRECTORS' MEETINGS

The number of Directors' meetings and number of meetings attended by each of the Directors (while they were a Director) of the Company during the year are:

Director	Board Meetings	
	Held	Attended
Mark H. Lochtenberg	3	3
John R. Braham	3	3
Damien J. Koerber	3	3
Robert A. Yeates	3	3
David (Ted) H. Coupland	3	-

DIRECTORS' INTERESTS

At the date of this report, the beneficial interests of each director of the Company in the issued share capital of the Company and options, each exercisable to acquire one fully paid ordinary share of the Company are:

Director	Fully Paid Ordinary Shares	Options over ordinary shares	Option Terms (Exercise Price and Term)
Mark H. Lochtenberg	108,565,307	11,111,111	\$0.015 at any time up to 16 September 2023
John R. Braham	14,849,674	5,555,556	\$0.015 at any time up to 16 September 2023
	-	5,000,000	\$0.050 at any time up to 13 November 2021
	-	5,000,000	\$0.070 at any time up to 13 November 2023
	-	6,666,666	\$0.027 at any time up to 13 November 2021
	-	6,666,667	\$0.030 at any time up to 13 November 2022
	-	6,666,667	\$0.035 at any time up to 13 November 2024
	-	6,666,666	\$0.022 at any time up to 25 November 2023
	-	6,666,667	\$0.025 at any time up to 25 November 2024
	-	6,666,667	\$0.027 at any time up to 25 November 2025
Damien J. Koerber	42,290,938	2,222,222	\$0.015 at any time up to 16 September 2023
	-	1,666,666	\$0.022 at any time up to 25 November 2023
	-	1,666,667	\$0.025 at any time up to 25 November 2024
	-	1,666,667	\$0.027 at any time up to 25 November 2025
Robert A. Yeates	6,870,767	3,333,333	\$0.015 at any time up to 16 September 2023
David (Ted) H. Coupland	15,999,573	1,111,111	\$0.015 at any time up to 16 September 2023

During the year ended 30 June 2021 25,000,000 unlisted options were granted as compensation to directors of the Company (2020: 35,000,000 unlisted options)

There were no options over unissued ordinary shares granted as compensation to directors or executives of the Company during or since the end of the financial year.

OPTION HOLDINGS

Options granted to directors' and officers'

Since the end of the financial year, the Company did not grant any options over unissued ordinary shares to directors or officers as part of their remuneration.

At the General Meeting held on 25 November 2020, the Company received shareholders' approval to issue 20,000,000 unlisted options to John Braham as remuneration and 5,000,000 unlisted options to Damien Koerber as remuneration.

UNISSUED SHARES UNDER OPTIONS

At the date of this report, unissued ordinary shares of the Company under option are:

Number of Options			
Employee Options	Attaching Options	Exercise Price	Expiry Date
5,000,000 ⁽¹⁾	-	\$0.050	13 November 2021
5,000,000 ⁽¹⁾	-	\$0.070	13 November 2023
6,666,666 ⁽¹⁾	-	\$0.027	13 November 2021
6,666,667 ⁽¹⁾	-	\$0.030	13 November 2022
6,666,667 ⁽¹⁾	-	\$0.035	13 November 2024
8,333,332 ⁽¹⁾	-	\$0.022	25 November 2023
8,333,334 ⁽¹⁾	-	\$0.025	25 November 2024
8,333,334 ⁽¹⁾	-	\$0.027	25 November 2025
2,500,000 ⁽¹⁾	-	\$0.022	01 December 2023
	401,888,889	\$0.015	16 September 2023

⁽¹⁾In the event that the employment of the option holder is terminated by breach of its obligations to the Company, then the options shall lapse upon written notification to the holder.

All options expire on their expiry date. The persons entitled to exercise the options do not have, by virtue of the options, the right to participate in a share issue of the Company or any other body corporate.

SHARES ISSUED ON EXERCISE OF OPTIONS

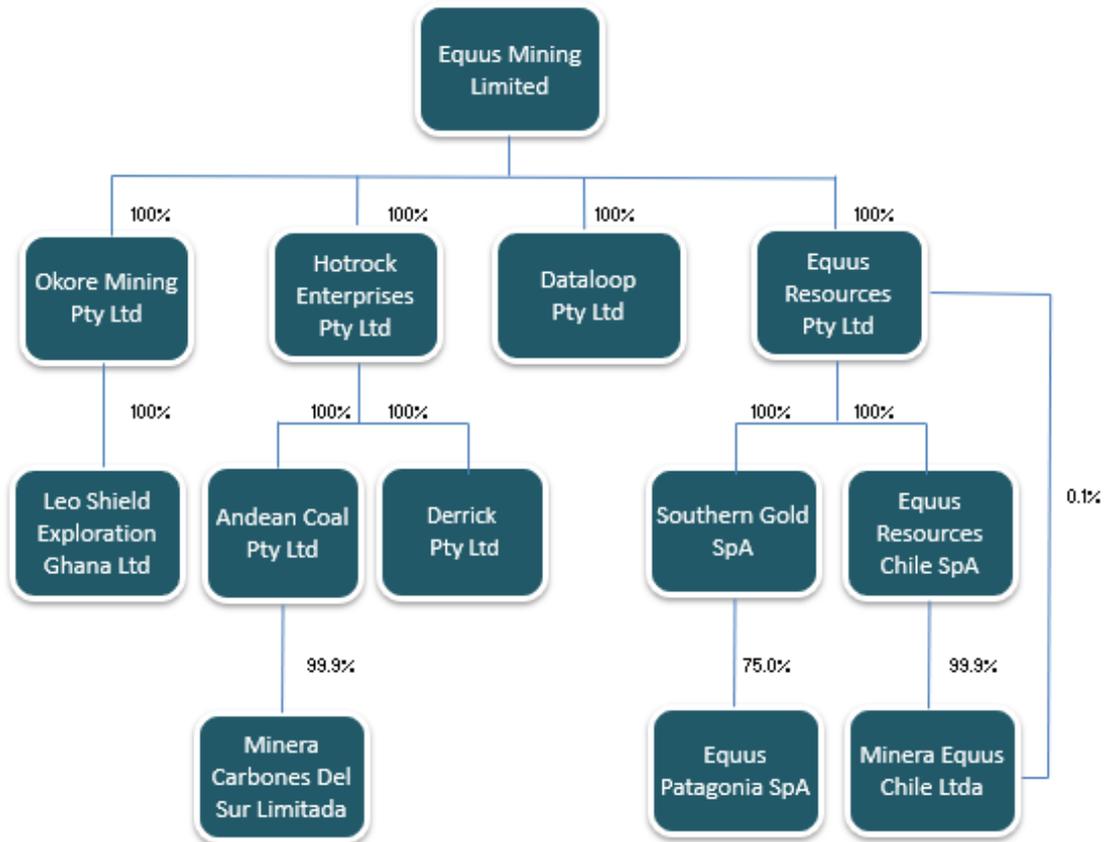
During the financial year ended 30 June 2021, the Company issued 2,000,000 ordinary shares as a result of the exercise of options (2020: nil). Since the end of the financial year, the Company has not issued ordinary shares as a result of the exercise of options.

CORPORATE INFORMATION

Corporate Structure

Equus Mining Limited is a limited liability company that is incorporated and domiciled in Australia. It has prepared a consolidated financial report incorporating the entities that it controlled during the financial year. The Group's structure at 30 June 2021 is outlined below.

EQUUS MINING LIMITED – GROUP STRUCTURE AT 30 JUNE 2021



The Companies referred above comprise the “Consolidated Entity” for the purposes of the Financial Statements included in this report.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the course of the financial year was continuing its dual-track strategy of brownfields resource evaluation and Brownfields/Greenfields exploration to define sufficient resources to sustain a potential Cerro Bayo mine restart, and furthermore the maintenance of claims held by Equus for the nearby Los Domos and Cerro Diablo Projects.

FINANCIAL RESULTS

The consolidated loss after income tax attributable to members of the Company for the year was \$1,716,498 (2020: \$1,728,160 loss).

REVIEW OF OPERATIONS

A review of the Group's operations for the year ended 30 June 2021 is set out on pages 4 to 19 of this Annual Report.

DIVIDENDS

The Directors do not recommend the payment of a dividend in respect of the financial year ended 30 June 2021. No dividends have been paid or declared during the financial year (2020 - \$nil).

CHANGES IN STATE OF AFFAIRS

In the opinion of the Directors, significant changes in the state of affairs of the Group that occurred during the year ended 30 June 2021 were as follows:

On the 7th October 2019, Equus executed an agreement with Mandalay Resources Corporation (TSX:MND, OTCQB: MNDJF) for a 3-year option to acquire Mandalay's Cerro Bayo Project in Region XI, Southern Chile which remains the company's key focus. The Cerro Bayo Project and infrastructure is optimally situated nearby Equus's Los Domos and Cerro Diablo Projects.

On 20 February 2021, Mandalay Resources ('Mandalay') commenced processing low-grade stockpiles via the re-commissioning of the 0.5Mtpa Cerro Bayo flotation plant at the Cerro Bayo Project. Production from the low-grade stockpiles is providing important information on plant operational parameters and efficiencies to support Equus's Cerro Bayo mine restart study during 2021.

During July 2020, the Company announced a placement to be conducted on two tranches and the Company issued 388,888,889 new ordinary shares and 388,888,889 unlisted options at an issue price of \$0.009 per share for a total consideration of \$3,500,000 before costs. For every one placement share subscribed investors received one attaching option. Each option has an exercise price of \$0.015 expiring on 16 September 2023 and vests immediately.

The Company announced on 20 July 2020, pursuant to the share placement to grant 15,000,000 options to brokers of the placement under the same terms and conditions as the options issued to investors in the placement.

On 25 November 2020, The Company issued 20,000,000 unlisted options to Mr John Braham as part of his employment agreement for the 12 month period to November 2020 as follows:

- 6,666,666 options exercisable at \$0.022 each vesting immediately and expiring on 25 November 2023;
- 6,666,667 options exercisable at \$0.025 each vesting immediately and expiring on 25 November 2024;
- 6,666,667 options exercisable at \$0.027 each vesting immediately and expiring on 25 November 2025;

On 25 November 2020, The Company issued 5,000,000 unlisted options to Mr Damien Koerber as follows:

- 1,666,666 options exercisable at \$0.022 each vesting immediately and expiring on 25 November 2023;
- 1,666,667 options exercisable at \$0.025 each vesting immediately and expiring on 25 November 2024;
- 1,666,667 options exercisable at \$0.027 each vesting immediately and expiring on 25 November 2025;

On 1 December 2020, The Company issued 2,500,000 unlisted options to the Group's Exploration Manager. Each option has an exercise price of \$0.022 expiring on 1 December 2023 and vests immediately.

On 9 December 2020, the Company issued 3,300,000 new ordinary fully paid shares to a supplier as consideration for Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

On 14 January 2021, the Company issued 11,538,462 new ordinary shares fully paid shares to a supplier as consideration for Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

On 3 February 2021, 2,000,000 unlisted options were converted at \$0.015 and the Company received \$30,000.

24 February 2021, the Company issued 1,250,000 new ordinary shares fully paid shares to a supplier as consideration for Mine Technical Services provided in connection with the Cerro Bayo project in southern Chile.

12 May 2021, the Company issued 750,000 new ordinary shares fully paid shares to a supplier as consideration for Mine Technical Services provided in connection with the Cerro Bayo project in southern Chile.

During May 2021, the Company announced a placement to be conducted on two tranches and a Share Purchase Plan (SPP).

- The Placement was conducted under two tranches. Under tranche 1 the Company issued 431,390,000 new ordinary shares at an issue price of \$0.011 per share for a total consideration of \$4,745,290 before costs.
- Tranche 2 of the placement was completed subsequent to 30 June 2021 and the company issued 204,973,636 ordinary shares raising \$2,254,710 before costs.
- The SPP closed on 11 June 2021 and it was fully subscribed the Company issued 45,454,545 ordinary share at an issue price of \$0.011 per share for a total consideration of \$500,000 before costs.

Other than the matters detailed above, there were no other significant changes in the affairs of the Company during the year.

ENVIRONMENTAL REGULATIONS

The Group's operations are not subject to any significant environmental regulations under either Commonwealth or State legislation.

The Group's exploration activities in Chile are subject to environmental laws, regulations and permit conditions applicable in Chile, in the country of operation.

The company is undertaking a range of mine related baseline and drill permitting environmental studies throughout the Cerro Bayo Project pertaining to future potential mining, increasing tailings dam capacity and exploration.

The Board believes that the Group has adequate systems in place for the management of its environmental requirements and is not aware of any breach of those environmental requirements as they apply to the Group.

LIKELY DEVELOPMENTS

During the course of the 2022 financial year, the Company will focus principally on advancing brownfield and greenfields exploration drilling programs, resource evaluation and optimisation studies on the current production from the low grade stockpiles of the Cerro Bayo Project to support a decision on the company's option for the acquisition of the Cerro Bayo Project.

Ongoing strategic assessment will continue for the nearby Los Domos and Cerro Diablo Projects and additional areas of exploration interest in the vicinity of the Cerro Bayo Mine infrastructure. The Directors expect to execute future exploration programs at Cerro Bayo, Los Domos and the Cerro Diablo gold-silver and polymetallic projects, results from which they will make public in accordance with ASX listing rules once the information is received.

Further information as to likely developments in the operations of the Group and the expected results of those operations in subsequent years have not been included in this report because disclosure of this information would be likely to result in unreasonable prejudice to the Group.

EVENTS SUBSEQUENT TO BALANCE DATE

On 7 July 2021, the Company obtained approval at a shareholders' meeting to issued tranche two of the placement announced in May 2021 to institutional investors and a Director of the Company by issuing 204,973,636 ordinary shares at an issue price of \$0.011 raising \$2,254,710 before costs.

On 14 September 2021, the Company issued 1,250,000 new ordinary shares fully paid shares to a supplier as consideration for Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

Other than the matters detailed above, no other matters or circumstances have arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material or unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

During or since the end of the financial, the Company has not indemnified or made a relevant agreement to indemnify an officer or auditor of the Company against a liability incurred as such by an officer or auditor. The Group has not paid or agreed to pay, a premium in respect of a contract insuring against a liability incurred by an officer or auditor.

REMUNERATION REPORT - Audited

Principals of compensation - Audited

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the directors of the Company. No other employees have been deemed to be key management personnel.

The remuneration policy of Directors is to ensure the remuneration package properly reflects the persons' duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Board is responsible for reviewing its own performance. The evaluation process is designed to assess the Group's business performance, whether long-term strategic objectives are being achieved, and the achievement of individual performance objectives.

The Constitution and ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. The latest determination was at a shareholders meeting on 29 November 2005 when the shareholders approved an aggregate remuneration of \$200,000 per year.

Remuneration generally comprises of salary and superannuation. Long-term incentives are able to be provided through the Company's share option program, which acts, to align the Director's and senior executive's actions with the interests of the shareholders.

The remuneration disclosed below represents the cost to the Group for services provided under these arrangements.

John Braham, Mark Lochtenberg and Damien Koerber are paid through the Company's payroll. All other Directors services are paid by way of an arrangement with related parties.

There were no remuneration consultants used by the Company during the year ended 30 June 2021, or in the prior year.

Consequences of performance on shareholders' wealth - Audited

In considering the Group's performance and benefits for shareholders' wealth, the Board has regard to the following indices in respect of the current financial year and the previous four financial years.

	2021	2020	2019	2018	2017
	\$	\$	\$	\$	\$
Net loss attributable to equity holders of the parent	1,716,498	1,728,160	942,751	2,142,214	899,548
Dividends paid	-	-	-	-	-
Change in share price	-	-	(0.02)	-	0.02

The overall level of key management personnel's compensation has been determined based on market conditions, the advancement of the Group's projects and the financial performance of the Group.

Remuneration Structure - Audited

In accordance with better practice corporate governance, the structure of Executive Director and Non-Executive Director remuneration is separate and distinct.

Service contracts - Audited

In accordance with better practice corporate governance the company provided each key management personnel with a letter detailing the terms of appointment, including their remuneration. Key management personnel may at any time resign by written notice.

REMUNERATION REPORT - Audited (Con't)

Details of the nature and amount of each major element of the remuneration of each Director of the Company and other key management personnel of the Company and Group are:

	Year	Primary Salary / Fees \$	Superannuation \$	Share-Based Payments Options \$	Short Term Benefit \$	Total \$
Executive Directors						
John Braham	2021	200,000	19,000	160,000	1,469	380,469
	2020	182,667	17,353	388,833	7,674	546,527
Damien Koerber	2021	200,000	19,000	40,000	16,799	275,799
	2020	200,000	19,000	-	15,385	234,385
Non-Executive Directors						
Robert Yeates	2021	31,667	-	-	-	31,667
	2020	30,000	-	-	-	30,000
Juerg Walker ⁽¹⁾	2021	-	-	-	-	-
	2020	12,500	-	-	-	12,500
Mark Lochtenberg	2021	33,750	3,206	-	-	36,956
	2020	30,000	2,850	-	-	32,850
David (Ted) Coupland ⁽²⁾	2021	1,644	-	-	-	1,644
	2020	-	-	-	-	-
Total all directors	2021	467,061	41,206	200,000	18,268	726,535
	2020	455,167	39,203	338,833	23,059	856,262

⁽¹⁾ Resigned as Director on 27 November 2019.

⁽²⁾ Appointed as Director on 21 June 2021.

Executive Directors - Audited

During the financial year ended 30 June 2021, John Braham and Damien Koerber were considered Executive Directors. Their remuneration for the year ended 30 June 2021 comprised of fixed remuneration plus 9.5% statutory superannuation paid through the Company's payroll. During the year, the Company received shareholder approval to issue 20,000,000 unlisted options to Mr Braham and 5,000,000 unlisted options to Mr Koerber for no consideration as part of their remuneration. The terms and conditions of the options are outlined below.

REMUNERATION REPORT - Audited (Con't)

Options granted as compensation - Audited

No bonuses were paid during the financial year. Refer below for the Options granted to John Braham and Damien Koerber. The Company employed no other key management personnel.

The options granted to key management personnel were not subject to any performance or service conditions and vested immediately. Details of options granted as compensation to each key management person in the current and prior year:

Director	Grant Date	Number of Options Granted	Fair value per option at grant date	Fair Value at Grant Date	Option Terms (Exercise Price and Term)
John Braham	14 October 2019	⁽¹⁾ 5,000,000	\$0.0067	\$33,500	\$0.030 at any time to 13 November 2020
John Braham	14 October 2019	⁽¹⁾ 5,000,000	\$0.0086	\$43,000	\$0.050 at any time to 13 November 2021
John Braham	14 October 2019	⁽¹⁾ 5,000,000	\$0.0118	\$59,000	\$0.070 at any time to 13 November 2023
John Braham	29 November 2019	⁽²⁾ 6,666,666	\$0.0084	\$56,000	\$0.027 at any time to 13 November 2021
John Braham	29 November 2019	⁽²⁾ 6,666,667	\$0.0101	\$67,333	\$0.030 at any time to 13 November 2022
John Braham	29 November 2019	⁽²⁾ 6,666,667	\$0.0120	\$80,000	\$0.035 at any time to 13 November 2024
John Braham	25 November 2020	⁽³⁾ 6,666,666	\$0.007	\$46,667	\$0.022 at any time to 25 November 2023
John Braham	25 November 2020	⁽⁴⁾ 6,666,667	\$0.008	\$53,333	\$0.025 at any time to 25 November 2024
John Braham	25 November 2020	⁽⁴⁾ 6,666,667	\$0.009	\$60,000	\$0.027 at any time to 25 November 2025
Damien Koerber	25 November 2020	⁽³⁾ 1,666,666	\$0.007	\$11,667	\$0.022 at any time to 25 November 2023
Damien Koerber	25 November 2020	⁽⁴⁾ 1,666,667	\$0.008	\$13,333	\$0.025 at any time to 25 November 2024
Damien Koerber	25 November 2020	⁽⁴⁾ 1,666,667	\$0.009	\$15,000	\$0.027 at any time to 25 November 2025

- The fair value of the ⁽¹⁾ 10,000,000 options at grant date was determined based on a Black- Scholes formula. The model inputs of the options issued, were the Company's share price of \$0.0155 at the grant date, a volatility factor of 152.60% based on historic share price performance, a risk free rate of 0.71% based on the 2 year government bond rate and no dividends paid.

The fair value of the ⁽²⁾ 20,000,000 options at grant date was determined based on a Black- Scholes formula. The model inputs of the options issued, were the Company's share price of \$0.014 at the grant date, a volatility factor of 149.46% based on historic share price performance, a risk free rate of 0.65% based on the 3 year government bond rate and no dividends paid.

- The fair value of the ⁽³⁾ 8,333,332 options at grant date was determined based on a Black- Scholes formula. The model inputs of the options issued, were the Company's share price of \$0.011 at the grant date, a volatility factor of 136.20% based on historic share price performance, a risk free rate of 0.11% based on the 3 year government bond rate and no dividends paid.
- The fair value of the ⁽⁴⁾ 16,666,668 options at grant date was determined based on a Black- Scholes formula. The model inputs of the options issued, were the Company's share price of \$0.011 at the grant date, a volatility factor of 136.20% based on historic share price performance, a risk free rate of 0.30% based on the 5 year government bond and no dividends paid.

During the year ended 30 June 2021 5,000,000 unlisted options lapsed (2020: nil) and no options held by key management personnel were exercised during the 2021 or 2020 financial years.

REMUNERATION REPORT - Audited (Con't)

Modification of terms of equity-settled share-based payment transactions - Audited

No terms of equity-settled share-based payment transactions (including options granted as compensation to a key management person) have been altered or modified by the issuing entity during the 2021 and 2020 financial years.

Exercise of options granted as compensation - Audited

There were no shares issued to Directors on the exercise of options previously granted as compensation during the 2021 and 2020 financial years.

Analysis of options and rights over equity instruments granted as compensation - Audited

All options refer to options over ordinary shares of Equus Mining Limited, which are exercisable on a one-for-one basis.

Director	Options granted		% vested at year end	Expired during the year	Balance at year end	Financial year in which grant vests
	Number	Date				
John Braham	15,000,000	14 October 2019	100%	5,000,000	10,000,000	30 June 2020
John Braham	20,000,000	29 November 2019	100%	-	20,000,000	30 June 2020
John Braham	20,000,000	25 November 2020	100%	-	20,000,000	30 June 2021
Damien Koerber	5,000,000	25 November 2020	100%	-	5,000,000	30 June 2021

The number of options that had vested as at 30 June 2021 is 55,000,000 (2020 – 35,000,000). 25,000,000 options were granted as remuneration during the year (2020: 35,000,000). No options were granted as compensation subsequent to year end.

Analysis of movements in options granted as compensation - Audited

Director	Granted in the year	Valuation of options exercised in the year	Lapsed in the year
John Braham	\$160,000	-	\$33,500
Damien Koerber	\$40,000	-	-

Options and rights over equity instruments - Audited

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

Option holdings 2020 - Audited

Directors	Held at 1 July 2020	Granted/ Purchased	Exercised / Sold	Expired	Held at 30 June 2021	Vested and exercisable at 30 June 2021
Mark Lochtenberg	-	-	-	-	-	-
John Braham	35,000,000	20,000,000	-	5,000,000	50,000,000	50,000,000
Damien Koerber	-	5,000,000	-	-	5,000,000	5,000,000
Robert Yeates	-	-	-	-	-	-
David (Ted) Coupland	-	-	-	-	-	-

Loans to key management personnel and their related parties - Audited

There were no loans made to key management personnel or their related parties during the 2021 and 2020 financial years and no amounts were outstanding at 30 June 2021 (2020 - \$nil).

REMUNERATION REPORT - Audited (Con't)

Other transactions with key management personnel - Audited

There were no other transactions with key management personnel or their related parties during 2021.

At 30 June 2021, the amount outstanding for salaries, superannuation and directors fees were nil (2020: nil).

Movements in shares - Audited

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

Fully paid ordinary shareholdings and transactions - 2021

Key management personnel	Held at 30 June 2020	Purchases	Sales	Other	Held at 30 June 2021
Mark Lochtenberg	51,999,651	11,111,111	-	-	63,110,762
John Braham	9,294,118	5,555,556	-	-	14,849,674
Damien Koerber	40,068,716	2,222,222	-	-	42,290,938
Robert Yeates	3,537,434	3,333,333	-	-	6,870,767
David (Ted) Coupland *	-	-	-	15,999,573	15,999,573

* Number of shares held at date of appointment as a Director

Non-Executive Directors - Audited

During the financial year ended 30 June 2021, the following Directors were considered Non-Executive Directors:

- Mark Lochtenberg;
- Robert Yeates;
- David (Ted) Coupland.

The salary component of Non-Executive Directors was made up of:

- fixed remuneration;
- 9.5% statutory superannuation for Australian resident directors pay through the Company's payroll; and
- an entitlement to receive options, subject to shareholders' approval.

The services of non-executive directors who are not paid through the Company's payroll system are provided by way of arrangements with related parties.

End of remuneration report.

NON-AUDIT SERVICES

During the year ended 30 June 2021 KPMG, the Group's auditor, did not perform other services in addition to the audit and review of the financial statements.

Details of the amounts paid to the auditor of the Group, KPMG, and its network firms for audit and non-audit services provided during the year are set out below.

	2021	2020
	\$	\$
Services other than audit and review of financial statements:		
<i>Other services</i>	-	-
Audit and review of financial statements	90,750	84,998
	90,750	84,998

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration is set out on page 34 and forms part of the Directors' Report for the financial year ended 30 June 2021.

Signed at Sydney this 30th day of September 2021
in accordance with a resolution of the Board of Directors:



Mark H. Lichtenberg
Chairman



John R. Braham
Executive Director



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

To the Directors of Equus Mining Limited

I declare that, to the best of my knowledge and belief, in relation to the audit of Equus Mining Limited for the financial year ended 30 June 2021 there have been:

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

A handwritten signature in black ink that reads 'KPMG'.

KPMG

A handwritten signature in black ink that reads 'Jason Adams'.

Jason Adams
Partner

Brisbane
30 September 2021

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	Notes	2021 \$	2020 \$
CONTINUING OPERATIONS			
Government grant income	4	50,000	50,000
Expenses			
Employee, directors and consultants costs		(952,285)	(1,036,551)
Travel expenses		-	(83,600)
Other expenses	4	(820,236)	(675,599)
Results from operating activities		(1,722,521)	(1,745,750)
Finance income	5	3,514	16,099
Finance costs	5	-	-
Net finance income		3,514	16,099
Loss before tax		(1,719,007)	(1,729,651)
Tax benefit/(expense)	6	-	-
Loss for the year		(1,719,007)	(1,729,651)
Other comprehensive income for the year			
Items that may be classified subsequently to profit or loss:			
Exchange differences on translation of foreign operations	13	252,926	(1,030,039)
		252,926	(1,030,039)
Items that will not be classified subsequently to profit or loss			
Net change in fair value of equity instruments at fair value through other comprehensive income	5	(999)	(343,371)
Total other comprehensive gain/(loss)		251,927	(1,373,410)
Total comprehensive loss for the year		(1,467,080)	(3,103,061)
Loss for the year attributable to:			
Equity holders of the Company		(1,716,498)	(1,728,160)
Non-controlling interest		(2,509)	(1,491)
		(1,719,007)	(1,729,651)
Total comprehensive loss attributable to:			
Equity holders of the Company		(1,464,571)	(3,101,570)
Non-controlling interest		(2,509)	(1,491)
		(1,467,080)	(3,103,061)
Earnings per share			
Basic and diluted loss per share (cents)	14	(0.09)	(0.13)

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

	Notes	2021 \$	2020 \$
Current Assets			
Cash and cash equivalents	7	4,724,429	1,304,130
Receivables	8	51,834	14,806
Total Current Assets		4,776,263	1,318,936
Non-Current Assets			
Other financial assets	9	13,803	14,802
Exploration and evaluation expenditure	10	11,203,674	6,895,276
Total Non-Current Assets		11,217,477	6,910,078
Total Assets		15,993,740	8,229,014
Current Liabilities			
Payables	11	894,025	352,742
Total Current Liabilities		894,025	352,742
Total Liabilities		894,025	352,742
Net Assets		15,099,715	7,876,272
Equity			
Share capital	12	129,460,300	121,182,362
Reserves	13	137,984	(493,028)
Accumulated losses		(114,502,665)	(112,819,667)
Parent entity interest		15,095,619	7,869,667
Non-controlling interest		4,096	6,605
Total Equity		15,099,715	7,876,272

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

Consolidated Statement of Changes in Equity

For the Year Ended
30 June 2021

	Share Capital \$	Accumulated Losses \$	Option Reserve \$	Fair Value Reserve \$	Foreign Currency Translation Reserve \$	Total \$	Non- controlling Interest \$	Total Equity \$
Balance at 1 July 2019	116,371,685	(111,091,507)	-	745,532	(203,983)	5,821,727	-	5,821,727
Profit/(Loss) for the year	-	(1,728,160)	-	-	-	(1,728,160)	(1,491)	(1,729,651)
Total other comprehensive income / (loss)	-	-	-	(343,371)	(1,030,039)	(1,373,410)	-	(1,373,410)
Total comprehensive profit/(loss) for the year	-	(1,728,160)	-	(343,371)	(1,030,039)	(3,101,570)	(1,491)	(3,103,061)
Transactions with owners recorded directly in equity								
Ordinary shares issued	5,151,859	-	-	-	-	5,151,859	-	5,151,859
Transaction costs on issue of shares	(341,182)	-	-	-	-	(341,182)	-	(341,182)
Share base payment	-	-	338,833	-	-	338,833	-	338,833
Changes in ownership interest in subsidiaries								
Acquisition of subsidiary with non-controlling interest	-	-	-	-	-	-	8,096	8,096
Balance at 30 June 2020	121,182,362	(112,819,667)	338,833	402,161	(1,234,022)	7,869,667	6,605	7,876,272
Balance at 1 July 2020	121,182,362	(112,819,667)	338,833	402,161	(1,234,022)	7,869,667	6,605	7,876,272
Profit/(Loss) for the year	-	(1,716,498)	-	-	-	(1,716,498)	(2,509)	(1,719,007)
Total other comprehensive income / (loss)	-	-	-	(999)	252,926	251,927	-	251,927
Total comprehensive profit/(loss) for the year	-	(1,716,498)	-	(999)	252,926	(1,464,571)	(2,509)	(1,467,080)
Transactions with owners recorded directly in equity								
Ordinary shares issued	8,987,340	-	-	-	-	8,987,340	-	8,987,340
Transaction costs on issue of shares	(709,402)	-	-	-	-	(709,402)	-	(709,402)
Share base payments	-	-	412,585	-	-	412,585	-	412,585
Transfer of expired options	-	33,500	(33,500)	-	-	-	-	-
Balance at 30 June 2021	129,460,300	(114,502,665)	717,918	401,162	(981,096)	15,095,619	4,096	15,099,715

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

	Notes	2020 \$	2020 \$
Cash flows from operating activities			
Cash receipts in the course of operations		50,000	34,149
Cash payments in the course of operations		<u>(1,296,129)</u>	<u>(1,337,246)</u>
Net cash used in operations		(1,246,129)	(1,303,097)
Interest received		3,514	12,559
Net cash used in operating activities	15	<u>(1,242,615)</u>	<u>(1,290,538)</u>
Cash flows from investing activities			
Payments for exploration and development expenditure		(3,590,646)	(2,506,325)
Proceed from sale of financial assets		-	12,006
Net cash used in investing activities		<u>(3,590,646)</u>	<u>(2,494,319)</u>
Cash flows from financing activities			
Proceeds from share issues		8,775,290	5,027,810
Share issue expenses		<u>(516,816)</u>	<u>(341,182)</u>
Net cash provided by financing activities		<u>8,258,474</u>	<u>4,686,628</u>
Net increase / (decrease) in cash held		3,425,213	901,771
Cash and cash equivalents at 1 July		1,304,130	398,819
Effects of exchange rate fluctuations on cash held		<u>(4,914)</u>	3,540
Cash and cash equivalents at 30 June	15	<u>4,724,429</u>	<u>1,304,130</u>

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

1. REPORTING ENTITY

Equus Mining Limited (the 'Company') is a company domiciled in Australia. The address of the Company's registered office is Level 2, 66 Hunter Street, Sydney, NSW, 2000. The consolidated financial statements of the Company as at and for the year ended 30 June 2021 comprises the Company and its subsidiaries (together referred to as the 'Group'). The Group is a for-profit entity and is primarily engaged in identifying and evaluating mineral resource opportunities in southern Chile, South America.

2. BASIS OF PREPARATION

(a) Statement of compliance

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

The consolidated financial statements were authorised for issue by the Directors on 30 September 2021.

(b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial assets which are measured at fair value.

(c) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

(d) Going concern

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

During the year, the Company raised \$8,227,438 (net of associated costs) through the issue of ordinary shares via placements.

The Group recorded a loss attributable to equity holders of the Company of \$1,716,498 for the year ended 30 June 2021 and has accumulated losses of \$114,502,665 as at 30 June 2021. The Group has cash on hand of \$4,724,429 at 30 June 2021 and used \$4,833,261 of cash in operations, including payments for exploration and evaluation, for the year ended 30 June 2021.

Since the end of the financial year, Equus raised \$2,254,710 (before costs) through tranche two of a share placement. The additional funding will primarily be used by the Group to pursue its plans for the Cerro Bayo project.

The Directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. The cash flow projections assume the Group continues substantial exploration activities in the Cerro Bayo area of interest which will require additional funding from shareholders or other parties that is yet to be secured at the date of this report. If such funding is not secured, the Group plans to reduce expenditure to the level of funding available.

These conditions give rise to a material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern. The ongoing operation of the Group is dependent upon the Group raising additional funding from shareholders or other parties and/or the Group reducing expenditure in-line with available funding.

In the event that the Group does not obtain additional funding and/or reduce expenditure in line with available funding, which are uncertain until secured or realised, it may not be able to continue its operations as a going concern and therefore may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the consolidated financial statements.

(e) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

2. BASIS OF PREPARATION (Cont.)

(e) Use of estimates and judgements (Cont.)

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

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the consolidated financial statements are described in the following notes:

- Note 2(d) - Going concern;
- Note 10 - Exploration and evaluation expenditure.

COVID-19

The COVID-19 pandemic has continued having significant uncertainty in global economic conditions as well as from the impacts of government imposed restrictions implemented in response to the outbreak. The Group has considered the impacts of COVID-19 on the key estimates and judgements in the preparation of the financial statements for the year ended 30 June 2021.

Subsequent to the end of the reporting period, the COVID-19 pandemic has remained prevalent and this may impact the results of operations of the Group in future reporting periods. Given the nature and uncertainties associated with the pandemic, these impacts are not able to be reliably estimated at the date of issuing this financial report.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Changes in accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, and have been applied consistently by entities in the Group.

(b) Finance income and finance costs

Finance income comprises interest income on funds invested, dividend income. Interest income is recognised as it accrues in profit or loss, using the effective interest method. Dividend income is recognised in profit or loss on the date that the Group's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

Finance costs comprise interest expense on borrowings. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

(c) Exploration and evaluation expenditure

Exploration and evaluation expenditure, including the costs of acquiring licences, are capitalised as intangible exploration and evaluation assets on an area of interest basis, less any impairment losses. Costs incurred before the Group has obtained the legal rights to explore an area are recognised in profit or loss.

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

- the expenditures are expected to be recouped through successful development and exploitation of the area of interest; or
- activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in, or in relation to, the area of interest are continuing.

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

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to developing mine properties.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(d) Financial instruments

Non-derivative financial assets

Recognition and initial measurement

The Group initially recognises trade receivables on the date that they are originated. All other financial assets are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at:

- Amortised cost;
- Fair value through other comprehensive income – equity investment; or
- Fair value through profit or loss.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as fair value through profit or loss:

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

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value through OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Non-derivative financial liabilities

Financial liabilities are measured at amortised cost.

The Group initially recognises debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

Other financial liabilities comprise loans and borrowings and trade and other payables.

(e) Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(f) Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group 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 financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Non-controlling interests

NCI are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of acquisition.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Transactions eliminated on consolidation

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

(g) Trade and other receivables and payables

Trade receivables and payables are carried at amortised cost. For receivables and payables with a remaining life of less than one year, the notional amount is deemed to reflect the fair value. All other receivables and payables are discounted to determine the fair value.

(h) Impairment

Non-derivative financial assets

The Group recognises loss allowances to an amount equal to lifetime expected credit losses (ECLs), except for the following, which are measured at 12-month ECLs:

- Debt securities that are determined to have a low credit risk at the reporting date; and
- Other debt securities and bank balances for which credit risk (i.e the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

Measurement of ECLs

ECLs are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls. ECL's are discounted at the effective interest rate of the financial asset.

Non-financial assets

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit (CGU) exceeds its recoverable amount. The recoverable amount of an asset or CGU is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Impairment losses are recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(h) Impairment (Cont.)

Reversals of impairment

An impairment loss in respect of a financial asset carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

In respect of non-financial assets, an impairment loss is reversed if there has been a conclusive change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

(j) Income tax

Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or in other comprehensive income.

Current tax

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

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; or
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(k) Foreign currency transactions

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at the reporting date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(k) Foreign currency transactions (Cont.)

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of investments in equity securities designated as FVOCI, a financial liability designated as a hedge of the net investment in a foreign operation or qualifying cash flow hedges, which are recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(l) Foreign operations

The assets and liabilities of foreign operations are translated to Australian dollars at foreign exchange rates ruling at the reporting date. The income and expenses of foreign operations are translated to Australian dollars at rates approximating the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised directly in the foreign currency translation reserve ('FCTR'), a separate component of equity.

Foreign exchange gains and losses arising from a monetary item receivable or payable to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in the FCTR.

Any references to functional currency, unless otherwise stated, are to the functional currency of the Company, Australian dollars.

When a foreign operation is disposed of, in part or in full, the relevant amount in the FCTR is transferred to profit or loss as part of the profit or loss on disposal.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented within equity in the FCTR.

(m) Segment reporting

Determination and presentation of operating segments

The Group determines and presents operating segments based on the information that is provided internally to the Executive Director, who is the Group's chief operating decision maker.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's Executive Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Executive Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and income tax assets and liabilities.

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

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(o) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(o) Goods and services tax (GST) (Cont.)

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

(p) Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payment transactions

The grant-date fair value of share-based payment awards granted is recognised as an employee and consultants expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(q) Determination of fair values

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

Investments in equity securities

The fair values of investments in equity securities are determined with reference to the quoted market price that is most representative of the fair value of the security at the measurement date.

Share-based payment transactions

The fair value of the share options is measured using the Black-Scholes formula. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility), expected dividends, and the risk-free interest rate (based on government bonds).

The grant-date fair value of share-based payment awards is recognised as an expense, with a corresponding increase in equity, over the period that the recipient unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Service and non-market performance conditions are not taken into account in determining fair value.

	2021	2020
	\$	\$
4. LOSS FROM OPERATING ACTIVITIES		
Other income		
Recognised in profit or loss		
Government grant	50,000	50,000
	50,000	50,000
Other expenses		
Administration costs	243,810	173,869
Audit and review services – KPMG	90,750	84,998
Accounting and secretarial fees	28,300	24,000
Legal fees	237,975	267,729
Insurance	57,574	43,225
ASIC and ASX fees	97,775	59,771
Share registry fees	64,052	22,007
	820,236	675,599
5. FINANCE INCOME AND FINANCE COSTS		
	2021	2020
	\$	\$
Recognised in profit and loss		
Interest income on cash deposits	3,514	12,559
Foreign exchange gain / (loss)	-	3,540
Finance income	3,514	16,099
Finance costs	-	-
Net finance income/(costs) recognised in profit or loss	3,514	16,099
Recognised in other comprehensive income		
Net change in fair value of equity instruments at fair value	(999)	(343,371)
Finance cost recognised in other comprehensive income, net of tax	(999)	(343,371)
6. INCOME TAX EXPENSE		
	2021	2020
	\$	\$
Current tax expense		
Current year	(526,520)	(357,745)
Overprovision in prior year	-	-
Losses not recognised	526,520	357,745
	-	-
<i>Numerical reconciliation of income tax expense to prima facie tax payable:</i>		
Loss before tax	1,719,007	(1,729,651)
Prima facie income tax benefit at the Australian tax rate of 26% (2020: 27.5%)	(446,942)	(475,654)
Decrease in income tax benefit due to:		
- non-deductible expenses	76,541	179,699
- effect of deferred tax asset (DTA) for capital losses not brought to account	-	-
- effect of DTA for tax losses not brought to account	37,876	371,496
- effect of DTA for temporary differences not brought to account	332,525	(75,541)
Income tax expense/(benefit)	-	-

	2021	2020
	\$	\$
6. INCOME TAX EXPENSE (Cont.)		
Unrecognised deferred tax assets		
Deferred tax assets have not been recognised in respect of the following items:		
Capital losses	5,574,426	6,131,868
Tax losses	4,023,021	3,985,145
Net deductible temporary differences	272,483	185,268
Potential tax benefit at 26% (2020: 27.5%)	<u>9,869,930</u>	<u>10,302,281</u>

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

	2021	2020
	\$	\$
7. CASH AND CASH EQUIVALENTS		
Cash at bank	615,889	229,412
Deposits at call	4,108,540	1,074,718
	<u>4,724,429</u>	<u>1,304,130</u>

	2021	2020
	\$	\$
8. RECEIVABLES		
Current		
Sundry debtors	<u>51,834</u>	<u>14,806</u>

Trade and sundry debtors are non-interest bearing and generally on 30-day terms.

9. INVESTMENTS

At 30 June 2021, the Group holds 1,327,000 shares (30 June 2020: 1,327,000) in Blox Inc., a US over the counter traded company at which had a closing share price of US\$0.0078 at 30 June 2021 (30 June 2020: US\$0.0080).

The Group recognises its financial assets at fair value and classifies its investments as follows:

	2021	2020
	\$	\$
<i>Equity instruments at fair value through other comprehensive income</i>		
Equity securities – Investment in Blox Inc.	<u>13,803</u>	<u>14,802</u>

Equity instruments at fair value through other comprehensive income are equity instruments which the Group intends to hold for the foreseeable future. Any dividends received are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in the fair value reserve in OCI and are never reclassified to profit or loss.

Movement of the carrying amount of investment.

	2021	2020
	\$	\$
<i>Movement during the period</i>		
Opening balance	14,802	370,179
Disposal	-	(12,006)
Net change in fair value	<u>(999)</u>	<u>(343,371)</u>
Equity securities – at fair value through other comprehensive income	<u>13,803</u>	<u>14,802</u>

	2021	2020
	\$	\$
10. EXPLORATION AND EVALUATION EXPENDITURE		
Los Domos gold-silver	4,979,807	4,743,528
Cerro Diablo gold-silver	72,404	58,423
Cerro Bayo	6,151,463	2,093,325
Net Book Value	<u>11,203,674</u>	<u>6,895,276</u>
Los Domos gold-silver		
Carrying amount at the beginning of the year	4,743,528	5,173,477
Additions	70,044	435,360
Impairment	-	-
Foreign currency translation movement	166,235	(865,309)
Balance carried forward	<u>4,979,807</u>	<u>4,743,528</u>
Cerro Diablo gold-silver		
Carrying amount at the beginning of the year	58,423	55,082
Additions	11,751	13,507
Impairment	-	-
Foreign currency translation movement	2,230	(10,166)
Balance carried forward	<u>72,404</u>	<u>58,423</u>
Cerro Bayo		
Carrying amount at the beginning of the year	2,093,325	-
Additions	3,941,212	2,292,035
Impairment	-	-
Foreign currency translation movement	116,926	(198,710)
Balance carried forward	<u>6,151,463</u>	<u>2,093,325</u>
Net book value	<u>11,203,674</u>	<u>6,895,276</u>

The ultimate recoupment of exploration and evaluation expenditure is dependent on the successful development and commercial exploitation, or alternatively sale of the respective areas of interest.

	2021	2020
	\$	\$
11. TRADE AND OTHER PAYABLES		
Current liabilities		
Trade creditors and accruals	842,710	319,696
Employee leave entitlements	51,315	33,046
	<u>894,025</u>	<u>352,742</u>

	2021		2020	
	\$		\$	
2,296,617,251 (2020: 1,412,045,355) fully paid ordinary shares			129,460,300	121,182,362
	2021		2020	
	Nº	\$	Nº	\$
(a) Fully paid ordinary shares				
Balance at beginning of financial year	1,412,045,355	121,182,362	897,276,863	116,371,685
Issued ordinary shares 8 August 2019 for \$0.010			134,591,529	1,345,915
Issued ordinary shares 3 September 2019 for \$0.010			52,780,992	527,809
Issued ordinary shares 14 October 2019 for \$0.010			315,408,471	3,154,085
Issued ordinary shares 14 October 2019 – non cash ¹			8,687,500	104,250
Issued ordinary shares 12 May 2020 – non cash ²			3,300,000	19,800
Issued ordinary shares 20 July 2020 for \$0.009	348,886,300	3,139,977		
Issued ordinary shares 20 September 2020 for \$0.009	40,002,589	360,023		
Issued ordinary shares 9 December 2020 – non cash ²	3,300,000	36,300		
Issued ordinary shares 14 January 2021 – non cash ²	11,538,462	150,000		
Issued ordinary shares 3 February 2021 for \$0.015	2,000,000	30,000		
Issued ordinary shares 24 February 2021 – non cash ²	1,250,000	16,375		
Issued ordinary shares 12 May 2021 – non cash ²	750,000	9,375		
Issued ordinary shares 28 May 2021 for \$0.011	431,390,000	4,745,290		
Issued ordinary shares 18 June 2021 for \$0.011	45,454,545	500,000		
Less cost of issue	-	(709,402)	-	(341,182)
	2,296,617,251	129,460,300	1,412,045,355	121,182,362

¹ Shares issued on 14 October 2019 related to the acquisition of 75% interest in three mining concessions owned by Patagonia Gold Sociedad Contractual Minera ('Patagonia') which form part of the Los Domos Project.

² Shares issued as consideration for Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at the shareholders meetings. In the event of winding up of the Company, ordinary shareholders rank after creditors and are fully entitled to any proceeds of liquidation.

(b) Share Options

- The Company announced on 20 July 2020, a share placement of 388,888,889 shares. For every one placement share, the company issued one free attaching option. The options are unlisted and have an exercise price of \$0.015, vest immediately and expire on 16 September 2023.

The Company has recognised these options as part of the issued share capital amount recorded of \$3,500,000 within equity and no allocation to reserves has been made in accordance with the Group's accounting policy.

- The Company announced on 20 July 2020, pursuant to the share placement to grant 15,000,000 unlisted options to the brokers of the placement. The options have an exercise price of \$0.015, vest immediately and expire on 16 September 2023.

The fair value of the options was \$192,585. The Black-Scholes formula model inputs were the Company's share price of \$0.017 at the grant date, a volatility factor of 129.63% based on historical share price performance and a risk-free interest rate of 0.24% based on the 3-year government bond rate.

As the options are not subject to vesting conditions, the total grant date fair value of \$192,585 (30 June 2020: \$nil) has been recognised in equity as cost of the offer in the year ended 30 June 2021.

12. ISSUED CAPITAL (Cont.)**(b) Share Options (Cont.)**

- During the year ended 30 June 2021, the Company granted 25,000,000 options to Directors of the Company (2020: option 35,000,000).

On 25 November 2020, 20,000,000 unlisted options were granted to the Managing Director ('MD') and 5,000,000 unlisted options were granted to the Chief Operating Officer ('COO') as follows:

	Number of options	Exercise price	Vesting	Expiry Date	Fair Value per Option at Grant Date	Fair Value
Tranche 1	8,333,332	\$0.022	Immediately	25 November 2023	\$0.007	\$58,333
Tranche 2	8,333,334	\$0.025	Immediately	25 November 2024	\$0.008	\$66,667
Tranche 3	8,333,334	\$0.027	Immediately	25 November 2025	\$0.009	\$75,000

The fair value of the options granted on 25 November 2020 to the MD and the COO was \$200,000. The Black-Scholes formula model inputs were the Company's share price of \$0.011 at the grant date, a volatility factor of 136.2% based on historical share price performance and a risk-free interest rate of 0.11% based on the 3-year government bond rate.

- On 1 December 2020, 2,500,000 unlisted options were granted to the Group's Exploration Manager. The options have an exercise price of \$0.022, vest immediately and expire on 1 December 2023.

The fair value of the options granted to the Exploration Manager was \$20,000. The Black-Scholes formula model inputs were the Company's share price of \$0.012 at the grant date, a volatility factor of 137.27% based on historical share price performance and a risk-free interest rate of 0.12% based on the 3-year government bond rate.

- The options issued to the MD, COO and the Exploration manager are not subject to vesting conditions, the total grant date fair value of \$220,000 (30 June 2020: \$338,833) has been recognised as an expense in the year ended 30 June 2021. The expense has been included in "employee, director and consultants costs" in the income statement.

- On 14 October 2019, 15,000,000 unlisted options were granted to the Managing Director ('MD') as follows:

	Number of options	Exercise price	Vesting	Expiry Date	Fair Value per Option at Grant Date	Fair Value
Tranche 1	5,000,000	\$0.03	Immediately	13 November 2020	\$0.0067	\$33,500
Tranche 2	5,000,000	\$0.05	Immediately	13 November 2021	\$0.0086	\$43,000
Tranche 3	5,000,000	\$0.07	Immediately	13 November 2023	\$0.0118	\$59,000

The fair value of the options granted on 14 October 2019 to the MD was \$135,500. The Black-Scholes formula model inputs were the Company's share price of \$0.0155 at the grant date, a volatility factor of 152.6% based on historical share price performance and a risk-free interest rate of 0.71% based on the 2-year government bond rate.

- On 29 November 2019, 20,000,000 unlisted options were granted to the Managing Director as follows:

	Number of options	Exercise price	Vesting	Expiry Date	Fair Value per Option at Grant Date	Fair Value
Tranche 1	6,666,666	\$0.027	Immediately	13 November 2021	\$0.0084	\$56,000
Tranche 2	6,666,667	\$0.030	Immediately	13 November 2022	\$0.0101	\$67,333
Tranche 3	6,666,667	\$0.035	Immediately	13 November 2024	\$0.0120	\$80,000

The fair value of options granted on 29 November 2019 to the MD was \$203,333. The Black-Scholes formula model inputs were the Company's share price of \$0.014 at the grant date, a volatility factor of 149.46% based on historical share price performance and a risk-free interest rate of 0.65% based on the 3-year government bond rate.

As the options are not subject to vesting conditions, the total grant date fair value of \$338,833 has been recognised as an expense in the year ended 30 June 2020. The expense has been included in "employee, director and consultants costs" in the income statement.

12. ISSUED CAPITAL (Cont.)

(b) Share Options (Cont.)

The following unlisted options were on issue as at 30 June 2021:

Opening Balance 1 July 2020 Number	Exercise Price \$	Granted during the year Number	Expired during the year Number	Exercised during the year Number	Closing Balance 30 June 2021 Number
5,000,000	0.030	5,000,000	(5,000,000)	-	-
5,000,000	0.050	5,000,000	-	-	5,000,000
5,000,000	0.070	5,000,000	-	-	5,000,000
6,666,666	0.027	6,666,666	-	-	6,666,666
6,666,667	0.030	6,666,667	-	-	6,666,667
6,666,667	0.035	6,666,667	-	-	6,666,667
-	0.022	8,333,332	-	-	8,333,332
-	0.025	8,333,334	-	-	8,333,334
-	0.027	8,333,334	-	-	8,333,334
-	0.022	2,500,000	-	-	2,500,000
-	0.015	403,888,889	-	(2,000,000)	401,888,889

The following unlisted options were on issue as at 30 June 2020:

Opening Balance 1 July 2019 Number	Exercise Price \$	Granted during the year Number	Exercised/ Expired during the year Number	Exercised during the year Number	Closing Balance 30 June 2020 Number
-	0.030	5,000,000	-	-	5,000,000
-	0.050	5,000,000	-	-	5,000,000
-	0.070	5,000,000	-	-	5,000,000
-	0.027	6,666,666	-	-	6,666,666
-	0.030	6,666,667	-	-	6,666,667
-	0.035	6,666,667	-	-	6,666,667

	2021	2020
	\$	\$
13. RESERVES		
Fair value reserve (a)	401,162	402,161
Foreign currency translation reserves (b)	(981,096)	(1,234,022)
Equity based compensation reserve (c)	717,918	338,833
	<u>137,984</u>	<u>(493,028)</u>
Movements during the period:		
(a) Fair value reserve		
Balance at beginning of period	402,161	745,532
Net change in fair value	(999)	(343,371)
Balance at end of period	<u>401,162</u>	<u>402,161</u>
(b) Foreign currency translation reserves		
Balance at beginning of period	(1,234,022)	(203,983)
Currency translation differences	252,926	(1,030,039)
Balance at end of period	<u>(981,096)</u>	<u>(1,234,022)</u>
(c) Equity based compensation reserve		
Balance at beginning of period	338,833	-
Share based payment – vested share options	412,585	338,833
Options expired during the period	(33,500)	-
Balance at end of period	<u>717,918</u>	<u>338,833</u>

Nature and purpose of reserves**Fair value reserve:**

The fair value reserve comprises the cumulative net change in the fair value of equity securities designated at fair value through other comprehensive income.

Foreign currency translation reserve:

The foreign currency translation reserve records the foreign currency differences arising from the translation of the financial statements of foreign operations where their functional currency is different to the presentation currency of the reporting entity.

Equity based compensation reserve:

The equity based compensation reserve is used to record the options issued to directors and executives of the Company as compensation.

	2021	2020
	\$	\$
14. LOSS PER SHARE		
Basic and diluted loss per share has been calculated using:		
Net loss for the year attributable to equity holders of the parent	<u>(1,716,498)</u>	<u>(1,728,160)</u>
Weighted average number of ordinary shares (basic and diluted)		
Issued ordinary shares at beginning of year	1,412,045,355	897,276,863
Effect of shares issued (Note 12)	<u>410,859,626</u>	<u>395,411,400</u>
Weighted average ordinary shares at the end of the year	<u>1,822,904,981</u>	<u>1,292,688,263</u>

As the Group is loss making, none of the potentially dilutive securities are currently dilutive in the calculation of total earnings per share.

	2021	2020
	\$	\$
15. RECONCILIATION OF CASH FLOWS FROM OPERATING ACTIVITIES		
Cash flows from operating activities		
Loss for the year	<u>(1,719,007)</u>	<u>(1,729,651)</u>
Non-cash items		
Other income	-	(15,851)
Provisions for employee entitlements	18,268	23,059
Share based payments	220,000	338,833
Foreign currency exchange loss/(gain)	4,914	(3,540)
Changes in assets and liabilities		
Decrease/(increase) in receivables	(33,728)	(293)
(Decrease)/Increase in payables	<u>266,938</u>	<u>96,905</u>
Net cash used in operating activities	<u>(1,242,615)</u>	<u>(1,290,538)</u>

Reconciliation of cash

For the purposes of the statement of cash flows, cash includes cash on hand and at bank and cash on deposit net of bank overdrafts and excluding security deposits. Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

Cash and cash equivalents	<u>4,724,429</u>	<u>1,304,130</u>
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16. RELATED PARTIES

Parent and ultimate controlling party

Equus Mining Limited is both the parent and ultimate controlling party of the Group.

Key management personnel and director transactions

During the year ended 30 June 2021 and 2020, no key management persons, or their related parties, held positions in other entities that provide material professional services resulting in them having control or joint control over the financial or operating policies of those entities.

17. KEY MANAGEMENT PERSONNEL DISCLOSURES

Information regarding individual key management personnel's compensation and some equity instruments disclosures as permitted by Corporations Act and Corporations Regulations 2M.3.03 are provided in the Remuneration Report section of the Director's Report.

	2021	2020
	\$	\$
Key management personnel compensation		
Primary fees/salary	467,061	455,167
Superannuation	41,206	39,203
Share based payment	200,000	338,833
Short term benefits	18,268	23,059
	726,535	856,262

At 30 June 2021 no fees were outstanding (2020 – \$nil). There were no loans made to key management personnel or their related parties during the 2021 and 2020 financial years.

The Board reviews remuneration arrangements annually based on services provided. Apart from the details disclosed in this note, there were no material contracts involving Directors' interest's existing at year-end.

18. SHARE BASED PAYMENT

During the year the Company granted 20,000,000 unlisted options to the Managing Director and 5,000,000 unlisted options to the Chief Operating Officer at the discretion of the Board to acquire options over unissued ordinary shares in the Company (2020 – 35,000,000 to the Managing Director). The options have no voting or dividend rights. The options vested immediately on Grant Date and there are no vesting conditions attached to the options issued. Any options not exercised by the expiry date will lapse automatically.

The terms and conditions of the options held by key management personnel during the year ended 30 June 2021 are as follows:

Grant date	Expiry date	Vesting date	Exercise price	Fair value of options granted	Total granted Number	Total Exercised Number	Balance at end of the period Number
14 October 2019	13 November 2021	14 October 2019	\$0.050	\$43,000	5,000,000	-	5,000,000
14 October 2019	13 November 2023	14 October 2019	\$0.070	\$59,000	5,000,000	-	5,000,000
29 November 2019	13 November 2021	29 November 2019	\$0.027	\$56,000	6,666,666	-	6,666,666
29 November 2019	13 November 2022	29 November 2019	\$0.030	\$67,333	6,666,667	-	6,666,667
29 November 2019	13 November 2024	29 November 2019	\$0.035	\$80,000	6,666,667	-	6,666,667
25 November 2020	25 November 2023	25 November 2020	\$0.022	\$58,334	8,333,332	-	8,333,332
25 November 2020	25 November 2024	25 November 2020	\$0.025	\$66,666	8,333,334	-	8,333,334
25 November 2020	25 November 2025	25 November 2020	\$0.027	\$75,000	8,333,334	-	8,333,334

Weighted average of options in the equity based compensation reserve during the year

	Number of options 2021	Weighted average exercise price 2021	Number of options 2020	Weighted average exercise price 2020
Outstanding	55,000,000	\$0.033	35,000,000	\$0.039

The equity based compensation reserve is used to record the options issued to directors and executives of the Company as compensation. Options are valued using the Black-Scholes option pricing model.

The weighted average remaining contractual life of share options outstanding at the end of the year in the equity based compensation reserve was 2.42 years (2020 – 2.28).

During the year, no ordinary shares were issued as a result of the exercise of options granted to Directors (2020 – nil).

19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS DISCLOSURE

The Group's financial instruments comprise deposits with banks, receivables, trade and other payables and from time to time short term loans from related parties. The Group does not trade in derivatives.

The main risks arising from the Group's financial instruments are market risk, credit risk and liquidity risks. This note presents information about the Group's exposure to each of these risks, its objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. These policies are reviewed regularly to reflect changes in market conditions and the Group's activities. The primary responsibility to monitor the financial risks lies with the Managing Director and the Company Secretary under the authority of the Board.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligation as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors rolling forecasts of liquidity based on expected fund raisings, trade payables and other obligations for the ongoing operation of the Group. At balance date, the Group has available funds of \$4,776,263 for its immediate use.

The following are the contractual maturities of financial liabilities:

Financial liabilities	Carrying amount	Contractual cash flows	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years
	\$	\$	\$	\$	\$	\$
Trade and other payables						
30 June 2021	842,710	(842,710)	(842,710)	-	-	-
30 June 2020	319,696	(319,696)	(319,696)	-	-	-

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The carrying amount of the Group's financial assets represents the maximum credit risk exposure as follows:

	2021	2020
	\$	\$
Cash and cash equivalents	4,724,429	1,304,130
Receivables	51,834	14,806
	4,776,263	1,318,936

Cash and cash equivalents

At 30 June 2021, the Group held cash and cash equivalents of \$4,724,429 (2020: \$1,304,130), which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with reputable banks and financial institution counterparties, which are rated AA- to AAA+, based on rating agency 'Moody's rating'.

Receivables

For the year ended 30 June 2021, the Group does not hold a significant value of trade receivables, and therefore has minimal exposure to credit risk.

19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS DISCLOSURE (Cont.)**Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Interest Rate Risk

The Group's income statement is affected by changes in interest rates due to the impact of such changes on interest income and expenses.

At year-end, the interest rate risk profile of the Group's interest bearing financial instruments was:

	2021	2020
	\$	\$
Cash and cash equivalents	<u>4,724,429</u>	<u>1,304,130</u>

There are no fixed rate instruments (2020 - \$nil).

The Group does not have interest rate swap contracts. The Group has two interest bearing accounts from where it draws cash when required to pay liabilities as they fall due. The Group normally invests its funds in the two interest bearing accounts to maximise the available interest rates. The Group analyses its interest rate exposure when considering renewals of existing positions including alternative financing arrangements.

Sensitivity analysis

A change of 100 basis points in interest rates at the current and prior reporting date would have increased/(decreased) equity and loss for the period by an immaterial amount.

Currency risk

The Group is exposed to currency risk on bank account denominated in USD totalling \$15 at 30 June 2021 (2020 – US\$43,538).

Sensitivity analysis

The Company no longer holds USD and is not exposed to fluctuations in the movement of exchange rates.

Price risk

The Group is exposed to equity securities price risk. This arises from investments held by the Group and classified in the balance sheet as other financial assets.

The Group's investments are publicly traded on the Over-The-Counter-Market ('OTC market') in the USA.

The table below summarises the impact of increases/decreases of the bid price on the Group's post-tax profit for the year and on equity

	Impact on post-tax profit		Impact on Total equity	
	2021	2020	2021	2020
	\$	\$	\$	\$
Blox-Inc. - 10% bid price increase	-	-	1,629	1,472
Blox-Inc. - 10% bid price decrease	-	-	(2,445)	(1,339)

19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS DISCLOSURE (Cont.)**Capital management**

Management aim to control the capital of the Group in order to maintain an appropriate debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital supported by financial assets. There are no externally imposed capital requirements on the Group.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of cash levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Financial instruments carried at fair value

The carrying amounts of financial assets and financial liabilities included in the balance sheet approximate fair values.

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 - fair value measurements are those instruments valued based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - fair value measurements are those instruments valued based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - fair value measurements are those instruments valued based on inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Equity instruments at fair value through other comprehensive income				
30 June 2021	-	13,803	-	13,803
30 June 2020	-	14,802	-	14,802

The financial assets held at 30 June 2021 and 30 June 2020 relate to investments held in quoted equity securities and were designated as equity instruments at fair value through other comprehensive income.

20. CONTROLLED ENTITIES**Parent entity**

Equus Mining Limited is an Australian incorporated company listed on the Australian Securities Exchange.

Wholly owned controlled entities	Country of incorporation	Ownership Interest	
		2021 %	2020 %
Hotrock Enterprises Pty Ltd (i)	Australia	100	100
Okore Mining Pty Ltd	Australia	100	100
Dataloop Pty Ltd	Australia	100	100
Equus Resources Pty Ltd (ii)	Australia	100	100
(i) Subsidiary of Hotrock Enterprises Pty Ltd			
Derrick Pty Ltd	Australia	100	100
Andean Coal Pty Ltd (iii)	Australia	100	100
(iii) Subsidiary of Andean Coal Pty Ltd			
Minera Carbones Del Sur Limitada	Chile	99.9	99.9
(ii) Subsidiary of Equus Resources Pty Ltd			
Equus Resources Chile SpA (iv)	Chile	100	100
Minera Equus Chile Ltda	Chile	0.1	0.1
Southern Gold SpA (v)	Chile	100	100
(iv) Subsidiary of Equus Resources Chile SpA			
Minera Equus Chile Ltda	Chile	99.9	99.9
(v) Subsidiary of Southern Gold SpA			
Equus Patagonia SpA	Chile	75	-

21. COMMITMENTS**Exploration expenditure commitments**

The Group does not have any minimum expenditure commitments in relation to its mineral interests in the Los Domos Gold-Silver project, Cerro Diablo project or under the terms of the option agreement with Mandalay to acquire the Cerro Bayo project at the date of this report.

22. SUBSEQUENT EVENTS

On 7 July 2021, the Company obtained approval at a shareholders' meeting to issued tranche two of the placement announced in May 2021 to institutional investors and a Director of the Company by issuing 204,973,636 ordinary shares at an issue price of \$0.011 raising \$2,254,710 before costs.

On 14 September 2021, the Company issued 1,250,000 new ordinary shares fully paid shares to a supplier as consideration for Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

No other matters or circumstances have arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material or unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group, in future financial years.

23. OPERATING SEGMENTS

The Group's chief operating decision maker has considered the requirements of AASB 8, Operating Segments, and has concluded that, during the year ended 30 June 2021, the Group operated in the mineral exploration within the geographical segments of Chile.

	Mineral Exploration \$	
30 June 2021		
External revenues		-
Reportable segment profit /(loss) before tax		<u>(109,502)</u>
Interest income		-
Interest expense		-
Reportable segment assets		<u>11,339,830</u>
Reportable segment liabilities		<u>564,102</u>
30 June 2020		
External revenues		-
Reportable segment profit /(loss) before tax		<u>(239,710)</u>
Interest income		12
Interest expense		-
Reportable segment assets		<u>7,017,624</u>
Reportable segment liabilities		<u>220,115</u>
Reconciliations of reportable segment revenues and profit or loss	2021	2020
	\$	\$
Revenues		
Total revenue for reportable segments	-	-
Total revenue unallocated	-	-
Consolidated revenue	<u>-</u>	<u>-</u>
Profit or loss		
Total loss for reportable segments	(109,502)	(239,710)
Unallocated amounts:		
Other income	50,000	50,000
Net finance income	3,514	16,087
Net other corporate expenses	(1,663,019)	(1,556,028)
Consolidated loss before tax from continuing operations	<u>(1,719,007)</u>	<u>(1,729,651)</u>

23. OPERATING SEGMENTS (Cont.)

	2021 \$	2020 \$
Reconciliations of reportable segment revenues and profit or loss (Cont.)		
Assets		
Total assets for reportable segments	11,339,830	7,017,624
Unallocated corporate assets	4,653,910	1,211,390
Consolidated total assets	<u>15,993,740</u>	<u>8,229,014</u>
Liabilities		
Total liabilities for reportable segments	564,102	220,115
Unallocated corporate liabilities	329,923	132,627
Consolidated total liabilities	<u>894,025</u>	<u>352,742</u>

Geographical information

In presenting information on the basis of geography, segment revenue and segment assets are based on the geographical location of the operations.

	2021		2020	
	Revenue \$	Non-current assets \$	Revenues \$	Non-current assets \$
Chile	-	11,203,674	-	6,895,276

24. PARENT ENTITY DISCLOSURES

As at, and throughout the financial year ended 30 June 2021 the parent entity of the Group was Equus Mining Limited.

	Company	
	2021 \$	2020 \$
Result of the parent entity		
Net (loss)/profit	(13,727,852)	(1,449,738)
Other comprehensive income	-	-
Total comprehensive profit/(loss)	<u>(13,727,852)</u>	<u>(1,449,738)</u>
Financial position of the parent entity at year end		
Current assets	4,640,107	1,196,588
Non-current assets	11,224,795	19,520,844
Total assets	<u>15,864,902</u>	<u>20,717,432</u>
Current liabilities	329,923	132,625
Non-current liabilities	-	-
Total liabilities	<u>329,923</u>	<u>132,625</u>
Net assets	<u>15,534,979</u>	<u>20,584,807</u>
Equity		
Share capital	129,460,300	121,182,362
Accumulated losses	(115,044,401)	(101,316,549)
Reserve	1,119,080	718,994
Total equity	<u>15,534,979</u>	<u>20,584,807</u>

The Directors are of the opinion that no commitments or contingent liabilities existed at or subsequent to year end.

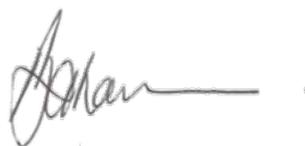
Directors' Declaration

1. In the opinion of the Directors of Equus Mining Limited (the 'Company'):
 - (a) the consolidated financial statements and notes there to, set out on pages 35 to 60, and the Remuneration Report as set out on pages 28 to 32 of the Directors' Report are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance, for the financial year ended on that date;
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required under section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2021.
3. The Director's draw attention to Note 2(a) to the consolidated financial statements, which includes a statement of compliance with International Financial Reporting Standards.

Signed at Sydney this 30th day of September 2021 in accordance with a resolution of the Board of Directors:



Mark H. Lochtenberg
Director



John R. Braham
Director



Independent Auditor's Report

To the shareholders of Equus Mining Limited

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Equus Mining Limited (the Company).

In our opinion, the accompanying Financial Report of the Company is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the **Group's** financial position as at 30 June 2021 and of its financial performance for the year ended on that date; and
- complying with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 30 June 2021;
- 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 including a summary of significant accounting policies; and
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year-end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report.

We are independent of the Group in accordance with *the Corporations Act 2001* and the ethical requirements of the *Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the Financial Report in Australia. We have fulfilled our other ethical responsibilities in accordance with the Code.

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Material uncertainty related to going concern

We draw attention to Note 2(d), "Going Concern" in the financial report. The conditions disclosed in Note 2(d), indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report. Our opinion is not modified in respect of this matter.

In concluding there is a material uncertainty related to going concern we evaluated the extent of uncertainty regarding events or conditions casting significant doubt in the Group's assessment of going concern. This included:

- Analysing the cash flow projections by:
 - Evaluating the underlying data used to generate the projections for consistency with other information tested by us, our understanding of the Group's intentions, and past results and practices;
 - Assessing the planned levels of operating and capital expenditures for consistency of relationships and trends to the Group's historical results, results since year end, and our understanding of the business, industry and economic conditions of the Group;
- Assessing significant non-routine forecast cash inflows and outflows, including the expected impact of planned capital raisings for feasibility, quantum and timing. We used our knowledge of the client, its industry and current status of those initiatives to assess the level of associated uncertainty.
- Reading minutes of Directors' meetings and relevant correspondence with the Group's advisors to understand the Group's ability to raise additional shareholder funds, and assessed the level of associated uncertainty;
- Evaluating the Group's going concern disclosures in the financial report by comparing them to our understanding of the matter, the events or conditions incorporated into the cash flow projections assessment, the Group's plans to address those events or conditions, and accounting standard requirements. We specifically focused on the principle matters giving rise to the material uncertainty.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the Financial Report of the current period.

These matters were addressed in the context of our audit of the Financial Report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be the Key Audit Matter.



Exploration and evaluation expenditure (\$11,203,674)	
Refer to Note 10 to the Financial Report	
The key audit matter	How the matter was addressed in our audit
<p>Capitalised exploration and evaluation (E&E) expenditure is a key audit matter due to:</p> <ul style="list-style-type: none"> • The significance of the activity to the Group's business and the balance (being 70% of total assets); and • The greater level of audit effort to evaluate the Group's application of the requirements of the industry specific accounting standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>, in particular the conditions allowing capitalisation of relevant expenditure and the presence of impairment indicators. The presence of impairment indicators would necessitate a detailed analysis by the Group of the value of capitalised E&E, therefore given the criticality of this to the scope and depth of our work, we involved senior team members to challenge the Group's determination that no such indicators existed. <p>In assessing the conditions allowing capitalisation of relevant expenditure, we focused on:</p> <ul style="list-style-type: none"> • The determination of the areas of interest (areas); • Documentation available regarding rights to tenure, via licensing, and compliance with relevant conditions to maintain current rights to an area of interest; • The Group's intention and capacity to continue the relevant E&E activities; and • The Group's determination of whether the capitalised E&E meets the carry forward conditions of AASB 6, including whether it is expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale. <p>In assessing the presence of impairment indicators, we focused on those that may draw into question the commercial continuation of E&E activities for areas of interest where significant capitalised E&E exists. In addition to the</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> • We evaluated the Group's accounting policy to recognise exploration and evaluation assets using the criteria in the accounting standard; • We assessed the Group's determination of its areas of interest for consistency with the definition in the accounting standard. This involved analysing the licenses in which the Group holds an interest and the exploration programmes planned for those for consistency with documentation such as license related technical conditions, contractual agreements, and planned work programmes; • For each area of interest, we assessed the Group's current rights to tenure by checking the ownership of the relevant license to government registries or government correspondence and evaluating agreements in place with other parties. We also tested licences for compliance with conditions where applicable under the terms of agreements with the other party; • We tested the Group's additions to capitalised E&E for the year by evaluating a statistical sample of recorded expenditure for consistency to underlying records, the capitalisation requirements of the Group's accounting policy and the requirements of the accounting standard; • We evaluated Group documents, such as minutes of Directors' meetings and management's cash flow projections, for consistency with their stated intentions for continuing E&E activities in certain areas. We corroborated this through interviews with key personnel; • We obtained project and corporate budgets identifying areas with existing funding and those requiring alternate funding sources. We compared this for consistency with areas with capitalised E&E, for evidence of the ability to fund continued activities. We identified those areas relying on alternate funding sources and



<p>assessments above, we paid particular attention to:</p> <ul style="list-style-type: none"> • The strategic direction of the Group and its intention to continue E&E activities in each area of interest; • The ability of the Group to fund the continuation of activities; and • Results from latest activities regarding the existence or otherwise of economically recoverable reserves for each area of interest. 	<p>evaluated the capacity of the Group to secure such funding;</p> <ul style="list-style-type: none"> • We assessed the Group's evaluation of the carry forward conditions of AASB 6 including the determination of whether the capitalised E&E is expected to be recouped through successful development and exploitation of the area or by its sale. We did this by analysing the Group's activities in each area of interest and assessing the Group's documentation of planned future activities including work programmes and corporate budgets.
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Other Information

Other Information is financial and non-financial information in Equus Mining Limited's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not express an audit opinion or 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. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- preparing the Financial Report that gives a true and fair view in accordance with *Australian Accounting Standards* and the *Corporations Act 2001*
- implementing necessary internal control to enable the preparation of a Financial Report that gives a true and fair view and is free from material misstatement, whether due to fraud or error
- assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.



Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- to obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- to issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the Financial Report.

A further description of our responsibilities for the audit of the Financial Report is located at the *Auditing and Assurance Standards Board* website at: https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our Auditor's Report.

Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Equus Mining Limited for the year ended 30 June 2021, complies with *Section 300A of the Corporations Act 2001*.

Directors' 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 responsibilities

We have audited the Remuneration Report included in pages 28 to 32 of the Directors' report for the year ended 30 June 2021.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

Jason Adams
Partner

Brisbane
30 September 2021

Additional Stock Exchange Information

Additional information as at 31 August 2021 required by the Australian Stock Exchange Listing Rules and not disclosed elsewhere in this report.

Home Exchange

The Company is listed on the Australian Securities Exchange. The Home Exchange is Sydney.

Audit Committee

As at the date of the Directors' Report, an audit committee of the Board of Directors is not considered warranted due to the composition of the Board and the size, organisational complexity and scope of operations of the Group.

Class of Shares and Voting Rights

The voting rights attached to ordinary shares, as set out in the Company's Constitution, are that every member in person or by proxy, attorney or representative, shall have one vote on a show of hands and one vote for each share held on a poll.

A member holding partly paid shares is entitled to a fraction of a vote equivalent to the proportion, which the amount paid up bears to the issue price for the share.

Distribution of Shareholders

The total distribution of fully paid shareholders as at 31 August 2021 was as follows:

Range	Total Shareholders	Total Number of Shares
1 - 1,000	273	116,484
1,001 - 5,000	285	798,490
5,001 - 10,000	254	2,284,124
10,001 - 100,000	1,190	51,170,273
100,001 and over	1,068	2,447,221,516
Total	3,070	2,501,590,887

Less than Marketable Parcels

On 31 August 2021, 1,570 shareholders held less than marketable parcels of 49,999 shares.

On Market Buy Back

There is no current on-market buy-back.

Substantial Holders

The name of the substantial shareholders in Equus Mining Limited as advised to the Company are set out below.

	Number of Ordinary Shares
Tribeca Investment Partners Pty Ltd	198,980,909
Gerard C Toscan Management Pty Limited	145,010,613
DITM Holdings Pty Ltd	124,288,687

Additional Stock Exchange Information

Twenty Largest Shareholders

As at 31 August 2021, the twenty largest quoted shareholders held 47.5% of the fully paid ordinary shares as follows:

	Name	Number	%
1	Tribeca Investments Partners Pty Ltd	198,980,909	8.0
2	Gerard C Toscan Management Pty Limited <Gerard C Toscan Fam No2 A/C>	145,010,613	5.8
3	DITM Holdings Ltd	124,288,687	5.0
4	Hodgson Capital Limited	89,220,000	3.6
5	Rigi Investments Pty Ltd <The Cape>	70,065,656	2.8
6	Citicorp Nominees Pty Limited	69,263,393	2.8
7	Ringwood Management Pty Limited <Ringwood Super Fund A/C>	67,503,636	2.7
8	HSBC Custody Nominees (Australia) Limited A/C 2	61,520,851	2.5
9	HSBC Custody Nominees (Australia) Limited	59,362,837	2.4
10	BNP Paribas Nominees Pty Ltd	46,961,392	1.9
11	Terrane Minerals SpA	41,417,075	1.7
12	Mark Hamish Lochtenberg & Michael Lochtenberg <The Rigi Super Fund A/C>	38,499,651	1.5
13	Perrin Legal Pty Ltd <Super Fund A/C>	31,909,091	1.3
14	DRYCA Pty Ltd <DRYC Employees Ret/F A/C>	28,500,059	1.1
15	Northcliffe Holdings Pty Ltd <Northcliffe Holdings A/C>	21,358,824	0.9
16	John Wardman & Associates Pty Ltd <The Wardman Super Fund A/C>	20,000,000	0.8
17	Simon (Sui Hee) Lee	20,000,000	0.8
18	Peter Frederick Phillips and Alice Sau Han Phillips	18,000,000	0.7
19	Calama Holdings Pty Ltd <Mambat Super Fund A/c>	17,775,106	0.7
20	Inkese Pty Ltd	17,500,000	0.7

OPTIONHOLDERS IN THE COMPANY

Total optionholders as at 31 August 2021, 85 holding 459,388,889 unlisted options.

SUBSTANTIAL OPTIONHOLDERS IN THE COMPANY

As at 31 August 2021, the twenty largest optionholders that held 20% or more of the unquoted options.

	Name	Unlisted Options Quantity	%
1	USB Nominees Pty Ltd	91,825,017	20

Escrow securities

As at 31 August 2021, there were escrow securities.

Additional Stock Exchange Information

Group Mineral Concession Interests at 31 August 2021

The Company provides the following information regarding its mining tenements:

Project	Location	Tenement Name	Ownership	% Interest	Type of Tenement	
Los Domos	Chile	Electrum 3A 1 - 24	Southern Gold SpA	100	Mining Concession	
	Chile	Electrum 4A 1 - 26	Southern Gold SpA	100	Mining Concession ¹	
	Chile	Electrum 5A 1 - 42	Southern Gold SpA	100	Mining Concession ¹	
	Chile	Electrum 6A 1 - 32	Southern Gold SpA	100	Mining Concession ¹	
	Chile	Electrum 7A 1 - 44	Southern Gold SpA	100	Mining Concession ¹	
	Chile	Electrum 8B	Southern Gold SpA	100	Exploration	
	Chile	Electrum 10 1-20	Southern Gold SpA	100	Mining Concession ¹	
	Chile	Electrum 11B	Southern Gold SpA	100	Exploration	
	Chile	Pedregoso I 1 - 30	Equus Patagonia SpA	Note 1	Mining Concession ²	
	Chile	Pedregoso VII 1 - 30	Equus Patagonia SpA	Note 1	Mining Concession ²	
	Chile	Honda 20 1 - 20	Equus Patagonia SpA	Note 1	Mining Concession ²	
	Cerro Diablo	Chile	Diablo 1	Minera Equus Chile Limitada	100	Exploration
Chile		Diablo 2	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 3	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 4	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 5	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 6	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 7	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 8	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 9	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 10	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 11	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 12	Minera Equus Chile Limitada	100	Exploration	
Chile		Diablo 13	Minera Equus Chile Limitada	100	Exploration	

Notes to Table 1:

¹ Converted from exploration to mining claim

² The Company incorporated effective 12 August 2019 a joint venture company titled Equus Patagonia SpA with Patagonia Gold SCM, the Chilean subsidiary of Patagonia Gold Corp (TSXV: PGDC). This entity incorporates the Company's 75% interest in mining concessions owned by Patagonia Gold SCM, which form part of the Los Domos Project. Southern Gold SpA can acquire a further 20% interest in the Mining Concessions via sole funding exploration through the Equus Patagonia SpA joint venture company at which point Patagonia Gold SCM has the right to retain a 5% free carried interest or convert its equity into a 1.5% NSR.



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting (**AGM**) of members of Equus Mining Limited (**Company**) will be held on Thursday, 25 November 2021 at 11am Australian Eastern Daylight Time (AEDT) to consider the business set out in this Notice of Meeting. Due to the continuing developments concerning coronavirus (COVID19), the health and safety of our shareholders and employees being of paramount importance, and continuing restrictions on large gatherings, it is not feasible or advisable for shareholders to physically attend this General Meeting. Accordingly, the General Meeting will be made accessible to shareholders via a live webcast as well as an online platform. These processes are set out in this notice of meeting.

AGENDA

ORDINARY BUSINESS

The items of business should be read in conjunction with the explanatory notes on the pages to follow. The explanatory notes form part of this Notice of Meeting.

Financial Statements

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

Item 1 Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following as a **non-binding resolution***:

Resolution 1: *'That the Remuneration Report for the year ended 30 June 2021 be and is hereby adopted.'*

*Note: this resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote and feedback from shareholders at the meeting when considering the Company's remuneration policies.

Item 2 Re-election of Mark H. Lochtenberg as a Director

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

Resolution 2: *'That Mark H. Lochtenberg having retired in accordance with clause 3.6 of the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with effect from the close of the AGM.'*

Item 3 Re-election of Mr David H. Coupland as a Director

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

Resolution 3: *'That David H. Coupland who was appointed during the year retires in accordance with clause 3.5 of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company with effect from the close of the AGM.'*

Item 4 Ratification of 1,250,000 Shares

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

Resolution 4: *'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 1,250,000 fully paid ordinary shares issued under Listing Rule 7.1 on 13 September 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Item 5 Ratification of 2,500,000 Shares

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

Resolution 5: *'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 2,500,000 fully paid ordinary shares issued under Listing Rule 7.1 on 6 October 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Item 6 Approval of 10% Placement Facility

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

Resolution 6: *"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) on the terms and conditions set out in the Explanatory Memorandum."*

Item 7 Issue of Shares to Mandalay Resources Corporation

To consider and, if thought fit, to pass, the following as an ordinary resolution:

Resolution 7 *"That for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue:*

587,502,438 Shares in the capital of the Company to Mandalay Resources Corporation (or its nominees) which, subject to Resolution 8 being passed, will result in Mandalay Resources Corporation (or its nominees) holding 29,375,122 Shares in the capital of the Company (on a post Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum."

To transact any other business that may be brought forward in accordance with the Company's Constitution.

Item 8 Consolidation of Capital

To consider and, if thought fit, to pass, the following as an **ordinary resolution**:

Resolution 8: *"That for the purposes of section 254H of the Corporations Act, ASX Listing Rule 7.20 and all other purposes, the issued capital of the Company be consolidated on the basis that:*

- (a) every twenty (20) Shares be consolidated into one (1) Share;*
- (b) every twenty (20) Options be consolidated into one (1) option; and*
- (c) the exercise price of each option will increase in the inverse proportion to the consolidation ratio.*

Where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share (as the case may be)."

Item 9 Approval of Directors' aggregate remuneration amount (other than executive directors)

To consider and, if thought fit, to pass, the following as an **ordinary resolution**:

Resolution 9: *"That pursuant to clause 10.2 of the Company's Constitution and the ASX Listing Rules 10.17, the maximum aggregate sum that the Company will pay to all of its Directors (other than executive directors) in any financial year is \$300,000 with such amount to take effect from the close of this AGM."*

QUESTIONS FROM SHAREHOLDERS

In accordance with the *Corporations Act 2001 (Cth) (Corporations Act)*, a reasonable opportunity will be provided to shareholders attending the AGM physically or electronically to ask questions about, or make comments upon, matters in relation to the Company. All shareholders who want to ask questions must submit in writing any questions in relation to the AGM to the Company by email to: info@equusmining.com by 5:00pm on 23 November 2021. Shareholders attending the meeting virtually will be able to submit their questions/comments in writing to a moderator. The moderator will relay those questions/comments to the meeting Chair at the relevant time on behalf of the shareholder.

During the course of the meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, However, there may not be sufficient time to answer all questions at the AGM.

DETERMINATION OF VOTING ENTITLEMENT

For the purposes of this meeting, all persons who are registered holders of shares in the Company at 7:00pm Sydney time on 24 November 2021 will be entitled to vote.

VOTING AT THE MEETING

It is intended that voting on each of the proposed resolutions at this meeting will be conducted by a poll, rather than on a show of hands.

APPOINTING A PROXY

A member entitled to vote may appoint a proxy to attend and vote on behalf of the member. If the member is entitled to cast more than two votes, the member may appoint two proxies to attend and vote instead of the member. Where more than one proxy is appointed, each proxy may be appointed to represent a specified portion of the member's voting rights. If no such specification is given and two proxies are appointed, each may exercise half the votes to which the member is entitled. A proxy need not be a member. Proxies must be executed in accordance with the instructions in the notes accompanying the proxy form.

Enclosed is a proxy form to be completed if you would like to be represented at the AGM by proxy.

By order of the Board

Marcelo Mora
Company Secretary

22 October 2021

pjn10979

Explanatory Memorandum to the Notice of Annual General Meeting

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held on Thursday, 25 November 2021 at 11 am Eastern Daylight Saving Time (EDST).

Financial Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2021 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chair of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

Resolution 1 Adoption of Remuneration Report

The Remuneration Report, which forms part of the Directors' Report in the Company's 2021 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the Company's payments to its Directors.

None of the Corporations Act, the ASX Listing Rules or the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such report. In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity at the meeting to comment on and ask questions about the Company's Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following persons:

Key Management Personnel and Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- Cast by a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; or
- Cast by the chair of the Meeting as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; or
- Cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of this advisory Resolution 1.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2 Re-election of Mark H. Lochtenberg

In accordance with clause 3.6 of the Company's Constitution and ASX Listing Rule 14.4, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Mr Mark Lochtenberg retires by rotation and, being eligible, offers himself for re-election.

Mr Lochtenberg graduated with a Bachelor of Law (Hons) degree from Liverpool University, U.K. and has been actively involved in the coal industry for more than 30 years.

Mark Lochtenberg is a Non-Executive Director of public listed Nickel Mines Limited and is the former Executive Chairman and founding Managing Director of ASX-listed Baralaba Coal Company Limited (formerly Cockatoo Coal Limited). He was a principal architect of Cockatoo's inception and growth from an early-stage grassroots explorer through to an emerging mainstream coal producer. He was also formerly the co-head of Glencore International AG's worldwide coal division, where he spent 13 years overseeing a range of trading activities including the identification, due diligence, negotiation, acquisition and aggregation of the coal project portfolio that would become Xstrata Coal.

Prior to this Mark established a coal "swaps" market for Bain Refco, (Deutsche Bank) after having served as a senior coal trader for Hansen Neuerburg AG and as coal marketing manager for Peko Wallsend Limited.

As mentioned above, Mr Lochtenberg is currently a Non-Executive Director of public listed company Nickel Mines Limited, and is a Director of Australian Transport Pty Ltd, Energy Corridor Pty Limited and Montem Resources Limited.

In circumstances where the shareholders vote in favour of Resolution 2 and Resolution 2 is passed, Mr Lochtenberg will be re-appointed as a Director with effect from the end of the meeting.

In circumstances where the shareholders do not vote in favour of Resolution 2, Mr Lochtenberg will not be re-appointed as a Director.

The Directors recommend that you vote IN FAVOUR of Resolution 2.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3 Re-election of Mr David H. Coupland

In accordance with clause 3.5 of the Company's Constitution and the Corporations Act, Mr David H. Coupland who was appointed as a Director during the year retires in accordance with these requirements and, being eligible, offers himself for re-election.

David (Ted) Coupland has over 30 years of experience in the mining, exploration and resource finance industry and holds qualifications in geology, geostatistics, mineral economics and finance. Ted has had a comprehensive technical career in the resources sector covering exploration, mine geology, resource estimation, risk analysis, resource consulting and business management. Ted spent 6 years between 2013 and 2018 working in Macquarie Bank's Mining Finance team where he specialised in technical due diligence, deal origination, client relationship management, principal equity investing, mezzanine finance, structured project finance and commodity derivative structures. As a professional Geologist and Geostatistician, Ted has been involved with many technically challenging resource projects around the globe covering a range of commodities including gold, silver, copper, base metals, PGM's, bauxite and coal.

Ted holds a Bachelor of Science (Geology) from the University of New England, Post-Graduate Degree in Geostatistics from the Paris School of Mines, Post-Graduate Diploma in Mineral Economics from Macquarie University and a Post-Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia. Ted is a Corporate Member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Coupland is currently a Director of publicly listed Odin Metals Limited.

In circumstances where the shareholders vote in favour of Resolution 3 and Resolution 3 is passed, Mr David H. Coupland will be re-appointed as a Director with effect from the end of the meeting.

In circumstances where the shareholders do not vote in favour of Resolution 2, Mr David H. Coupland will not be re-appointed as a Director.

The Directors recommend that you vote IN FAVOUR of Resolution 3.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.

Resolution 4 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 14 September 2021, the Company issued 1,250,000 ordinary shares to Simon Richard Jeremy Perkins in consideration for technical services provided in connection with the Cerro Bayo project in southern Chile.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary Equity Securities it had on issue at the start of that period.

The issue of these shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders. It effectively uses up part of the 15% limit in Listing Rule 7.1, by reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date the Company issued the Shares.

Listing Rule 7.4 allows the shareholders of a company to ratify and subsequently approve an issue of Equity Securities after it has been made or agreed to be made. If the Shareholders ratify and subsequently approve the issue of Shares the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, resolution 4 seeks Shareholder ratify and subsequently approve to the issue of 1,250,000 ordinary shares to Simon Richard Jeremy Perkins under and for the purposes of Listing 7.4

If Resolution 4 is passed, the issue of these Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the shares.

If Resolution 4 is not passed, the issue of these Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issued date.

The Company confirms that the issue of the Shares to Simon Richard Jeremy Perkins did not breach Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Name of allottees:	Simon Richard Jeremy Perkins (not a related party under Listing Rule 10.1 or 10.11)
Number of securities allotted:	1,250,000 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 13 September 2021.
Issue price:	Nil cash consideration.
Intended use of funds:	No funds were raised as part of this issue. The shares were issued as consideration for technical services provided in connection with the Cerro Bayo project in southern Chile.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 4 by or on behalf of:

- Simon Richard Jeremy Perkins or;
- an associate of Simon Richard Jeremy Perkins.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.

Resolution 5 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 5 October 2021, the Company issued 2,500,000 ordinary shares to John Alfred Sadek, who is the Company's country manager in Chile, as a remuneration incentive. The Board considers that it is reasonable to provide a remuneration incentive to the country manager in Chile to align management interests with those of Shareholders. The Board believes that the issue of the shares to management provides a reasonable, and cost-effective method of remunerating management by providing an equity-based incentive for their ongoing commitment and contribution to the Company in their management role.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of these shares does not fit within any of these exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders. It effectively uses up part of the 15% limit in Listing Rule 7.1, by reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the date the Company issued the Shares.

Listing Rule 7.4 allows the shareholders of a company to ratify and subsequently approve an issue of Equity Securities after it has been made or agreed to be made. If the Shareholders ratify and subsequently approve the issue of Shares, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, resolution 5 seeks Shareholder ratification and approval of the issue of 2,500,000 ordinary shares to John Alfred Sadek under and for the purposes of Listing 7.4

If Resolution 5 is passed, the issue of these shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the date the Company issued the shares.

If Resolution 5 is not passed, the issue of these shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issued date.

The Company confirms that the issue of the shares to John Alfred Sadek did not breach Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Name of allottees:	John Alfred Sadek (not a related party under Listing Rule 10.1 or 10.11)
Number of securities allotted:	2,500,000 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 5 October 2021.
Issue price:	Nil cash consideration.
Intended use of funds:	No funds were raised as part of this issue. The shares were issued as an equity based incentive to the country manager in connection with the Cerro Bayo project in southern Chile.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 5 by or on behalf of:

- John Alfred Sadek or;
- an associate of John Alfred Sadek.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 5.

Resolution 6 Approval of 10% Placement Facility

ASX Listing Rule 7.1A enables the Company to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the AGM ('**10% Placement Facility**'). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Listed entities with a market capitalisation of \$300 million or less and not in the S&P/ASX 300 are eligible to seek shareholder approval under Listing Rule 7.1A and the Company's approximate market capitalisation at the time of this Notice of Meeting is \$22.5 million and not in the S&P/ASX300

Resolution 6, which is a Special Resolution requiring 75% of votes cast to be in favour of the resolution, seeks shareholder approval for the Company to have the ability to issue equity securities under the 10% Placement Facility on the following terms:

(a) Placement Period

Shareholder approval of the 10% Placement Facility is valid from the date of the AGM and expires on the earlier of:

- (i) The date that is 12 months after the date of the AGM at which the approval is obtained.
- (ii) The time and date of the entity's next annual general meeting.
- (iii) The time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company which, in the Company's case, are fully paid ordinary shares.

(c) The formula for calculating 10% Placement Facility

The maximum number of shares that can be issued under the 10% Placement Facility is calculated as follows:

$(A \times D) - E$

Where: A is the number of fully paid ordinary shares on issue in the 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - The convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - The issue of, or agreement to issue, the convertible securities was approved, or taken under the ASX Listing Rule to have been approved, under ASX Listing Rule 7.1 or - 7.4.

- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - The agreement was entered into before the commencement of the relevant period; or
 - The agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4.
 - (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4.
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the relevant period.
 - (iv) less the number of fully paid ordinary securities cancelled in the relevant period.
- D* is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4; and “relevant period” has the same meaning as in ASX Listing Rule 7.1

The current maximum number of ordinary shares, as at the date of this Notice of Meeting, that can be issued under the 10% Placement Facility is 69,870,762. The Company’s current capacity to issue securities as at the date of this Notice Meeting pursuant to Listing Rule 7.1 is 371,488,633.

(d) Minimum Issue Price

The minimum issue price of equity securities issued for the purpose of Listing Rule 7.1.A.3 must be not less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(e) Purposes for which the funds raised by an issue of equity securities may be used

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration only, and the Company intends to use any funds raised under such an issue for continued exploration and evaluation of the Company’s exploration projects, provide appropriate working capital for Cerro Bayo and for general working capital.

(f) Risk of Economic and Voting Dilution

If Resolution 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders’ voting power in the Company will be diluted as shown in the table below. Further, there is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the AGM; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date.

Because Variable A in the formula for calculating 10% Placement Facility, and consequently the number of shares that can be issued under the 10% Placement Facility, can change during the Placement Period, the table below shows a matrix of scenarios of the potential dilution of existing shareholders as at the date of the AGM on the basis of:

- (i) the issue price of equity securities being the current approximate market price of fully paid ordinary shares, plus 50% and minus 50%; and
- (ii) the maximum number of shares that can be issued under the 10% Placement Facility in accordance with the definition of Variable A in the formula for calculating 10% Placement Facility increasing by 50% and 100%.

Variable A in 10% Placement Facility under ASX Listing Rule 7.1A.2	Voting Dilution and Placement Facility Capacity	Issue Price and Funds Raised		
		50% Decrease in Current Approximate Market Price \$0.0045	Current Approximate Market Price \$0.009*	50% Increase in Current Approximate Market Price \$0.0135
Current Variable A 2,505,340,887 shares	9.09% 250,534,089 Shares	\$1,127,403	\$2,254,807	\$3,382,210
50% increase in current Variable A 3,758,011,331 shares	13.04% 375,801,133 Shares	\$1,691,105	\$3,382,210	\$5,073,315
100% increase in current Variable A 5,010,681,774 shares	16.67% 501,068,177 shares	\$2,254,807	\$4,509,614	\$6,764,420

*The current approximate market price of \$0.009 was the closing price as at 5 October 2021.

As an example, if Variable A is increased to 5,010,681,774 shares, the 10% Placement Facility capacity is 501,068,177 shares and therefore the dilution of existing shares as at the date of the AGM, being 2,505,340,887 shares, is calculated as:

$$501,068,177 \div (2,505,340,887 + 501,068,177) = 16.67\%$$

(g) Other Matters

The Company may issue equity securities under the 10% Placement Facility for cash consideration to support the Company's ongoing exploration activities and working capital

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. As there is no issue currently proposed, the identity of the allottees is not currently known and will be determined on a case-by-case basis at the time of allotment, having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the equity securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not currently been determined but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at its 2020 Annual General Meeting and issued a total of 180,288,326 fully paid ordinary shares for cash consideration. This amount is based on the number of Equity Securities on issue at the commencement of that period representing 10% pursuant to ASX Listing Rule 7.1A of the Company's Equity Securities

Further details of the issues of Equity Securities by the Company during the 12 months period preceding the date of this Notice of Meeting are set out in Appendix "A" of this Explanatory Memorandum.

Information relating to the issue of Equity Securities in the preceding 12 months is as follows:

- Number of securities issued: 180,288,326 ordinary shares issued under ASX Listing Rule 7.1A. The subscribers of the shares are not related parties, key management personnel, substantial holders, adviser to the Company or an associate of any of the above under Listing Rule 10.1 or 10.11)
- Class of securities issued: Ordinary fully paid shares;

- Issued of the Securities: Sophisticated and professional investors identified by the Lead Manager Taylor Collison Limited pick through their network (none of whom were related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined in section 7.4 of Guidance Note 21).
- Issue price: 180,288,326 ordinary shares were issued at \$0.011 per share and the closing price on the date of the issue was \$0.011.
- The issue was for cash: The total cash consideration received was \$1,983,171. The cash will be used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.

Voting Exclusion:

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in respect of Resolution 6.

The Directors recommend that you vote IN FAVOUR of Resolution 6.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 6.

Resolution 7 Proposed Acquisition of Compañía Minera Cerro Bayo

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Resolution 7, which is an ordinary resolution, seeks shareholder approval for the Company to have the ability to issue 587,502,438 ordinary shares to Mandalay Resources Corporation (**Mandalay**) or a nominee under and for the purposes of ASX Listing Rule 7.1. Mandalay is not a related party for the purposes of Listing Rule 10.1 or 10.11)

The Issue does not fall within any of these exceptions and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

To this end, the resolution seeks shareholder approval to the Issue under and for the purposes of ASX Listing Rule 7.1.

The Company entered into an option agreement with the Company, Minera Equus Chile Limitada, Compañía Minera Cerro Bayo Ltd (**CMCB**), Mandalay and Mandalay Resources (Chile) SpA dated 7 October 2019, as amended by a side letter on 10 June 2020 which related to the Company's option to acquire the entire share capital of CMCB (**Agreement**).

(a) Issue of 587,502,438 ordinary shares which will represent 19 % of the share capital of the Company on the date of issue.

The Company is proposing to exercise its option pursuant to the Agreement and issue 587,502,438 ordinary shares to Mandalay (or a nominee), which subject to Resolution 8 being passed, will result in Mandalay (or a nominee) holding 29,375,122 Shares in the capital of the Company (on a post Consolidation basis). It is proposed that the issue will occur on 5 December 2021, which is within 3 months of the date of this Annual General Meeting for the purposes of ASX Listing Rule 7.3 (**Issue**).

The Issue is occurring pursuant to the Agreement and the material terms of the Agreement are as follows:

- On exercise of its option, the Company has the ability to acquire the entire share capital of CMCB;
- Part of the consideration for the acquisition of the shares in the capital of CMCB by the Company is the issue by the Company to Mandalay (or its nominee) of 587,502,438 ordinary shares in the capital of the Company on completion of the exercise of the option.
- On completion of the proposed transaction, the Company will own the shares in the capital of CMCB and will continue to carry on the same activities as the owner of the Property, as defined in the Agreement, which includes any assets that form the Cerro Bayo project located in the Aysen Region, Chile.
- As part of the proposed transaction, the Company will pay Mandalay a 2.25% of the Net Smelter Returns (NSR Royalty) upon the production of 50,000 gold equivalent ounces.
- Mandalay for as long as it holds at least 10% of the issued capital in the Company shall have the right to nominate one Director.
- For a period of three years following completion of the proposed transaction, if the Company proposes to issue any equity securities pursuant to a public offer or private placement, Mandalay has the pre-emptive right to subscribe for shares under same terms and conditions pursuant to the public offer or private placement up to that number of equity securities as will enable Mandalay, to maintain the same percentage interest in the Company after the completion of the Offer.

(b) Summary of key terms of Issue

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Name of allottees:	Mandalay Resources Corporation or its nominee
Number of securities allotted:	587,502,438 ordinary shares pursuant to Listing Rule 7.1.
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issue:	The shares are proposed to be issued on 1 December 2021 (which is within 3 months of the date of this Annual General Meeting for the purposes of ASX Listing Rule 7.3).
Issue price:	Nil cash consideration.
Intended use of funds:	No funds were raised as part of this issue. The shares were issued as consideration for the acquisition by the Company of the entire issued share capital of CMCB.

If the resolution is passed, the Company will be able to proceed with the exercise of its option and the Issue of the consideration shares and the total number of shares on issue will increase from 2,505,340,887 to 3,092,843,325 and the existing shareholders will be diluted by 19%. In addition, the Issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under ASX Listing Rule 7.1.

If the resolution is not passed, the Company will not be able to exercise its Option and will not be able to proceed with the Issue of the consideration shares to Mandalay to acquire Compañía Minera Cerro Bayo.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 7 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 7.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 7.

Resolution 8 Consolidation of Capital

Resolution 8 is an ordinary resolution which proposes that the issued capital of the Company be altered by consolidating the existing securities (ordinary shares and options) on a 1 for 20 basis (**Consolidation**). The record date for determining the Consolidation will be on 8 December 2021. Any fractional entitlements as a result of holdings not being evenly divisible by 20 will be rounded down to the nearest whole number.

Section 254H of the Corporations Act

Section 254H of the Corporations Act enables a company to convert all of its ordinary securities into a smaller number of securities by a resolution passed at a general meeting. The conversion proposed by Resolution 8 is permitted under section 254H of the Corporations Act.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders. Other terms of the Options will not change as a result of or following the Consolidation. As a result of the large number of Shares currently on issue, the purpose of the Consolidation is to reorganise the Company's share capital which, in turn, will provide a higher nominal price per Share. Consequently, the Consolidation will have no material effect on the percentage interest in the Company of each Shareholder or Option holder from a pre-Consolidation basis to a post-Consolidation basis (see tables below).

The Consolidation will reduce the number of existing securities on issue. For example, a Shareholder currently holding 1,200 Shares will, as a result of the Consolidation, hold 60 Shares, and an Option holder currently holding 1,200 Options will, as a result of the Consolidation, hold 60 Options.

The Company's balance sheet and tax position will remain unaltered as a result of the Consolidation.

(a) Shares

If Resolution 7 is passed the issued capital of the company will be 3,092,843,325 and the Company's issued share capital as a result of the Consolidation on a 1 for 20 basis will be as follows (subject to rounding):

	Pre-Consolidation	Post-Consolidation
Shares on Issue	3,092,843,325	154,642,166

(b) Options

The Listing Rules require the Company to consolidate the number of existing Options of the Company on the same 1 for 20 ratio with the exercise price being amended in inverse proportion to that ratio. Accordingly, the existing Options will be consolidated as follows (subject to rounding):

Expiry date	Pre-Consolidation		Post-Consolidation	
	Number of options	Exercise price	Number of options	Exercise price
13/11/2021	5,000,000	\$0.050	250,000	\$1.00
13/11/2021	6,666,666	\$0.027	333,333	\$0.54
13/11/2022	6,666,667	\$0.030	333,333	\$0.60
16/09/2023	401,888,889	\$0.015	20,094,444	\$0.30
13/11/2023	5,000,000	\$0.070	250,000	\$1.40
25/11/2023	8,333,332	\$0.022	416,666	\$0.44
01/12/2023	2,500,000	\$0.022	125,000	\$0.44
13/11/2024	6,666,667	\$0.035	333,333	\$0.70
25/11/2024	8,333,334	\$0.025	416,666	\$0.50
25/11/2025	8,333,334	\$0.027	416,666	\$0.54

(c) Holding statements

Following the Consolidation, all holding statements for existing Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares (on a post-Consolidation basis). After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders.

(d) Timetable

If Resolution 8 is passed, the Consolidation will take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the Listing Rules. The anticipated timetable for the Consolidation is set out below.

Event	Date
Company announces the Consolidation and sends out Notice of Meeting to Shareholders	23 October 2021
Effective date of Consolidation as specified in the resolution approving the Consolidation	3 December 2021
Last day for trading in pre-consolidation securities	6 December 2021
Record Date	8 December 2021
Last day for the Company to register transfers on a pre-Consolidation basis	
First day for the Company to update its register and to send holding statements to security holders	9 December 2021
Last day for the Company to update its register, to send holding statements to security holders and notify ASX	15 December 2021

The above dates are indicative only and are subject to change.

The Directors recommend that you vote IN FAVOUR of Resolution 8.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 8.

Resolution 9 Approval of Director's aggregate remuneration amount (other than executive directors)

Resolution 9 seeks Shareholder approval under Listing Rule 10.17 to increase the maximum aggregate amount for the remuneration in each financial year for the Directors (other than executive directors), with such amount being conditional upon and with effect from the close of the AGM.

On or around 29 November 2005, the shareholders approved the maximum aggregate amount for the remuneration in each financial year for the Directors (other than executive directors) as \$200,000. The Company is looking at appointing new non-executive Directors and, consequently, will require an increase to the maximum aggregate remuneration amount.

If Resolution 7 is passed the Company will appoint the Mandalay Corporation Costerfield Mine General Manager Ryan Austerberry to the board of Directors of the Company as a non-executive director representing Mandalay. If Resolution 7 is not passed the Company will not appoint Ryan Austerberry to the board of Directors of the Company.

The ASX Listing Rules and the Company's Constitution provides that the Shareholders are required to approve the maximum aggregate amount that the Directors as a whole (other than the executive directors) may be paid in each financial year. Pursuant to clause 10.2 of the Company's Constitution and subject to the ASX Listing Rules, the Shareholders agree to increase the maximum amount from \$200,000 to \$300,000 and that the aggregate maximum sum of \$300,000 will be divided among the non-executive Directors in such proportion and manner as the Directors agree.

Additional information required by ASX Listing Rule 10.17

Set out below are details of securities issued to non-executive Directors within the last three years with the approval of Shareholders under Listing Rule 10.11 or 10.14.

Director	Number of securities
Mark Lochtenberg	75,065,656 Shares
	11,111,111 Unlisted options expiring on 16 September 2023 exercisable at \$0.015 each.
Robert Yeates	3,333,333 Shares
	3,333,333 Unlisted options expiring on 16 September 2023 exercisable at \$0.015 each.

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 9 by, or on behalf of, any Director or any of their associates.

However, the Company need not disregard a vote cast in favour of Resolution 9 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
 - the holder votes on this Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on Resolution 9 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on the item. This restriction on voting undirected proxies does not apply to the Chair where the proxy form expressly authorises the Chair to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP. The Chair intends to exercise undirected proxies in favour of Resolution 9.

The Directors recommend that you vote IN FAVOUR of Resolution 9.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 9.

Appendix “A”
Issue of Equity Securities since 25 November 2020 under ASX Listing Rules 7.1 and 7.1A

Date	Number of Equity Securities	Class of Equity Securities and summary of terms and the ASX Listing Rule under which the Equity Securities were issued	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to market price on the trading day prior to the issue	Form of Consideration
9 December 2020	3,300,000	Ordinary shares Under L.R. 7.1	Westoaks Enterprises Pty Ltd	\$0.011 There was no discount of 8.3% to the market price	No cash consideration. The shares were issued as consideration for geological services provided in connection with the Cerro Bayo project.
14 January 2021	11,538,462	Ordinary shares Under L.R. 7.1	Westoaks Enterprises Pty Ltd	\$0.013 There was no discount or premium to the market price	No cash consideration. The shares were issued as consideration for geological services provided in connection with the Cerro Bayo project.
3 February 2021	2,000,000	Ordinary shares Under L.R. 7.1	Conversion of options	\$0.015 Represent a premium of 7.1% to the market price	Cash consideration of \$30,000 before costs the cash was used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.
24 February 2021	1,250,000	Ordinary shares Under L.R. 7.1	Simon Richard Jeremy Perkins	\$0.0131 Represent a premium of 0.8% to the market price	No cash consideration. The shares were issued as consideration for geological services provided in connection with the Cerro Bayo project.
12 May 2021	750,000	Ordinary shares Under L.R. 7.1	Simon Richard Jeremy Perkins	\$0.0125 Represent a premium of 13.6% to the market price	No cash consideration. The shares were issued as consideration for geological services provided in connection with the Cerro Bayo project.
28 May 2021	251,101,674	Ordinary shares Under L.R. 7.1	To professional and sophisticated investors who participated in the placement the subject of the announcement dated 21/5/2021	\$0.011 There was no discount or premium to the market price	Cash consideration of \$2,762,118 before costs the cash was used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.
28 May 2021	180,288,326	Ordinary shares Under 7.1A	The subscribers of the shares are not related parties, key management personnel, substantial holders, adviser to the Company or an associate of any of the above under Listing Rule 10.1 or 10.11) subject of the announcement dated 21/5/2021	\$0.011 There was no discount or premium to the market price	Cash consideration of \$1,983,172 before costs the cash was used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.

18 June 2021	45,454,545	Ordinary shares Under L.R. 7.1	Share Purchase Plan announced on 21/5/2021	\$0.011 Represent a premium of 10% to the market price	Cash consideration of \$500,000 before costs the cash was used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.
13 July 2021	204,973,636	Ordinary shares Under L.R. 7.1	To professional and sophisticated investors who participated in the placement the subject of the announcement dated 21/5/2021	\$0.011 Represent a premium of 10% to the market price	Cash consideration of \$2,254,710 before costs the cash was used to continue with the drilling and resource evaluation programs at Cerro Bayo and for general corporate and working capital purposes.
14 September 2021	1,250,00	Ordinary shares Under L.R. 7.1	Simon Richard Jeremy Perkins	\$0.012 Represent a premium of 12% to the market price	No cash consideration. The shares were issued as consideration for geological services provided in connection with the Cerro Bayo project.
5 October 2021	2,500,00	Ordinary shares Under L.R. 7.1	John Alfred Sadek	\$0.010 Represent a premium of 11% to the market price	No cash consideration as the shares were issued as equity based incentive to the country manager in connection with the Cerro Bayo project in southern Chile.

At the date of this notice, the Company holds 55% of the cash raised during May 2021 and July 2021.

Issue of Equity Securities since 25 November 2020

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to market price on the trading day prior to the issue	Form of Consideration
25 November 2020	20,000,000	Unlisted options	John Braham	Nil consideration	No funds were raised and no non-cash cash consideration paid
25 November 2020	5,000,000	Unlisted options	Damien Koerber	Nil consideration	No funds were raised and no non-cash cash consideration paid
1 December 2020	2,500,000	Unlisted options	Guillermo Chacon	Nil consideration	No funds were raised and no non-cash cash consideration paid

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It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Equus Mining Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held online on **25 November 2021 at 11 am (EDST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Mark H. Lochtenberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr David H. Coupland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of 1,250,000 shares issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of 2,500,000 shares issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of securities to Mandalay Resources Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Non-executive Director's aggregate remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

STEP 3

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

COVID-19: EQUUS MINING LIMITED ANNUAL GENERAL MEETING

Due to the continuing developments concerning coronavirus (COVID19), the Company encourages Shareholders to consider participating in the Meeting virtually or voting by proxy rather than attending the Meeting in person.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online. Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal by 5pm on **23 November 2021**.

More information regarding online participation at the Meeting is available in the virtual Attendance Instructions accompanying the Notice of Meeting

HOW TO COMPLETE THIS SHAREHOLDERS PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all shareholders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (EDST) on 23 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033