AURUMIN LIMITED

ABN 64 639 427 099

Annual Report

For the Financial Year Ended 30 June 2020

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CORPORATE DIRECTORY

DIRECTORS
Piers Lewis
Bradley Valiukas
Darren Holden
Shaun Day

COMPANY SECRETARY
Arron Canicais
Yew Thai Goh

PRINCIPAL & REGISTERED OFFICE
Unit 1, 295 Rokeby Road
Subiaco WA 6008

AUDITORS
BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008
Website: www.bdo.com.au

DIRECTORS' REPORT

The directors of Aurumin Limited ("Aurumin", the "Company" or "the Group") are pleased to present the financial report of the Company for the financial year ended 30 June 2020.

1) BOARD OF DIRECTORS

The names of the Company's directors in office during and since the financial year end until the date of the report are as follows:

Directors	Position
Piers Lewis	Non-Executive Chairman (appointed 19 May 2020)
Bradley Valiukas	Managing Director (appointed 28 February 2020)
Darren Holden	Non-Executive Director (appointed 19 May 2020)
Shaun Day	Non-Executive Director (appointed 19 May 2020)
Mark Rowbottam	Non-Executive Director (appointed 28 February 2020 – resigned 22 May 2020)
Grant Gibson	Non-Executive Director (appointed 28 February 2020 – resigned 22 May 2020)

2) INFORMATION ON DIRECTORS

Piers Lewis (19 May 2020 – current)

Mr Lewis is a Chartered Accountant and Chartered Company Secretary with over 20 years' global corporate experience. Mr Lewis currently sits on the Cycliq Group Limited and Lustrum Minerals Limited board's and serves as company secretary on several ASX listed companies, including Grange Resources Limited and Ultima United Ltd. Mr Lewis holds a Bachelor of Commerce (Accounting and Finance), and is a Chartered Accountant and member of the Governance Institute of Australia.

Bradley Valiukas (28 February 2020 - current)

Mr Valiukas is a mining professional with over 20 years operational, management and executive experience in underground and open pit operations across multiple commodities around Australia. He has extensive experience in the rectification and expansion of existing operations and the direct responsibility for multiple new mines.

Mr Valiukas holds a Bachelor of Engineering (Mining) from the University of NSW and a Graduate Certificate in Economics from Murdoch University and is a member of the AusIMM.

He has held multiple senior management roles including as COO at companies including Mincor Resources, Focus Minerals and Technical Services Manager at Northern Star Resources.

Darren Holden (19 May 2020 – current)

Dr Holden is a geologist and experienced ASX company directors with over 25 years of industry experience in Australia and internationally including projects in Canada, USA and Mexico. He is a graduate of the University of Otago (NZ) and The University of Western Australia and is a member of the Australasian Institute of Mining and Metallurgy. Dr Holden was previously the Managing Director at ABM Resources Limited and Executive VP Exploration at Geoinformatics Exploration Inc. Dr Holden currently operates the exploration advisory business GeoSpy Pty Ltd and Marlee Minerals Pty Ltd, and holds positions with Silver Mines (NSW), and Lion One Ltd (Fiji).

Shaun Day (19 May 2020 – current)

Mr Day is a Chartered Accountant and experienced CFO with over 20 years of experience in executive and financial positions across mining and infrastructure, investment banking and international accounting firms. Mr Day was previously the CFO of Northern Star Resources, SGX50 Sakari Resources and ASX 200 Straits Resources and previously non-executive director of ASX Attila Resources, TSX Superior Gold and TSX Goldminco Corporation.

Mr Day is currently the CFO of ASX listed Salt Lake Potash Ltd.

DIRECTORS' REPORT

Mark Rowbottam (28 February 2020 – 22 May 2020)

Mr Rowbottam is an experienced corporate executive, advisor and company director. Mr Rowbottam has undergraduate science qualifications and a Master of Business Administration with specialities in corporate administration and marketing. He is a Fellow of the Securities Institute of Australia and an active member of the Australian Institute of Company Director.

Mr Rowbottam has more than 20 years' experience in the corporate finance arena and has been involved in numerous ASX initial public offerings, capital raisings, mergers/acquisitions and corporate transactions across various industry sectors.

Grant Gibson (28 February 2020 – 22 May 2020)

Mr Evans has more than 40 years experience in the commercial world as a tax accountant and entrepreneur and was a co-founder of HandiSoft Pty Ltd, one of the largest providers of software suites for accountants in public practice.

3) COMPANY SECRETARY

The names of the Company's Company Secretaries in office during and since the financial year end until the date of the report are as follows:

Mark Rowbottam	Appointed 28 February 2020 (resigned 28 August 2020)
Arron Canicais (joint)	Appointed 16 June 2020
Yew Thai (Victor) Goh (joint)	Appointed 16 June 2020

4) PRINCIPAL ACTIVITIES

The principal activities during the year were related to the registration of the Company and the acquisition, consolidation and restricting of four gold exploration projects. Aurumin Limited is an Australian based advanced gold exploration company with three projects in the Southern Cross and Marda-Diemals Greenstone belts and one in the Kalgoorlie Terraine. The Company holds 100% interests in its gold projects including its flagship high grade Mt Dimer and Mt Palmer projects.

5) FINANCIAL RESULTS

The financial results of the Company for the year ended 30 June 2020 are:

	30/06/2020	30/06/2019	% Change
Cash and cash equivalents ($)	214,554	178	120436%
Net assets ($)	1,206,341	(1,598,339)	175%
Revenue ($)	-	-	-
Net loss after tax ($)	(1,150,716)	(726,729)	(58%)

6) DIVIDENDS PAID OR RECOMMENDED

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

7) REVIEW OF OPERATIONS

The Company was incorporated on 28 February 2020.

Corporate Activities

Since incorporation the Company has successfully completed:

- the following acquisition and restructuring activities:
  - the acquisition of Acertim Resources Pty Ltd and its Mt Dimer and Johnson Range gold projects and Mt Palmer exploration tenements for 29,005,488 shares;
  - the acquisition of Mt Palmer Gold Pty Ltd and the Mt Palmer gold project for 3,750,000 shares;
  - the acquisition of exploration tenement E77/2423 for $150,000 cash and 100,000 shares;
  - the incorporation of Aurumin Australia Pty Ltd to holds the Company's Australian gold projects;
  - the incorporation of Aurumin Johnson Range Pty Ltd to hold the Company's Johnson Range gold project at the completion of restructuring;

DIRECTORS' REPORT

  - the incorporation of Aurumin Karramindie Pty Ltd to apply for E15/1769, being the Karamindie gold project;
  - the renaming of Acertim Resources Pty Ltd to Aurumin Mt Dimer Pty Ltd, the entity that will ultimately hold the Company's Mt Dimer gold project tenements; and,
  - the renaming of Mt Palmer Gold Pty Ltd to Aurumin Mt Palmer Pty Ltd, the entity that will ultimately hold the Company's Mt Palmer gold project tenements.
- the following changes to Company officeholders:
  - the appointments of new directors Mr Piers Lewis, Mt Darren Holden and Mr Shaun Day;
  - the resignations of Mr Mark Rowbottam and Mr Grant Gibson as directors; and,
  - the appointments of Mr Arron Canicais and Mr Yew Thai (Victor) Goh as joint company secretaries.
- The following agreements:
  - the engagement of SmallCap Corporate Pty Ltd for IPO management services and company secretarial services as an extension to existing bookkeeping, accounting and CFO services;
  - the acceptance of a funding commitment from Palisades Goldcorp Ltd to cornerstone the Company's seed capital raising and proposed IPO;
  - the engagement of KG Capital Partners Pty Ltd to act as lead manager and corporate advisor to the Company's seed capital raising and proposed initial public offering to list on the Australian Securities Exchange;
  - the engagement of BDO as auditors and to provide taxation advice and an investigating accountants report for the Prospectus; and
  - the engagement HWL Ebsworth Lawyers to act as lawyers to the Company through the IPO process.

Gold Projects Activities

Since the acquisition of the Mt Dimer, Mt Palmer and Johnson Range gold projects the Company has focussed its activities on:

- making tenement applications to further consolidate additional exploration ground prospective for gold mineralisation around its acquired projects;
- establishing the Karramindie subsidiary and making an application for E15/1769, being the Karamindie gold project;
- consolidating the technical data from all projects into the Company's GIS system and expanding the database to include data not previously included and expanding the database to a more regional setting; and,
- commencing work on comprehensive technical information memorandums for each project and developing its proposed exploration strategy and budgets.

8) SIGNFICANT CHANGES IN STATE OF AFFAIRS

The has been no significant changes in the state of affairs.

9) AFTER BALANCE DATE EVENTS

Subsequent to the year end, the Company:

i. converted debts at 30 June 2020 of $23,201.96 to 232,020 shares at a price of $0.10 per share.
ii. completed a pre-IPO raising $1,010,000 via the issue of 10,100,000 shares at a price of $0.10 per share.
iii. issued 528,000 shares to nominees of KG Capital Partners Pty Ltd in lieu of cash payments for pre-IPO capital raising management services.
iv. accepted the resignation of Mr Mark Rowbottam from the role of company secretary.
v. entered into an Executive Services Agreement with Mr Bradley Valiukas for the role of Managing Director.

The directors are not aware of any other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

DIRECTORS' REPORT

10) MEETINGS OF DIRECTORS

The number of Director's meetings held during the financial year and the number of meetings attended by each Director during the time the Director held office are:

	Directors Meetings	
Directors	Number Eligible to Attend	Meetings Attended
Piers Lewis	1	1
Bradley Valiukas	14	14
Darren Holden	1	1
Shaun Day	1	1
Mark Rowbottam	13	13
Grant Gibson	13	13

The Company does not have a formally constituted audit committee nor a remuneration committee as the board considers that the company's size and type of operation do not warrant such committees.

11) FUTURE DEVELOPMENTS

The Directors continue to actively explore and evaluate its mineral exploration tenements in Western Australia.

12) ENVIRONMENTAL ISSUES

The Company is not subject to any significant environmental regulation under the Commonwealth or State legislation. The Board is not aware of any breach of environmental requirements as they apply to the Company.

13) OPTIONS

At the date of this report there are no unissued ordinary shares of the Company under option.
No ordinary shares have been issued as a result of the exercise of options during or since the end of the financial year.

14) INDEMNIFYING OFFICERS OR AUDITOR

During the financial year, the Company paid a premium in respect of a contract insuring all its Directors and current and former executive officers against a liability incurred as such a Director or executive officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Company against a liability incurred as such an officer or auditor.

15) PROCEEDINGS ON BEHALF OF COMPANY

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

The Company was not a party to any such proceedings during the year.

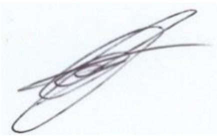
16) AUDITORS INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2020 has been received and can be found on page 8 of the annual report.

DIRECTORS' REPORT

17) NON-AUDIT SERVICES

During the financial year BDO Audit (WA) Pty Ltd did not perform any other services in addition to their statutory duties.



Piers Lewis
Non-Executive Chairman
Dated this 31st of August 2020

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Australia

DECLARATION OF INDEPENDENCE BY JARRAD PRUE TO THE DIRECTORS OF AURUMIN LIMITED

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

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

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

Jarrad Prue

Director

BDO Audit (WA) Pty Ltd

Perth, 31 August 2020

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Notes	30-Jun-20	30-Jun-19
		$	$
Administration expenses		(111,702)	(181,423)
Corporate advisory fees		(8,000)	-
Depreciation expense		(4,168)	(3,350)
Exploration and evaluation expenditure		(567,986)	(475,484)
Interest expense		(178,292)	(47,283)
Legal and compliance expenses		(24,705)	(11,388)
Travel expenses		(7,113)	(7,801)
Share based payments	13	(248,750)	-
Loss before income tax expense		**(1,150,716)**	**(726,729)**
Income tax expense	2	-	-
Net loss for the year		**(1,150,716)**	**(726,729)**
Other comprehensive Income		-	-
Total comprehensive loss for the year		**(1,150,716)**	**(726,729)**

		Cents	Cents
Loss per share attributable to the ordinary equity holders of the Company:			
Basic and diluted loss per share from continuing operations	12	(5.30)	(4.63)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	30-Jun-20	30-Jun-19
		$	$
CURRENT ASSETS			
Cash and cash equivalents	3	214,554	178
Trade and other receivables	4	250	950
TOTAL CURRENT ASSETS		**214,804**	**1,128**
NON-CURRENT ASSETS			
Plant and equipment	5	2,414	6,582
Capitalised Exploration Expenditure	6	1,446,954	505,000
TOTAL NON-CURRENT ASSETS		**1,449,368**	**511,582**
TOTAL ASSETS		**1,664,172**	**512,710**
CURRENT LIABILITIES			
Trade and other payables	7	405,208	476,392
Borrowings	8	52,623	1,634,657
TOTAL CURRENT LIABILITIES		**457,831**	**2,111,049**
TOTAL LIABILITIES		**457,831**	**2,111,049**
NET ASSETS / (LIABILITIES)		**1,206,341**	**(1,598,339)**
EQUITY			
Issued capital	9	6,690,833	2,735,437
Accumulated losses	10	(5,484,492)	(4,333,776)
TOTAL EQUITY / (DEFICIENCY)		**1,206,341**	**(1,598,339)**

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Issued Capital	Accumulated Losses	Total
	$	$	$
Balance at 1 July 2018	**2,485,437**	**(3,607,047)**	**(1,121,610)**
Loss for the year	-	(726,729)	**(726,729)**
Other comprehensive income	-	-	**-**
Total comprehensive loss for the year	**-**	**(726,729)**	**(726,729)**
Transaction with owners in their capacity as owners:			
Issue of share capital	250,000	-	**250,000**
Balance at 30 June 2019	**2,735,437**	**(4,333,776)**	**(1,598,339)**
Balance at 1 July 2019	2,735,437	(4,333,776)	**(1,598,339)**
Loss for the year	-	(1,150,716)	**(1,150,716)**
Other comprehensive income	-	-	**-**
Total comprehensive loss for the year	**-**	**(1,150,716)**	**(1,150,716)**
Transaction with owners in their capacity as owners:			
Issue of share capital	3,955,396	-	**3,955,396**
Balance at 30 June 2020	**6,690,833**	**(5,484,492)**	**1,206,341**

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	30-Jun-20 $	30-Jun-19 $
Cash flows from operating activities			
Payments to suppliers and employees		(47,266)	(234,360)
Payment for exploration expenditure		(562,186)	(541,652)
Net cash used in operating activities	**3(b)**	**(609,452)**	**(776,012)**
Cash flows from investing activities			
Payment for acquisition of exploration expenditure assets		(174,974)	-
Net cash used in investing activities		**(174,974)**	**-**
Cash flows from financing activities			
Proceeds from share issue		51,250	250,000
Proceeds from borrowings		1,047,572	497,705
Repayment of borrowings		(250,000)	-
Receipt of share applications in advance		149,980	-
Net cash from investing activities		**998,802**	**747,705**
Net increase / (decrease) in cash and cash equivalents held		214,376	(28,307)
Cash and cash equivalents at beginning of financial year		178	28,485
Cash and cash equivalents at end of financial year	**3(a)**	**214,554**	**178**

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards including Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial report covers the Company of Aurumin Limited and its controlled entities ("the Group" or "the Consolidated Entity") and has been prepared in Australian dollars. The Company is an unlisted public company, incorporated and domiciled in Australia.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

The following is a summary of the material accounting policies adopted by the entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

Reverse acquisition:

Aurumin Limited is an Australian public unlisted company incorporated on 28 February 2020 with 1 share on issue. On 28 February 2020, Aurumin Limited issued 29,005,489 shares to acquire 100% of Acertim Resources Pty Ltd (which subsequently changes its name to Aurumin Mt Dimer Pty Ltd).

Under the principles of AASB 3, the transaction between Aurumin Limited and Acertim Resources Pty Ltd ("Acertim") is treated as a reverse acquisition. As such, the assets and liabilities of the legal subsidiary (the accounting acquirer), being Acertim, are measured at their pre-combination carrying amounts. Accordingly, the consolidated financial statements of Aurumin have been prepared as a continuation of the financial statements of Acertim from 28 February 2020. The comparative information presented in the consolidated financial statements is that of Acertim.

The impact of the reverse acquisition on each of the primary statements is as follows:

- The consolidated statement of profit or loss and other comprehensive income:
  - for the year to 30 June 2020 comprises 12 months of Acertim and the period from 28 February 2020 to 30 June 2020 of Aurumin; and
  - for the comparative period comprises 1 July 2018 to 30 June 2019 of Acertim.

- The consolidated statement of financial position:
  - as at 30 June 2020 represents both Aurumin and Acertim as at that date; and
  - as at 30 June 2019 represents Acertim as at that date.

- The consolidated statement of changes in equity:
  - for the year ended 30 June 2020 comprises Acertim's opening equity position at 1 July 2019, its loss for the year and transactions with equity holders for 12 months. It also comprises Aurumin's transactions within equity from 28 February 2020 to 30 June 2020 and the equity value of Acertim and Aurumin at 30 June 2020. The number of shares on issue at year end represent those of Aurumin only.
  - for the comparative period comprises 1 July 2018 to 30 June 2019 of Acertim's changes in equity.

- The consolidated statement of cash flows:
  - For the year ended 30 June 2020 comprises:
    - the cash balance of Acertim as at 1 July 2019;
    - the cash transactions for the 12 months (12 months of Acertim and the period from 28 February 2020 to 30 June 2020 of Aurumin); and
    - the cash balances of Acertim and Aurumin at 30 June 2020.
  - For the comparative period comprises 1 July 2018 to 30 June 2019 of Acertim's cash transactions.

Going concern:

The financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.
The Group incurred a loss for the year of $1,150,716 (2019: $726,729) and net cash outflows from operating activities of $609,452 (2019: $776,012). These factors indicate a material uncertainty that may cast a significant doubt about the entity's ability to continue as a going concern.

NOTES TO THE FINANCIAL STATEMENTS

The directors have prepared an estimated cash flow forecast for the 12 month period from the date of this report to determine if the Company will require additional funding during the period. Where this cash flow forecast includes the likelihood that additional amounts will be needed and these funds have not yet been secured, it creates uncertainty as to whether the Group will continue to operate in the manner it has planned over the next 15 months.

Where the cash flow forecast includes these uncertainties, the directors are required to make an assessment of whether it is reasonable to assume that the Company will be able to continue its normal operations. The directors are satisfied that the going concern basis of preparation is appropriate based on the following factors and judgements:

- The Company has completed a pre-IPO raising subsequent to year end of $1,010,000;
- The Company is aiming to complete its IPO within the next 6 months from the date of this report, with the expected raising to be between $5 million to $7 million; and
- The Directors anticipate the support of the Company's major shareholders to continue with the advancement of the Company's assets.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business and at amounts different to those stated in the annual report. The annual report does not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

(a) Critical Accounting Judgements, Estimates and Assumptions
The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Exploration expenditure
The recoverability of the carrying amount of the exploration and evaluation assets is dependent on the successful development and commercial exploitation, or alternatively, sale of the respective area of interest. The Company capitalises only the initial acquisition costs to obtain right of tenure exploration and evaluation assets.

The Company reviews the carrying value of exploration and evaluation expenditure on a regular basis to determine whether economic quantities of reserves have been found or whether further exploration and evaluation work is underway or planned to support continued carry forward of capitalised costs. This assessment requires judgement as to the status of the individual projects and their estimated recoverable amount.

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

Impairment
The Company assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Company that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Environmental Issues
Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation, and the directors understanding thereof. At the current stage of the Company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

Taxation
Balances disclosed in the financial statements and the notes thereto, related to taxation, and are based on the best estimates of directors. These estimates take into account both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

(b) Principles of Consolidation
Subsidiaries
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Aurumin Limited as at 30 June 2020 and the results of all subsidiaries for the year then ended. Aurumin and its subsidiaries together are referred to in this financial report as the group or the consolidated entity.

NOTES TO THE FINANCIAL STATEMENTS

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between Group companies 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 Group.

Joint arrangements
Under AASB 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Joint operations
The group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses.

Joint ventures
Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated statement of financial position.

(c) Revenue
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest
Revenue is recognised as the interest accrues.

(d) Impairment of Assets
At each reporting date the Company assesses whether there is any indication that an asset may be impaired. Where an indication of impairment exists, the Company makes a formal estimate of recoverable amount. Where carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or Company assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

(e) Income Tax
Deferred income tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

- except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither that accounting profit or loss nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, except where the timing of the reversal of the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss nor taxable profit or loss; and

NOTES TO THE FINANCIAL STATEMENTS

- in respect of deductible temporary differences with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

(f) Goods and Services Tax (GST)
Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (“ATO”). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

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

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

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

(h) Trade and Other Receivables
Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

(i) Plant and Equipment
Plant and equipment are measured on the cost basis. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset’s employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation
The depreciable amount of plant and equipment is depreciated on a diminishing value basis over the asset’s useful life to the Company commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	33.00%
Furniture and Fittings	11.25%
Software	33.00%

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Profit or Loss and Other Comprehensive Income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS

(j) Exploration Expenditure
Exploration for and evaluation of mineral resources is the search for mineral resources after the entity has obtained legal rights to explore in a specific area, as well as the determination of the technical feasibility and commercial viability of extracting the mineral resource.

Exploration and evaluation expenditure is expensed to the profit or loss as incurred except in the following circumstances in which case the expenditure may be capitalised:
- The existence of a commercially viable mineral deposit has been established and it is anticipated that future economic benefits are more likely than not to be generated as a result of the expenditure; and
- The exploration and evaluation activity is within an area of interest which was acquired as an asset acquisition or in a business combination and measured at fair value on acquisition.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. An impairment exists when the carrying value of expenditure exceeds its estimated recoverable amount. The area of interest is then written down to its recoverable amount and the impairment losses are recognised in profit or loss.

(k) Trade and Other Payables
Liabilities for trade creditors and other amounts are carried at cost which is the fair value of consideration to be paid in the future for goods and services received, whether or not billed to the Company.

Payables to related parties are carried at the principal amount. Interest, when charged by the lender, is recognised as an expense on an accrual basis.

(l) Issued Capital
Ordinary shares are classified as equity.

Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(m) Share based payments
Under AASB 2 Share Based Payments, the Company must recognise the fair value of shares and options granted to directors, employees and consultants as remuneration as an expense on a pro-rata basis over the vesting period in the Statement of Profit or Loss and Other Comprehensive Income with a corresponding adjustment to equity.

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. No revision to original estimates is made in respect of options issued with market based conditions.

The Company provides benefits to employees (including directors) of the Company in the form of share based payment transactions, whereby employees render services in exchange for shares or rights over shares ("equity-settled transactions"). The cost of these equity-settled transactions with employees (including directors) is measured by reference to fair value at the date they are granted. The fair value is determined using an appropriate option pricing model.

In relation to the valuation of the share-based payments, these are valued using an appropriate option valuation method. Once a valuation is obtained management use an assessment as to the probability of meeting non-market based conditions. Market conditions are vested over the period in which management assess it will take for these conditions to be satisfied.

(n) Financial Instruments
Recognition and initial measurement
Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement
- Financial assets
- Financial assets are subsequently measured at:
- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

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

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

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

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

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

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

Financial liabilities
Financial liabilities are subsequently measured at:

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

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

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

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

Derecognition
Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial assets
A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Company no longer controls the asset (ie the Company has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity which was elected to be classified under fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

Fair value
Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment
At the end of each reporting period, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether a impairment has arisen. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

De-recognition
Financial assets are de-recognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are de-recognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Impairment of Assets
At each the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of comprehensive income.

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

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

(o) Comparatives
When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(p) Application of new and revised accounting standards
<u>New or revised standards and interpretations that are first effective in the current reporting period</u>

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company during the financial year.

The adoption of these Accounting Standards and Interpretations are described below:

AASB 16: Leases
The Group has adopted AASB 16: Leases retrospectively with the cumulative effect of initially applying AASB 16 recognised at 1 July 2019. In accordance with AASB 16 the comparatives for the 2019 reporting period have not been restated.

Based on the assessment by the Group, it was determined there was no impact on the Group. As such, the Group has not recognised a lease liability and right-of-use asset for all leases (with the exception of short-term and low-value leases) recognised as operating leases under AASB 117: Leases where the Group is the lessee.
There has been no significant change from prior year treatment for leases where the Group is a lessor.

Lease liabilities are measured at the present value of the remaining lease payments, where applicable. The Group's incremental borrowing rate as at 1 July 2019 was used to discount the lease payments.

The right-of-use assets, where applicable for the remaining leases have been measured and recognised in the statement of financial position as at 1 July 2019 by taking into consideration the lease liability and the prepaid and accrued lease payments previously recognised as at 1 July 2019 (that are related to the lease).

The following practical expedients have been used by the Group in applying AASB 16 for the first time:
- for a portfolio of leases that have reasonably similar characteristics, a single discount rate has been applied.
- leases that have remaining lease term of less than 12 months as at 1 July 2019 have been accounted for in the same was as short-term leases.
- the use of hindsight to determine lease terms on contracts that have options to extend or terminate.

NOTES TO THE FINANCIAL STATEMENTS

- applying AASB 16 to leases previously identified as leases under AASB 117: Leases and Interpretation 4: Determining whether an arrangement contains a lease without reassessing whether they are, or contain, a lease at the date of initial application.
- not applying AASB 16 to leases previously not identified as containing a lease under AASB 117 and Interpretation 4

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

(q) New Accounting Standards for Application in Future Periods

At the date of authorisation of the financial report, a number of Standards and Interpretations including those Standards and Interpretations issued by the IASB/IFRIC, where an Australian equivalent has not been made by the AASB, were in issue but not yet effective for which the Entity has considered it unlikely for there to be a material impact on the financial statements.

The financial report was authorised for issue on 31st of August 2020 by the board of directors.

2. INCOME TAX EXPENSE

	30-Jun-20	30-Jun-19
	$	**$**
(a) The components of tax expense comprise:		
Current tax	-	-
Deferred tax	-	-
	-	**-**
(b) The prima facie tax benefit on loss from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie tax benefit on loss from ordinary activities before income tax at 30% (2019: 30%)	(345,215)	(218,019)
Add tax effect of:		
- Non-deductible expenditure/(Non-assessable income)	75,119	407
- Non-assessable income	-	-
- Other deferred tax balances not recognised	270,095	217,611
Income tax expense	**-**	**-**
(c) Deferred tax liability		
Exploration	(174,006)	(151,500)
	(174,006)	(151,500)
Off-set of deferred tax assets	174,006	151,500
Net deferred tax liability not brought to account	-	-
(d) Unrecognised Deferred tax asset		
Tax losses	1,183,432	885,819
Other temporary differences	2,997	8,009
	1,186,429	893,828
Off-set of deferred tax liabilities	(174,006)	(151,500)
Net unrecognised deferred tax assets	1,012,423	742,328

NOTES TO THE FINANCIAL STATEMENTS

3. CASH AND CASH EQUIVALENTS

	30-Jun-20	30-Jun-19
	$	$
(a) Reconciliation to cash at the end of the year		
Cash at Bank and in hand	214,554	178
(b) Reconciliation of cash flows from operating activities with loss after income tax		
Loss for the financial year	(1,150,716)	(726,729)
Adjustments for:		
Depreciation expense	4,168	3,350
Interest expense	178,292	47,283
Share based payments	248,750	-
Exploration and evaluation expenditure classified as investing	174,974	-
Changes in assets and liabilities:		
- (Increase)/ Decrease in trade and other receivables	700	6,457
- (Decrease)/ Increase in trade and other payables	(65,620)	(106,373)
Net cash provided by operating activities	**(609,452)**	**(776,012)**

Non-cash investing and financing activities:
On 28 February 2020, Acertim Resources Pty Ltd agreed with its loan providers and a number of its creditors for the conversion of the amounts outstanding to them of $2,535,396 for equity. A total of 50,707,910 Acertim Resources Pty Ltd shares (Aurumin share equivalent of 12,676,978) at a deemed price of $0.05 (pre-consolidation) were issued to these parties on 28 February 2020 extinguishing the liabilities to them as at that date.

On 28 April 2020, the Group issued 3,750,000 shares for the acquisition of the Mt Palmer Gold Project, and on 6 May 2020 100,000 shares for the acquisition of tenement.

In June 2020, the Group received $630,000 in cash via loans from entities associated with Director Mr Brad Valiukas. Of this amount, $350,000 was converted to equity at $0.10 per share as at 30 June 2020.

There were no other non-cash investing and financing activities.

4. TRADE AND OTHER RECEIVABLES

	30-Jun-20	30-Jun-19
	$	$
Current		
Deposit paid	250	950
At reporting date	**250**	**950**

5. PLANT AND EQUIPMENT

	30-Jun-20	30-Jun-19
	$	$
Plant and equipment at cost	16,750	16,750
Accumulated depreciation	(14,336)	(10,168)
	2,414	**6,582**
(a) Movements in carrying amounts		
Balance at beginning of the year	6,582	9,932
Depreciation expense	(4,168)	(3,350)
At reporting date	**2,414**	**6,582**

NOTES TO THE FINANCIAL STATEMENTS

6. CAPITALISED EXPLORATION EXPENDITURE

	30-Jun-20	30-Jun-19
	$	$
Balance at beginning of the year	505,000	505,000
Additions (i)	941,954	-
Impairment loss	-	-
At reporting date	**1,446,954**	**505,000**

(i) During the year the Group had additions of $941,954 representing acquisition costs to acquire new areas of interest or expand existing ones. Included in additions for FY2020 was 3,750,000 shares issued as part consideration to acquire the Mt Palmer Gold Pty Ltd. This acquisition was considered an asset acquisition.

7. TRADE AND OTHER PAYABLES

	30-Jun-20	30-Jun-19
	$	$
Trade creditors	161,889	394,564
Accruals	66,858	49,000
GST payable	26,481	32,828
Share application funds received in advance	149,980	-
At reporting date	**405,208**	**476,392**

Trade creditors are non-interest bearing and are normally settled on 30-day terms.

8. BORROWINGS

	30-Jun-20	30-Jun-19
	$	$
CURRENT		
Loan from related party – Heelmo (i)	19,603	1,222,404
Loan from related party - Grant Evans (ii)	-	354,755
Loans from other parties (iii)	-	57,498
Loan from related party – Brad Valiukas (iv)	33,020	-
At reporting date	**52,623**	**1,634,657**

Pre-conversion terms:

(i) The terms and conditions of the loan from related party – Heelmo Holdings Pty Ltd, are as follows:
- Loan Facility: $150,000 or as otherwise Drawn,
- Commencement Date: 1 January 2016,
- Maturity Date: 30 June 2020 unless otherwise extended,
- Annual Facility Fee: 2% of the Loan Facility Commitment,
- Interest Rate: nil% per annum,
- Monthly Facility Fee: 1% of the outstanding account calculated at the end of any calendar month after the initial drawdown date.

(ii) The terms and conditions of the loan from related party – Grant Evans, are as follows:
- Loan Facility: $50,000 or as otherwise Drawn,
- Commencement Date: 17 August 2016,
- Maturity Date: 30 June 2020 unless otherwise extended,
- Annual Facility Fee: 2% of the Loan Facility Commitment,
- Interest Rate: nil % per annum
- Monthly Facility Fee: 1% of the outstanding account calculated at the end of any calendar month after the initial drawdown date.

NOTES TO THE FINANCIAL STATEMENTS

(iii) The terms and conditions of this loan are as follows:

- Loan Facility: $50,000
- Commencement date: 16 April 2019
- Maturity date: The date that the Company completes its next fund raising of at least $100,000 unless otherwise agreed;
- Interest rate: 12% per annum

Debt and creditor conversion:
On 28 February 2020, Acertim Resources Pty Ltd agreed with its loan providers and a number of its creditors for the conversion of the amounts outstanding to them of $2,535,396 for equity. A total of 50,707,910 Acertim Resources Pty Ltd shares (Aurumin share equivalent of 12,676,978) at a deemed price of $0.05 were issued to these parties on 28 February 2020 extinguishing the liabilities to them as at that date.

Post conversion:
Subsequent to the debt and creditor conversion noted above, the Group received funds from:

- Heelmo Holdings Pty Ltd (i) – an entity which Mr Mark Rowbottam has a relevant interest
  - Under the terms of this loan, no interest or fees are applicable to this amount. Furthermore, there is no set date of repayment.
- Brad Valiukas (iv) – a Director of Aurumin Limited
  - Under the terms of this loan, no interest or fees are applicable to this amount. This amount was repaid in July 2020.

Net debt reconciliation:

Net debt as at 1 July 2019	Cash inflows	Cash outflows	Non-cash	Net debt as at 30 June 2020
1,634,657	1,047,572	(250,000)	(2,379,306)	52,623

9. ISSUED CAPITAL

	30-Jun-20	30-Jun-19
	$	$
37,605,489 fully paid ordinary shares of no par value	6,690,833	5,320,833

(a) Movements in fully paid ordinary shares on issue:

Ordinary Shares	Date	Quantity	Issue Price	$
Balance at 30 June 2019		**63,885,478**		**2,735,437**
Share Issue	15/10/2019	1,428,571	0.0350	50,000
Share Issue - debt to equity conversion	28/02/2020	50,707,910	0.0500	2,535,396
Balance before reverse acquisition		**116,021,959**		**5,320,833**
28 February 2020 reverse acquisition:				
- Elimination of existing legal aquiree (Acertim Resources Pty Ltd)	3/03/2020	(116,021,959)	-	-
- Shares of legal acquirer (Aurumin Limited) at acquisition date	3/03/2020	29,005,489	-	-
Issue of shares	27/03/2020	1,250,000	0.2000	250,000
Issue of shares - acquisition of Mt Palmer Gold	28/04/2020	3,750,000	0.2000	750,000
Issue of shares - acquisition of E77/2423	6/05/2020	100,000	0.2000	20,000
Share Issue - debt to equity conversion	5/06/2020	1,500,000	0.1000	150,000
Share Issue - debt to equity conversion	12/06/2020	1,500,000	0.1000	150,000
Share Issue - debt to equity conversion	29/06/2020	500,000	0.1000	50,000
Balance at 30 June 2020		**37,605,489**		**6,690,833**

During the year the entity issued shares to extinguish outstanding loans with related parties. In accordance with the requirements of the accounting standards, the fair value of the shares were calculated, being a share price of $0.10 per share.
The determination of the fair value per share is a significant judgement and is based on the price received per share in the post year end capital raising, refer to Note 16.

NOTES TO THE FINANCIAL STATEMENTS

(b) Terms of Ordinary Shares
Ordinary shares participate in dividends and the proceeds on winding up of the Company in proportion to the number of shares held and in proportion to the amount paid up on the shares held.

At shareholders meetings each ordinary share is entitled to one vote in proportion to the paid-up amount of the share when a poll is called, otherwise each shareholder has one vote on a show of hands.

(c) Capital risk management
The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders.

Given the nature of the Company's activities in mineral exploration, it does not have ready access to credit facilities, with the primary source of funding being equity raisings and borrowings from related parties. Accordingly, the objective of the Company's capital risk management was to balance its working capital position against the requirements of the Company to meet exploration programmes and overheads. This was achieved by maintaining appropriate liquidity to meet anticipated operating requirements, with a view to initiating appropriate capital raisings and borrowing funds from related parties as required.

The working capital position of the Company at 30 June 2020 and 30 June 2019 are as follows:

	30-Jun-20	30-Jun-19
	$	$
Cash and cash equivalents	214,554	178
Trade and other receivables	250	950
Trade and other payables	(405,208)	(476,392)
Borrowings	(52,623)	(1,634,657)
Working capital position	**(243,027)**	**(2,109,921)**

10. ACCUMULATED LOSSES

	30-Jun-20	30-Jun-19
	$	$
Balance at beginning of the year	(4,333,776)	(3,607,047)
Net loss attributable to members	(1,150,716)	(726,729)
At reporting date	**(5,484,492)**	**(4,333,776)**

11. FINANCIAL INSTRUMENTS

(i) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES
The Company's principal financial instruments comprise cash and short-term deposits. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Company. The Company also has other financial instruments such as trade debtors and creditors which arise directly from its operations. For the year under review, it has been the Company's policy not to trade in financial instruments.

The directors' overall risk management strategy seeks to assist the Company in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

Risk management policies are approved and reviewed by the Board of Directors on a regular basis. These include the credit risk policies and future cash flow requirements.

Financial Risk Exposures and Management
The main risks arising from the Company's financial instruments are interest rate risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Foreign Currency Risk
The Company is not exposed to fluctuations in foreign currencies.

(b) Interest Rate Risk
The Company is exposed to movements in market interest rates on short term deposits. The policy is to monitor the interest rate yield curve out to 120 days to ensure a balance is maintained between the liquidity of cash assets and the interest rate return. The Company does not currently have short or long-term debt, and therefore this risk is minimal.

NOTES TO THE FINANCIAL STATEMENTS

(c) Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted the policy of only dealing with credit worthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Company does not have any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

(d) Liquidity Risk

The Company manages liquidity risk by monitoring forecast cash flows. The Company does not have any significant liquidity risk as the Company does not currently have any collateral debts.

(e) Market Risk

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

(ii) FINANCIAL INSTRUMENT COMPOSITION AND MATURITY ANALYSIS

The table below reflects the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity, as well as management's expectations of the settlement period for all other financial instruments. As such, the amounts might not reconcile to the Statement of Financial Position.

	Weighted average interest rate	Floating interest rate	Fixed interest maturing in			Non-Interest bearing	Total
30 June 2020	**%**	**$**	**1 year or less $**	**over 1 year less than 5 $**	**more than 5 years $**	**$**	**$**
Financial Assets							
Cash and cash equivalents	-	214,554	-	-	-	-	**214,554**
Trade and other receivables	-	-	-	-	-	250	**250**
	-	**214,554**	**-**	**-**	**-**	**250**	**214,804**
Financial Liabilities							
Trade and other creditors	-	-	-	-	-	405,208	**405,208**
Borrowings	-%	**-**	52,623	-	-	-	**52,623**
	-	**-**	**52,623**	**-**	**-**	**405,208**	**457,831**

	Weighted average interest rate	Floating interest rate	Fixed interest maturing in			Non-Interest bearing	Total
30 June 2019	**%**	**$**	**1 year or less $**	**over 1 year less than 5 $**	**more than 5 years $**	**$**	**$**
Financial Assets							
Cash and cash equivalents	-	178	-	-	-	-	**178**
Trade and other receivables	-	-	-	-	-	950	**950**
	-	**178**	**-**	**-**	**-**	**950**	**1,128**
Financial Liabilities							
Trade and other creditors	-	-	-	-	-	476,392	**476,392**
Borrowings	13.93%	**-**	1,634,657	-	-	-	**1,634,657**
	-	**-**	**1,634,657**	**-**	**-**	**476,392**	**2,111,049**

NOTES TO THE FINANCIAL STATEMENTS

Trade and sundry payables are expected to be paid as follows:	30-Jun-20	30-Jun-19
	$	$
Less than 6 months	405,208	476,392
	405,208	**476,392**

12. EARNINGS PER SHARE

	30-Jun-20	30-Jun-19
	$	$
(a) Loss used in the calculation of basic earnings per share	(1,150,716)	(726,729)
	Number of shares	***Number of shares***
(b) Weighted average number of ordinary shares outstanding during the financial year used in calculation of basic earnings per share	21,721,786	62,734,794

As noted in Note 1, the equity structure in these consolidate financial statements following the reverse acquisition reflects the equity structure of Aurumin, being the legal acquirer (the accounting acquiree), including the equity interests issued by Aurumin to affect the acquisition.

(i) In calculating the weighted average number of ordinary shares outstanding (the denominator of the EPS calculation) for the year ended 30 June 2020:
   (1) the number of ordinary shares outstanding from 1 July 2019 to 30 June 2020 (deemed acquisition date) are computed on the basis of the weighted average number of ordinary shares of Acertim, (legal acquire / accounting acquirer) outstanding during the period multiplied by the exchange ratio established in the acquisition agreement; and
   (2) the number of ordinary shares outstanding from 28 February 2020 to the end of the year shall be the actual number of ordinary shares of Aurumin outstanding during that period.

(ii) The basic EPS for the period ended 2019 shall be calculated by dividing:
   (1) The profit or loss of the Acertim attributable to ordinary shareholders in each of those periods by
   (2) The Acertim's historical weighted average number of ordinary shares outstanding multiplied by the exchange ratio established in the acquisition agreement.

13. SHARE BASED PAYMENTS

On 27 March 2020, the Company issued 1,250,000 founder shares to a number of parties for cash at a price of $0.001 per share. As required by AASB 2, the Company has recognised the value of these shares at the assessed fair value of the shares at the date of issue, being $0.20. The Company has recognised the difference between the cash received and the fair value of these share as a share based payment expense of $248,750.

14. SEGMENT INFORMATION

The Company has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources.

The Company operates in one geographical and business segment being gold exploration in Australia. All segment assets, segment liabilities and segment results relate to the one segment and therefore no segment analysis has been prepared.

NOTES TO THE FINANCIAL STATEMENTS

15. RELATED PARTY TRANSACTIONS

During the financial year ending 30 June 2020, Allegra Corporate Pty Ltd, a Company that Mark Rowbottam has a relevant interest in, issued invoices to the Group totalling $162,572 for various corporate and geological services. As at 30 June 2020, an amount of $3,596 was owing to Allegra Corporate Pty Ltd.

As described in Note 8, as at 30 June 2020 the Group had an outstanding loan balance of $19,603 with Heelmo Holdings Pty Ltd, a Company that Mark Rowbottam has a relevant interest in. Refer to Note 8 for details of the loan.

As described in Note 13, the Company issued 1,250,000 founder shares to a number of parties for cash at a price of $0.001 per share, for which the fair value of the shares at the date of issue was $0.20. The following related parties (or their associated entities) received founder shares as part of this issue:

- Brad Valiukas – 100,000 shares – implicit share based payment of $19,900;
- Piers Lewis – 175,000 shares - implicit share based payment of $34,825;
- Shaun Day – 250,000 shares – implicit share based payment of $49,750; and
- Darren Holden – 250,000 shares – implicit share based payment of $49,750.

During the year, the Group entered into two loan agreements with Director Brad Valiukas. The details of the loan are as follows:

- Converting loan
    - Loan total - $350,000
    - Interest – nil%
    - Conversion – The loan total to be repaid through the conversion of shares at $0.10 per share
    - Repayment date – 31 July 2020
- Other loan
    - Loan total - $280,000
    - Interest – nil%
    - Conversion – The loan total to be repaid through the conversion of shares at $0.10 per share
    - Repayment date – the earlier of the date the Group completes a pre-IPO capital raising of $350,000 or more or 31 July 2020

The Converting loan was fully converted during the year, and the other loan had a balance of $33,020 as at 30 June 2020 and has been fully paid post year end.

16. EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to the year end, the Company:

i. Converted debts at 30 June 2020 of $23,201.96 to 232,020 shares at a price of $0.10 per share.
ii. Completed a pre-IPO raising $1,010,000 via the issue of 10,100,000 shares at a price of $0.10 per share.
iii. Issued 528,000 shares to nominees of KG Capital Partners Pty Ltd in lieu of cash payments for pre-IPO capital raising management services.
iv. Accepted the resignation of Mr Mark Rowbottam from the role of company secretary.
v. Entered into a Executive Services Agreement with Mr Bradley Valiukas for the role of Managing Director.

The directors are not aware of any other matters or circumstances that have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

NOTES TO THE FINANCIAL STATEMENTS

17. CONTROLLED ENTITIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name	Country of Incorporation	Class of Shares	Equity Holding	
			2020	2019
			%	%
Aurumin Australia Pty Ltd*	Australia	Ordinary	100	-
Aurumin Mt Dimer Pty Ltd (formerly Acertim Resources Pty Ltd)**	Australia	Ordinary	100	-
Aurumin Johnston Range Pty Ltd*	Australia	Ordinary	100	-
Aurumin Karramindie Pty Ltd*	Australia	Ordinary	100	-
Aurumin Mt Palmer Pty Ltd***	Australia	Ordinary	100	-

* These entities were incorporated by Aurumin Limited during the year.
** This entity was acquired as per the details outlined in Note 1 via a reverse acquisition.
*** This entity was acquired during the year, and was considered by the Company to be the acquisition of an asset.

18. CONTINGENT LIABILITIES

In the opinion of the directors there were no contingent liabilities at 30 June 2020, and the interval between 30 June 2020 and the date of this report.

19. COMMITMENTS

	6 months	12 months	18 months	Total
Exploration Commitments	$	$	$	$
30 June 2020	337,104	273,096	337,104	**947,304**
30 June 2019	329,512	273,096	337,104	**939,712**

DIRECTORS' DECLARATION

1. The directors of the company declare that:

   a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:

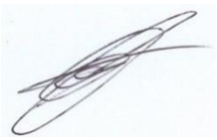
      i. giving a true and fair view of the entity's financial position as at 30 June 2020 and of its performance for the year then ended; and
      ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.

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

   c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2020.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:



Piers Lewis
Non-Executive Chairman
Dated this 31st of August 2020

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INDEPENDENT AUDITOR'S REPORT

To the members of Aurumin Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Aurumin Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of Aurumin Limited, is in accordance with the Corporations Act 2001, including:

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

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

Basis for opinion

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

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

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is information included in the annual report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and 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 on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at:

http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf

This description forms part of our auditor's report.

BDO Audit (WA) Pty Ltd

BDO

Jarrad Prue

Director

Perth, 31 August 2020