Sierra Nevada Gold Inc

ARBN 653 575 618

Annual Report - 31 December 2023

Directors	Peter Moore, Executive Chairman Robert Gray, Non-executive Director David Ransom, Non-executive Director
Company secretary	Tony Panther
Registered office - United States of America	Suite 210, 241 Ridge Street Reno, Nevada 89501 United States of America
Registered office - Australia	C/o Vistra Australia Pty Ltd Level 4, 96-100 Albert Road South Melbourne VIC 3205 AUSTRALIA Phone: +61 3 9692 7222
Principal place of business	Suite 101, 5470 Louie Lane Reno, Nevada 89511 United States of America
Share Registry	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 Australia Telephone: 1300 850 505 (within Australia); +61 3 9415 4000 (outside Australia)
Auditor	RSM Australia Partners Level 27, 120 Collins Street Melbourne VIC 3000
Stock exchange listing	Sierra Nevada Gold Inc Chess Depositary Interest (CDI's) are listed on the Australian Securities Exchange (ASX code: SNX)
Website	www.sngold.com.au

Letter from the Chairman

Dear Fellow Shareholders,

Welcome to the 2023 Annual Report for Sierra Nevada Gold Limited (ASX: SNX), reflecting on a year in which we have continued to explore our precious and base metal projects in Nevada, USA. While it has been a challenging period for junior exploration companies, we have confidence that the quality of the SNX projects have the potential for significant additional gold and copper discoveries and we are confident that the SNX Board and Management team has the expertise and experience to execute the exploration strategy required for new discoveries.

Our focus during 2023 has been on the flagship Warrior project, as its potential to host a major new gold discovery that could be company-making for SNX. SNX initiated and focussed “boots on the ground” exploration program at Warrior and this work delivered new targets including the promising new Kouta target. The program completed early-stage exploration including mapping, rock-chip sampling and pXRF soil geochemistry analysis that has identified an extensive epithermal gold-silver system, that warrants further aggressive exploration and drilling.

The company also completed reverse circulation (RC) drilling at the Gold Coin and Discovery Shaft areas at Warrior, within the historic Warrior Mine following earlier sampling and drilling which indicated this area was promising for high grade mineralization. We await results from our 12-hole program completed towards the end of the year, and analysis of these will help shape our plans and refine our focus for 2024. (These results were released in an announcement on 29 February 2024 attached hereto)

At Blackhawk, where we have defined separate high grade epithermal vein, and porphyry projects, we continue to execute the stated strategy to Joint Venture with suitable partners to fund further exploration on the large-scale porphyry system discovered by the company. In the December quarter, SNX hosted site visits from interested parties and partnership discussions are ongoing.

In addition the company has designed a drill program to test the Blackhawk epithermal gold/silver target, and this will focus on high impact targets beneath and along strike or the Endowment Mine to follow up a previous discovery hole on the project.

Further exploration is also planned for our New Pass and Colorback projects. At New Pass, we plan further drilling to test the Superior and Thomas W veins, as well as additional work for other prospective deposit types, such as jasperoid and Carlin-style deposits. At Colorback, we will focus on defining drill targets in what is a fertile structural corridor.

In the current difficult market conditions, I would like to thank our loyal Shareholders who participated in the Rights Offer that raised A$1.5 million in total to help us continue our exploration in Nevada. As a fellow SNX Shareholder, I understand it has been a challenging and somewhat frustrating year, however we are grateful for your continued support and your belief in the SNX team to deliver a significant new mineral discovery on our Nevada projects.

In recent months, we have welcomed Dr David Ransom to our Board. David brings a wealth of industry experience across a range of fields that will benefit SNX, including his work as a structural geologist where he consulted companies including BHP and Newmont. David was also a senior resource analyst and portfolio manager at Acorn Capital for 17 years, focused on small cap materials and energy companies. David has 45 years of experience across geology, mining and finance and we are grateful to have a candidate of his calibre join our Board. Concurrently, Dr Alan Wilson retired from the Board to focus on other interests, and we thank him for his contribution to SNX over recent years and wish him well for the future.

I also thank all my fellow Directors and our team spanning exploration and corporate roles, who have continued to work tirelessly to advance our goals over the past year.

We are working in one of the best jurisdictions in the world for mining exploration and development, and we are confident that a major discovery in our portfolio is imminent. As we continue to progress towards this goal in 2024, I look forward to keeping you updated and hope you will continue the journey with us.

Peter Moore
Executive Chairman

The directors present the report, together with the financial statements, of the consolidated entity (referred to hereafter as the 'Consolidated Entity') consisting of Sierra Nevada Gold Inc (referred to hereafter as the 'Company' or 'parent entity') and the entity it controlled at the end of, or during, the year ended 31 December 2023.

Directors
The following persons were directors of Sierra Nevada Gold Inc during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Peter Moore
Mr Robert Gray
Dr Alan Wilson (resigned on 24 January 2024)
Dr David Ransom (appointed on 24 January 2024)

Principal activities
During the financial year the principal continuing activities of the Consolidated Entity consisted of exploration and evaluation of the Consolidated Entity's five mineral exploration projects across the state of Nevada, USA.

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

Review of operations
The loss for the Consolidated Entity for the year after providing for income tax amounted to $1,539,523 (2022: loss of $2,568,300).

Net assets have decreased by $255,893 from $15,481,722 at 31 December 2022 to $15,225,829 at the end of the financial year from operating loss referred to above.

The Consolidated Entity continued its exploratory activities on its Nevada exploration projects. The Consolidated Entity expended $1,478,765 on exploration and evaluation assets during the year (2022: $3,771,480).

Overview of activities
Sierra Nevada Gold Limited (ASX: SNX) has been actively engaged in the acquisition and exploration of precious and base metal projects in the highly prospective mineral trends in Nevada, USA since 2011. The Company is exploring five 100%-controlled projects in Nevada, comprising four gold and silver projects and a large copper/gold porphyry project, all representing significant discovery opportunities for the Company.

Warrior Project, Nevada, USA

Sierra Nevada's flagship Warrior Project centres on a large historic mining centre hosted within a substantial alteration system that is prospective for high-grade vein and disseminated Au-Ag epithermal, skarn breccia and Carlin style deposits.

The Warrior Mineral system is analogous to the 20Moz Round Mountain deposit in the trend, and is well located 15km along strike from the high-grade Paradise Peak High Sulphidation epithermal Au/Ag deposit (+2Moz Au, 40Moz Ag), 4km NE of the Simon Mine (high-grade polymetallic Ag).

Warrior hosts a large mining camp with four main centres, each of which exploited high-grade epithermal mineralisation, with the Warrior, Hillside, Cute Maid, and Lou Mines mutually aligned on a prominent northeast lineament. The largest of these is located northeast of the camp where records from the 1920s reveal sampled bonanza grade veins over significant composite vein lengths including 90m at 52.38g/t Au (Discovery Shaft Level 1), 15m at 59.93g/t Au (Discovery Shaft Winze) and 33m at 27.35g/t Au (Gold Coin Shaft).

Drilling
In February 2023, the Company received drill results from six reverse circulation (RC) holes for 1,329m at Warrior, which had been completed prior to winter curtailment in December 2022. Initial drilling focused on testing the Warrior Mine Trend in both Gold Coin and Discovery Shaft areas and in prospective northwest zones, where mineralisation appears to underlie a sequence of post-mineralisation cover rocks.

Drill hole WARC007 successfully intercepted high-grade Au-Ag mineralisation close to historic underground workings, returning 17.07m at 1.57g/t Au & 3.43g/t Ag, including 2.44m at 7.76g/t Au & 6.25g/t Ag. Scout hole WARC012 returned highly anomalous gold and silver of 143.86m at 0.24g/t Au & 1.31g/t Ag, from beneath andesitic volcanic rocks to the end of hole at 353.55m. Importantly within hole WARC012 the Au and Ag grade is increased towards the end of hole.

These highly encouraging results reaffirmed the large scale of the Warrior hydrothermal system, together with the targeting model developed by SNX’s technical teams. Meanwhile, re-analysis of existing IP geophysical data has identified more than 10km of new blind targets across the project, with future programs planned to test chargeable zones, located along and within north-northwest trending feeder structures.

SNX also completed vein characterisation sampling from historic mine dumps at Warrior, which returned exceptional results of up to 74g/t Au confirming the high-grade nature of the large epithermal gold system. Four vein types were present, which can be divided into three groups based on geochemistry and texture:

- Banded chalcedonic/kaolinitic veins and massive quartz veins – these show a high gold-silver (Au/Ag) ratio and weakly elevated arsenic (As) and antimony (Sb) and low mercury (Hg).
- Crudely banded sulphide rich vein / wallrock – these exhibit a low Au/Ag ratio with highly elevated As & Sb and moderately elevated Hg.
- High level chalcedonic/silicified breccia (above the boiling zone) and veins showing low level Au, low Au/Ag ratio with highly elevated As, Sb & Hg.

SNX engaged world-renowned epithermal gold expert, Dr. Richard Sillitoe, to undertake a technical review of the Warrior project which aims to improve exploration understanding and future targeting activities.

In October, SNX announced results from reconnaissance mapping, rock chip sampling and portable XRF (pXRF) soil programs at its OMCO claim area within the Warrior project. Results from these programs have identified a significant Au-Ag epithermal system, with both drill-ready targets and additional highly prospective exploration targets within the property, adding further to Warrior’s potential to host a company-making discovery.

Three targets Kouta, Jezza and Stix were identified across the OMCO claim area (Figure 1). Initial surface rock chip sampling of the vein systems has yielded high grade results up to 6.78ppm Au and 101ppm Ag at Kouta. In addition, OMCO hosts a large area of significant, high level, epithermal geochemical anomalism, and alteration within the Jezza target, defined by mapping, rock chip sampling and soil pXRF analysis. Jezza lies between the proven high-grade Au-Ag vein system at Kouta and the historic producing high-grade Olympic Au vein at the OMCO mine and remains to be drill tested. At Stix, highly elevated geochemical pathfinder anomalism coincides with a well-defined sinter up flow and outflow zone’s situated along strike to the northeast of historical mine working’s where high level textured epithermal vein material has been identified on mine dumps.

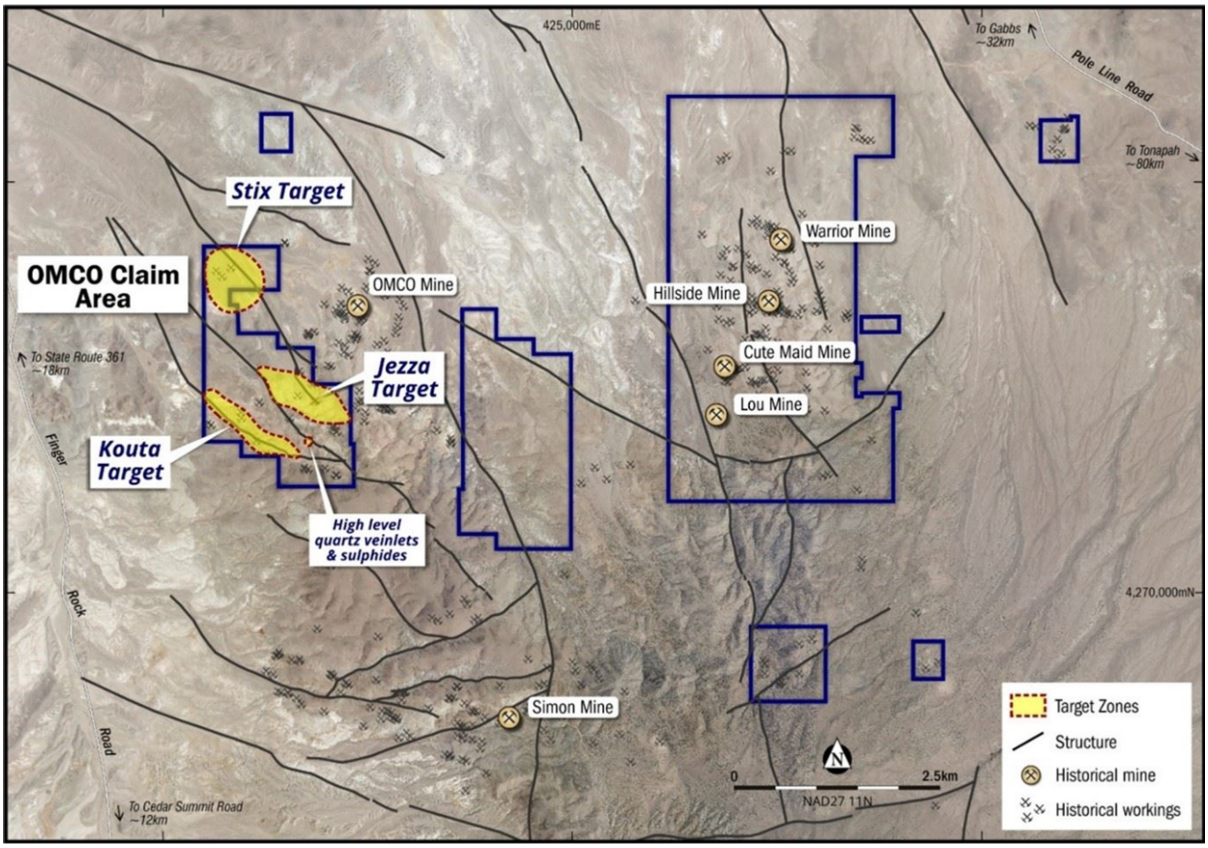

Figure 1: Location diagram showing the location of the OMCO Claim Area within the Warrior Project and the newly identified target zones Kouta, Jezza and Stix. Figure shows mining centres, historic workings, major structures, and county-maintained access roads. SNX granted claims are in blue.

Results from sampling of the vein systems, vein characterisation and geochemistry across the OMCO claim area show that the low sulfidation epithermal systems contain both high-grade Au-Ag mineralisation and high order geochemical path finder anomalies at surface, zonation of which allows for detailed targeting of high-grade zones in each vein system.

SNX is developing drill targets to test the extent and grade of mineralisation within the OMCO epithermal vein systems. Initial drilling is planned to test the Kouta target. Additional mapping and rock chip sampling is ongoing across the OMCO claim area, focusing on areas of outcropping mineralisation and geochemical anomalism identified through the successful soil pXRF program.

Warrior Mine Area

In December 2023, SNX completed a 12-hole, 913m reverse circulation (RC) drilling program at its Warrior Gold Project, located 5km east of OMCO.

The 2023 drilling program focused on testing the upper limits of the Warrior vein where historic underground sampling (circa 1920s) returned high-grade composite results including:

- 90m at 52.38g/t Au[1] (Discovery Shaft Level 1) from 109 samples taken across the vein, along vein strike;
- 15m at 59.93g/t Au1 (Discovery Shaft Winze) from 27 samples taken across the vein, down vein dip; and
- 33m at 27.35g/t Au1 (Gold Coin Shaft) from 18 samples taken across the vein, down vein dip.

This represented the first drill testing of these near-surface portions of the Warrior vein.

The Company received the results of this drilling campaign in February 2024. Better results included:

- 20.73m at 2.13g/t Au from 62.2m inc. 10.97m at 3.76g/t Au from 63.4m (WARC022 – Warrior South)
- 4.88m at 5.49g/t Au from 8.5m (WARC013 – Gold Coin)
- 10.97m at 1.80g/t Au from 40.2m (WARC019 - Warrior)

- 7.32m at 1.73g/t Au from 25.6m (WARC014 – Gold Coin)
- 8.53m at 1.64g/t Au from 6.1m (WARC015 – Gold Coin)

Remnant mineralisation was intersected adjacent to mining voids (WARC015 & WARC017), demonstrating previous miners did not extract the entire mineralised envelope, but selectively mined bonanza grade material.

The Company has identified a second, and overprinting, hydrothermal system via presence of highly anomalous geochemistry being consistent with the geochemistry observed within high level portions of a epithermal system. This second system is consistently seen beneath and occasionally overprinting the outcropping veins and provides extra scope for vein targeting.

Blackhawk Project

SNX has identified two major and extensive components of a large mineralised system at its Blackhawk Project – The Blackhawk Epithermal Project and the Blackhawk Porphyry Project.

SNX commenced discussions with several parties regarding a potential partnership to advance exploration of the Porphyry component of the project, allowing the company to focus on exploration and development of its Warrior gold-silver project. SNX hosted site visits and had advanced discussions with several third parties during the December 2023 quarter regarding the entering into a Joint Venture (JV) to further exploration on the large-scale porphyry system. These discussions are ongoing.

At the Blackhawk Epithermal Project, SNX designed a 1900m drill program at the Endowment Mine prospect, with permitting approved. Drilling will follow up on previous drillhole BHD006 (drilled by SNX in 2017) which returned an intercept of 12.0m at 219g/t Ag, 0.36g/t Au, 3.05% Pb and 8.54% Zn from 250-262m downhole. This interval includes a high-grade core of 5.0m at 479g/t Ag, 0.73g/t Au, 6.96% Pb and 19.84% Zn from 256-260m downhole.

New Pass Project

The New Pass Project is prospective for vein-style gold deposits and jasperoid-hosted, Carlin-style gold deposits within the NW orientated Austin Trend. The Austin Trend is south of, and parallel to, the prolific Carlin and Battle Mountain Trends of central Nevada. The New Pass Project centres on the New Pass Mining centre, which until recently produced gold at an estimated average grade of 17g/t Au from two parallel, steeply dipping NS striking quartz veins. Approximately 40koz of gold (non-JORC) is estimated to have been extracted by various private operators over its history.

The New Pass Project contains 6.5km of largely unexplored structurally prospective strike, most of which is covered by thin post mineral sediments and volcanics. Large scale argillic alteration with highly anomalous zinc is present 1km northwest from the main mining centre and presents Sierra Nevada with an immediate prospective area to test outside of the mined areas.

The New Pass mining centre displays characteristics of a large-scale mineral system. It has witnessed both historic and more recent mining with high grade, vein-hosted gold mineralisation exposed at surface and exploited to approximately 150m below surface. North-south oriented gold-bearing veins are present at the historically and recently worked Superior, Thomas West, Gold Belt and Valley View mines and the lightly prospected and exploited Julie, Lander, True-Blue, and Wildcat zones. Complementary datasets across the project indicate a large-scale and highly prospective structural, hydrothermal, and geochemical setting for the formation of vein deposits.

Underground face mapping and sampling of the Superior Vein at New Pass returned results up to 20.1 g/t Au. Rock chips collected from remnant mineralisation from the Superior Vein, exposed throughout much of Superior Adit 4, generated multiple ore grade samples, ranging from 2.1 - 20.1g/t Au. These results from both relic and peripheral mineralisation underpin the bonanza grades recorded from multiple mining campaigns conducted historically at New Pass.

SNX re-assayed samples from selected intersections from its maiden reverse circulation (RC) drilling program using screen fire techniques. With larger sample volumes, screening helps separate nuggety particulate gold from finer gangue fractions. Hole NP004RC returned conventional fire assays of 2.1g/t Au, which doubled to 4.3 g/t Au from 169.5 - 171.9m using screen fire assays.

To aid geological modelling, SNX mapped changes in lamination and oxidation in siltstone and brecciation in the wallrock proximal to mineralisation. With these prominent textures and the higher frequency of hanging wall structures, major ore-hosting veins should be easier to predict.

Next steps
SNX is planning further drilling across the Superior and Thomas W veins to better define their respective dimension and plunge of local mineralisation, and plans to follow up the 2022 drilling program to include further testing of these high-grade veins, together with a large, local zinc geochemical anomaly.

SNX notes further exploration is needed to test for other prospective deposit types, including both jasperoid and Carlin-type deposits.

Colorback Project

The Colorback project is situated within the heart of the Battle Mountain Trend (BMT), which hosts the giant Pipeline deposit (20Moz gold), the Cortez Complex (15Moz gold) and Barrick's Goldrush and Fourmile discoveries (+15Moz gold and growing) as well as the Robertson deposit, which is under development by Nevada Gold Mines, a joint venture between Barrick and Newmont. The BMT is a remarkable gold province that hosts several world-class gold deposits with total production and reserves of more than 100Moz Au.

Through its data acquisition and exploration program, SNX identified large-scale fertile structures with the potential to host a significant Carlin-style mineral system within the Colorback project.

In February, SNX announced assay results from drilling at Colorback following completion of five reverse circulation (RC) holes for 378m at Colorback. Results confirmed the presence of near-surface gold mineralisation, verifying historic drilling that outlined zones of near surface oxidised gold mineralisation. In particular drilling identified a generally flat-lying mineralised gold zone approximately 300m by 200m (Western Zone) that is open towards the downthrown "Eastern Zone".

SNX's continued exploration program will focus on defining drill targets within this fertile structural corridor where the gold carrying structures are interpreted to intersect the more favourable and receptive calcareous "Lower Plate lithologies" at depth, rocks that are host to the nearby giant gold deposits.

Competent Persons Statement

Information in this document that relates to Exploration Results is based on information compiled or reviewed by Mr. Brett Butlin, a Competent Person who is a fellow of the Australian Institute of Geoscientists (AIG). Mr. Butlin is a full-time employee of the Company in the role of Chief Geologist and is a shareholder in the Company. Mr. Butlin has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken 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. Butlin consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Corporate

Board Changes
Experienced geologist and mining and finance executive Dr David Ransom joined the SNX Board as a Non-Executive Director post year-end on 24 January 2024. He has 45 years of experience in the mining industry in Australia and overseas, and specialised in structural geology for 20 years, working with many companies including CRA, BHP and Newmont. He was also a resource analyst and portfolio manager at Acorn Capital for 17 years, focused on small cap materials and energy companies, and has been a Non-Executive Director of African focused gold producer Perseus Mining (ASX/TSX: PRU) since 2019.

Concurrently, Dr Alan Wilson retired from the Board to focus on other interests.

Non-Renounceable Rights Offer
In August, SNX completed a non-renounceable rights offer of five (5) new CHESS Depository Interests (CDIs) for every eight (8) CDIs held (representing new fully paid shares of common stock) at the price of A$0.08 (Rights Offer). SNX received applications for 11,652,924 new CDIs under the rights offer and applications for 4,148,964 new CDIs under the shortfall offer, raising $A1,264,151 before costs.

In November, SNX advised it completed the placement of 2,966,038 shortfall CHESS Depository Interests (CDIs) at A$0.08 per CDI raising A$237,283 in respect to its non-renounceable rights issue to securityholders which closed on 24 August 2023. In total, A$1,501,434 was raised in respect to the non-renounceable rights offer which was announced on 26 July 2023. Following completion of allotment of these CDIs, the Company had on issue: 75,249,926 CDIs 1,782,210 unlisted options and 3,156,306 unlisted performance shares.

Material business risks

The Consolidated Entity is subject to a range of risks, some specific to the Company and its Consolidated Entity's business activities, and others being general risks arising from and affecting the general economy as a whole.

Current material risks most relevant to the Consolidated Entity and its future prospects, are:

Continuity of tenure of mining claims
The ownership of mineral rights, patented mining claims, unpatented mining claims are governed by Nevada law. The procedures for the location and maintenance of unpatented mining claims are governed by United States law and Nevada law.

The Consolidated Entity follows the mandated processes under the relevant Nevada and United States legislation to ensure continuity of its mining tenure and planned activities and maintains internal monitoring procedures to ensure all federal annual mining claim maintenance fee obligations are identified and paid in a timely manner.

Drilling operations health and safety risks
The conduct of the Consolidated Entity's exploratory drilling operations, often in remote locations, may give risk to occupational health and safety risks for the Consolidated Entity's employees and contractors.

The Consolidated Entity ensures that it only engages drilling contractors which have in place comprehensive occupational health and safety policies and procedures which comply with all relevant legislative and industry requirements. The Consolidated Entity also ensures that its employees and contractors undergo applicable training and induction processes. The Consolidated Entity also carries all required employee compensation insurances.

Environmental risks
The operations and activities of the Consolidated Entity are subject to State and Federal laws and regulations concerning the environment. As is typical of most exploration projects and mining operations globally, the Consolidated Entity's activities may have an impact on the local environment of operation, particularly if advanced exploration or mine development proceeds. Such impact can give rise to substantial costs for environmental rehabilitation, damage, control and losses.

The Consolidated Entity ensures that it complies with relevant laws relating to its exploration operations and, where applicable, undertakes any required rehabilitation processes.

Foreign exchange risks
The Consolidated Entity is domiciled in, and undertakes its exploration operations in, the United States and the majority of its expenditure is incurred in US dollars. However, as it has securities listed on the Australian Securities Exchange, it expects a portion of its ongoing costs, including listing, compliance and some employment-related costs, to be incurred and paid in Australian dollars.

The Consolidated Entity has decided not to actively manage its foreign exchange risks arising from this structure. In order to minimise ongoing foreign exchange currency risks, the Consolidated Entity has estimated future Australian dollar-denominated costs that it expects to incur, in the short to medium term, and will hold Australian dollars to match those expected expenditures as far as practicable.

Significant changes in the state of affairs

On 3 May 2023, 300,000 Performance Shares held by Mr Robert Gray, Non-Executive Director of the Company, and 120,000 Performance Shares held by Mr Brett Butlin, Chief Geologist of the Company, vested and were converted into CHESS Depositary Interests ("CDIs"). The resulting 300,000 CDIs issued to Mr Robert Gray and 120,000 CDIs issued to Mr Butlin are subject to ASX escrow for 12 months following their issue date.

Non-renounceable Rights Offer

On 26 July 2023, the Company announced it was undertaking a 5:8 pro-rata Non-Renounceable Rights Offer ("Rights Offer") comprising the following:

(a) a non-underwritten, pro-rata non-renounceable rights offer, of new CHESS Depositary Interests ("CDIs") in common stock in the Company ("New CDIs") to Eligible CDI Holders on the basis of 5 New CDIs for every 8 existing CDIs held on 31 July 2023, at an Offer Price of A$0.08 per CDI;

(b) any New CDIs not applied for under the Rights Offer ("Shortfall CDIs") would be offered to Eligible CDI Holders, who could, subject to conditions, apply for additional Shortfall CDIs in excess of their entitlement under the Rights Offer, at the same Offer Price; and

(c) the Board of the Company reserved the right to place any Shortfall CDIs not subscribed for at its discretion in consultation with the lead manager of the Rights Offer ("Lead Manager") within three months after the closing date of the Rights Offer, at an issue price no less than the Offer Price.

The Rights Offer closed on 24 August 2023, with applications for New CDIs totalling approximately A$1.26 million. On 30 August 2023, the Company issued 15,801,888 New CDIs at an issue price of A$0.08 per New CDI to applicants under the Rights Offer. On 27 November 2023, the Company issued a further 2,966,038 CDIs at an issue price of A$0.08 per CDI, raising approximately A$237,000 from the Rights Offer shortfall.

On 27 November 2023, the Company issued 1,500,000 unlisted share options, with an exercise price of A $0.16 (16 cents) and expiring on 27 November 2026, to the lead manager of the Rights Offer as part of the lead manager's fees.

Issue of performance shares

On 5 September 2023 the Company issued 531,306 Performance Shares to employees and contractors of the Company. The Performance Shares are to vest and convert to fully paid shares/CDIs upon the participants achieving specified service conditions.

There were no other significant changes in the state of affairs of the Consolidated Entity during the financial year.

Matters subsequent to the end of the financial year

On 24 January 2024, Dr David Ransom was appointed as a Director of the Company and Dr Alan Wilson resigned as a Director of the Company.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Likely developments and expected results of operations

The Consolidated Entity expects to continue its exploration activities on its Nevada projects, as described in the "Review of Operations" section of this report.

Environmental regulation

The Consolidated Entity is not subject to any significant environmental regulation under Australian Commonwealth or State law as it does not conduct exploration activities in these jurisdictions.
The Company's operations are subject to general environmental regulation under the laws of the state of Nevada (USA) in which it operates. This regulation is contained in the Nevada Revised Statutes and the Nevada Administrative Code.

In addition, the various exploration claims held by the Company impose environmental obligations on it in relation to site remediation following sampling and drilling programs. The Board is aware of these requirements and management has been instructed to ensure that they are complied with. The Company engages an experienced and qualified local environmental consultant to assist it in managing all of its environmental and rehabilitation obligations and drill permitting necessary for its exploration activities in Nevada.

The Board of Directors are not aware of any breaches of these environmental regulations and license obligations during the year.

Information on directors

Name:	Peter Moore
Title:	Executive Chairman
Qualifications:	B.A., LLB
Experience and expertise:	Peter is a former commercial lawyer and the founder and President and CEO of Sierra Nevada since 2011. He has over 40 years' experience in the resource exploration space. Peter owned and managed Geoflite USA Inc., a geo technical consulting company, for over 20 years operating extensively in the USA and worldwide. Peter was formerly founder and Managing Director of former ASX listed K2 Energy Limited (NSX:KTE) Peter holds Bachelor of Laws and Bachelor of Arts degrees from Monash University.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	3,588,027 Chess Depositary Interests (CDIs) (equivalent to 3,588,027 shares of common stock (Shares))
Interests in options:	1,095,000 Performance Shares as Restricted Stock Units (RSUs) under the Company's Equity Incentive Plan

Name:	Robert Gray
Title:	Non-executive Director
Qualifications:	B. Comm, MSc.
Experience and expertise:	Robert has over 30 years' experience in corporate and project finance, M&A, funds management and private equity investment in the natural resources sector in Australia, USA, Europe and sub Saharan Africa including with RMB Resources Ltd and Bankers Trust. Robert is an Executive Director of Main Ridge Capital Partners. Robert holds a Bachelor of Commerce from the University of Western Australia and a MSc in Mineral Economics from the Colorado School of Mines.
Other current directorships:	None
Former directorships (last 3 years):	None
Interests in shares:	1,843,088 Chess Depositary Interests (CDIs) (equivalent to 1,843,088 shares of common stock (Shares))
Interests in options:	300,000 Performance Shares as Restricted Stock Units (RSUs) under the Company's Equity Incentive Plan

Name:	Alan Wilson (resigned on 24 January 2024)
Title:	Non-executive Director
Qualifications:	BSC, MSc, PhD, Cgeol
Experience and expertise:	Alan is an economic geologist with over 28 years of experience in the exploration for base and precious metal deposits globally. He has held senior exploration and business development roles with major companies including Antofagasta, Anglo American, Newcrest and BHP. Alan has expansive experience in large scale Cu-Au porphyry systems including completing his PhD thesis on the Cadia Au-Cu Porphyry deposit in NSW. Alan is a non-executive director of Faraday Copper Corp, listed on the Canadian Stock Exchange (CSE:FDY) and Heliostar Metals Limited, listed on the Toronto stock exchange (TSX.V:HSTR). Alan has a PhD in Economic Geology from the University of Tasmania, an MSc in Exploration and Mining Geology from Leicester University and a BSc in Geology from Edinburgh University. Alan is a Fellow of the Society of Economic Geologists, a Fellow of the Geological Society of London and holds Chartered Geologist accreditation through the Geological Society.
Other current directorships:	Faraday Copper Corp. (CSE: FDY) Heliostar Metals Limited (TSX.V:HSTR)
Former directorships (last 3 years):	None
Interests in shares:	Not applicable as not a director at the date of this report
Interests in options:	Not applicable as not a director at the date of this report

Name:	Dr David Ransom (appointed on 24 January 2024)
Title:	Non-Executive Director
Qualifications:	B.Sc, Geology (Hons), PHD (Structural Geology)
Experience and expertise:	Dr Ransom holds a PhD in structural geology and has more than 45 years of experience within the mining industry in many roles, including as a specialist consultant for 20 years with clients including CRA, BHP, Newmont and numerous companies in the resources sector. Dr Ransom was also a resource analyst and portfolio manager at Acorn Capital for 17 years, focusing on the small and micro-cap materials and energy sectors. He is well known and highly regarded in the funds management industry. He retired from Acorn Capital in September 2016 but remains a consultant. Earlier in his career, he was a project geologist for Aberfoyle Group in Australia and Cominco Ltd in Canada. He has extensive board experience gained over the past 25 years in mining and exploration companies, including serving on the board of African-focused gold miner Perseus Mining (ASX/TSX: PRU) since 2019.
Other current directorships:	Perseus Mining (ASX/TSX: PRU)
Former directorships (last 3 years):	None
Interests in shares:	65,000 Chess Depositary Interests (CDIs) (equivalent to 65,000 shares of common stock (Shares))
Interests in options:	None
Interests in rights:	None

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

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

Company secretary

Mr Anthony Panther CA AGIA ACIS

Mr Panther has over 30 years' experience in a variety of fields. Following completion of university commerce and law degrees he worked as an external auditor with a major international chartered accounting firm and has progressed to a range of internal audit, compliance, senior finance and company secretarial roles with a number of ASX-listed and unlisted public companies covering financial services, utilities, biotech, IT services and environmental technologies. He specialises in financial reporting and company secretarial practice.

Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 31 December 2023, and the number of meetings attended by each director were:

	Full Board	
	Attended	**Held**
Peter Moore	8	8
Robert Gray	8	8
Alan Wilson	8	8

Held: represents the number of meetings held during the time the director held office.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Consolidated Entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations. The remuneration amounts appearing in the remuneration report are presented in US dollars, which is the Company's functional and presentation currency.

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

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the Consolidated Entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- Transparency

The Board is responsible is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Consolidated Entity and the Company depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

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

Non-executive directors remuneration
Fees and payments to Non-Executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non-Executive Directors' fees and payments are reviewed annually by the Board.

For additional duties in assisting management beyond the normal time commitments of Non-Executive Directors, Non-Executive Directors are paid at a rate that is agreed between the Consolidated Entity and the Director, with the amounts approved by the Board.

Non-executive directors have also been awarded performance shares which, upon achievement of the relevant vesting conditions, shall convert to fully paid ordinary shares in the Company. The vesting conditions and the number of performance shares to which they apply for each non-executive director, are as follows:

	Vesting Condition	
Director	**Completion of IPO & 24 months service after IPO completion**	**Completion of IPO & 12 months service after IPO completion + share price achieving 20 Day VWAP of 75c**
Robert Gray	150,000	150,000
Alan Wilson	150,000	150,000

Executive remuneration
The Consolidated Entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary and superannuation are reviewed annually by the Board, based on individual and business unit performance, the overall performance of the Consolidated Entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Consolidated Entity and provides additional value to the executive. However, there are no fringe benefits programmes are currently in place.

The long-term incentives ('LTI') include long service leave and share-based payments. Executives, including the Executive Chairman, have been awarded performance shares which, upon achievement of the relevant vesting conditions, shall convert to fully paid ordinary shares in the Company. The vesting conditions and the number of performance shares to which they apply for each executive, are as follows:

	Vesting Condition		
Executive	**Completion of IPO & 24 months service after IPO completion**	**Completion of IPO & 36 months service after IPO completion**	**Completion of IPO & 12 months service after IPO completion + share price achieving 20 Day VWAP of 75c**
Peter Moore	365,000	365,000	365,000
Brett Butlin	310,000	310,000	310,000

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the Consolidated Entity. As noted above, the vesting of some performance share is dependent on defined share price targets being met. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

The Board is of the opinion that the continued improved results can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Details of remuneration
Amounts of remuneration
Details of the remuneration of key management personnel of the Consolidated Entity are set out in the following tables.

The key management personnel of the Consolidated Entity consisted of the following directors of Sierra Nevada Gold Inc:
- Mr Peter Moore - Executive Chairman
- Mr Robert Gray - Non-Executive Director
- Dr. Alan James Wilson - Non-Executive Director (resigned on 24 January 2024)
- Mr. Brett Butlin – Chief Geologist

	Short-term benefits		Post-employment benefits	Share-based payments	
2023	**Cash salary and fees $**	**Annual Leave $**	**Super-annuation $**	**Equity-settled $**	**Total $**
Non-Executive Directors:					
Mr Robert Gray	40,303	-	-	62,094	102,397
Dr. Alan Wilson*	40,224	-	-	35,419	75,644
Executive Directors:					
Mr Peter Moore	261,826	24,113	18,157	137,947	442,043
Other Key Management Personnel:					
Mr. Brett Butlin	219,180	15,671	17,490	116,337	368,678
	561,533	39,784	35,647	351,797	988,761

* Resigned effective 24 January 2024.

2022	**Short-term benefits** Cash salary and fees $	Annual Leave $	**Post-employment benefits** Super-annuation $	**Share-based payments** Equity-settled $	Total $
Non-Executive Directors:					
Mr Robert Gray	42,008	-	-	133,500	175,508
Dr. Alan Wilson	34,324	-	-	57,092	91,416
Mr Michael Ramsden*	50,836	-	-	-	50,836
Executive Directors:					
Mr Peter Moore	229,647	20,151	13,701	146,670	410,169
Other Key Management Personnel:					
Brett Butlin**	210,082	17,259	15,585	178,623	421,549
	566,897	37,410	29,286	515,885	1,149,478

* Resigned effective 14 July 2022
** Appointed 1 February 2022

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration 2023	Fixed remuneration 2022	At risk - STI 2023	At risk - STI 2022	At risk - LTI 2023	At risk - LTI 2022
Non-Executive Directors:						
Mr Robert Gray	39%	24%	-	-	61%	76%
Mr Alan Wilson	53%	38%	-	-	47%	62%
Mr Michael Ramsden	-	100%	-	-	-	-
Executive Directors:						
Mr Peter Moore	69%	64%	-	-	31%	36%
Other Key Management Personnel:						
Brett Butlin	68%	58%	-	-	32%	42%

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Mr Peter Moore
Title:	Executive chairmen
Agreement commenced:	1 March 2022
Term of agreement:	Ongoing
Details:	Mr Peter Moore's fixed remuneration is United States Dollars (**US$)** equivalent of AUD$380,000 per annum being $USD285,000 for the first year of this Agreement and thereafter the applicable exchange rate to be applied to the agreed base annual salary for each subsequent year, shall be reviewed on each anniversary of this Agreement and the US$ to AUD exchange rate to be applied to the base annual salary for each year of this Agreement shall be calculated based on the US$ to AUD$ exchange rate published by Bloomberg for the relevant prior 12 months (**Base Salary);** plus superannuation or retirement benefits payable under relevant legislation. The executive can terminate the agreement with three (3) months' notice. The Company can terminate the agreement with six (6) months' notice, or payment in lieu thereof.

Name:	Mr Robert Gray
Title:	Non-Executive Director
Agreement commenced:	8 December 2021
Term of agreement:	Ongoing
Details:	Mr Gray's fixed remuneration is A$60,000 per annum.

Name:	Dr Alan James Wilson (resigned on 24 January 2024)
Title:	Non-Executive director
Agreement commenced:	8 December 2021
Term of agreement:	Ongoing
Details:	Dr Wilson's fixed remuneration is A$60,000 per annum.

Name:	Mr. Brett Butlin
Title:	Chief Geologist
Agreement commenced:	1 February 2022
Term of agreement:	Ongoing
Details:	Mr. Butlin's fixed remuneration is A$330,000 (Plus statutory superannuation) per annum. The executive can terminate the agreement with three (3) months' notice. The Company can terminate the agreement with three (3) months' notice, or payment in lieu thereof.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares
There were no fully paid ordinary shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2023.

Options
There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 31 December 2023.

There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 31 December 2023.

An Equity Incentive Plan (the Plan) has been established by the Consolidated Entity, whereby the Consolidated Entity may issue securities to certain key management personnel of the Consolidated Entity.

Performance shares
An Equity Incentive Plan (the Plan) has been established by the Consolidated Entity, whereby the Consolidated Entity may issue securities to certain key management personnel of the Consolidated Entity. The Consolidated Entity has previously issued Performance Shares to directors and executive under the Plan.

Performance Shares granted carry no dividend or voting rights.

The number of Performance Shares over ordinary shares vested by directors and other key management personnel as part of compensation during the year ended 31 December 2023 are set out below:

Name	Number of performance shares granted during the year 2023	Number of performance shares granted during the year 2022	Number of performance shares vested during the year 2023	Number of performance shares vested during the year 2022
Peter Moore	-	1,095,000	-	-
Robert Gray	-	600,000	300,000	-
Alan Wilson*	-	300,000	-	-
Michael Ramsden	-	300,000	-	-
Brett Butlin	-	1,050,000	120,000	-

* Resigned on 24 January 2024

Values of Performance Shares over ordinary shares granted, vested and lapsed for directors and other key management personnel as part of compensation during the year ended 31 December 2023 are set out below:

Name	Value of performance shares granted during the year $	Value of performance shares vested during the year $	Value of performance shares lapsed during the year $	Remuneration consisting of performance shares for the year %
Mr Robert Gray	-	103,080	-	-
Brett Butlin	-	41,232	-	-

Additional information

The earnings of the Consolidated Entity for the five years to 31 December 2023 are summarised below:

	2023 $	2022 $	2021 $	2020 $	2019 $
Profit/(loss) before income tax	(1,539,523)	(2,568,300)	(1,124,996)	(640,798)	(332,007)
Profit/(loss) after income tax	(1,539,523)	(2,568,300)	(1,124,996)	(640,798)	(332,007)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023	2022	2021	2020	2019
Share price at financial year end (Australian cents per share)	0.09	0.21	-	-	-
Loss per share (US cents per share)	(2.49)	(5.49)	4.74	-	-

Additional disclosures relating to key management personnel

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

	Balance at the start of the year	Received upon conversion of performance shares	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Peter Moore	3,213,027	-	375,000	-	3,588,027
Robert Gray	818,415	300,000	724,673	-	1,843,088
Brett Butlin	1,551,287	120,000	-	-	1,671,287
	5,582,729	420,000	1,099,673	-	7,102,402

Performance shares holding
The number of performance shares over ordinary shares in the Company held during the financial year by each director and other members of key management personnel of the Consolidated Entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested and converted	Expired/ forfeited/ other	Balance at the end of the year
Performance shares over ordinary shares					
Peter Moore	1,095,000	-	-	-	1,095,000
Robert Gray	600,000	-	(300,000)	-	300,000
Alan Wilson*	300,000	-	-	-	300,000
Brett Butlin	1,050,000	-	(120,000)	-	930,000
	3,045,000	-	(420,000)	-	2,625,000

* Resigned effective 24 January 2024.

Other transactions with key management personnel and their related parties
During the financial year ended 31 December 2022, management fees of $40,000 were payable to Geoflite Inc. (an entity associated with Mr Peter Moore, Executive Chairman of the Company) for management services provided by that entity. There were no management fees payable to Geoflite Inc. during the financial year ended 31 December 2023.

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

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Sierra Nevada Gold Inc under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price (A$)	Number under option
27 April 2022	27 April 2025	$0.63	1,782,210
27 November 2023	27 November 2026	$0.16	1,500,000
			3,282,210

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

Shares under performance shares
There were no unissued ordinary shares of Sierra Nevada Gold Inc under performance shares outstanding at the date of this report.

Unissued ordinary shares of Sierra Nevada Gold Inc under performance shares at the date of this report are as follows:

Grant date	Expiry date	Exercise price (A$)	Number under performance shares
27/01/2022	27/01/2026	$0.00	1,230,000
28/04/2022	28/04/2026	$0.00	1,095,000
05/09/2023	01/06/2026	$0.00	177,102
05/09/2023	01/06/2027	$0.00	177,102
05/09/2023	01/07/2027	$0.00	177,102
			2,856,306

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

Shares issued on the exercise of performance shares
420,000 ordinary shares were issued on the exercise of performance shares during the year ended 31 December 2023 and up to the date of this report.

Indemnity and insurance of officers
The Consolidated Entity has indemnified the directors and executives of the Consolidated Entity for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

Indemnity and insurance of auditor
The Consolidated Entity has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Consolidated Entity or any related entity against a liability incurred by the auditor.

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

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 27 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 27 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of RSM Australia Partners
There are no officers of the Company who are former partners of RSM Australia Partners.

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

Auditor
RSM Australia Partners continues in office.

This report is made in accordance with a resolution of the directors.

Peter Moore
Executive Chairman

27 March 2024

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Sierra Nevada Gold Inc. for the year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

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

RSM AUSTRALIA PARTNERS

R J MORILLO MALDONADO
Partner

Melbourne, Victoria
Dated: 27 March 2024

Sierra Nevada Gold Inc
Statement of profit or loss and other comprehensive income (amounts expressed in US dollars)
For the year ended 31 December 2023

	Note	Consolidated 2023 $	2022 $
Expenses			
Administration expenses		(788,570)	(805,643)
Share Based payment	25	(364,119)	(515,888)
Legal and Consulting fees		(240,832)	(147,187)
Depreciation and amortisation expense	5	(91,691)	(64,691)
Forex exchange Loss		(21,603)	(172,445)
Finance costs	5	(3,998)	(289,635)
Other expenses		(28,710)	(90,786)
IPO expenses		-	(501,033)
Movement in fair value of derivative financial instruments	5	-	19,008
Loss before income tax expense		(1,539,523)	(2,568,300)
Income tax expense	6	-	-
Loss after income tax expense for the year		(1,539,523)	(2,568,300)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(1,539,523)	(2,568,300)
		Cents	**Cents**
Basic earnings per share	28	(2.49)	(5.49)
Diluted earnings per share	28	(2.49)	(5.49)

The above statement of profit or loss and other comprehensive income (amounts expressed in US dollars) should be read in conjunction with the accompanying notes

Sierra Nevada Gold Inc
Statement of financial position (amounts expressed in US dollars)
As at 31 December 2023

	Note	Consolidated 2023 $	Consolidated 2022 $
Assets			
Current assets			
Cash and cash equivalents	7	899,222	2,576,029
Other receivables and prepayments	8	51,686	456,459
Total current assets		950,908	3,032,488
Non-current assets			
Plant and equipment	9	139,484	133,405
Right-of-use assets	10	72,048	113,218
Exploration and evaluation assets	11	14,648,539	13,169,774
Other receivables and prepayments	8	77,392	82,392
Total non-current assets		14,937,463	13,498,789
Total assets		15,888,371	16,531,277
Liabilities			
Current liabilities			
Trade and other payables	12	430,723	821,309
Lease liabilities	14	39,268	35,008
Provisions	13	82,591	41,016
Total current liabilities		552,582	897,333
Non-current liabilities			
Lease liabilities	14	34,768	77,030
Provisions	13	75,192	75,192
Total non-current liabilities		109,960	152,222
Total liabilities		662,542	1,049,555
Net assets		15,225,829	15,481,722
Equity			
Issued capital	15	21,967,825	20,943,302
Share based payments reserves	16	1,105,416	846,309
Accumulated losses		(7,847,412)	(6,307,889)
Total equity		15,225,829	15,481,722

The above statement of financial position (amounts expressed in US dollars) should be read in conjunction with the accompanying notes

Consolidated	**Issued capital $**	**Share based payment reserves $**	**Accumulated losses $**	**Total equity $**
Balance at 1 January 2022	9,889,846	-	(3,739,589)	6,150,257
Loss after income tax expense for the year	-	-	(2,568,300)	(2,568,300)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(2,568,300)	(2,568,300)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 15)	11,053,456	-	-	11,053,456
Share-based payments (note 25)	-	846,309	-	846,309
Balance at 31 December 2022	20,943,302	846,309	(6,307,889)	15,481,722

Consolidated	**Issued capital $**	**Share based payment reserves $**	**Accumulated losses $**	**Total equity $**
Balance at 1 January 2023	20,943,302	846,309	(6,307,889)	15,481,722
Loss after income tax expense for the year	-	-	(1,539,523)	(1,539,523)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(1,539,523)	(1,539,523)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 15)	880,211	-	-	880,211
Share-based payments (note 25)	-	403,419	-	403,419
Exercise of performance shares (note 15)	144,312	(144,312)	-	-
Balance at 31 December 2023	21,967,825	1,105,416	(7,847,412)	15,225,829

The above statement of changes in equity (amounts expressed in US dollars) should be read in conjunction with the accompanying notes

	Note	Consolidated 2023 $	2022 $
Cash flows from operating activities			
Payments to suppliers		(640,253)	(1,475,974)
Receipts from refund of prepaid costs		200,000	-
Payments to suppliers IPO		-	(297,472)
		(440,253)	(1,773,446)
Interest and other finance costs paid		(3,998)	(1,903)
Net cash used in operating activities	26	(444,251)	(1,775,349)
Cash flows from investing activities			
Payments for property, plant and equipment	9	(56,600)	(155,482)
Payments for exploration and evaluation	11	(2,040,863)	(3,182,900)
Payments for security deposits		5,000	(5,000)
Net cash used in investing activities		(2,092,463)	(3,343,382)
Cash flows from financing activities			
Proceeds from issue of shares	15	975,567	7,117,668
Share issue transaction costs		(56,056)	(183,780)
Repayment of lease liabilities		(38,002)	(34,077)
Net cash from financing activities		881,509	6,899,811
Net increase/(decrease) in cash and cash equivalents		(1,655,205)	1,781,080
Cash and cash equivalents at the beginning of the financial year		2,576,029	967,393
Effects of exchange rate changes on cash and cash equivalents		(21,602)	(172,444)
Cash and cash equivalents at the end of the financial year	7	899,222	2,576,029

The above statement of cash flows (amounts expressed in US dollars) should be read in conjunction with the accompanying notes

Note 1. General information

The financial statements cover Sierra Nevada Gold Inc. as a consolidated entity consisting of Sierra Nevada Gold Inc. and the entity it controlled at the end of, or during, the financial year. The financial statements are presented in US dollars, which is Sierra Nevada Gold Inc's functional and presentation currency.

Sierra Nevada Gold Inc. limited is a listed public company limited by shares, incorporated and domiciled in the United States of America.

Registered office
Suite 210, 241 Ridge Street
Reno, Nevada 89501
United States of America

Principal place of business
Suite 101, 5470 Louie Lane
Reno, Nevada 89511
United States of America

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 March 2024. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

Basis of preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (collectively known as 'Australian Accounting Standards' / ‘AASB’) and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 3.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Sierra Nevada Gold Inc. ('Company' or 'parent entity') as at 31 December 2023 and the results of all subsidiaries for the year then ended. Sierra Nevada Gold Inc. and its subsidiary together are referred to in these financial statements as the 'Consolidated Entity'. A list showing the subsidiary is included in note 23. Reporting period and accounting policies of the subsidiary are consistent with the Company.

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

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

Note 2. Material accounting policy information (continued)

Where the Consolidated Entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Consolidated Entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

The accounting policies that are material to the Consolidated Entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The Consolidated Entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting year.

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

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Consolidated Entity.

Going concern
The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

During the financial year ended 31 December 2023, the Consolidated Entity incurred a loss of $1,539,523 during and had operating cash outflows of $444,251 and investing cash outflows of $2,092,463. The continuing viability of the Consolidated Entity and its ability to continue as a going concern is dependent upon the Consolidated Entity accessing additional sources of capital to meet the commitments within one year from the date of signing the financial report. Given the Consolidated Entity is still in the exploratory phase the above results were not unexpected.

These factors indicate a material uncertainty which may cast significant doubt over the ability of the Consolidated entity to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Notwithstanding the above matters, the Directors believe that it is reasonably foreseeable that the Consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report, after considering the following matters:

- The Consolidated Entity has nominal fixed/contracted costs and no significant commitments and has the ability and flexibility to adjust the timing and scope of its exploration and evaluation activities as funds are available;

- The directors of the Company have provided written confirmation that they authorise the entity to partially defer cash payments of any directors' fees, salaries and other remuneration for a minimum period of twelve months from the signing of the financial statements, if such payments would jeopardise the solvency of the Consolidated entity; and

- The directors are planning to seek further funding , either by raising capital through ASX or other capital markets. The Consolidated entity has been operating since 2011 and has a successful track record of raising funds from existing and new investors as and when required to advance the exploration programmes on its projects.

Accordingly, the Directors believe that the Consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Consolidated entity does not continue as a going concern.

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

Note 2. Material accounting policy information (continued)

Operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Income tax
The income tax expense or benefit for the year is the tax payable on that year's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior year, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position (amounts expressed in US dollars) based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Consolidated Entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting year; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting year. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Consolidated Entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Note 2. Material accounting policy information (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment (excluding land) over their expected useful lives as follows:

Vehicles	5 years
Office equipment	5-7 years
Computer hardware	5 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Consolidated Entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

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

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

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

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

Impairment of exploration and non-financial assets
Exploration and evaluation assets are assessed annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Other non-financial assets are reviewed for indications of impairment on a regular basis.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

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

Trade and other payables
These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 2. Material accounting policy information (continued)

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

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

Provisions
Provisions are recognised when the Consolidated Entity has a present (legal or constructive) obligation as a result of a past event, it is probable the Consolidated Entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Consolidated Entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Note 2. Material accounting policy information (continued)

Employee benefits (continued)

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Consolidated Entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Consolidated Entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.
If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Sierra Nevada Gold Inc, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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

Value Added Tax ('VAT') and other similar taxes
The Consolidated Entity is not registered for sales tax in the USA. Nor is it registered for VAT, GST, or other similar taxes in the USA, Australia, or any other jurisdiction applicable to the entity.

All expenses incurred are therefore recognised gross of any applicable sales tax or VAT, as are any liabilities payable. Accordingly, cashflows disclosed are gross of any applicable VAT and similar taxes.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Share-based payment transactions
The Consolidated Entity measures the cost of equity-settled transactions with employees, directors and third parties by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Impairment of exploration and non-financial assets
The Consolidated Entity assesses impairment of exploration and evaluation assets at each reporting date by evaluating conditions specific to the Consolidated Entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Provision for rehabilitation
A provision has been made for future costs estimated to be incurred in rehabilitating mining leases. The calculation of this provision requires assumptions such as application of closure dates and cost estimates. These cost estimates are as per the Bureau of Land Management, who also holds a deposit from the Consolidated Entity equal to the provision of rehabilitation. This deposit is accounted for as an other non-current asset within the balance sheet of the Consolidated Entity.

The provision recognised for each site is periodically reviewed and updated based on the facts and circumstances available at the time. Changes to the estimated future costs for sites are recognised in the statement of financial position by adjusting the asset and the provision. Reductions in the provision that exceed the carrying amount of the asset will be recognised in profit or loss.

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

Note 4. Operating segments

Identification of reportable operating segments
Operating segments are identified on the basis of internal reports about the components of the Consolidated Entity that are regularly reviewed by the chief operating decision maker (the Board of the Consolidated Entity) in order to allocate resources to the segment and to assess its performance. In the current year the Board has determined that the Consolidated Entity has one operating segment, being mineral exploration within the state of Nevada, United states of America.

*Assets and liabilities by geographical ar*ea
All assets and liabilities and operations are based in United states of America with the exception of an Australian Dollar bank account which is held with an Australian bank in Australia. The balance of this bank account at 31 December 2023 was US$385,868 (2022: US$1,395,481).

Accounting policy for operating segment
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 5. Expenses

	Consolidated 2023 $	Consolidated 2022 $
Loss before income tax includes the following specific expenses:		
Depreciation and amortisation expense		
Depreciation expense	91,691	64,691
Share-based payments expense-employees & directors	364,119	515,888
Share-based payments expense- IPO expense	-	212,164
Total share based payments expense	364,119	728,052
Finance costs		
Interest and finance charges paid/payable on lease liabilities	3,998	1,903
Interest associated with converting notes	-	287,732
Finance costs expensed	3,998	289,635
Net loss on derivatives not qualifying as hedges		
Net loss on derivatives not qualifying as hedges (1)	-	(19,008)

(1) Movement in fair value of embedded option associated with convertible loan.

Note 6. Income tax expense

	Consolidated 2023 $	Consolidated 2022 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(1,539,523)	(2,568,300)
Tax at the statutory tax rate of 21%	(323,300)	(539,343)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Share-based payments	76,465	152,891
Movement in Fair Value of Derivative Financial instruments	-	(3,992)
Non-deductible interest expense on converting loan	-	60,424
IPO expenses	-	60,662
	(246,835)	(269,358)
Current year temporary differences not recognised	10,293	52,144
Deferred tax in respect to carrying forward losses not recognised	236,542	217,214
Income tax expense	-	-

	Consolidated 2023 $	Consolidated 2022 $
Tax losses not recognised		
Unused tax losses for which no deferred tax asset has been recognised	3,667,834	2,379,407
Potential tax benefit @ 21%	770,245	499,675

Note 6. Income tax expense (continued)

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the conditions for utilisation are met at the relevant times.

Note 7. Cash and cash equivalents

	Consolidated	
	2023	**2022**
	$	**$**
Current assets		
Cash at bank	899,222	2,576,029

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows (amounts expressed in US dollars) as follows:

Balances as above	899,222	2,576,029
Balance as per statement of cash flows (amounts expressed in US dollars)	899,222	2,576,029

Note 8. Other receivables and prepayments

	Consolidated	
	2023	**2022**
	$	**$**
Current assets		
Prepayments	51,686	456,459
Non-current assets		
Rental bond deposits	2,200	7,200
Deposit with the Bureau of Land Management for make good provision	75,192	75,192
	77,392	82,392
	129,078	538,851

Prepayments at 31 December 2023 include an amount of $40,211 (31 December 2022: $415,990) paid to drilling contractors for future drilling work.

Note 9. Plant and equipment

	Consolidated 2023 $	Consolidated 2022 $
Non-current assets		
Leasehold improvements - at cost	57,395	28,665
Less: Accumulated depreciation	(19,040)	(796)
	38,355	27,869
Motor vehicles - at cost	213,712	213,712
Less: Accumulated depreciation	(144,423)	(121,577)
	69,289	92,135
Computer equipment - at cost	4,792	4,792
Less: Accumulated depreciation	(4,792)	(4,737)
	-	55
Office equipment - at cost	54,723	26,853
Less: Accumulated depreciation	(22,883)	(13,507)
	31,840	13,346
	139,484	133,405

Reconciliations

Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	Motor vehicles $	Computer equipment $	Office equipment $	Leasehold improvements $	Total $
Balance at 1 January 2022	2,850	1,105	3,722	-	7,677
Additions	114,224	-	12,593	28,665	155,482
Depreciation expense	(24,939)	(1,050)	(2,969)	(796)	(29,754)
Balance at 31 December 2022	92,135	55	13,346	27,869	133,405
Additions	-	-	27,870	28,730	56,600
Depreciation expense	(22,846)	(55)	(9,376)	(18,244)	(50,521)
Balance at 31 December 2023	69,289	-	31,840	38,355	139,484

Note 10. Right-of-use assets

	Consolidated 2023 $	Consolidated 2022 $
Non-current assets		
Land and buildings - right-of-use	123,510	123,510
Less: Accumulated depreciation	(51,462)	(10,292)
	72,048	113,218

Note 11. Exploration and evaluation assets

	Consolidated	
	2023	**2022**
	$	**$**
Non-current assets		
Exploration and evaluation assets	14,648,539	13,169,774

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

Consolidated	**Exploration and evaluation assets $**
Balance at 1 January 2022	9,398,294
Expenditure during the year	3,771,480
Balance at 31 December 2022	13,169,774
Expenditure during the year	1,478,765
Balance at 31 December 2023	14,648,539

Additions for the year ended 2023 included approximately $32,277 payables at the reporting date (2022: $589,000).

Note 12. Trade and other payables

	Consolidated	
	2023	**2022**
	$	**$**
Current liabilities		
Trade payables	331,542	741,039
Other payables	99,181	80,270
	430,723	821,309

Refer to note 18 for further information on financial instruments.

As at 31 December 2023, the management fees payable to Geoflite Inc is Nil (2022: $55,618). Refer to note 22 for further details on related party transactions.

Note 13. Provisions

	Consolidated 2023 $	2022 $
Current liabilities		
Annual leave	82,591	41,016
Non-current liabilities		
Provision for restoration and rehabilitation	75,192	75,192
	157,783	116,208

Restoration and rehabilitation provision
The provision represents the present value of estimated costs of the remediation work that will be required to comply with environmental and legal obligations.

This amount is held by the Bureau of Land Management as disclosed in note 8.

Note 14. Lease liabilities

	Consolidated 2023 $	2022 $
Current liabilities		
Lease liability	39,268	35,008
Non-current liabilities		
Lease liability	34,768	77,030
	74,036	112,038

Refer to note 18 for further information on financial instruments.

Note 15. Issued capital

	Consolidated 2023 Shares	2022 Shares	2023 $	2022 $
Ordinary shares - fully paid	75,249,926	56,062,000	21,967,825	20,943,302

* - During the year, shares were issued on the conversion of performance shares amounting to $ 144,312
1.Rob Gray – 300,000 performance shares vested and converted to fully paid shares/CDIs - $ 103,080
2.Brett Butlin – 120,000 performance shares vested and converted to fully paid shares/CDIs - $ 41,232

Note 15. Issued capital (continued)

Movements in ordinary share capital

Details	**Date**	**Shares**		**$**
Balance	1 January 2022	24,087,007		9,889,846
Shares issued upon conversion of series 1 converting notes	27 February 2022	5,047,928	$0.27	1,384,491
Transfer of series 1 converting note financial derivative liability to issued capital upon conversion of notes	27 February 2022	-	$0.00	462,453
Shares issued upon conversion of series 2 converting notes	22 April 2022	6,865,065	$0.27	1,894,792
Transfer of series 2 converting note financial derivative liability to issued capital upon conversion of notes	22 April 2022	-	$0.00	631,598
IPO Shares issued	27 April 2022	20,062,000	$0.35	7,117,668
Capital Raising Costs		-	$0.00	(437,546)
Balance	31 December 2022	56,062,000		20,943,302
Shares issued upon vesting of performance shares*	3 May 2023	420,000	$0.34	144,312
Issue of shares under Rights Offer	30 August 2023	15,801,888	$0.05	819,781
Placement of Rights Offer shortfall shares	24 November 2023	2,966,038	$0.05	155,786
Capital Raising Costs		-	$0.00	(95,356)
Balance	31 December 2023	75,249,926		21,967,825

Ordinary shares
Ordinary Shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the Shares held. The fully paid ordinary Shares have no par value and the Company does not have a limited amount of authorised capital.

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

CHESS Depositary Interests (CDIs)

The ASX uses an electronic system called CHESS for the clearance and settlement of trades on the ASX. As a company incorporated in the state of Nevada in the United States, to enable the Company to have its securities cleared and settled electronically through CHESS, Depositary instruments called CDIs are issued to investors in the Company, as the actual underlying shares in the Company cannot be traded on the ASX. CDIs represent the beneficial interest in the underlying shares in a foreign company such as Sierra Nevada and are traded in a manner similar to shares of Australian companies listed on the ASX. Each Share of Sierra Nevada will be equivalent to one CDI. The actual shares in the Company are held by CHESS Depositary Nominees Pty Ltd on behalf of and for the benefit of the CDI holders.

Share buy-back
There is no current on-market share buy-back.

Note 16. Share based payments reserves

	Consolidated	
	2023	**2022**
	$	**$**
Share-based payments reserve	1,105,416	846,309

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 17. Dividends

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

Note 18. Financial instruments

Financial risk management objectives
The Consolidated Entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk), credit risk and liquidity risk. The Consolidated Entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Consolidated Entity. The Consolidated Entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of foreign exchange and other price risks to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Consolidated Entity and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the Consolidated Entity's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The Consolidated Entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The average exchange rates and reporting date exchange rates applied were as follows:

	Average exchange rates		Reporting date exchange rates	
	2023	**2022**	**2023**	**2022**
US dollars				
Australian dollars	1.5051	1.4395	1.4620	1.4687

The carrying amount of the Consolidated Entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
Consolidated	**2023 $**	**2022 $**	**2023 $**	**2022 $**
Australian dollars - Cash at bank	385,868	1,395,481	-	-
Australian dollars - Trade Creditors	-	-	(148,516)	(86,150)
	385,868	1,395,481	(148,516)	(86,150)

The Consolidated Entity had net assets denominated in foreign currencies of $237,352 (assets of $385,868 less liabilities of $148,516) as at 31 December 2023 (2022: $1,309,331 (assets of $1,395,481 less liabilities of $86,150)). Based on this exposure, had the US dollars weakened by 5%/strengthened by 5% (2022: weakened by 4%/strengthened by 6%) against this foreign currency with all other variables held constant, the Consolidated Entity's profit before tax for the year would have been $11,298 higher/$10,351 lower (2022: $56,697 higher/$75,881 lower) and equity would have been $11,298 higher/$10,351 lower (2022: $56,697 higher/$75,881 lower). The percentage change is the expected overall volatility of the relevant significant currency, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 12 months each year and the spot rate at each reporting date.

Price risk
The Consolidated Entity is not exposed to any significant price risk.

Note 18. Financial instruments (continued)

Liquidity risk
Vigilant liquidity risk management requires the Consolidated Entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Consolidated Entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the Consolidated Entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position (amounts expressed in US dollars).

Consolidated - 2023	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade and Other payables	-	430,723	-	-	-	430,723
Interest-bearing - fixed						
Lease liability	5.52%	39,268	34,768	-	-	74,036
Total non-derivatives		469,991	34,768	-	-	504,759

Consolidated - 2022	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade and Other payables	-	821,309	-	-	-	821,309
Interest-bearing - fixed						
Lease liability	5.52%	35,008	42,262	34,768	-	112,038
Total non-derivatives		856,317	42,262	34,768	-	933,347

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 19. Contingent liabilities and assets

There were no contingent liabilities or assets as at 31 December 2023 and 31 December 2022.

Note 20. Commitments

	Consolidated 2023 $	Consolidated 2022 $
Lease commitments - operating		
Committed at the reporting date but not recognised as liabilities, payable:		
Within one year	-	32,200

Note 20. Commitments (continued)

There were no other material commitments at 31 December 2023 and as at 31 December 2022.

Note 21. Key management personnel disclosures

Directors
The following persons were directors of Sierra Nevada Gold Inc during the financial year:

Mr Peter Moore	Executive chairman
Mr Robert Gray	Non-executive director
Dr Alan Wilson	Non-executive director

Other key management personnel
The following person also had the authority and responsibility for planning, directing and controlling the major activities of the Consolidated Entity, directly or indirectly, during the financial year:

Brett Butlin	Chief Geologist

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Consolidated Entity is set out below:

	Consolidated	
	2023 $	2022 $
Short-term employee benefits	601,317	604,307
Post-employment benefits	35,647	29,286
Share-based payments	351,797	515,885
	988,761	1,149,478

Note 22. Related party transactions

Parent entity
Sierra Nevada Gold Inc is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 23.

Transactions with related parties
Management fees payable from the previous financial year were paid to Geoflite Inc., a company associated with a shareholder and director of the Consolidated Entity, Peter Moore. During the year payments to Geoflite Inc. amounted to $55,618 (2022: $180,000) in relation to management fees arising prior to the financial year ending 31 December 2023. The balance of management fees payable to Geoflite Inc at 31 December 2023 was Nil (2022: $55,618).

There were no other transactions with related parties during the current and previous financial year.

Note 23. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 2:

		Ownership interest	
Name	Principal place of business / Country of incorporation	2023 %	2022 %
Sierra Nevada Minerals Pty Ltd	Australia	100.00%	100.00%

Note 24. Events after the reporting period

On 24 January 2024, Dr David Ransom was appointed as a Director of the Company and Dr Alan Wilson resigned as a Director of the Company.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Consolidated Entity's operations, the results of those operations, or the Consolidated Entity's state of affairs in future financial years.

Note 25. Share-based payments

The Consolidated Entity may, from time to time, issue securities to employee, directors and third parties as consideration for goods and/or services provided to the Consolidated Entity by those parties. All such transactions are settled in equity and vest immediately, unless otherwise stated.

During the financial year ended 31 December 2023 the Consolidated Entity made the following share based payments:

- Issue of options to a service provider as consideration for lead manager services in connection with capital raising activities; and
- issues of performance shares (**Performance Shares**) to employees and contractors as remuneration.

Options

Set out below is a summary of options outstanding:

2023

Grant date	Expiry date	Exercise price A$	Balance at the start of the financial year	Granted	Exercised	Expired / forfeited / other	Balance at the end of the financial year
27/04/2022	27/04/2025	$0.625	1,782,210	-	-	-	1,782,210
27/11/2023	27/11/2026	$0.160	-	1,500,000	-	-	1,500,000
			1,782,210	1,500,000	-	-	3,282,210

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date A$	Exercise price A$	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date A$
27/11/2023	27/11/2026	$0.09	$0.16	83.03%	-	4.21%	$0.040

Performance Shares

An Equity Incentive Plan ("the **Plan"**) has been established by the Consolidated Entity, whereby the Consolidated Entity may issue securities to directors, employees and contractors of the Consolidated Entity.

Performance Shares were issued under the plan for a nil issue price. Subject to fulfilment of the relevant vesting conditions, as set out below, each Performance Share will entitle the holder to subscribe for one fully paid ordinary share in the Consolidated Entity for a nil exercise price. These grants of Performance Shares were made under the Plan. The purpose of the issue of the Performance Shares is to advance the interests of the Consolidated Entity and its shareholders by providing an incentive to attract, retain and reward persons performing services for the Consolidated Entity and by motivating such persons to contribute to the growth and profitability of the Consolidated Entity. Performance Shares will lapse on of their expiry date, if not converted to Shares before that date.

Set out below are summaries of Performance Shares under the Plan:

Note 25. Share-based payments (continued)

2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Vested and converted	Expired/ forfeited/ other	Balance at the end of the year
27/01/2022	27/01/2026	$0.00	1,950,000	-	(420,000)	-	1,530,000
28/04/2022	28/04/2026	$0.00	1,095,000	-	-	-	1,095,000
05/09/2023	01/06/2026	$0.00	-	177,102	-	-	177,102
05/09/2023	01/06/2027	$0.00	-	177,102	-	-	177,102
05/09/2023	01/07/2027	$0.00	-	177,102	-	-	177,102
			3,045,000	531,306	(420,000)	-	3,156,306

Recipient Grant dates:	Peter Moore (Executive Chairman) 28/04/2022	Robert Gray (Non-Executive Director) 27/01/2022	Alan Wilson (Non-Executive Director) 27/01/2022	Brett Butlin (Chief Geologist) 27/01/2022	Employees and contractors 05/09/2023	Vesting dates
Vesting conditions:						
Completion of IPO and 24 months continuous service for following IPO	365,000	150,000	150,000	310,000	-	28/04/2024
Completion of IPO and 36 months continuous service for following IPO	365,000	-	-	310,000	-	28/04/2025
Completion of IPO and a post-Offer 20-day VWAP ≥ 150% of IPO Offer price and 12 months continuous service for following IPO	365,000	150,000	150,000	310,000	-	Date that VWAP target is achieved
Completion of relevant service conditions	-	-	-	-	177,102	01/06/2024
Completion of relevant service conditions	-	-	-	-	177,102	01/06/2025
Completion of relevant service conditions	-	-	-	-	177,102	01/07/2025
	1,095,000	300,000	300,000	930,000	531,306	

For the Performance Shares granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date A$	Exercise price	Expected volatility %	Dividend yield	Risk-free Interest rate %	Fair Value at grant date A$
05/09/2023	01/06/2026	$0.079	$0.000	88.280%	-	3.800%	$0.079
05/09/2023	01/06/2027	$0.079	$0.000	88.280%	-	3.820%	$0.079
05/09/2023	01/07/2027	$0.079	$0.000	88.280%	-	3.820%	$0.079

Overview of share based payments

An overview of the share-based payments made in the financial year is as follows:

Note 25. Share-based payments (continued)

	Consolidated 2023 $	Consolidated 2022 $
Share Based Payments expense - directors	235,460	337,265
Share Based Payments expense - employees and contractors	128,659	178,623
Share Based Payments expense - IPO manager Options	-	212,164
Total share-based payment expense	364,119	728,052
Share based payments recorded in equity - lead manager Options	39,300	-
Share based payments recorded in equity - IPO manager Options	-	118,258
	403,419	846,310

Note 26. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2023 $	Consolidated 2022 $
Loss after income tax expense for the year	(1,539,523)	(2,568,300)
Adjustments for:		
Depreciation and amortisation	91,691	64,692
Share-based payments	364,119	728,050
Foreign exchange differences	21,603	172,446
Reverse convertible loans revaluation	-	-
Movement in Fair Value of Derivative Financial instruments	-	(19,008)
Non-cash interest recognised on converting note	-	287,732
Change in operating assets and liabilities:		
Decrease/(increase) in prepayments	404,773	(456,459)
Increase in trade and other payables	213,086	15,498
Net cash used in operating activities	(444,251)	(1,775,349)

Note 27. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Australia Partners, the auditor of the Consolidated Entity, and its network firms:

	Consolidated 2023 $	Consolidated 2022 $
Audit services - RSM Australia Partners		
Audit and review of the financial statements	35,854	31,766
Other services - network firms		
Tax consulting	530	5,888
	36,384	37,654

Note 28. Earnings per share

	Consolidated	
	2023 $	2022 $
Earnings per share for loss from continuing operations		
Loss after income tax	(1,539,523)	(2,568,300)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	61,941,774	46,810,093
Weighted average number of ordinary shares used in calculating diluted earnings per share	61,941,774	46,810,093
	Cents	**Cents**
Basic earnings per share	(2.49)	(5.49)
Diluted earnings per share	(2.49)	(5.49)

Note 29. Parent entity information

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

Statement of profit or loss and other comprehensive income (amounts expressed in US dollars)

	Parent	
	2023 $	2022 $
Loss after income tax	(1,539,523)	(2,568,300)
Total comprehensive loss	(1,539,523)	(2,568,300)

Statement of financial position (amounts expressed in US dollars)

	Parent	
	2023 $	2022 $
Total current assets	950,908	3,032,488
Total assets	15,888,371	16,531,277
Total current liabilities	552,582	897,333
Total liabilities	662,542	1,049,555
Equity		
Issued capital	21,967,825	20,943,302
Share-based payments reserve	1,105,416	846,309
Accumulated losses	(7,847,412)	(6,307,889)
Total equity	15,225,829	15,481,722

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2023 and 31 December 2022.

Note 29. Parent entity information (continued)

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 December 2023 and 31 December 2022.

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

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Consolidated Entity's financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and

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

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

Signed in accordance with a resolution of the directors.

____
Peter Moore
Executive Chairman

27 March 2024

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT

To the Members of Sierra Nevada Gold Inc

Opinion

We have audited the financial report of Sierra Nevada Gold Inc. ('the Company') and its subsidiary (together 'the Consolidated entity'), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

(i) giving a true and fair view of the Consolidated entity's financial position as at 31 December 2023 and of its financial performance for the year then ended; and
(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial report, which indicates that during the year ended 31 December 2023 the Consolidated entity incurred a loss after tax of US$1,539,523 and had operating cash outflows of US$444,251 and investing cash outflows of US$2,092,463. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Consolidated entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matter	How our audit addressed this matter
Exploration and evaluation assets Refer to Note 11 in the financial statements	
As at 31 December 2023, the carrying value of the Consolidated entity's Exploration and evaluation assets amounted to US$14,648,539. As required by AASB 6 *Exploration for and Evaluation of Mineral Resources* ('AASB 6') management performed an assessment for impairment to determined when facts and circumstances suggested that the carrying amount of the Exploration and evaluation assets may exceed its recoverable amount. We determined this to be a Key Audit Matter due to the significance of these assets in the Consolidated statement of financial position (92% of the total assets of the Consolidated entity). In addition, the directors' assessment for potential impairment involves significant judgement about the future underlying cash flows relating to the assets, including the quantity of mineral resource that will be able to be extracted and the viable of its commerciality.	Our audit procedures included, among others: • Gathering an understanding of the status of the Development assets through discussions with management and review of the ASX announcements and other available information; • Obtaining evidence of the rights to explore in the specific areas of interest; • Assessing and evaluating management's assessment that no indicators of impairment existed, including the reviewing the forecasts, plans and management's intention to carry out significant exploration and evaluation activity in the relevant exploration areas; • Agreeing a sample of the additions to capitalised Exploration and evaluation assets to supporting documentation, to confirm they were capitalised in line the entity's accounting policy and AASB 6; • Assessing the reasonableness of the basis on which it was determined whether the exploration activities have not yet progressed to the point where the existence or otherwise of an economically recoverable mineral resource may be determined; and • Reviewing the disclosures in the financial statements to assess compliance with the disclosure requirements of Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated entity's annual report for the year ended 31 December 2023, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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/ar2_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Sierra Nevada Gold Inc. for the year ended 31 December 2023, complies with section 300A of the *Corporations Act 2001*.

Report on the Remuneration Report (continued)

Responsibilities

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

RSM AUSTRALIA PARTNERS

R J MORILLO MALDONADO
Partner

Melbourne, Victoria
Dated: 27 March 2024

The information set out below was current as at 7 March 2024.

Corporate Governance Statement

Refer to the Company's Corporate Governance statement at: https://sngold.com.au/company/corporate-governance.

Distribution of equity securities:

Holding Ranges	Common Stock Holders	Common Stock %	CHESS Depositary Interests Holders	CHESS Depositary Interests %	Unquoted Options Holders	Unquoted Options %	Unquoted Performance Shares Holders	Unquoted Performance Shares %
1-1,000	-	-	8	1.91%	-	-	-	-
1,001-5,000	-	-	140	33.49%	-	-	-	-
5,001-10,000	-	-	73	17.46%	-	-	-	-
10,001-100,000	-	-	129	30.86%	-	-	-	-
100,001- and over	1	100.00%	68	16.28%	2	100.00%	6	100.00%
Total	1		418		2		6	

Number of holders holding less than a marketable parcel of CHESS Depositary Interests: 150

Equity security holders

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

	CHESS Depositary Interests (CDIs) Number held	CHESS Depositary Interests (CDIs) % of total issued
CAIRNGLEN INVESTMENTS PTY LTD	7,573,923	10.07
CITICORP NOMINEES PTY LIMITED (DOMESTIC HIN A/C)	6,049,676	8.04
GOLDCO INVESTMENTS LIMITED	4,762,715	6.33
PENNINGTON INVESTMENTS PTY LTD	2,295,394	3.05
ATHENA AX LLC	1,931,830	2.57
KENSINGTON TRUST SINGAPORE LTD (IS&P SINGAPORE RETIRE/F A/C)	1,613,562	2.14
THIRTY SIX VILMAR PTY LTD	1,590,459	2.11
BAS NOMINEE AUSTRALIA PTY LIMITED (THE SELLERS FAMILY A/C)	1,500,000	1.99
BELSIZE PARK SERVICES PTY LTD (THE RADEMAKER FAMILY A/C)	1,375,000	1.83
TYARA PTY LTD (BRUCE WC WILSON PROPERTY A/C)	1,270,394	1.69
MAIN RIDGE CAPITAL PARTNERS	1,247,255	1.66
JNZ TRUSTEE SERVICES (2022)LTD	1,221,260	1.62
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	1,150,000	1.53
CRANPORT PTY LTD (NO 10 A/C)	1,148,082	1.53
FOSTER STOCKBROKING NOMINEES PTY LTD (NO 1 ACCOUNT)	1,091,038	1.45
STALTARI INVESTMENTS PTY LIMITED (THE STALFAM A/C)	925,000	1.23
MR RICHARD SMITH	812,500	1.08
TYARA PTY LTD	812,500	1.08
SIRALAN PTY LTD (AW GUEST FAMILY A/C)	784,397	1.04
WILLIAM WYATT FAMILY INVESTMENTS PTY LTD (WILLIAM WYATT FAMILY INV A/C)	784,397	1.04
	39,939,382	53.08

Unquoted equity securities

	Number on issue	Number of holders
CHESS Depositary interests - restricted	14,854,135	10
Options over ordinary shares issued	3,282,210	2
Performance shares	2,856,306	6

The following persons hold 20% or more of unquoted equity securities (other than securities issued under an employee incentive scheme):

Name	Class	Number held
KENSINGTON TRUST SINGAPORE LTD (IS&P SINGAPORE RETIRE/F A/C)	CHESS Depositary interests - restricted	3,215,543
EDWARD MEADOWS PTY LTD (MOORE INVESTMENT A/C)	CHESS Depositary interests - restricted	3,213,027
ATHENA AX LLC	CHESS Depositary interests - restricted	3,202,192
CAIRNGLEN INVESTMENTS PTY LTD	CHESS Depositary interests - restricted	3,168,688
BELL POTTER SECURITIES LIMITED	Options over ordinary shares issued	1,782,210
FOSTER STOCKBROKING NOMINEES PTY LTD (NO 1 ACCOUNT)	Options over ordinary shares issued	1,500,000

Voting rights
The voting rights attaching to each class of equity securities are set out below:

Common Stock (Shares)
Each share of the Common Stock carries one vote.

CHESS Depositary Interests (Common Stock 1:1)
As each CHESS Depositary Interest (**CDI**) represents one Share of the Common Stock, a CDI holder will be entitled to one vote for every CDI they hold. CDI holders have the following options to vote:
(a) instructing CHESS Depositary Nominees Pty Ltd (**CDN**), as the legal owner, to vote the Shares underlying their CDIs; or
(b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their shares underlying the CDIs for the purposes of attending and voting at shareholder meetings; or
(c) converting CDIs into a holding of Shares and voting these at the shareholder meeting.

Unquoted Options
All options do not carry the right to vote.

Performance Shares
All performance shares do not carry the right to vote.

Substantial Holders

Substantial holders in the Company, as disclosed in substantial holding notices given to the Company are set out below:

	No. of CDIs in which holder has an interest
Cairnglen Investments Pty Ltd	11,648,494
Athena Ax LLC.	5,134,022
Kensington Trust Singapore Ltd atf IS&P Singapore Retirement Fund Sub Fund 288	4,829,105
Goldco Investments Limited	4,762,715
Stella Adriatica (Singapore) Pte Ltd	4,089,080

On-market buy-back
There is no current on-market buy-back.

Restricted Securities

Class of securities	Escrow End	Number of securities
CHESS Depositary Interests (1:1) Restricted	3 May 2024	14,854,135
Performance Shares Restricted	3 May 2024	2,325,000
Option Expiring 27-Apr-2025 Restricted	3 May 2024	1,782,210
		18,961,345

Annual report
Shareholders do not automatically receive a hard copy of the Company's Annual Report unless they notify the Share Registry in writing. An electronic copy of the Annual Report can be viewed on the Company's website: https://sngold.com.au/

ADDITIONAL INVESTOR INFORMATION

Company's Place of Incorporation
The Company was incorporated on 28 March 2011 in Nevada, United States.

Application of Corporations Act 2001 (Cth)
The Company is not subject to chapters 6, 6A, 6B and 6C of the *Corporations Act 2001* (Cth) dealing with the acquisition of its shares (including substantial holdings and takeovers).

Limitations on the acquisition of securities imposed by the Nevada or US law
There are no limitations on the acquisition of securities imposed by Nevada corporations law, other than restrictions that the Company may impose via its own articles of incorporation, or its bylaws.

The Company's CDIs were issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 ("Securities Act") for offers that are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. As a result of relying on the Regulation S exemption, the CDIs are "restricted securities" under Rule 144 of the Securities Act. This means that investors will not be able to sell the CDIs into the United States or to a U.S. Person for a period of 12 months from the date of allotment of the CDIs under the Offer, unless the resale of the CDIs is registered under the U.S. Securities Act or an exemption is available (including resales to Qualified Institutional Buyers (QIBs, as defined Rule 144A under the U.S. Securities Act).

To enforce the above transfer restrictions, all CDIs issued bear a "FOR US" designation on ASX. This designation restricts any CDIs from being sold on ASX to US persons. However, CDI holders still may freely transfer their CDIs on ASX to any person other than a US person.

Limitations on the acquisition of securities imposed under the Company's bylaws or articles of incorporation
The Company may refuse to acknowledge or register any transfer of shares of the Company's capital stock (including CDIs) held or acquired by a shareholder (including shares of the Company's capital stock that may be acquired upon exercise of a stock option, warrant or other right) that is not made:
a. in accordance with the provisions of Regulation S under the U.S. Securities Act of 1933 and as supplemented by a 'no action' letter issued by the U.S. Securities and Exchange Commission to the ASX in January 2000;
b. pursuant to registration under the U.S. Securities Act; or
c. pursuant to an available exemption from registration under the U.S. Securities Act.

Use of cash
The Company, between the date of admission and the end of the reporting period, used the cash (and assets in a form readily convertible to cash), that it had at the time of admission to the Australian Securities Exchange in a way consistent with its business objectives, as set out in its Prospectus and the Review of Operations forming part of this Annual Report.

Mining Tenements - All the tenements are located in USA

Description	Tenement number	Interest owned %
Blackhawk BH Claims (206 Claims)	NMC1183493	100.00
Blackhawk BK Claims (194 Claims)	NMC1165344	100.00
Blackhawk EX/MEX Claims (230 Claims)	NMC1097391/NMC1116711/NMC1174223	100.00
Blackhawk Blackhawk Claim (1 Claim)	NMC1110298	100.00
Blackhawk GF Claims (8 Claims)	NMC1203497	100.00
Blackhawk D, EN, MA Claims (12 Claims)	NMC1106537/ NMC1141061	100.00
Blackhawk HP Claims (5 Claims)	NMC799825	100.00
Blackhawk SFO Patent (1 Patent)	Patent 21683	100.00
Colorback Colorback Claims (34 Claims)	NMC1045249	100.00
Colorback Scotty Group Claims (8 Claims)	NMC1045242	100.00
Warrior WA Claims (91 Claims)	NMC1061934	100.00
Warrior WR Claims (156 Claims)	Not assigned	100.00
Warrior Hillside Claims (13 Claims)	NMC110779/ NMC343517/NMC343528	100.00
New Pass NP Claims (62 Claims)	NMC1085427	100.00
New Pass PW Claims (114 Claims)	NMC1051851	100.00
New Pass Jung Claims (4 Claims)	NMC870386	100.00
New Pass Jung Patents (8 Patents)	Jung Patents	100.00