2021
ANNUAL REPORT

Astro Resources NL and Controlled Entities
ABN: 96 007 090 904

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Corporate Directory

Directors

Mr Jacob Khouri
(Non-Executive Chairman)

Mr Gregory Jones
(Non-Executive Director)

Mr Vincent Fayad
(Executive Director)

Company Secretary

Mr Vincent Fayad

Auditor

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SYDNEY NSW 2001

ASX Code

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Chairman's Letter to Shareholders

Dear Fellow Shareholders

It is with pleasure that I write to you in my sixth year as Chairman of Astro Resources NL ("**Astro**" or "**the Company**").

On the back of a very challenging 2020 financial year, there is no doubt that the 2021 has been a successful and productive year for the Company. The key highlights during the year included:

- significant chargeability anomaly confirmed at Needles Project;
- resource update to the Governor Broome Project;
- two tranches of capital raising (raising $8.792 million) and the repayment of debt facilities (of $2.86 million); and
- appointment of Vince Fayad as our Interim Chief Executive Officer.

As noted above, the Company was able to secure capital of $8.792 million, which after repayment of long standing debt facilities, it was able to advance work on its Projects. As part of the capital raising, the Company was fortunate enough to secure the Holdmark Property Group (Holdmark) as a major shareholder owing 19.77% of the issued capital of the Company. Holdmark has been supportive of the Company's initiatives by participating in the second capital raising in February 2021.

With the aforementioned capital raising, Astro made excellent progress at its Needles Gold Project in Nevada, USA following its initial mapping exercise. DC/IP electric and shallow seismic geophysical surveys were completed and followed up with detailed modelling, confirming the presence of a strong, robust chargeability anomaly which maybe associated with gold mineralisation. On the back of this we have plans to commence a diamond drilling program comprising three 500m deep drillholes to test the anomaly in November 2021. The proposed drilling campaign is an exciting step for Astro as it looks to discover significant economic mineralisation within this well-endowed region of the USA.

Astro also made significant headway in its other major project, the Governor Broome Heavy Minerals Sands Project ("Governor Broome Project"), within Astro's 100% owned Retention Licence R70/53, where a resource update was provided during the year on the back of drill programs carried out previously. The JORC Resource is 52Mt @ 4.6% HM of Indicated Resources and 6Mt @ 4% HM of Inferred Resources.

More importantly for the Governor Broome Project, the Company undertook a 2.6 tonne bulk sampling exercise from the West Deposit and a sighter test for the East Deposit. The bulk sampling test-work was necessary to confirm the basic flowsheet of the proposed plant whilst the sighter test-test-work established if the key minerals could be extracted from the East Deposit easily. The test results successfully demonstrated the amenability of the material sourced from the West Deposit to processing through the feed preparation circuit using conventional mineral sands processing equipment. This result, coupled with the dry plant testing, demonstrated that the processing of the HMC product successfully recovered ilmenite, zircon, and garnet concentrates. Rutile was also recovered to a non-magnetic concentrate containing the pyrite. In short, the work completed to date on the Governor Broome Project points to a potential viable mining operation and, as a result, Astro will undertake a Mine Scoping Study before proceeding towards a Pre-Feasibility Study.

The Board also remains focused on extracting value for its East Kimberley Diamonds Project and whilst we have had some set-backs, we have plans in place to achieve this objective.

We also appointed Executive Director Vince Fayad as the Astro's Interim Chief Executive Officer of the Company. This appointment follows a significant increase to Vince's leadership duties, particularly over the last 18 months at both corporate and project levels, with Vince proving instrumental in the overall management of the Company.

I would also like to thank all of our technical people for their efforts in helping Astro to achieve such significant milestones. I very much look forward to building on this success in the next year. I would particularly like to thank Steve Gemell who resigned October 2020 for his services to the Company and Greg Jones whose insight not only the Needles Gold Project but also the overall affairs of the Company has been invaluable.

After many years of struggle, the Company is in a strong financial position which should allow it to move forward and create meaningful shareholder value. I would like to thank our shareholders for their ongoing support and loyalty shown to Astro during this period. I am excited about the Company's future prospects and in particular, the proposed work to be undertaken later this year on the Needles Project. Undoubtedly, there are exciting times ahead for Astro and its shareholders.

Yours sincerely

Jacob Khouri
Chairman
Dated at Sydney this 21st day of September 2021.

OPERATIONAL

Astro has three key projects in its portfolio: the Needles Gold Project in Nevada, USA, the Governor Broome Mineral Sands Project, located in the south-west region of Western Australia and the East Kimberley Diamond Project, located in the northeast region of WA.

Gold – Needles Project

Background

In October 2017, Astro acquired 100% of the Needles Project in Nevada, a State with a thriving mining industry which has produced over 215Moz of gold since 1835. The project is approximately 100km southeast of the operating 15Moz Kinross Round Mountain open cut gold mine (Figure 1). It covers an area of approximately 2,830 acres or 11.46km^2 within Federal Land, consisting of one hundred and thirty seven (137) unpatented lode mining claims.

The Needles licence area is located near the eastern margin of a mostly eroded shield-type volcano/caldera complex formed between ~32 million and ~19 million years ago, as part of extensive continental magmatism. The caldera measures approximately 15 kilometres in diameter.

The principal target type mineralisation sought in the Needles Property area is epithermal gold (± silver and base metals). The available information for the area indicates that structurally controlled, silver-antimony-gold-bearing epithermal quartz veins are the main deposit type. Quartz stock work replacement veins containing silver and arsenic-bearing sulphides characterize areas of high-grade gold-silver mineralization.

Figure 1. *Location Map of the Needles Property*

Work undertaken

Mapping

During the first quarter, the Company engaged a United States consultant geologist who spent ten days in the field locating historic mine and prospecting sites, mapping geological structures, sampling outcrops of altered and mineralized rocks, and locating previous exploration work, such as excavations and drill collars. The samples taken from the site were lodged with a certified laboratory in Reno, Nevada.

The key initial findings by the consultant include:

- numerous historical prospects and mineralized outcrops were sampled, with a total of 97 samples collected for Au, Ag, and multi element assaying (Figure 2);
- historical workings, including a shaft, were located in the undrilled area to the west of the historical Arrowhead Mine, an area which is the current focus of Astro's exploration program. The dumps of these workings were mapped and sampled;
- alteration and weathered sulphide mineralization (limonite) were identified in the numerous structural zones that have been mapped. These zones are up to ten metres wide; and
- within the target area, porous, altered, gently dipping Tertiary volcanic units were mapped and sampled in areas previously thought to be alluvium. These units conform to Astro's "Round Mountain" exploration model for the Needles Property.

Of the 97 rock chip samples collected, fourteen were anomalous in gold and/or silver (greater than 0.15g/t Au or 8 g/t Ag) with significant gold and silver assays up to 5.5g/t Au and 406g/t Ag returned from the sampling.

The Company was greatly encouraged by these key initial findings, which confirmed the potential of the Needles Property to host economic gold mineralization, including Round Mountain type deposits. As a result, the Company completed DC/IP electric and shallow seismic geophysical surveys over the western prospective area of the project. The DC/IP survey outlined a large and robust chargeability anomaly situated within volcanic tuffs 250 to 550 metres below surface.

DC/IP Modelling

The DC/IP data was subject to further interpretation by Southern Geoscience Consultants ("SGC"). SGC used two alternative modelling techniques to confirm the strength, continuity and location of the chargeability anomaly which has been defined over a strike length in excess of 1 kilometre as shown in Figure 2.

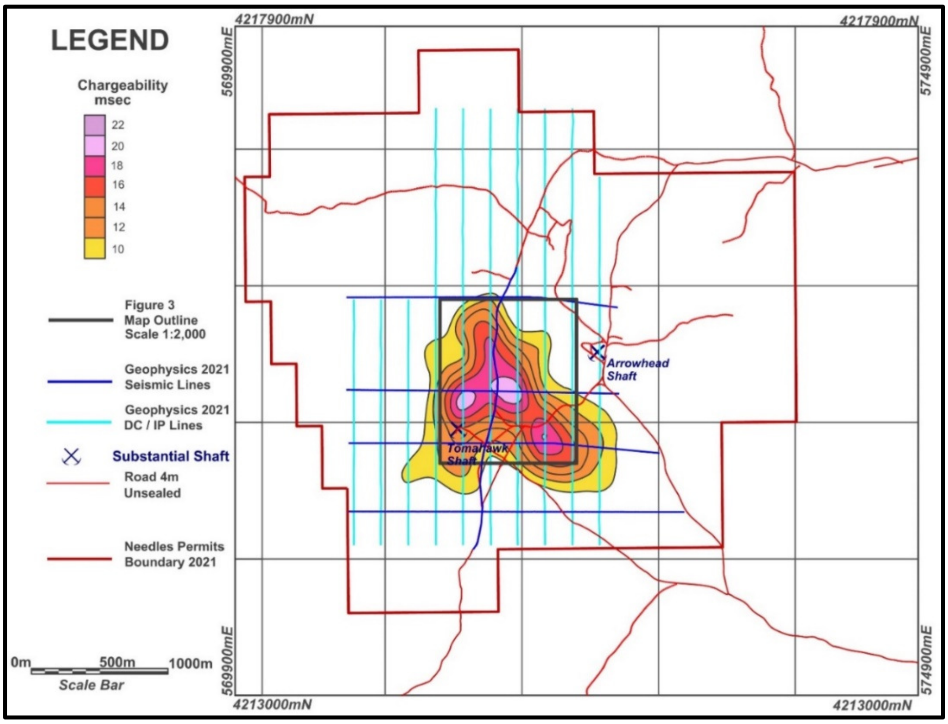

Figure 2. *Map of the Needles Property showing DC/IP and seismic survey lines and the chargeability anomaly*

SGC also carried out a detailed interpretation of the resistivity data, which indicated the presence of northeast-trending structure that clearly divides the surveyed area into separate domains.

A moderately northwest-trending northeast-dipping structure further divides the south-eastern portion of the area into a western and an eastern domain. The chargeability anomaly is confined to the northwest by the northeast structure and to the southwest by the northwest structure (Figure 3).

Resistivity modelling also indicated the presence of probable cap-rock layer above interpreted mineralisation, a key element required for the formation of Round Mountain type deposits.

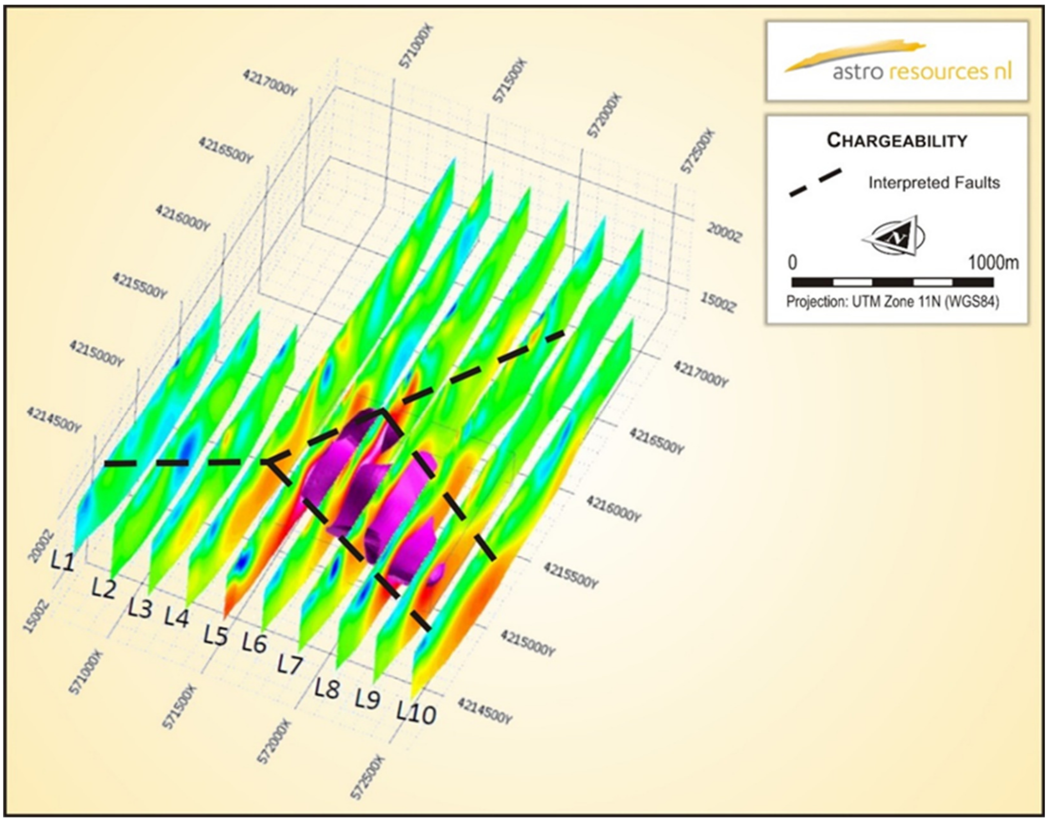

Figure 3. *Stacked Resistivity(upper) and Chargeability (lower) images showing interpreted post-mineralisation bounding faults*

It is interpreted that the chargeability anomaly reflects the presence of significant disseminated pyrite, which may be associated with gold mineralisation. In this case, the mineralising fluids will have ascended along open structures and will have deposited the mineralisation within porous tuffs. The overlying resistive layer, interpreted to be of less-permeable welded tuff, has trapped and caused ponding of the rising fluids, depositing mineralisation below about 250m from the current surface.

Seismic Modelling

The seismic data is presented as a sectional view along each line, accompanied by structural interpretation. Figure 4 displays the sectional view along the north-south seismic line, which passes over the chargeability anomaly. An image of the chargeability anomaly is overlain on seismic interpretation.

The shallow dipping stratigraphy and numerous structural breaks can be seen in the image of the seismic data. A major shallow structure coincides with the upper surface of the chargeability anomaly.

A zone of high conductivity sits above this break. Processing of the seismic survey indicates the presence of multiple structures within the target area which may contain higher-grade mineralisation.

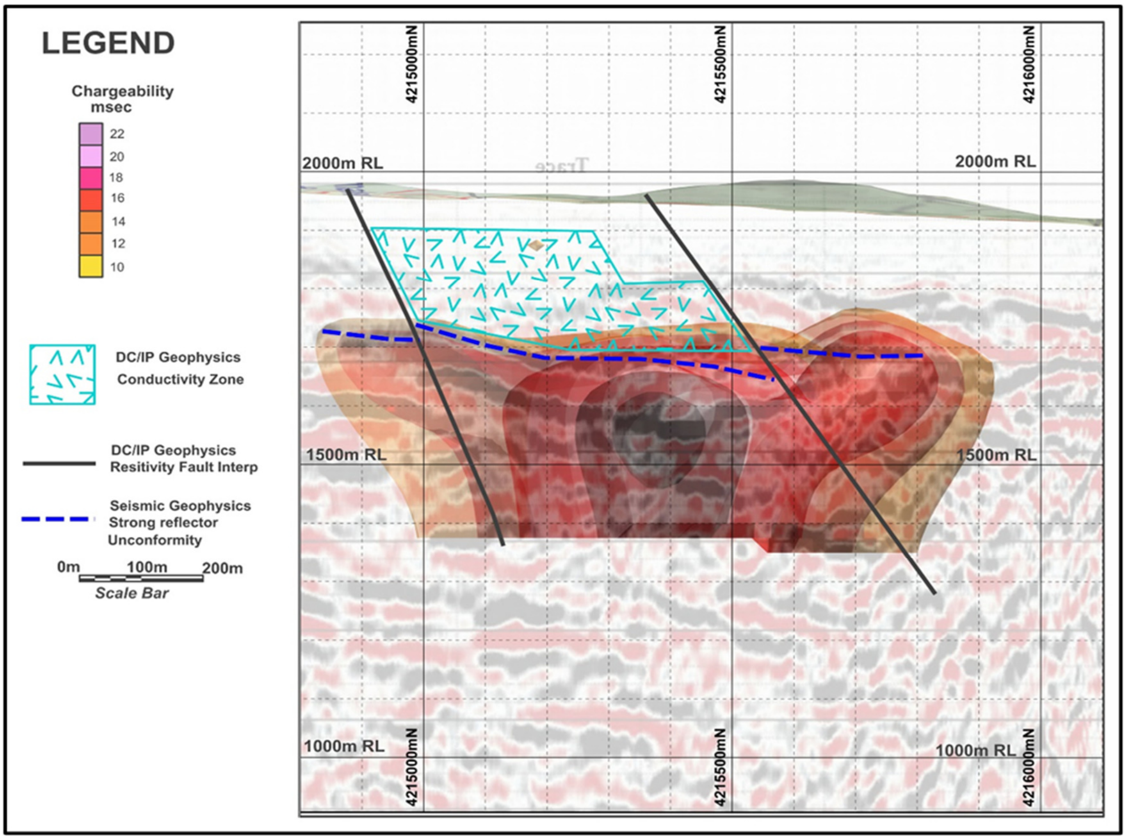

Figure 4. *Seismic section looking west, with chargeability anomaly overlain, resistivity interpreted faults (black), major sub-horizontal break (blue dashes), and conductive zone (pale blue patterned).*

Planned Drilling

Three 500m diamond drill-holes have been planned to test the interpreted mineralisation (Figures 5 and 6). Two will test the central portion of the mineralisation in two directions, which will maximise the possibility of intersecting higher-grade structures, irrespective of their orientations. The third will test a second chargeability high centred about 500m to the southeast.

The Company has been able to secure a diamond rig and is scheduled to commence drilling in November 2021.

In addition, the Company has engaged EM Strategies Inc., a Nevada based environmental and permitting consulting company, to carry out required environmental studies across the target area should the Company wish to expand its drilling programme. These studies are currently in progress and are expected to take a period of one year to complete. This timing should coincide with any additional major works undertaken by the Company.

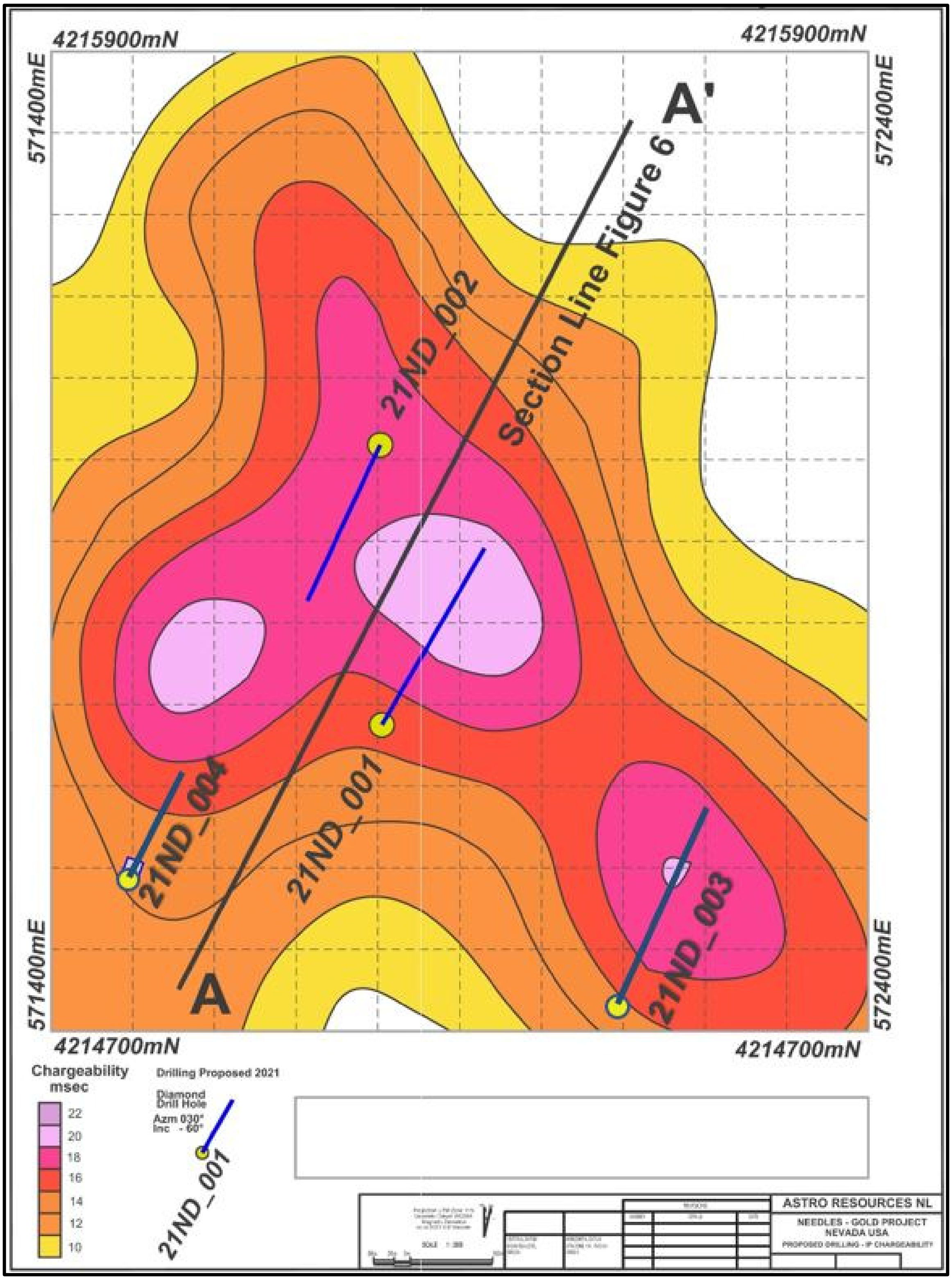

Figure 5. *Detail of 200m depth slice of chargeability anomaly showing planned drill-holes*

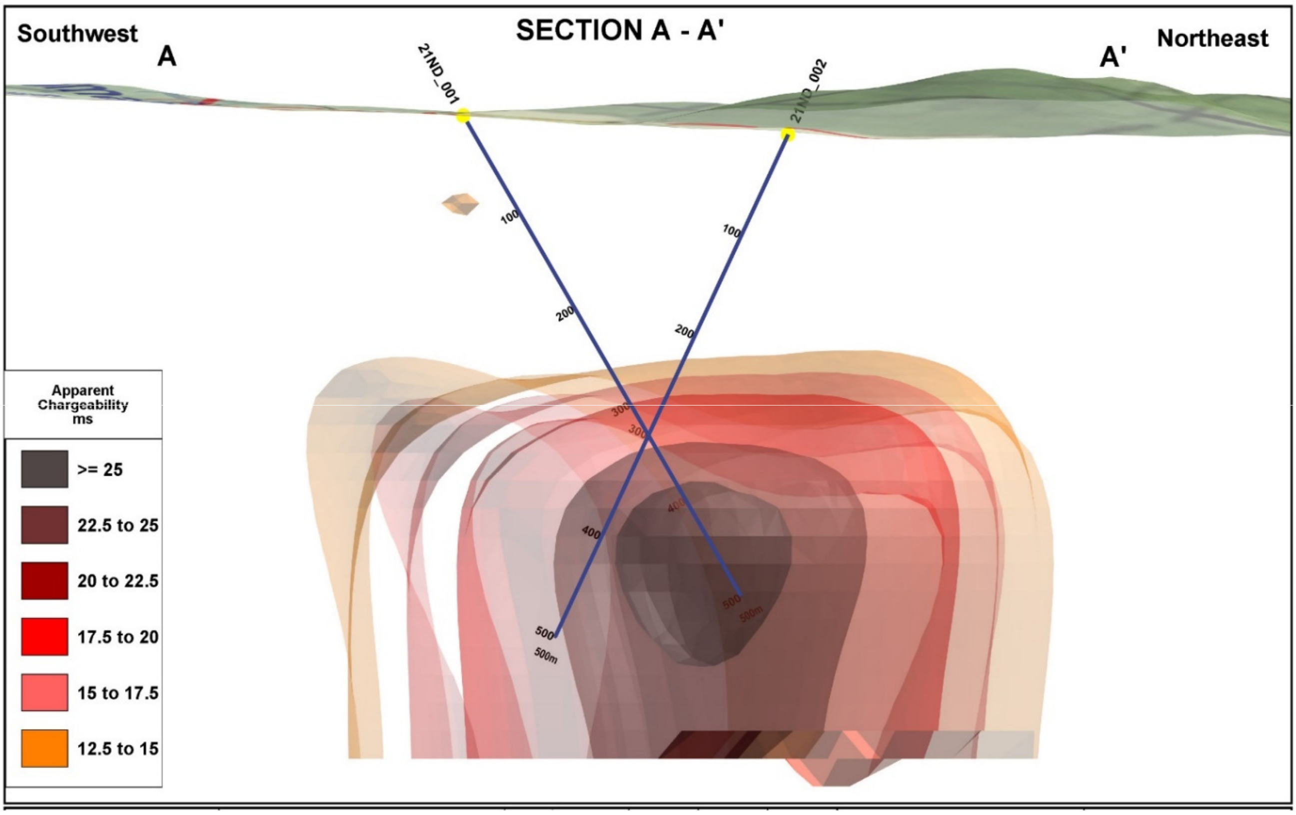

Figure 6. *Sectional view of chargeability anomaly showing proposed drill-holes 001 and 002.*

Governor Broome Mineral Sands Project

Background

The Governor Broome Project is located on the Scott River Coastal Plain, 70km south of Busselton and 50km southwest of Nannup. Governor Broome consists of two parts:

- Retention Licence R70/53 which is held 100% by Astro ("Governor Broome")
- Retention Licence R70/58 which is subject to a Farm-in /Joint Venture arrangement with Iluka Resources Limited (Iluka) ("Jack Track").

Work undertaken

During the year, the Company commenced metallurgical testwork including a 2.6 tonne bulk sample tested for processing and production of heavy mineral concentrate. This test work program, designed to assess the metallurgical performance of material sourced from the Governor Broome deposit (Figure 7) comprised three key stages, the first two of which have now been successfully completed:

- process development test work on a 2.6t bulk sample from the West Deposit;
- sighter test work on the second bulk sample taken from the East Deposit; and
- mineralogical characterisation of twenty separate Heavy Mineral (HM) concentrates obtained from the drilling of the West, East, and South Deposits.

The test work has been carried out by Allied Mineral Laboratories Pty Ltd (AML) under the supervision of TZ Minerals International Pty Ltd (TZMI).

The bulk samples were sourced from the full depth of the modelled HM mineralisation in all the aircore holes drilled by Astro into the West and East Deposits during early 2020 and as such, are representative of the HM mineralisation in each deposit. Full details of the hole locations and HM intersections that provided the bulk samples can be found in the ASX release from 16 June 2021 titled "Bulk Testwork Program Delivers Further Positive Results for Governor Broome Heavy Mineral Project".

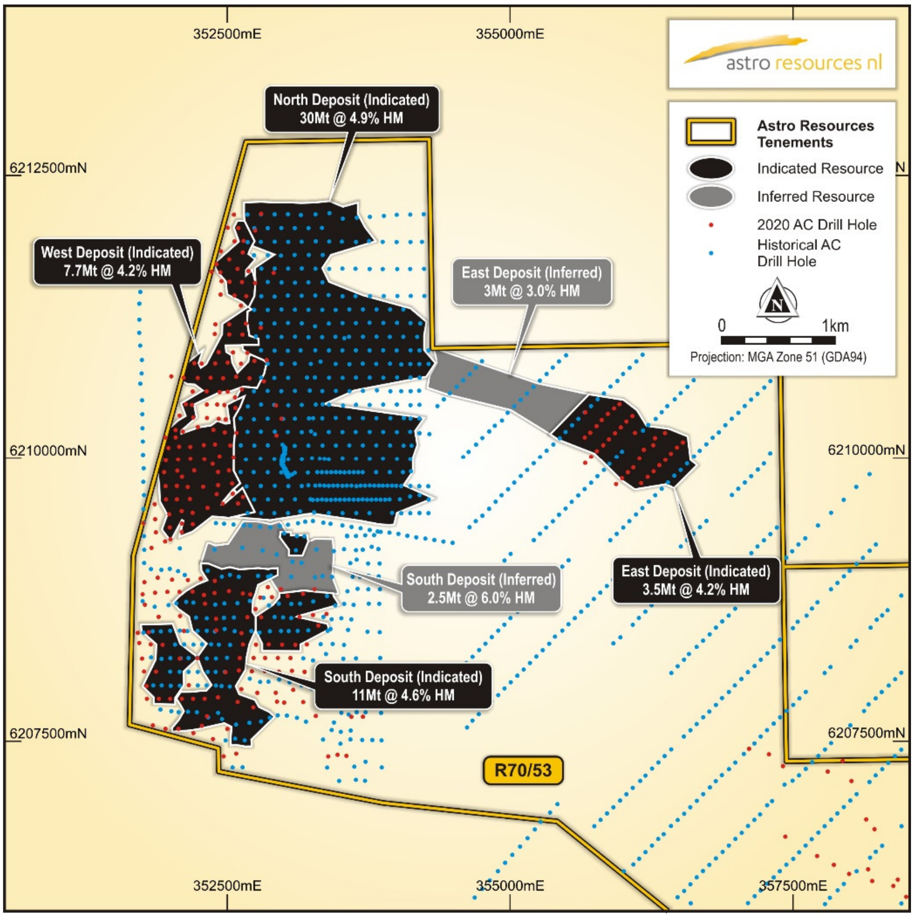

Figure 7. *Governor Broome HM Deposits and air-core drill-holes*

Feed preparation plant test-work

The first stage of processing involved feed preparation to reject the slimes (the <45µm fines fraction) and the coarse material (the >2mm material) from the sand fraction containing the valuable heavy minerals. The West Bulk Sample processing employed a trommel, screen, and desliming cyclone while for the East Sighter trial, a 40kg split was taken from the East Deposit bulk sample and processed using two-tier screening process. Table 1 shows the proportions of the size fractions recovered from the two samples.

Table 1: *Size Proportions of Bulk Samples*

Fraction	*West Deposit Mass %*	*East Deposit Mass %*
Coarse	2.7	0.9
Sand	85.6	89.8
Slimes	11.7	9.3

This stage of the test work successfully demonstrated the amenability of the material sourced from the Governor Broome deposit to processing, through the feed preparation circuit using conventional mineral sands processing equipment. The material was processed without difficulty, with the sand fraction containing the valuable heavy minerals readily liberated from the slimes without the need for energy intensive processing equipment.

A sample of the slimes was characterised by Outotec in Perth to evaluate settling performance. This work showed that the slimes behaved similarly to slimes found at other producing HM Deposits in Western Australia and that the slimes can be successfully thickened to high densities, resulting in maximum recovery of process water, an excellent outcome.

Wet Plant Test-work

West Deposit Bulk Sample

The metallurgical performance of the sand-fraction through the wet concentrator plant was assessed using full-scale gravity concentration spirals in a four-stage circuit followed by an attritioning/gravity upgrade stage. The processing successfully demonstrated that a heavy mineral concentrate containing valuable heavy minerals could be produced with a high recovery of valuable heavy minerals. The low-density gangue minerals were successfully rejected to tails producing a heavy mineral concentrate containing 97% heavy minerals.

A photomicrograph of the heavy mineral concentrate produced during the trial is shown in Figure 8. Overall recovery of heavy minerals to the heavy mineral concentrate was above expectation at 78% with recovery of valuable TiO_2 (indicative of ilmenite) and ZrO_2 (indicative of zircon) minerals at 83% and 86% respectively. Opportunity exists to improve the recovery of valuable heavy minerals by targeting a lower HMC grade.

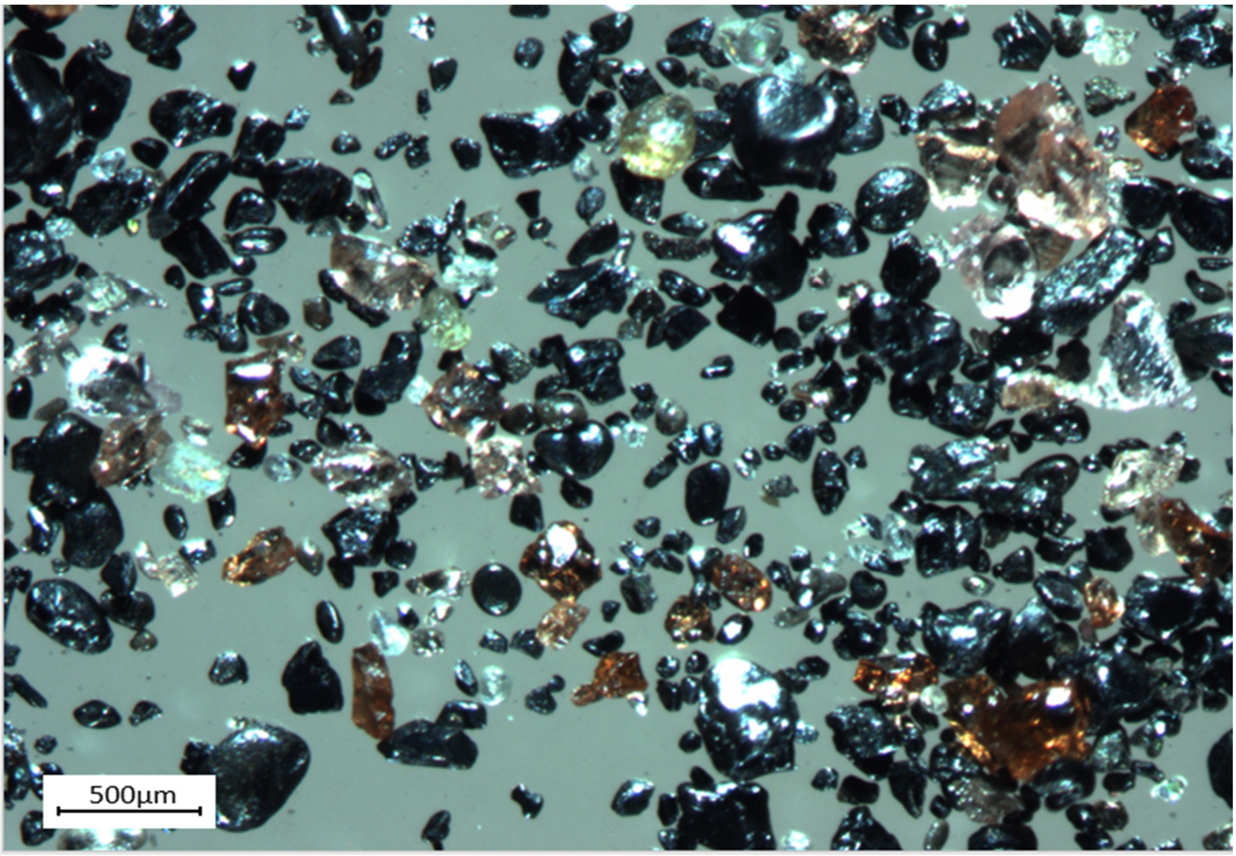

Figure 8. *Photomicrograph of heavy mineral concentrate produced during the testwork program (scale approximate)*

East Deposit Sighter Sample

The East Deposit sighter sample sand fraction was successfully processed through a truncated version of the flowsheet using a wet shaking table. The East sample performed well through the gravity circuit with no processing difficulties encountered. Overall recovery of heavy minerals to the heavy mineral concentrate achieved was 89%, with recovery of valuable TiO_2 (indicative of ilmenite) and ZrO_2 (indicative of zircon) minerals at 93% and 98% respectively.

Overall, the wet circuit test work demonstrated the amenability of the material sourced from the Governor Broome deposit to processing using conventional mineral sands processing equipment and that high recoveries of valuable heavy mineral to a high grade heavy mineral concentrate could be achieved.

Dry Plant Test-work

The HMC produced from the West Deposit bulk sample was processed through a drymill flowsheet, making use of conventional mineral sands processing techniques and equipment, to investigate the potential quality of final mineral products.

The dry plant process was simulated at a pilot scale by employing multiple magnetic separation stages (RED and RER) followed by electrostatic separation and a screening stage to isolate ilmenite and garnet products. The non-magnetic stream, rich in zircon, was upgraded through stages of gravity, electrostatic, and high intensity magnetic separation to isolate zircon products and produce a concentrate rich in rutile.

The smaller sample of East Deposit HMC was processed through a truncated drymill flowsheet to provide indicative data for potential products.

The test work demonstrated that samples of both West and East HMC responded well to the dry circuit processing with ilmenite, zircon and garnet minerals readily isolated into final products. The magnetic primary ilmenite, making up most of the HMC, responded particularly well to the magnetic separation process with the bulk of the HMC flowing to this product during the primary magnetic separation stage.

Mineral Products

The dry mill processing of the HMC successfully demonstrated that ilmenite, zircon, and garnet products could be recovered from the HMC. Rutile was also recovered to a non-magnetic concentrate containing the pyrite.

TZMI has assessed the ilmenite products and is of the opinion that:

- the Governor Broome ilmenite products compare favourably with other benchmark ilmenite products likely to compete with Governor Broome ilmenite in the global market
- the TiO_2 content in the primary and secondary ilmenite are within the typical range found in sulfate and chloride grade ilmenite respectively
- the critical impurities in the Governor Broome primary ilmenite are well below the generally acceptable thresholds for sulfate pigment manufacture
- the critical impurities in the secondary ilmenite product are sufficiently low for the ilmenite to be considered as a direct feed for chloride pigment production or as a feed for chloride slag manufacture based on the indicative specification, the Governor Broome primary ilmenite will be suitable either as a feed for sulfate pigment production or as smelter feed for chloride slag manufacture
- the secondary ilmenite could be targeted as a direct feed for chloride pigment production in western markets or as a feed for synthetic rutile or chloride slag manufacture

The composition of the ilmenite products generated during the trial is provided in Table 2:

Table 2: *Ilmenite Product Compositions*

Element	Primary Ilmenite	Secondary Ilmenite
TiO_2 (%)	50.8	60.9
Fe_2O_3 (%)	47.8*	30.4*
Al_2O_3 (%)	0.38	1.6
CaO (%)	0.05	0.10
Cr_2O_3 (%)	0.03	0.30
MgO (%)	0.26	0.30
MnO (%)	1.24	0.90
Nb_2O_5 (%)	0.13	0.20
P_2O_5 (%)	0.05	0.10
SiO_2 (%)	0.52	1.0
V_2O_5 (%)	0.16	0.30
U+Th (ppm)	<20	135

*Total iron expressed as Fe_2O_3

TZMI has also assessed the zircon products and is of the opinion that:

- levels of ZrO_2 (+HfO_2) of Governor Broome primary zircon are consistent with selected competing premium zircon products in the marketplace
- based on the indicative specification, the Governor Broome zircon product meets the requirement for premium classification
- the Governor Broome planned zircon product is deemed suitable as a feed for opacifier (ceramic) or investment casting end-use to achieve premium pricing.

Scoping Study

A Scoping Study will now be completed incorporating the results from this metallurgical test work. The preliminary studies (undertaken in June 2018 and October 2019) have been superseded by the increase in the Project's Indicated Resources from 30Mt @ 4.9% HM (previously only within the North Deposit) to a total of 52 Mt @ 4.6% HM.

Resource Upgrade

In May 2021, following drilling programs conducted in 2020, Astro announced a Resource update for the Governor Broome Project within the 100% owned Retention Licence R70/53. The JORC Resource is 52Mt @ 4.6% HM of Indicated Resources at 4.6% HM and 6Mt @ 4% HM of Inferred Resources as shown in Table 3.

Table 3 : *100% owned Governor Broome Project (including Jack Track) Resources – at 2% HM lower block-cut-off grade*

Deposit	Category	Tonnage (Mt)	HM (%)	HM Adj[1] (%)	Slimes (%)	Oversize (%)	Ilmenite % (53% TiO2)	Secondary Ilmenite % (63% TiO2)	Leucoxene % (85% TiO2)	Rutile %	Zircon %
West	Indicated	8.0	5.0	4.2	13	7.5	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**
East	Indicated	3.5	4.2	4.2	12	3.7	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**
	Inferred	3	3	3	14	3	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**
South	Indicated	11	5.6	4.4	15	11	44.2	2.5	2.2	1.2	4.4
	Inferred	2.5	6	4.5	16	9					
North	Indicated	30	4.9	4.9	12	8.1	51.8	5.4	5.0	1.6	4.7
Total	**Indicated**	**52**	**5.0**	**4.6**	**13**	**8.5**	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**
Total	**Inferred**	**5.5**	**4.5**	**4.0**	**15**	**6**	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**

Note 1 : The HM grades for the South and West Deposits have been adjusted to discount excess trash minerals.

Jack Track

Background

On the 26th of April 2016, the Company announced a Maiden Inferred Mineral Resource of the Jack Track Project (of which the Company retains a 20% interest) of 18.8 Mt @ 4.7% HM (at a 3.0% HM lower cut-off grade) containing 890,000 tonnes of HM (Table 4). The Mineral Resource was reported in accordance with the guidelines outlined in the JORC Code (2012) for the reporting of Exploration Results, Mineral Resources and Ore Reserves.

The Company is not aware of any new information or data that materially affects the information included in this announcement, and that all material assumptions and technical parameters underpinning the Mineral Resource estimates in Table 2 continue (subject to rounding) to apply and have not materially changed.

Full details of the basis of the Mineral Resource estimate are set out in the year ended 30 June 2016 directors report. However, it is noted that the estimation of the tonnage and grade for the mineral resource was undertaken using a lower cut-off of 3.0% HM, and was based on the following:

- current operational practices for dry mining and concentrating HM strand mineralisation in Western Australia with a similar mineral assemblage and mineral quality;
- consideration of mineralisation grade and thickness compared to the. depth of burial;
- the mineral being shallow and amenable to extraction using open cut mining methods; and
- the reasonable prospects for eventual economic extraction as determined by the Competent Person.

Part of the Governor Broome East Inferred Resources is within R70/58. This portion, in which the Company has a 20% interest, is 46Mt @ 3.6% HM, 11% slimes, and 4.9% oversize (at >2% HM and <30% slimes).

Table 4 : *R70/58 Mineral Resources (Astro 20%)*

					Heavy Mineral Assemblage		
Area	**Category**	**Tonnage (Mt)**	**HM (%)**	**Slimes (%)**	*Ilmenite	*Leucoxene	Rutile
Jack Track	Inferred	18.8	4.7	7.7	75.0%	10.8%	2.4

** includes magnetic and non-magnetic Leucoxene, which is a high grade titanium feedstock*

Work undertaken - 20% interests
No exploration work was undertaken on the Iluka-JV area during the financial year.

Diamonds – Lower Smoke Creek Project

The Company's Lower Smoke Creek Diamond Project is located immediately south-west of Lake Argyle in Western Australia, just 20km north-east of Rio Tinto's AK1 diamond deposit.

The company had plans for a 140-hole, 700 metre aircore drilling program to commence in April/May 2021 to establish the extent and thickness of diamondiferous palaeoterraces near the confluence of Billy Goat and Smoke Creeks. However, the East Kimberley Diamond Program of Works (POW) was paused temporarily due to delays in reaching an agreement with the Traditional Owners of the Lower Smoke Creek site, which is a condition of the POW.

Astro remains committed to continuing exploration at its Kimberley Diamond Project and has engaged SRK to assist in the preparation of an application to extend the current licence beyond August 2021. SRK will also review past work and will provide advice so that any future work will maximize the value for the project.

The funds secured in the capital raising in February 2021 that were originally earmarked for the Kimberley Diamond Project will be channelled into the Needles Gold Project in Nevada (as outlined in the Company's ASX announcement dated 31 May 2021) and other potential opportunities for the Company's Governor Broome Project in Western Australia.

Annual Report of Mineral Resources and Exploration Results

The Statement of Mineral Resources and Exploration Results presented in this Report has been prepared in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves 2012 Edition (the JORC Code 2012). Astro is not aware of any new information or data that materially affects the information included in this Report and confirms that all of the material assumptions and technical parameters underpinning the Mineral Resource estimates and Exploration Results in the relevant market announcement(s) continue to apply and have not materially changed.

MINERAL RESOURCES AND ORE RESERVES - CORPORATE GOVERNANCE STATEMENT

Set out below is the following in relation to the Company's Mineral Resources and Ore Reserves:

Summary of tenements and interests:

Lease	Project	Interest
R70/58	Governor Broome	Iluka Resources Limited (80%), Governor Broome (20%)
E80/4120	Lower Smoke Creek	100%
R70/53	Governor Broome	100%
Needles	Needles Holdings	100%

Summary of the results of the annual review of Mineral Resource and Ore Reserves

The Company has:

- no Ore Reserves; and
- Mineral Resources in relation to the Governor Broome mineral sands tenement.

During the year, the Governor Broome Mineral Resources were revised.

Comparison of Mineral Resources and Ore Reserves holdings against that from the previous year

There has been a reduction in the level of the Mineral Resources for the year ended 30 June 2020 to 30 June 2021, resulting from a decrease in tonnage and an increase in grade.

Basis of mineral resources and exploration results and competent person sign-off

All information contained in this report are based on work exploration and results that have been appropriately reviewed by the Competent persons listed and based on work programs approved and paid for by the Company. The Company has provided an advanced copy of the draft annual report to each Competent Person to review and make any comment necessary and adjustments that they feel necessary in relation to the Company's tenements.

Competent Persons

Governor Broome Jack Track

The information in this report as it relates to Mineral Resources and Exploration Targets for the Governor Broome Deposit and Jack Track is based on information compiled by John Doepel, a Director of Continental Resource Management Pty Ltd (CRM), who is a member of the Australasian Institute of Mining and Metallurgy. Mr Doepel has sufficient experience in mineral resource estimation relevant to the style of mineralisation and type of deposit under consideration 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 Doepel consents to the inclusion in this announcement of the information in the form and context in which it appears.

Needles Property

The information in this report that relates to the Needles Property is based on information compiled by Richard Newport. Mr Newport, who is a member of the Australian Institute of Geoscientists, has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr. Newport consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

CORPORATE ACTIVITIES

Capital raising – amounts raised in cash

During the 2021 financial year, the Company undertook two capital raisings

- **August 2020/October 2020**

  This placement took place in the following Tranches (raising before costs):

  - **Tranche 1**: 190,814,597 ordinary shares at $0.0035 per fully paid share (**Share**) - raising $667,851 before costs Such shares were issued under the Company's existing capacity under ASX Listing Rule 7.1; and
  - **Tranche 2**: 593,781,159 at $0.0035 per Share – raising $2,078,235 before costs. Such shares were approved for issue by shareholders at the Company's General Meeting held on 30 October 2020.

  The total amount raised was $2,746,085 (before transaction costs).

  The funds raised from the above placement were used to undertake the bulk sampling exercise at the Governor Broome project, and also the IP and Seismic drilling campaign at the Nevada project. Further details concerning the works conducted on the Company's projects can be found under the Review of Operations and Tenements section of this report.

- **August/October 2020**

The Company announced on 9 September 2020 that it had entered into a Convertible Note Subscription Agreement (Convertible Note) with HPG Urban Developments Pty Ltd **(HPG)** and Agam Nominees No. 1 Pty Ltd (Agam). The Convertible Notes raised $2,341,721 and the proceeds were used to retire the existing debt facility owed to Gun Capital Management Pty Ltd (**GCM)** (see below).

The Convertible Notes were repaid during the 2020 Half-Year by way of the issuance of 669,063,143 ordinary shares to the note holders, which was approved by shareholders during the Company's General Meeting held on 30 October 2020.

- **February/May 2021**

A placement took place in February/May 2021, in the following Tranches raising before costs:

  - **Tranche 1 –** 498,923,253 at $0.004 per Share raising $1,995,693; and
  - **Tranche 2 –** 249,576,748 at $0.004 per Share raising a further $998,306 and was approved by shareholders in the Company's General Meeting held on 5 May 2021.

Shareholders who participated under this placement also received one free attaching unlisted option for every share subscribed to. The terms of the options issued are as follows:

  - Expiry date: 21 April 2022;
  - Exercise price: $0.01.

The total amount raised was $2,994,000 (before transaction costs). The funds raised under this placement will be used to update the 2020 scoping study resource estimates for the Governor Broome project and to also undertake a diamond drilling program at the Nevada project.

Convertible Notes and subsequent capital raising

During the financial year, the Company extinguished the loan to GCM via the following payments:

- proceeds received from the issuance of the Convertible Notes (totalling $2.341 million); and
- subsequent capitalisation of those Convertible Notes by way of issue of 669,063,143 Shares at a price of $0.0035. The Shares were approved by shareholders at the Company's Annual General Meeting held on 27 November 2020.

Repayment and extinguishment of the GCM loan has resulted in that the Company is debt free.

Capital raising non cash

In addition to the above, the Company made the following non cash issues:

Nature of issue	No of shares	Value $
Payment of loan facility and outstanding interest to GCM (approved in October 2020)	180,220,571	630,772
Bonus to Jacob Khouri (approved in October 2020)	21,428,571	75,000
Bonus to Vince Fayad (approved in October 2020)	21,428,571	75,000
Prior year outstanding director fees payable to Jacob Khouri	7,004,095	24,514
Prior year outstanding director fees payable to Vince Fayad	11,171,276	39,099
Interest paid on GCM loan (approved in October 2020)	28,683,714	100,393
Payment of fees to adviser	20,000,000	80,000
Total	**289,936,798**	**1,024,778**

Board Changes

On 6 October 2020, Mr Stephen Gemell resigned as a Non-Executive Director of the Company. The Company announced on the same date that Mr Gregory Jones had been appointed to fill the vacant Non-Executive Director position. More information concerning Mr Gregory Jones can be found under the Directors' Report section below. With the exception of the above, there were no other changes made to the Board's composition during the year.

Management Changes

In February 2021, the Company appointed Executive Director Mr Vince Fayad, to the role of Interim Chief Executive Officer (CEO). The appointment followed a significant increase to Mr Fayad's leadership duties over the preceding 12 months, both at a group wide level and at a project level, with Mr Fayad proving instrumental in the management of the Company.

Vince has strong ASX company experience, serving in roles including Executive Director, Company Secretary and CFO of Greenvale Energy (now Mining) Limited (ASX: GRV) and European Lithium Limited (ASX: EUR) (formerly known as East Coast Minerals).

Mr Fayad has also served on other listed companies' boards in both executive and non-executive roles. In his previous role at Greenvale Mining, Vince played a significant role both at head office and at a project level, as well as overseeing the acquisition of Knox Resources, a company who owned 100% of a prospective IOCG portfolio in the Georgina Basin, Northern Territory.

Risks

Astro is subject to a number of risks, including but not limited to the following:

- exploration risks – there is no guarantee that the exploration activities of the Company will result in the location of resource for sale;
- there is no guarantee that the Company will achieve JORC standard on its projects;
- technological risk – even if resource is found, there is no guarantee that the processing of the resource will be able to occur;
- sufficient volume for commercialisation – there is no guarantee that an economic level of resource will be found;
- changes in resource prices – there is no guarantee that the resource prices will remain at the current levels and as a result, a decline in prices, could affect the economic value of the projects;
- loss of key personnel – the loss of key personnel may affect the commercialisation of the project; and
- funding risk – the commercialisation of the project is dependent upon significant funding, none of which can be assured by the Company.

Jacob Khouri
Chairman
Dated at Sydney this 21st day of September 2021.

Corporate Governance Statement

Astro Resources NL is committed to implementing the highest standards of Corporate Governance, in a manner in which is practical and efficient given the Company's size and operations.

This Corporate Governance Statement of the Company has been prepared in accordance with the 4th Edition of the Australian Securities Exchange's ('**ASX'**) Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council ('**ASX Principles and Recommendations'**).

This statement has been approved by the Company's Board of Directors and is current as at 21 September 2021. Where the Company's Corporate Governance practices do not correlate with the practices recommended by the Council, the Company has provided an explanation as to why it does not consider that the practices are appropriate for the Company.

To illustrate where the Company has addressed each of the Council's recommendations, the following table identifies each recommendation, clearly states whether the Company has adopted the recommendation and provides cross-references to the sections of this report addressing that recommendation. Where the Company has not adopted a recommendation, refer to the identified section of this report for the Company's reasons for not adopting that recommendation. Details of all the recommendations can be found on the ASX Corporate Governance Council's website.

Recommendation	Adopted	Section
Principle 1 – Lay solid foundations for management and oversight		
1.1 A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	1.1
1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	Yes	1.2
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	1.3
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	1.4
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period; (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either; (A) the respective proportion of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as defined in and published under the Act.	No	1.5
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance	No	1.6

Recommendation	Adopted	Section
evaluation has been undertaken in accordance with that process during or in respect of that period		
1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Yes	1.7
Principle 2 – Structure the board to be effective and add value		
2.1 The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Yes	2.1
2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	2.2
2.3 A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	Yes	2.3
2.4 A majority of the board of a listed entity should be independent directors.	Yes	2.4
2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	2.5
2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	No	2.6

Recommendation	Adopted	Section
Principle 3 – Instil a culture of acting lawfully, ethically and responsibly		
3.1 A listed entity should articulate and disclose its values.	Yes	3.1
3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code by a director or senior executive; and (2) any other material breaches of that code that call into question the culture of the organisation.	Yes	3.2
3.3 A listed entity should: (a) have and disclose a whistle-blower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	Yes	3.3
3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.	Yes	3.4
Principle 4 – Safeguard integrity of corporate reports		
4.1 The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	No	4.1
4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	No	4.2
4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	4.3

Recommendation	Adopted	Section
Principle 5 – Make timely and balanced disclosures		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	5.1
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	5.2
5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	5.3
Principle 6 – Respect the rights of security holders		
6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	6.1
6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	6.2
6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	6.3
6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	6.4
6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	6.5
Principle 7 – Recognise and manage risk		
7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Yes	7.1
7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Yes	7.1,7.2
7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	No	7.3
7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	7.4

Recommendation	Adopted	Section
Principle 8 – Remunerate fairly and responsibly 8.1 The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	No	8.1
8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	8.2
8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	No	8.3

Website Disclosure

A description of the Company's main Corporate Governance practices is set out below. Further information about the Company's corporate governance practices may be found on the Company's website – www.aro.com.au.

The recommendations are not prescriptions and are intended as guidelines only. The Board has sought to apply the revised recommendations to the extent relevant to the Company's size and scale of operations.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1 - A listed entity should disclose a board charter setting out:
(a) the respective roles and responsibilities of its board and management; and
(b) those matters expressly reserved to the board and those delegated to management.

Most of the functions of management are undertaken by consultants under the supervision of the Executive Director who is responsible for management activities under delegated authority of the Board. The functions specifically reserved for the full Board are detailed in the Company's Board Charter which is available on the Company's website. In addition, the following functions are also carried out by the Board:

(a) setting and monitoring of objectives, goals and strategic direction with a view to maximising shareholder value, consistent with ethical behaviour and acceptable risk parameters;

(b) approving budgets and monitoring financial performance;

(c) identifying significant business risks and ensuring that these are appropriately managed.

(d) approval of any significant asset acquisitions or disposals;

(e) selection and appointment of new Directors; and

(f) appointment and removal of the Chief Executive Officer (if applicable).

Under the Company's Board Charter, senior management is responsible for supporting the Chief Executive Officer/executive directors and assisting the Chief Executive Officer/executive directors implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

Senior management is responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the executive or, if the matter concerns the chief executive officer, then directly to the Chair or the lead independent director, as appropriate.

The Board has agreed on the following guidelines, set out in the Company's Board Charter, for assessing the materiality of matters:

- statement of financial position are material if they have a value of more than 5% of pro-forma net asset;
- statement of profit and loss or other comprehensive income items are material if they will have an impact on the current year operating result of 5% or more;
- items are also material if: (a) they impact on the reputation of the Company; (b) they involve a breach of legislation or may potentially breach legislation; (c) they are outside the ordinary course of business; (d) they could affect the Company's rights to its assets; (e) if accumulated they would trigger the quantitative tests; (f) they involve a contingent liability that would have a probable effect of 5% or more on balance sheet or profit and loss items; or (g) they will have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 5%; and
- contracts will be considered material if: (a) they are outside the ordinary course of business; (b) they contain exceptionally onerous provisions in the opinion of the Board; (c) they impact on income or distribution in excess of the quantitative tests; (d) any default, should it occur may trigger any of the quantitative or qualitative tests; (e) they are essential to the activities of the Company and cannot be replaced, or cannot be replaced without an increase in cost of such a quantum, triggering any of the quantitative tests; (f) they contain or trigger change of control provisions; (g) they are between or for the benefit of related parties; or (h) they otherwise trigger the quantitative tests.

Recommendation 1.2 - A listed entity should:
(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and
(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

Directors are required to declare each year that they have not been disqualified from holding the office of director by the Australian Securities and Investments Commission ('**ASIC').**

An election of directors is held each year. A director that has been appointed during the year must stand for election at the next Annual General Meeting ('**AGM**').

The company provides to shareholders for their consideration information about each candidate standing for election or re-election as a director that the Board considers necessary for shareholders to make a fully informed decision. Such information includes the person's biography, which include experience and qualifications, details of other directorships, adverse information about the person that the Board is aware of including material that may affect the person's ability to act independently on matters before the Board, and whether the Board supports the appointment or re-election. This information can be found in the Directors Report section.

Recommendation 1.3 - A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

These letters and documents are in place.

Recommendation 1.4 - The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary reports directly to the Board through the Chairman and is accessible to all directors. The Company Secretary's role, in respect of matters relating to the proper functioning of the Board, includes:

- advising the Board and its Committees on governance matters;
- monitoring compliance of the Board and associated committees with policies and procedures;
- coordinating all Board business;
- retaining independent professional advisors;
- ensuring that the business at Board and committee meetings is accurately minute; and
- assisting with the induction and development of directors.

Recommendation 1.5 - A listed entity should:
(a) have and disclose a diversity policy;
(b) through its board or a relevant committee of the board to set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and
(c) disclose in relation to each reporting period:
(1) the measurable objectives set for that period to achieve gender diversity;
(2) the entity's progress towards achieving those objectives, and
(3) either:
A. the respective proportion of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
B. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

The Board has adopted a Diversity Policy which describes the Company's commitment to ensuring a diverse mix of skills and talent exists amongst its Directors, officers and employees, to enhance Company performance. Diversity may result from a range of factors including age, gender, ethnicity, cultural background or other personal factors. It can also address equal opportunities in the hiring, training, and career advancement of director's officers and employees. The Board is responsible for monitoring Company performance in meeting the Diversity Policy requirements, including the achievement of diversity objectives.

The policy aims to provide a work environment where employees have equal access to career opportunities, training and benefits. It also aims to ensure that employees are treated with fairness and respect and are not judged by unlawful or irrelevant reference to gender, age, ethnicity, race, cultural background, disability, religion, sexual orientation or caring responsibilities. This commitment enables the company to attract and retain employees with the best skills and abilities.

Given the size of the Company and the extensive use of consultants the Company has not at this stage set measurable objectives for achieving gender diversity. There are currently no women staff or Directors on the Board, however as and when the Company is able to grow, this issue will be addressed.

As no entity within the consolidated entity is a 'relevant employer' for the purposes of the Workplace Gender Equality Act 2012 on the basis that no entity employs 100 or more employees in Australia, there are no Gender Equality Indicators to be disclosed.

Recommendation 1.6 - A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

Given the size of the Company, there are currently no evaluations performed on the performance of the board. As and when the Company is able to grow, this issue will be addressed.

Recommendation 1.7 - A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

Vince Fayad, in his capacity as interim Chief Executive Officer, is responsible for operational activities. The review of the performance of senior executive is confined to the board which is undertaken as disclosed below under Recommendation 2.5.

Principle 2: Structure the board to add value

Recommendation 2.1 - The board of a listed entity should:

(a) have a nomination committee which:

(1) has at least three members, a majority of whom are independent directors; and
(2) is chaired by an independent director,
and disclose:

(3) the charter of the committee;
(4) the members of the committee; and
(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board considers that the Company is not currently of a size to justify the formation of a nomination committee. The Board as a whole undertakes the process of reviewing the skill base and experience of existing Directors and the identification of attributes required in new Directors. The board as a whole also reviews Board succession plans, appointment and re-election of Directors and the process for evaluation of the performance of the Board, its Members and management (as outlined under recommendation 2.5). Where appropriate, independent consultants will be engaged to identify possible new candidates for the Board.

New directors are selected by the Board in their capacity as both remuneration and nomination committee and their appointment voted by the Board. Each year, in addition to any Board members appointed to fill casual vacancies during the year, one third of the directors retire by rotation and are subject to re-election by shareholders at the Annual General Meeting.

Should the Company's activities increase in size, scope and nature, the appointment of a nomination committee will be reviewed by the board and implemented if appropriate.

The full Board in its capacity as the Nomination Committee did not hold any meetings during the Reporting Period. Details of the directors' attendance at the meetings are set out in the Directors' Report.

To assist the Board to fulfil its duties, it has adopted a Nomination Committee Charter. A copy of the Company's Nomination Committee Charter can be viewed on the Company's Website.

Recommendation 2.2 - A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

Below is a matrix of the Board's skills:

Name of Director	Independent ? Y/N	Any relationship affecting independence?	Skills and experience relevant to the position	Term of office
Jacob Khouri	N	Yes, a related person to Mining Investments Limited and Gun Capital Management Pty Ltd, both of which are substantial shareholders and previously provided credit to the Company.	Strategy, management and funding.	18 August 2015 to present
Stephen Gemell	Y	Non-Executive Director – Technical.	Mining engineer with over 40 years of experience.	31 March 2018 to 6 October 2020
Gregory Jones	Y	Non-Executive Director – Technical.	Geologist with over 40 years of experience.	6 October 2020 to present
Vincent Fayad	N	Mr Fayad provides accounting and secretarial services through a company that he is a director of – Vince Fayad and Associates.	Financial, corporate matters and execution of mining exploration activities.	10 October 2017 to present. Note, prior to becoming an Executive Director, he was also the Company secretary for approximately 4 years.

The Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. It is therefore used when recruiting new directors and assessing which skills need to be outsourced based on the attributes of the current Board members. The existence of each attribute is assessed by the Board as either, High, Medium or Low.

Skill category	Description of attributes required	Level of importance	Existence in current Board
Risk and compliance	Identification of key risks to the company related to each key area of operations. Monitoring of risks, satisfy compliance issues and knowledge of legal and regulatory requirements.	High	Medium
Financial and audit	Analysis and interpretation of accounting and finance issues including assessment and resolution of audit and financial reporting risks, contribution to budgeting and financial management of projects and company, assessing and supervising capital management.	High	Medium
Strategic	Development of strategies to achieve business objectives, oversee implementation and maintenance of strategies, and identification and critical assessment of strategic opportunities and threats to the company.	High	Medium
Operating policies	Key issue identification representing operational and reputational risks and development of policy responses and parameters within which the company should operate.	Medium	Medium
Information technology	Knowledge of IT governance including privacy, data management and security.	Medium	Medium
Executive management	Performance assessments of senior executives, succession planning for key executives, setting of key performance hurdles, experience in industrial relations and organisational change management programmes.	Medium	Medium
Age and gender	Board aims for equal gender representation and range of experienced individuals to contribute towards better Board outcomes.	Medium	Medium

The Board currently believes that its membership adequately represents the required skills as set out in the matrix and therefore does not intend to seek any new or alternative candidates. External consultants may be brought it with specialist knowledge to address areas where this is an attribute deficiency in the Board.

In addition to the specific areas that are required at Board level identified the matrix above, all members of the Board are assessed for the following attributes before they are considered an appropriate candidate.

Board Member Attributes	
Leadership	Represents the company positively amongst stakeholders and external parties; decisively acts ensuring that all pertinent facts considered; leads others to action; proactive solution seeker
Ethics and integrity	Awareness of social, professional and legal responsibilities at individual, company and community level; ability to identify independence conflicts; applies sound professional judgement; identifies when external counsel should be sought; upholds Board confidentiality; respectful in every situation.
Communication	Effective in working within defined corporate communications policies; makes constructive and precise contribution to the Board both verbally and in written form; an effective communicator with executives.
Negotiation	Negotiation skills which engender stakeholder support for implementing Board decisions.
Corporate governance	Experienced director that is familiar with the mechanisms, controls and channels to deliver effective governance and manage risks

Recommendation 2.3 - A listed entity should disclose:

(a) the names of the directors considered by the Board to be independent directors;
(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
(c) the length of service of each director.

The Board assesses annually the independence of each director to ensure that those designated as independent do not have any alliance to the interests of management, substantial shareholders or other relevant stakeholders. They must be free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the company and its security holders generally.

Details of the Board of directors, their appointment dated, length of service as independence status is as follows:

Director's name	Appointment date	Length of service at reporting date	Independence status
Jacob Khouri	18 August 2015	6 years	Non-executive
Stephen Gemell	31 March 2018 – 6 October 2020	3 years	Independent Non-executive
Gregory Jones	6 October 2020	1 year	Independent Non-executive
Vincent Fayad	10 October 2017	4 years	Executive

The Board may determine that a director is independent notwithstanding the existence of an interest, position, association or relationship of the kind identified in the examples listed under Recommendation 2.3 of the ASX Principles and Recommendations.

Details of directors that the Board has declared as independent, but which maintain an interest or relationship that could be perceived as impairing independence, and the reason as to the Board's determination are as follows:

Director's Name	Details of interest or relationship	Board reasoning why director is independent
Jacob Khouri	• 379,450,057 ordinary shares in the Company are held through Mining Investments Ltd, an entity controlled by the Mr Khouri's father; • Mr Jacob Leo Khouri personally holds 48,371,260 ordinary shares in the Company.	The shares belong to Mr Khouri's father and as such, Mr Khouri does not trade in the shares.

As part of its independence assessment, the Board considers the length of time that the director has been on the Board, as a prolonged service period may also be seen to impair independence. The Board concludes that no non-executive director has been on the Board for a period which could be seen to compromise their independence. Such a period is generally considered to be in excess of 10 years. Being on the Board for a period in excess of 10 years does not however constitute an automatic deeming of non-independence.

Where it is determined that a non-executive director should no longer be considered independent, the company shall make an announcement to the market.

Recommendation 2.4 - A majority of the board of a listed entity should be independent directors.

Having regard to the response to Recommendation 2.3 above, the Board at the reporting date were independent.

Recommendation 2.5 - The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

Mr Jacob Khouri is Chair of the Board and is not considered to be an independent director of the company, by virtue of his relationship with Mining Investments Limited a substantial shareholder of the Company. Despite this fact and given the size of the Board and the fact that there are no employees, this arrangement is considered to be appropriate in the circumstances.

Recommendation 2.6 - A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

Given the size of the Company, there are currently no programs for inducting new directors. As and when the Company is able to grow, this issue will be addressed.

Principle 3: Act ethically and responsibly

Recommendation 3.1
A listed entity should articulate and disclose its values.

The Company has adopted a Code of Conduct which can be accessed at the Company's website.

Recommendation 3.2 - A listed entity should:
(a) have a code of conduct for its directors, senior executives and employees; and
(b) ensure that the board or a committee of the board is informed of any material breaches of that code; and (2) any material breaches of the code that call into questions the culture of the organisation.

The Company has adopted a Code of Conduct which can be accessed at the Company's website.

Recommendation 3.3 - A listed entity should:
(a) have and disclose a whistle-blower policy; and
(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Company's whistle-blower policy can be accessed at the Company's website.

Recommendation 3.4 - A listed entity should:
(c) have and disclose an anti-bribery and corruption policy; and
(d) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Company's anti bribery policy can be accessed at the Company's website.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1 - The board of a listed entity should:

(a) have an audit committee which:
- ***(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and***
- ***(2) is chaired by an independent director, who is not the chair of the board,***

  and disclose:
- ***(3) the charter of the committee;***
- ***(4) the relevant qualifications and experience of the members of the committee; and***
- ***(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Board has not established an audit committee as it believes that, given the size of the board, no efficiencies are derived from a formal committee structure. Notwithstanding the non-existence of the audit committee, ultimate responsibility for the integrity of the Company's financial reporting rests with the full Board. All items that would normally be dealt with by an audit committee are dealt with at Board meetings. Such matters include:

(a) establishment and review of internal control frameworks within the Company;

(b) review of the financial statements, annual report and any other financial information distributed to shareholders or other external stakeholders;

(c) review of audit reports and any correspondence from auditors, including comments on the company's internal controls;

(d) nomination of the external auditor and reviewing the adequacy of the scope and quality of the annual audit and half year review; and

(e) monitoring compliance with the Corporations Act, ASX Listing Rules and any other regulatory requirements.

The full Board in its capacity as the Audit Committee addressed these matters at meetings during the reporting period. Details of the directors' attendance at the meetings are set out in the Directors' Report. However, given that the Board comprises of two out of three non-executive persons, it is believed that an appropriate balance of independence is in place for such a committee.

Details of each of the directors' qualifications are set out in the Directors' Report.

Recommendation 4.2 - The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Not adopted, except to the extent required by the auditor.

Recommendation 4.3 - A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The engagement partner for the company's audit attends the AGM and is available to answer shareholder questions from shareholders relevant to the audit.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 - A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

Refer to the Company's response provided under Recommendation 5.3 below.

Recommendation 5.2 - A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

Refer to the Company's response provided under Recommendation 5.3 below.

Recommendation 5.3 - A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

Listing Rule 3.1 requires a listed entity, subject to certain exceptions, to disclose to ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The company is committed to providing the market with complete and timely information about disclosure events in compliance with its continuous disclosure obligations and the Corporations Act 2001.

The Company has adopted a Code of Conduct and Policy of Continuous Disclosure Information Policy which sets out the procedure for:

- protecting confidential information from unauthorised disclosure;
- identifying material price sensitive information and reporting it to the Responsible Officer for review;
- ensuring the Company achieves best practice in complying with its continuous disclosure obligations under the Corporations Act and ASX Listing Rules; and
- ensuring the Company and individual officers do not contravene the Corporations Act or ASX Listing Rules.

The Company has obligations under Corporations Act and ASX Listing Rules to keep the market fully informed of information which may have a material effect on the price or value of the Company's securities and to correct any material or misinformation in the market. The Company discharges these obligations by releasing information to the ASX in the form of an ASX release or disclosure in other relevant documents (e.g. the Annual Report).

The maintenance of confidentiality is also of paramount importance to the Company both to protect its trade secrets and to prevent any false market for the Company's shares and developing.

The Information Policy does not address polices for the directors and senior executives in buying and selling the Company's shares. These policies are set out in the Company's "Share Trading Policy".

Principle 6: Respect the rights of security holders

Recommendation 6.1 - A listed entity should provide information about itself and its governance to investors via its website.

The company maintains information in relation to governance documents, directors and senior executives, Board and committee charters, annual reports, ASX announcements and contact details on the company's website.

Recommendations 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

Not adopted.

Recommendations 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The company encourages shareholders to attend the company's AGM and to send in questions prior to the AGM so that they may be responded to during the meeting. It also encourages ad hoc enquiry via email which are responded to. Written transcripts of the meeting are made available on the company's website.

Recommendation 6.4

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Refer to the Company's response provided under Recommendation 6.5 below. The Company has now adopted whereby all resolutions required under ASX listing rules are to be conducted by way of Poll and to the extent possible, all resolutions are to be conducted by way of a poll.

Recommendation 6.5

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The company engages its share registry to manage the majority of communications with shareholders. Shareholders are encouraged to receive correspondence from the company electronically, thereby facilitating a more effective, efficient and environmentally friendly communication mechanism with shareholders. Shareholders not already receiving information electronically can elect to do so through the share registry, at https://www.linkmarketservices.com.au/corporate/home.html.

Principle 7: Recognise and manage risk

Recommendations 7.1 and 7.2

(7.1) The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:
- ***(1) has at least three members, a majority of whom are independent directors; and***
- ***(2) is chaired by an independent director,***

  and disclose:
- ***(3) the charter of the committee;***
- ***(4) the members of the committee; and***
- ***(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

(7.2) The Board or a committee of the Board should:

(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk and appetite set by the board; and
(b) disclose, in relation to each reporting period, whether such a review has taken place.

The Company has established a Risk Management policy for the oversight and management of material business risks which is available on the Company's website. The policy sets out the Company's risk profile. Under the policy, the Board is responsible for approving the Company's policies on risk oversight and management and satisfying itself that management has developed and implemented a sound system of risk management and internal control.

The management of all business risks are the responsibility of the Board, and the Board believes the risk management and internal control systems designed and implemented by the Directors and the Chief Executive Officer are adequate given the size and nature of the Company's activities. The Board meets informally to report and discuss any risks that may have been identified, as well as reporting on matters that may have arisen from the Company's internal control procedures.

The objectives of the risk management strategy are to identify the risks to the Company, ensuring that the Company is in compliance with all regulatory requirements and there is a balance of risk to reward.

When evaluating potential acquisitions or investments, the Board undertakes a methodical investigation and due diligence review of the project.

Recommendation 7.3 - A listed entity should disclose:
(a) if it has an internal audit function, how the function is structured and what role it performs; or
(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

Given the size of the Company, there is currently no internal audit department. As and when the Company is able to grow, this issue will be addressed.

Recommendation 7.4 - A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

Refer to 'Review of Operations' section of the report for a list of risks that management consider could adversely affect the company's future development.

Refer to commentary at Recommendations 7.1 and 7.2 for information on the company's risk management framework.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1 - The board of a listed entity should:

(a) have a remuneration committee which:
  (1) has at least three members, a majority of whom are independent directors; and
  (2) is chaired by an independent director and disclose:
  (3) the charter of the committee;
  (4) the members of the committee; and
  (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Board considers that the Company is not currently of a size to justify the formation of a nomination committee as mentioned in Recommendation 2.1 above.

Recommendation 8.2 - A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Non-executive directors, executive directors and other senior executives are remunerated by way of cash fees, superannuation contributions and non-cash benefits in lieu of fees. The level of remuneration reflects the anticipated time commitments and responsibilities of the position.

Performance based incentives are not available to all directors as it could be perceived to impair their independence in decision making. For the same reason, equity based remuneration is limited to non-performance based instruments such as shares.

Further details in relation to the company's remuneration policies are contained in the Remuneration Report, within the Directors' report.

Recommendation 8.3 - A listed entity which has an equity-based remuneration scheme should:
(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
(b) disclose that policy or a summary of it.

The Company does not offer equity-based remuneration.

However, in November 2020, the Company provided a one off bonus to Messrs Khouri and Fayad totalling $150,000.00. The payment of such bonuses was approved by shareholders in the Company's General Meeting held on 27 November 2020.

The directors present their report, together with the financial statements of Astro Resources NL (**the Company**) and its controlled entities (**the Group**), for the financial year ended 30 June 2021.

DIRECTORS

At the date of this Directors' Report the following are the Directors' of the group:

Mr Jacob Khouri (Non-Executive Chairman)

Mr Gregory Jones (Non – Executive Director) – appointed 6 October 2020

Mr Stephen Gemell (Non - Executive Director) – ceased 6 October 2020

Mr Vincent Fayad (Executive Director)

COMPANY SECRETARY

Mr Vincent John Fayad held the position of Company Secretary at the end of the financial year. He was appointed as the Company Secretary on 25 March 2013.

PRINCIPAL ACTIVITIES AND SIGNIFICANT CHANGES IN NATURE OF ACTIVITIES

The principal activities of the Group during the financial year were the exploration and development of mineral resources.

There were no significant changes in the nature of the Group's principal activities during the financial year.

RESULTS AND REVIEW OF OPERATIONS

The consolidated loss of the Group for the financial year after providing for income tax amounted to $1,021,215 (2020: loss of $700,581).

The consolidated loss for the year has been impacted by the following:

- listing and regulatory costs of $107,960; and
- interest expense incurred on loan facilities of $139,797.

The residual of the operating loss of $773,458 is made of general overheads in relation to the day to day running of the Company.

The net assets of the Group have increased by $7,566,302 from $1,014,990 as at 30 June 2020 to $8,581,292 as at 30 June 2021. This increase was primarily due to:

- proceeds from Convertible Notes; and
- repayment of debt facilities owed to Gun Capital Management Pty Ltd (GCM), which was satisfied through the issuance of ordinary capital and proceeds from convertible notes;
- conversion of those Convertible Loans into fully paid ordinary share of the Company shares;
- proceeds from the issue of various tranches of shares in November 2020 and May 2021.

A full report in relation to the review of the operations has been set out on pages 5 to 18.

DIVIDENDS PAID OR RECOMMENDED

The Directors' recommend that no dividend be paid for the year ended 30 June 2021 (2020: nil).

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There have been no significant changes in the state of affairs of entities in the Group during the year, except as disclosed throughout this report.

FUTURE DEVELOPMENTS AND RESULTS

The Group intends to further explore and develop the Group's mineral projects and to actively seek new exploration and mining opportunities.

ENVIRONMENTAL ISSUES

The exploration activities of the Group are conducted in accordance with and controlled principally by Australian state and territory government legislation. The Group has exploration land holdings in Western Australia and Nevada, United States of America.

The Group employs a system for reporting environmental incidents, establishing and communicating accountability, and rating environmental performance. During the year, data on environmental performance was reported as part of the monthly exploration-reporting regime. In addition, as required under various state and territory legislation, procedures are in place to ensure that the relevant authorities are notified prior to the commencement of ground disturbing exploration activities.

The Group is committed to minimising the impact of its activities on the surrounding environment at the same time aiming to maximise the social, environmental and economic returns for the local community. To this end, the environment is a key consideration in our exploration activities and during the rehabilitation of disturbed areas. Generally, rehabilitation occurs immediately following the completion of a particular phase of exploration. In addition, the Group continued to develop and maintain mutually beneficial relationships with the local communities affected by its activities. Rehabilitation initiatives include the extraction of all pegs and restoration of peg lines, plugging of all drill holes and the removal of plastic geological sample bags.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Since the end of the financial year, the following matter have arisen which significantly affected or could significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years:

(a) successfully lodged an application an additional 26 Lode claims (**Claims**) adjacent to its existing claims at the Needles Gold Project in Nevada, USA. In conjunction with the pegging of the Claims, the Company completed a mapping and rock chip sampling program, with a total of 32 samples submitted to ALS Global in Reno, Nevada for assay. The results of the mapping and rock chip sampling program are expected to be provided to the Company during September 2021;

(b) secured a diamond drill rig for the Company's drilling program at the Needles Gold Project. The drill program will comprise of three diamond core holes at a target depth of 500 meters per hole - to test the IP chargeability anomaly identified earlier in the year (refer to ASX announcement on 29 March 2021). Drilling is expected to commence in November 2021 and completed by the end of the year. The cost of this diamond drilling campaign is expected to be US$645,000, plus other costs such geologists laboratory testing; and

(c) settling of a disputed amount of income tax in Nevada, USA with the Internal Revenue Service for the sum of US$50,000.

INFORMATION ON DIRECTORS & COMPANY SECRETARY

Mr Jacob Khouri Non-Executive Director and Chairman

Mr Khouri is the founder and operator of a successful mechanical engineering business. He also has a broad range of corporate experience, having served as a director of Gun Capital Corporate Pty Ltd and Gun Capital Management Pty Ltd. Having served this role, Mr Khouri has a solid understanding of new market trends and sustainability issues.

Mr Khouri is currently serves as a Non-Executive Director of Mooter Media Limited (unlisted public company).

Previous directorships in other listed entities included Esperance Minerals Limited (ASX: ESM) and other listed entities.

Mr Stephen Gemell (resigned 6 October 2020) Non-Executive Director

Mr Gemell has more than 40 years' experience in the mining industry, having worked throughout Australasia and in Africa, North and South America, Asia, Eastern and Western Europe. He has been Principal of Gemell Mining Engineers, an independent multi-discipline consultancy, since its formation in Kalgoorlie in 1984. As a consultant, he specialises in mineral property assessment and strategic studies.

Mr Gemell previously served as a Non-Executive Director of Greenvale Energy Limited (ASX: GRV). He has also previously served on other listed entities boards.

Mr Gemell is a Fellow of the AusIMM, a Chartered Professional (Mining), a member of the VALMIN Committee and VALMIN's representative on, and Chairman of, the IMVAL (International Mining Valuation) Committee. He is also a Member of the American Institute of Mining, Metallurgical and Petroleum Engineers.

Mr Gregory Jones (appointed 6 October 2020) Non-Executive Director

Mr Jones is a geologist with more than 40 years of exploration and mine operation experience gained in a broad range of commodities within Australia and overseas. Mr Jones's technical and management experience spans a wide spectrum of activities from grass-roots exploration through to resource definition and new project generation, project assessment and acquisition, mine feasibility studies and mine operations.

Mr Jones has previously worked in senior executive positions with a number of companies including Western Mining Corporation (ASX: WMC), Sino Gold Mining Limited (ASX: SGX) and CBH Limited (ASX: CBH). He has also served on the boards of a number of ASX listed resource entities since 2009.

Mr Jones is member of the Australian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. He is Competent person as defined under the 2012 JORC code.

Mr Vincent John Paul Fayad Executive Director and Company Secretary

Mr Fayad is currently a currently a Director of Vince Fayad and Associates Pty Ltd and has had approximately 35 years of experience in Corporate Finance, Accounting and other advisory related services. He is a registered company auditor and tax agent.

Mr Fayad currently serves the Company Secretary of Polymetals Resources Limited (ASX: POL).

He has also previously served on other listed entities boards.

MEETINGS OF DIRECTORS

During the financial year, eleven meetings of directors (including committees of directors) were held. Attendances by each director during the year were as follows:

	Directors' Meetings		Audit Committee[1]	
	Number eligible to attend	**Number attended**	**Number eligible to attend**	**Number attended**
Mr Jacob Khouri	11	10	-	-
Mr Stephen Gemell	4	4	-	-
Mr Gregory Jones	7	6	-	-
Mr Vincent Fayad	11	11	-	-

[1]Refer to Principle 4.1 of the Governance Statement which explains why the Company has not established an Audit Committee.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of the Group support and have adhered to the principles of Corporate Governance. The Group's corporate governance statement is contained in the Corporate Governance section of the financial report.

DIRECTORS' INTERESTS

The relevant interest of each director in the shares of the Company as notified by the Directors to the Australian Securities Exchange in accordance with s.205G(1) of the *Corporations Act 2001* at the date of this report is as follows:

	Ordinary Shares – Fully Paid	
	2021	**2020**
Mr Jacob Khouri	48,371,260	46,330,750
Mr Stephen Gemell	-	-
Mr Gregory Jones	-	-
Mr Vincent Fayad	49,449,885	25,000,000

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

During the financial year, the Group paid a premium in respect of a contract insuring the directors of the Group, the Company Secretary, all executive officers of the Group and of any related body corporate against a liability incurred as a director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The Group has not otherwise, during or since the financial year, except to the extent permitted by law, indemnified or agreed to indemnity an officer or auditor of the Group or of any related body corporate against a liability incurred as such an officer or auditor.

The contract of insurance prohibits the disclosure of the nature of the liabilities and the amount of the premium.

OPTIONS

Shareholders who participated in the Company's placement during May 2021 received a free attaching unlisted option for every ordinary share subscribed to. A total of 998,500,001 options were issued to such shareholders.

In addition, the Company also issued 100,000,000 unlisted options to the broker of the placement which took place in November 2020, in satisfaction of their services rendered. The terms of the options issued under the placement and to the broker are as follows:

- Exercise date: 22 April 2022;
- Exercise price: $0.01;
- Total options on issue : 1,098,500,001.

With the exception of the above, there were no other options held or exercised in the Company during the financial year.

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 those proceedings.

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

NON-AUDIT SERVICES

RSM Australia Partners is the appointed auditors of the Company.

RSM Australia Partners has not performed any other services in addition to their statutory duties as the auditors. Fees paid for these services in relation to the audit and review of the Group's financial report were $27,900 (2020: $22,615).

The Directors are satisfied that the provision of services is compatible with the general standard of independence for the auditor as imposed by the *Corporations Act 2001*.

AUDITOR'S INDEPENDENCE DECLARATION

The auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001*, for the year ended 30 June 2021 has been received and can be found on page 75 of the financial report.

REMUNERATION REPORT (AUDITED)

This report details the nature and amount of remuneration for each key management personnel (**KMP**) of Astro Resources NL (the Company).

1. Remuneration policy

The remuneration policy of Astro Resources NL and Controlled Entities (the Group) has been designed to align KMP objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of Astro Resources NL and Controlled Entities believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for key management personnel of the Group is as follows:

- the remuneration policy, setting the terms and conditions for the executive directors and other senior executives, was developed and approved by the board;
- non-executive directors received fees for their services as approved by shareholders; and
- executive directors can be employed by the Group on a consultancy basis, on board approval, with remuneration and terms stipulated in individual consultancy agreements.

The board reviews executive packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries. In addition, external consultants may be used to provide analysis and advice to ensure the directors and senior executives' remuneration is competitive in the market place.

The board exercises its discretion in determining remuneration performance of executives. Given the size and nature of the entity the board does not deem it to be realistic to measure performance against defined criteria. As such remuneration and performance are not linked.

All remuneration paid to directors and executives is valued at the cost to the Group and expensed. Shares given to directors and executives are valued as the difference between the market price of those shares and the amount paid by the director or executive. Options are valued using the Black-Scholes methodology.

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The board determines payments to the non-executive directors and reviewed their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. Fees for non-executive directors are not linked to the performance of the Group. The directors are not required to hold any shares in the company under the Constitution of the Company; however, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Group.

The board believes that it has implemented suitable practices and procedures that are appropriate for an organisation of this size and maturity.

i. Remuneration Committee

During the year ended 30 June 2021, the Company did not have a separately established nomination or remuneration committee. Considering the size of the Group, the number of directors and the Group's early stages of its development, the directors are of the view that these functions could be efficiently performed with full board participation.

ii. Group Performance, Shareholder Wealth and Directors and Executives Remuneration

No relationship exists between shareholder wealth, director and executive remuneration and Group performance except for options issued.

Key Management Personnel

Name	Position Held
Mr Jacob Khouri	Non-Executive Chairman
Mr Stephen Gemell – resigned 6 October 2020	Non-Executive Director
Mr Gregory Jones – appointed 6 October 2020	Non-Executive Director
Mr Vincent John Paul Fayad	Executive Director and Company Secretary

3. Key person remuneration entitlement

At the 2020 Annual General Meeting (**AGM**), 99.95% of the eligible votes received supported the adoption of the remuneration report of the year ended 30 June 2020. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Key Management Personnel	Position Held as at 30 June 2021	Contract Details[1]	Remuneration	Incentives
Mr Jacob Khouri	Non-Executive Chairman	-	$90,000 per annum.	n/a
Mr Stephen Gemell	Non-Executive Director	-	$36,000 per annum.	n/a
Mr Gregory Jones	Non-Executive Director	-	$54,000 per annum.	n/a
Mr Vincent Fayad	Executive Director and Company Secretary	Contract is ongoing. Contract may be terminated at anytime, with four months' notice of termination.	$150,000 per annum for the accounting and services of company secretary, excluding one off matters. No fees are payable for director's services provided.	n/a

1. Non-executive directors were appointed by a letter of appointment. Directors can retire in writing as set out in the Constitution.

4. Remuneration details for the year ended 30 June 2021

The following table of benefits and payment details, in respect to the financial year, the components of remuneration for each member of the KMP of the Group and, to the extent different, the three Group executives and three Company executives receiving the highest remuneration:

2021	Cash salary/fees $	Cash Bonus[1] $	Share based payments[2] $	Total $
Executive Directors				
Mr Vincent Fayad	-	-	-	-
Non-Executive Directors				
Mr Jacob Khouri	97,158	75,000	75,000	247,158
Mr Stephen Gemell - resigned 6 October 2020	9,580	-	-	9,580
Mr Gregory Jones - appointed 6 October 2020	37,955	-	-	37,955
KMP				
Mr Vincent John Paul Fayad	117,000	75,000	75,000	267,000
	261,693	150,000	150,000	561,693

1 The cash bonus of $150,000.00 was paid in accordance with the Company General Meeting held on 27 November 2020 ; and

2 Ordinary shares to the value of $150,000.00 were paid in accordance with the Company General Meeting held on 27 November 2020. More information concerning this payment can be found within Item 6 of the Directors Report 'Share Holdings of Key Management Personnel'.

4. Remuneration details for the year ended 30 June 2021 (continued)

2020	Cash salary/fees $	Cash Bonus $	Share based payments $	Total $
Executive Directors				
Mr Vincent Fayad	-	-	-	-
Non-Executive Directors				
Mr Jacob Khouri	50,000	-	-	50,000
Mr Stephen Gemell - resigned 6 October 2020	36,000	-	-	36,000
Mr Gregory Jones - appointed 6 October 2020	-	-	-	-
KMP				
Mr Vincent John Paul Fayad	90,000	-	-	90,000
	176,000	-	-	176,000

There were no performance related payments made to the directors or executive during the year and the prior year.

i. Short-term non-monetary benefits:

During the financial year, the Group paid a premium of $23,752 (2020: $14,905), being $5,938 per person (2020: $3,726) in respect of a contract ensuring the directors, company secretary and all executive officers of the Group and of any related body corporate against liabilities incurred as a director, secretary or executive officer.

ii. Cash bonuses:

During the current financial year, there was $150,000.00 in bonuses paid each to Messrs Khouri and Fayad. The payment of such bonuses was in recognition of the additional work required by such directors' to the Company, which was considered to be outside of their ordinary renumeration.

The director bonuses were satisfied through the payment of :

- $150,000.00 in cash, which was paid upon completion of the Company's placement in May 2021; and
- $150,000.00 in ordinary share capital, which was issued to the directors in November 2020.

iii. Options issued as part of remuneration for the year:

There were no options issued as part of remuneration package for the year ended 30 June 2021 (2020: Nil).

No options have been granted since the end of the financial year.

5. Description of options granted as remuneration

There were no options granted as remuneration to Directors and those key management personnel and executives during the year.

6. Share Holdings of Key Management Personnel

2021	Balance at start of year or date of appointment	Granted as compensation	On exercise of options	Other	Balance at end of year or date of resignation
Executive Directors					
Mr Vincent Fayad[2,4,5]	25,000,000	32,599,847	-	(8,149,962)	49,449,885
Non-Executive Directors					
Mr Jacob Khouri[1,2,3]	46,330,750	28,432,666	-	(26,392,156)	48,371,260
Mr Stephen Gemell	-	-	-	-	-
Mr Gregory Jones	-	-	-	-	-
	71,330,750	61,032,513	-	(34,542,118)	97,821,134

2020	Balance at start of year or date of appointment	Granted as compensation	On exercise of options	Other	Balance at end of year or date of resignation
Executive Directors					
Mr Vincent Fayad	25,000,000	-	-	-	25,000,000
Non-Executive Directors					
Mr Jacob Khouri[1]	46,330,750	-	-	-	46,330,750
Mr Stephen Gemell	-	-	-	-	-
Mr Gregory Jones	-	-	-	-	-
	71,330,750	-	-	-	71,330,750

[1]Mr Khouri's father holds shares and options in the Company through Mining Investments Ltd. Shares and options belonging to Mining Investments Ltd have not been included in this table.

[2]The payments to directors as compensation is represented by the following amounts paid during the current year:

- director fees accrued to 30 June 2020, which were paid in ordinary shares (18,175,371 shares); and
- part satisfaction of bonuses payable to directors in accordance with Resolutions 5 and 6 of the Company's General Meeting held on 27 November 2020 (42,857,142 shares).

[3]Disposals in Mr Khouri's shareholding in the Company represent an off-market transfer made to a related party of Mr Khouri; and

[4]Disposals in Mr Fayad's shareholding in the Company represent a transfer to an employee of Mr Fayad who has assisted in the Company Secretarial work of the Company.

[5]Mr Fayad's shareholding in the Company is held through KAFTA Enterprises Pty Ltd, which Mr Fayad is the sole director of.

7. Service Agreements

As noted above, Mr Fayad provided his services via Vince Fayad and Associates Pty Ltd.

Mr Stephen Gemell provided services to the Group through his controlled entity Gemell Mining Services Pty Ltd.

Mr Gregory Jones provided services to the Group through his controlled entity ES Solutions Pty Ltd.

8. Additional Information

The earnings of the consolidated entity for the five years to 30 June 2021 are summarised below:

	2021 000's	2020 000's	2019 000's	2018 000's	2017 000's
Sales revenue	1,000	283	11,143	-	-
EBITDA	(881,419)	(365,708)	(548,765)	(890,693)	(600,287)
EBIT	(881,419)	(365,708)	(548,765)	(890,693)	(600,287)
Profit after income tax	(1,021,215)	(700,581)	(710,721)	(963,693)	(600,287)

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

	2021 000's	2020 000's	2019 000's	2018 000's	2017 000's
Share price at financial year end ($)	0.0045	0.002	0.002	0.003	0.002
Total dividends declared (cents per share)	-	-	-	-	-
Basic earnings per share (cents per share)	(0.04)	(0.05)	(0.07)	(0.11)	(0.08)

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Jacob Khouri
Director

Dated at Sydney this 21st day of September 2021.

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Astro Resources NL for the year ended 30 June 2021, 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

C J Hume
Partner

Sydney, NSW
Dated: 21 September 2021

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2021

		2021 $	2020 $
Continuing Operations			
Income	3	**1,000**	283
Interest expense	4	**(139,796)**	(334,873)
Listing and regulatory costs		**(105,960)**	(43,703)
Other expenses	4	**(776,459)**	(322,288)
Loss before income tax		**(1,021,215)**	(700,581)
Income tax benefit	5	**-**	-
Loss from continuing operations		**(1,021,215)**	(700,581)
Loss for the year attributable to			
Members of the parent entity		**(1,021,215)**	(700,581)
		(1,021,215)	(700,581)
Other comprehensive income			
Items that may be reclassified subsequently to the profit or loss:			
Gain/(Loss) on revaluation of investment		**100**	(2,200)
Other comprehensive income/(loss) for the year		**100**	(2,200)
Total comprehensive loss for the year		**(1,021,115)**	(702,781)
Total comprehensive loss attributable to:			
Members of the parent entity		**(1,021,115)**	(702,781)
		(1,021,115)	(702,781)
Loss per share			
From continuing operations:			
Basic loss per share (cents)	6	**(0.04)**	(0.05)
Diluted loss per share (cents)	6	**(0.04)**	(0.05)

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position
As at 30 June 2021

	Note	2021 $	2020 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7	**3,279,002**	27,222
Trade and other receivables	8	**192,906**	27,491
Inventories	9	**4,000**	4,000
Other assets	11	**32,722**	24,343
TOTAL CURRENT ASSETS		**3,508,630**	83,056
NON-CURRENT ASSETS			
Other Financial assets	10	**1,000**	900
Property, plant and equipment	13	**302,231**	269,411
Exploration, evaluation and development assets	12	**4,997,883**	3,901,601
TOTAL NON-CURRENT ASSETS		**5,301,114**	4,171,912
TOTAL ASSETS		**8,809,744**	4,254,968
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	14	**228,452**	349,387
TOTAL CURRENT LIABILITIES		**228,452**	349,387
NON-CURRENT LIABILITIES			
Trade and other payables	14	**-**	27,000
Borrowings	15	**-**	2,863,591
TOTAL NON-CURRENT LAIBILITIES		**-**	2,890,591
TOTAL LIABILITIES		**228,452**	3,239,978
NET ASSETS		**8,581,292**	1,014,990
EQUITY			
Issued capital	16	**23,830,145**	15,562,728
Reserves	17	**300,000**	(20,100)
Accumulated losses		**(15,548,853)**	(14,527,638)
TOTAL EQUITY		**8,581,292**	1,014,990

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity
As at 30 June 2021

	Note	2021 $	2020 $
CASH FLOWS FROM OPERATING ACTIVITIES:			
Proceeds from interest income		**1,000**	-
Payments to suppliers and employees		**(1,009,029)**	(197,757)
Net cash used in operating activities	20	**(1,008,029)**	(197,757)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payments for plant and equipment		**(42,664)**	(17,679)
Payments for mining bonds		**(8,363)**	(13,018)
Payments for exploration expenditure		**(1,080,077)**	(908,803)
Net cash used in investing activities		**(1,131,104)**	(939,500)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Repayment of borrowings		**(2,251,721)**	-
Proceeds from loan facility		**-**	965,000
Proceeds from convertible securities		**2,341,721**	-
Payments for share issue costs		**(439,170)**	-
Proceeds from share/options issue (gross of transaction costs)		**5,740,082**	-
Net cash provided by financing activities		**5,390,913**	965,000
Net increase/(decrease) in cash and cash equivalents held		**3,251,780**	(172,257)
Cash and cash equivalents at beginning of year		**27,222**	199,479
Cash and cash equivalents at end of financial year	7	**3,279,002**	27,222

The accompanying notes form part of these financial statements.

Consolidated Statement of Change in Equity
For the year ended 30 June 2021

	Issued Capital $	Accumulated Losses $	Reserves $	Sub Total $	Non-controlling Interests $	Total $
Balance at 1 July 2020	**15,562,728**	**(14,527,638)**	**(20,100)**	**1,014,990**	**-**	**1,014,990**
Loss attributable to members of the parent entity	**-**	**(1,021,215)**	**-**	**(1,021,215)**	**-**	**(1,021,215)**
Other comprehensive income (net of tax)	**-**	**-**	**100**	**100**	**-**	**100**
Total comprehensive income for the year	**15,562,728**	**(15,548,853)**	**(20,000)**	**(6,125)**	**-**	**(6,125)**
Transactions with owners in their capacity as owners:						
Options reserve	**-**	**-**	**320,000**	**320,000**	**-**	**320,000**
Shares issued (rights issue less costs)	**8,267,417**	**-**	**-**	**8,267,417**	**-**	**8,267,417**
Balance at 30 June 2021	**23,830,145**	**(15,548,853)**	**300,000**	**8,581,292**	**-**	**8,581,292**
Balance at 1 July 2019	15,562,728	(13,827,057)	(17,900)	1,717,771	-	1,717,771
Loss attributable to members of the parent entity	-	(700,581)	-	(700,581)	-	(700,581)
Other comprehensive income (net of tax)	-	-	(2,200)	(2,200)	-	(2,200)
Total comprehensive income for the year	15,562,728	(14,527,638)	(20,100)	1,014,990	-	1,014,990
Transactions with owners in their capacity as owners:						
Options reserve	-	-	-	-	-	-
Shares issued (rights issue less costs)	-	-	-	-	-	-
Balance at 30 June 2020	15,562,728	(14,527,638)	(20,100)	1,014,990	-	1,014,990

The accompanying notes form part of these financial statements.

This financial report includes the consolidated financial statements and notes of Astro Resources NL and Controlled Entities (the **'Group'**). The financial statements were authorised for issue by the Board of Directors on 21 September 2021.

Astro Resources NL and Controlled Entities is a company for the purposes of making a profit, domiciled in Australia.

The separate financial statements and notes of the parent entity, Astro Resources NL, have not been presented within this financial report as permitted by amendments made to the *Corporations Act 2001*. Parent entity summary is included in note 28.

1 Summary of Significant Accounting Policies

(a) Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements, the consolidated entity incurred a loss of $1,021,115 and had net cash outflows from operating and investing activities of $2,139,133 for the year ended 30 June 2021. As at that date the consolidated entity had net current assets of $3,280,178 and cash at bank of $3,279,002.

The Directors believe that it is reasonably foreseeable that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- having regard to the current level of planned expenditure;
- the ability to defer or reduce non-committed exploration expenditure if the funds are not available. Further, there is the capacity to reduce other discretionary spending, if required; and
- ability to raise equity capital.

(c) Comparative figures

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

When the Group applies an accounting policy retrospectively, makes a retrospective restatement or reclassifies items in its financial statements, a consolidated statement of financial position as at the beginning of the earliest comparative period will be presented.

(d) Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Astro Resources NL at the end of the reporting period.

(d) Principles of consolidation (continued)

A controlled entity is any entity over which Astro Resources NL has the power to govern the financial and operating policies so as to obtain benefits from its activities. Control will generally exist when the parent owns, directly or indirectly through subsidiaries, more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities is included only for the period that they were controlled. A list of controlled entities is contained in Note 22 to the financial statements.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the Group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

(e) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of the diamonds includes direct materials, direct labour and an appropriate portion of variable and fixed overheads associated with their extraction. Overheads are applied on the basis of normal operating capacity. Costs are assigned on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(f) Property, plant and equipment

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

Other Property, Plant and equipment

Plant and equipment are measured on the cost basis. Cost includes expenditure that is directly attributable to the asset.

Depreciation

The depreciable amount of property, plant and equipment, is depreciated on a straight-line basis over the asset's useful life to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. Land is not depreciated.

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. The depreciation rates used by the Company are as follows:

	Depreciation Rate
Property plant and equipment	10.00%
Motor Vehicles	15.00%

Depreciation - Improvements

Improvements carried out on the plant and equipment are measured at cost. Improvements are deemed to extend the future economic benefits embodied in an asset and therefore its useful life. The useful life of an asset is defined in terms of an assets expected utility to the Company.

The depreciation of an asset begins when it is available for use, that is when it is in the location and necessary condition for it to be capable of operating in the manner intended by management. The depreciation rate used by the Company for improvements for plant and equipment was 0% as the asset was not available for use during the refurbishment period.

(g) Financial instruments

Classification

From 1 January 2018, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Impairment

From 1 January 2018, the Company assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(h) Share capital

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

(i) Derecognition

Financial assets are derecognised 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. When financial assets at fair value through other comprehensive income are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss.

(j) Impairment of non-financial assets (excluding capitalised exploration costs)

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information and 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. Value in use is calculated by discounting the estimated future cash flows of the asset or cash-generating unit (CGU) at a pre-tax discount rate reflecting the specific risks in the asset / CGU.

(j) Impairment of non-financial assets (excluding capitalised exploration costs) (continued)

Any excess of the asset's carrying value over its recoverable amount is expensed to the consolidated statement of profit or loss and other comprehensive income.

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

Impairment testing is performed annually for goodwill and intangible assets (excluding exploration assets) with indefinite lives.

(k) 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 which are convertible to a known amount of cash and subject to an insignificant risk of change in value, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the consolidated statement of financial position.

(l) Trade and other payables

Trade and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the Group during the reporting period which remain unpaid. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

(m) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(n) Farm-in and joint venture arrangement

Farm-ins generally occur in the exploration or development phase and are characterised by the transferor giving up future economic benefits, in the form of reserves, in exchange for reduced future funding obligations. In the exploration phase the Group accounts for farm-ins on a historical cost basis. As such no gain or loss is recognised. In the development phase, the Group accounts for farm-ins as an acquisition at fair value when the Group is the transferee and a disposal at fair value when the Group is the transferor of a part of an oil and gas property. The fair value is determined by the costs that have been agreed as being borne by the transferee.

(o) Earnings per share

The Group presents basic and diluted earnings per share information for its ordinary shares.

Basic earnings per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share adjusts the 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 additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(p) Income tax

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

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

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

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting year. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

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

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

(q) Revenue and other income

Financial income comprises interest income. Interest income is recognised in profit or loss as it accrues, using the effective interest rate method.

All revenue is stated net of the amount of goods and services tax (GST).

(r) Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue. Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(t) 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. 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 consolidated statement of financial position are shown inclusive of GST.

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

(u) Exploration and development expenditure

Exploration and evaluation costs are capitalised as exploration and evaluation assets on a project-by-project basis pending determination of the technical feasibility and commercial viability of the project. The capitalised costs are presented as both tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. When a licence is relinquished or a project abandoned, the related costs are recognised in the profit or loss immediately.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and/or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units consistent with the determination of reportable segments.

Upon determination of proven reserves, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to a separate category within tangible assets.

Amortisation is not charged on exploration and evaluation assets until they are available for use.

Pre-licence costs are recognised in profit or loss as incurred. Expenditure deemed unsuccessful is recognised in profit or loss immediately.

(v) Critical accounting estimates and judgements

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

Key judgement - exploration and evaluation expenditure

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded.

(w) New or amended Accounting Standards and Interpretations adopted

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

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

The following Accounting Standards and Interpretations are most relevant to the group:

Conceptual Framework for Financial Reporting (Conceptual Framework)

The group has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the group's financial statements."

(x) New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the group for the annual reporting period ended 30 June 2021. The group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

(y) 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.

(z) Foreign currency translation

The financial statements are presented in Australian dollars, which is Astro Resources NL's functional and presentation currency.

(aa) Current and non-current classification

Assets and liabilities are presented in the statement of financial position 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 period; 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 period. 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.

2 Operating Segments

Segment information

Identification of reportable segments

Operating segments are reporting in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

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

The operating segments are identified by the Board of Directors based on the type of exploration being conducted by the Group. Detailed financial information about each of these operating businesses is reported to the Board of Directors on at least a quarterly basis.

The Group operated in three operating segments being heavy minerals, diamond and uranium exploration industry in the geographical location, being Australia.

Types of products and services by reportable segment

(i) Heavy minerals

The Group is currently conducting exploration upon tenements considered prospective for mineral sands. No income has been derived from the recovery of mineral sands during the year ended 30 June 2021 (2020: nil).

(ii) Diamond exploration

The Group is currently conducting exploration upon tenements considered prospective for diamonds. No income has been derived from the recovery of diamonds during the year ended 30 June 2021 (2020: nil).

(iii) Gold exploration

The Group is currently conducting exploration upon tenements considered prospective for gold. No income has been derived from the recovery of gold during the year ended 30 June 2021 (2020: nil).

Accounting policies adopted

Unless stated below, all amounts reported to the Board of Directors, being the chief operating decision maker with respect to operating segments, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

Assets

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

Liabilities

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

2 Operating Segments (continued)

Unallocated items

The following items of revenue, expense, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- interest revenue;
- income tax benefit;
- cash and cash equivalents; and
- trade debtors and creditors.

2 Operating Segments (continued)

(a) Segment performance

	Mineral Sands		Diamond		Gold		Unallocated		Total	
	2021	2020	**2021**	2020	**2021**	2020	**2021**	2020	**2021**	2020
	$	$	**$**	$	**$**	$	**$**	$	**$**	$
REVENUE										
Other revenue	**-**	-	**-**	-	-	-	**-**	263	**-**	263
Interest revenue	**-**	-	**-**	-	-	-	**1,000**	20	**1,000**	20
Total segmented revenue	**-**	-	**-**	-	-	-	**1,000**	283	**1,000**	283
Segment result	**(550)**	(953)	**(274)**	(267)	**(8,155)**	(12,350)	**(1,012,236)**	(687,011)	**(1,021,215)**	(700,581)
Research & development grant	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Loss for the year	**(550)**	(953)	**(274)**	(267)	**(8,155)**	(12,350)	**(1,012,236)**	(687,011)	**(1,021,215)**	(700,581)
Other segment information										
Depreciation and amortisation	**-**	-	**(8,765)**	(9,709)	**-**	-	**-**	-	**(8,765)**	(9,709)
Segment assets and liabilities										
Segment assets										
Exploration expenditure	**2,448,652**	2,274,677	**737,815**	623,467	**1,811,416**	1,003,457	**-**	-	**4,997,883**	3,901,601
Inventories	**-**	-	**4,000**	4,000	**-**	-	**-**	-	**4,000**	4,000
Other assets	**25,484**	37,448	**303,998**	271,027	**25,571**	17,607	**3,452,808**	23,285	**3,807,861**	349,367
	2,474,136	2,312,125	**1,045,813**	898,494	**1,836,987**	1,021,064	**3,452,808**	23,285	**8,809,744**	4,254,968
Segment liabilities	**-**	-	**-**	-	**-**	370,000	**228,452**	2,869,978	**228,452**	3,239,978
Other assets are made up of:										
Financial assets at fair value through other comprehensive income	**-**	-	**-**	-	**-**	-	**1,000**	900	**1,000**	900
Cash and cash equivalents	**9,208**	26,549	**462**	462	**-**	-	**3,269,332**	211	**3,279,002**	27,222
Plant and equipment	**-**	-	**302,231**	269,411	**-**	-	**-**	-	**302,231**	269,411
Prepayments and other receivables	**16,276**	10,899	**1,305**	1,154	**25,571**	17,607	**182,476**	22,174	**225,628**	51,834
	25,484	37,448	**303,998**	271,027	**25,571**	17,607	**3,452,808**	23,285	**3,807,861**	349,367

3 Income

	2021 $	2020 $
Interest income	**1,000**	20
Other income	**-**	263
	1,000	283

4 Result for the Year

	2021 $	2020 $
The result for the year includes the following specific expenses		
Interest expense		
Interest and finance charges paid/payable on borrowings	**139,796**	334,873
Total interest expense	**139,796**	334,873
Other expenses:		
- Directors' and related entities consulting fees	**561,693**	176,000
- Administration expenses	**179,516**	123,673
- Auditors remuneration for audit services	**35,250**	22,615
	776,459	322,288

5 Income Tax

	2021 $	2020 $

(a) The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax expense as follows:

	2021 $	2020 $
Prima facie tax benefit on loss from ordinary activities before income tax at 27.5% (2020: 27.5%)	**(280,835)**	(192,660)
Add tax effect of:		
- deferred tax assets and liabilities not recognised	**280,825**	192,660
Income tax	**-**	-

(b) Net deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility occur:

	2021 $	2020 $
Tax losses	**15,551,857**	14,980,316
Capital losses	**122,480**	122,480
Capitalised exploration expenditure	**(1,300,079)**	(1,220,790)
	14,374,258	13,882,006

The above deferred tax assets will only be obtained if:

i. future assessable income is derived of a nature and an amount sufficient to enable utilize the benefit; and

ii. the conditions for deductibility imposed by tax legislation continue to be complied with and no changes in the tax legislation adversely affect the company in realising the benefit.

Apart from the exploration development costs which has been netted off against the carried losses, there are no deferred tax liabilities at 30 June 2021 (2020: nil).

6 Earnings per Share

	2021 $	2020 $

Basic earnings per share

(a) Reconciliation of earnings to loss from continuing operations

	2021 $	2020 $
Loss from continuing operations	**(1,021,215)**	(700,581)

(b) Earnings used to calculate overall earnings per share

	2021 $	2020 $
Earnings used to calculate overall earnings per share	**(1,021,215)**	(700,581)

(c) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	2021 No.	2020 No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	**2,655,497,868**	1,272,097,315

Diluted earnings per share

Share options are not considered dilutive as the conversion of options to ordinary shares will result in a decrease in the net loss per share.

7 Cash and Cash Equivalents

	2021 $	2020 $
Cash at bank and in hand	**3,279,002**	27,222

8 Trade and Other Receivables

	2021 $	2020 $
CURRENT		
GST recoverable	**192,906**	27,491
	192,906	27,491

Credit risk

There is no material credit risk or currency risk within the Trade and Other Receivables balance.

9 Inventories

	2021 $	2020 $
CURRENT		
At cost:		
Uncut diamonds	**4,000**	4,000

The Group's equity investments are listed on the Australian Securities Exchange, at market value.

10 Other Financial Assets

	2021 $	2020 $
Financial assets at fair value through other comprehensive income		
NON-CURRENT		
Shares in listed corporations	**1,000**	900

11 Other Assets

	2021 $	2020 $
CURRENT		
Prepayments	**32,722**	24,343

12 Exploration, Evaluation and Development Assets

	2021 $	2020 $
NON-CURRENT		
in exploration phase:		
- At cost and net of impairment	**4,997,883**	3,901,601

(a) Composition of exploration assets

Capitalised exploration – wholly owned	**6,122,214**	5,028,052
[1]Capitalised exploration – partly owned	**563,490**	561,370
Impairment	**(1,687,821)**	(1,687,821)
Balance at end of the year	**4,997,883**	3,901,601

[1]On the 23 December 2014, the Company entered into a Farm-in and joint venture arrangement **("Arrangement**") with Iluka. The arrangement relates to the Governor Broome project, tenement number R70/58 (formerly E70/2464) ("**Property"**). This tenement is part of the Governor Broome project, which is a mineral sands project located in southern Western Australia.

Under the terms of the Arrangement, Iluka is to spend a minimum of $160,000 over a two period; this would result in it owning a 51% interest in the Property. Moreover, upon the further spending of another $160,000 Iluka would have the right to earn a further 29%, taking it to 80%. Upon the issue of the "Maiden Resource" by Iluka, thereafter, the Group will have a participating interest in the Property.

On the 27 October 2015, Iluka fulfilled its initial requirements resulting in it having a 51% interest in the Project. On the 1st June 2016, Iluka further advised the Company that it meet the requirements to achieve its 80% interest. The Maiden Resource was issued on the 26th April 2016.

12 Exploration, Evaluation and Development Assets (continued)

(b) Movements

		2021 $	2020 $
(i)	*Exploration assets at cost*		
	Opening Balance (wholly and partially owned)	**5,589,422**	4,704,781
	Add:		
	- Expenditure capitalised	**1,096,282**	884,641
	Less:		
	- Expenditure impaired to the profit and loss	**-**	-
	Closing balance	**6,685,704**	5,589,422
(ii)	*Impairment*		
	Opening Balance	**1,687,821**	1,687,821
	Add/(Less):		
	- Current year impairment adjustment	**-**	-
	Closing Balance	**1,687,821**	1,687,821

(c) Discussion on impairment

In the 2019 financial year, the Board has formed the view that following the results for the Southeast area of the Governor Broome Minerals Sands Project proving to be sub-economic, that such portion should be impaired. The Board has impaired all capitalised costs, including that part of the acquisition.

Subsequent to the 2019 financial year, the Board has continued to monitor the Company's capitalised tenement expenditure and has deemed that no further impairment adjustments are required.

13 Property, Plant and Equipment

	2021 $	2020 $
Plant and equipment[1]		
At cost	**150,000**	150,000
Refurbishment equipment[2]	**179,322**	179,322
Accumulated depreciation	**(68,675)**	(59,911)
	260,647	269,411
Motor Vehicles[3]		
At cost	**41,584**	-
Accumulated depreciation	**-**	-
	41,584	-
Total Property, Plant and Equipment	**302,231**	269,411

[1]the plant and equipment was continued to be used in the activities in the year ended 30 June 2021. The depreciation rate applied on the plant is 10.00% per annum.

[2]significant refurbishment was carried out on the plant and equipment during the year ended 30 June 2021. Due to the nature of the work required, the Company believes that in accordance with the relevant Accounting Standards, such amounts are required to be capitalised and depreciated over the useful life of the plant.

[3] In accordance with the relevant Accounting Standards, motor vehicles are to be depreciated once they are made available for use. The Company intends to depreciate such items at the commencement of the 2022 financial year.

13 Property Plant and Equipment (continued)

(a) Movement in Property, Plant and Equipment

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	2021 $	2020 $
Balance at the beginning of year	**269,411**	262,096
Additions	**41,584**	17,024
Depreciation expense	**(8,764)**	(9,709)
Balance at end of the year	**302,231**	269,411

14 Trade and Other Payables

		2021 $	2020 $
CURRENT			
Unsecured liabilities			
Trade payables	(a)	**148,452**	336,737
Other payables	(b)	**80,000**	12,650
Total Trade and Other Payables		**228,452**	349,387

(a) Trade payables includes amounts owing to directors. At balance date, such amounts were as follows:

Jacob Khouri	**25,453**	120,854
Gregory Jones	**4,950**	-
Vincent Fayad	**21,860**	190,075
Balance at end of the year owing to directors	**52,263**	310,929

NON CURRENT			
Unsecured liabilities			
Other payables	(b)	**-**	27,000
Total Trade and Other Payables		**-**	27,000

(b) Other payables includes $60,000 (2020: $27,000) of accrued consulting fees to Mining Investments Limited (**MIL**) – the ultimate parent company of Astro. During the financial year, MIL has agreed to not recall this debt until such time that in the opinion of the Company's Board, payment of such a debt would not place the Company at risk of becoming insolvent.

15 Borrowings

	2021 $	2020 $
NON CURRENT		
Unsecured borrowings		
Loan Facility – Gun Capital Management Pty Ltd	-	2,314,100
Interest payable	-	549,491
Total Non Current Borrowings	-	2,863,591

Gun Capital Management Pty Ltd - $3,250,000

Purpose of funding	Amount drawn to 30 June 2021, including capitalised interest	Amount owing 30 June 2020, including capitalised interest	Due date
This facility consolidated all previous loan facilities held by Gun. The purpose of the funding is as follows: a) Working capital of the Company; b) Acquisition and development of Needles Holdings Inc; and c) Resource upgrade of the Governor Broome Heavy Mineral Sands project.	$-	$2,863,591	See below.
Total amount owing prior to repayment	**$-**	**$2,863,591**	

The terms of the loan are as follows:

Key terms of the consolidated facility

Security	Unsecured
Interest Rate	15% per annum Interest to be accrued quarterly.
Repayment	31 October 2021 and subject to Jacob Khouri remaining on the Company's Board to the extent that repayment would in the opinion of the Board place the Company at risk of becoming insolvent.

16 Issued Capital

	2021 $	2020 $
3,764,193,013 (2020: 1,272,097,315) Ordinary shares	**25,321,094**	16,214,510
Share issue costs incurred during the financial year	**(839,167)**	-
Share issue costs written off against share premium	**(651,782)**	(651,782)
Total	**23,830,145**	15,562,728

16 Issued Capital (continued)

(a) Ordinary shares - movement reconciliation

	2021 No	2020 No
At the beginning of the reporting period 1 July	**1,272,097,315**	1,272,097,315
Shares issued under offer 2020 (Tranche 1 and 2)	**784,595,756**	-
Conversion of convertible debt securities	**669,063,143**	-
Repayment of debt facility (Gun Capital Management Pty Ltd)	**208,904,285**	-
Payment of outstanding director fees and bonuses	**61,032,513**	-
Shares issued under offer 2021 (Tranche 1 and 2)	**768,500,001**	-
At the end of the reporting period	**3,764,193,013**	1,272,097,315

(b) Ordinary shares – excluding share issue costs

		2021 $	2020 $
At the beginning of the reporting period 1 July		**16,214,510**	16,214,510
Shares issued under offer 2020 (Tranche 1 and 2)		**2,746,085**	-
Conversion of convertible debt securities		**2,341,720**	-
Repayment of debt facility (Gun Capital Management Pty Ltd)		**731,165**	-
Payment of outstanding director fees and bonuses		**213,614**	-
Shares issued under offer 2021 (Tranche 1 and 2)		**3,074,000**	-
At the end of the reporting period	(i)	**25,321,094**	16,214,510

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote. In the event of winding up of the company ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

(i) The shares issued during the 2021 financial year included shares issued for both a ‘cash’ and ‘non cash’ consideration. A breakdown of such amounts is as follows:

Nature of issue	Cash Consideration Number of Shares	Non Cash Consideration Number of Shares	Total number of Shares Issued
Opening Number of Shares on Issue			1,272,097,315
Shares issued under offer 2020 (Tranche 1 and 2)	784,595,756		784,595,756
Conversion of convertible debt securities		669,063,143	669,063,143
Payment of outstanding loan and interest to GCM		180,220,571	180,220,571
Bonus to Jacob Khouri		21,428,571	21,428,571
Bonus to Vince Fayad		21,428,571	21,428,571
Prior year outstanding director fees payable to Jacob Khouri		7,004,095	7,004,095
Prior year outstanding director fees payable to Vince Fayad		11,171,276	11,171,276
Interest paid on loan to GCM (approved in October 2020)		28,683,714	28,683,714
Shares issued under offer 2021 (Tranche 1 and 2)	748,500,001		748,500,001
Payment of fees to adviser		20,000,000	20,000,000
Total Shares on Issue 30 June 2021	**1,533,095,757**	**958,999,941**	**3,764,193,013**

16 Issued Capital (continued)

(c) Options

	2021	2020
	No	No
At the beginning of the reporting period	**-**	-
Broker options issued in relation to 2020 capital raising	**100,000,000**	-
Options issued in relation to 2021 capital raising	**998,500,001**	-
Options exercised/lapsed under Offer	**-**	-
At the end of the reporting period[1]	**1,098,500,001**	-

[1]The terms of the options on issue in the Company are as follows:

- Exercise date: 22 April 2022;
- Exercise price: $0.01.
- Total Unlisted Options: 1,098,500,001

17 Reserves

	2021	2020
	$	$
Options reserve	**320,000**	-
Revaluation reserve	**(20,000)**	(20,100)
	300,000	(20,100)

(a) Movement in reserves

	2021	2020
	$	$
Opening balance	**(20,100)**	(17,900)
Current year share based payment expense	**320,000**	-
Loss on revaluation of investment	**100**	(2,200)
	300,000	(20,100)

(b) Financial assets at fair value through other comprehensive income reserve

Represents cumulative gains/ losses arising on the evaluation of financial assets that have been recognised in other comprehensive income net at the amount reclassified to profit or loss when those assets have been disposed of or are determined to be impaired.

(c) Options reserve

The options reserve is used to recognise the value of options issued. Movements in the reserve are provided in the table under note (a) above. The following options were on issue at reporting date:

- Unlisted options have an exercise price of $0.01 and expiry date of 22 April 2022 concerning payment of broker fees incurred in relation to the Company's capital raising in August 2020. There were 100,000,000 units (2020: nil units) on issue at 30 June 2021 with a recognised value of $320,000 (2020: $nil); and

- Unlisted options have an exercise price of $0.01 and expiry date of 22 April 2022 issued in connection to the Company's capital raising undertaken on March 2021. There were 998,500,001 units (2020: nil units) on issue at 30 June 2021 with a recognised value of $0 (2020: $nil).

18 Share Based Payments Reserve

At the 2005 annual general meeting, the Group established the Astro Resources NL 2005 Share Option Plan which allows employees, directors, officers or consultants of the Group or an associated body corporate and such other persons nominated by the directors to participate in the plan. There were no options under the Share Option Plan on issue as at 30 June 2021 (2020: nil).

19 Financial Risk Management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk.

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

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

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

The Group through their training and management standards and procedures, aim to develop a disciplined and constructive control environment.

The Board oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

(a) Categories of financial instruments

	2021 $	2020 $
Financial assets		
Cash and cash equivalents	**3,279,002**	27,222
Trade and other receivables	**192,906**	27,491
Other financial assets	**4,000**	4,000
	3,475,908	58,713
Financial liabilities		
Trade and other payables	**228,452**	349,387
Borrowings	**-**	2,863,591
	228,452	3,212,978

(b) Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits of other stockholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of cash and cash equivalents, deposits in respect of bank guarantee and equity attributable to equity holders of the company, comprising issued capital, reserves and accumulated losses.

There are no externally imposed capital requirements. None of the Group's entities are subject to externally imposed capital requirements.

The Group monitors capital through the gearing ratio, which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is defined as equity per the statement of financial position plus net debt.

19 Financial Risk Management (continued)

The Board reviews the capital structure on an annual basis. As a part of this review the Board considers the cost of capital and the risks associated with each class of capital. High gearing ratio will be expected as the Group enters into its development stage and more debts are required to fund the operation and development activities.

There have been no changes in the strategy adopted by management during the year.

(c) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group and arises principally from the Group's receivables and investments.

Other receivables

Receivables consist of GST recoverable and other debtors. No credit terms apply to these debtors. No receivables are in a foreign currency receivables during the year (2020: nil). The ageing of the Group other receivables was not past due (2020: nil).

Investments

The Group limits its exposure to credit risk by investing in liquid listed securities. The Group's equity investments are listed on the Australian Securities Exchange. For such investments classified as assets at fair value through other comprehensive income, a 20% increase in the ASX 200 at the reporting date would have increased equity by $200 after tax (2020: $180); an equal change in the opposite direction would have decreased equity by $200 after tax (2020: $180).

(d) Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages liquidity risk by monitoring forecast cash flows for the possible need to obtain debt or equity finance.

Cash flows required to settle the Group's financial liabilities consist of:

- trade and other payables; and
- unpaid Director fees.

Excluding the unsecured loans under Note 14 to the Director related entity, all financial liabilities are due within 12 months. The total value of cash flows required to settle the Group's financial liabilities as at 30 June 2021 is $228,452 (2020: $349,387).

(e) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

i. Interest rate risk

The Group is exposed to interest rate risk in Australia. To minimise the effects of reducing interest income that the Group may receive, the Board plans to invest the excess cash position in the near future to avoid any adverse effects of future interest rates. There is no written internal policy on interest rate management.

Changes in market interest rates affect the interest income of non-derivative variable interest financial instruments and are based on both historical trends and the perceived market interest to 30 June 2021. The Group have determined that the effects of changes in these interest rates based upon forward looking rates would not have a material effect on the Group for 2021 or 2020. Therefore, no Group interest rate sensitivity analysis is disclosed as interest rate risk is not considered to have a material impact on the result or equity of the Group for 2021 and 2020.

19 Financial Risk Management (continued)

ii. Foreign exchange risk

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group. Apart from the Needles Project in Nevada, in the USA, the Group has no significant exposure to foreign exchange risk as there are effectively no foreign currency deals outstanding (2020: nil). However, the likely impact of this risk is at this stage considered to be minimal due to the exploration nature of this asset.

iii. Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices of securities held being available-for-sale or fair value through profit and loss.

Management of the Group monitors the mix of debt and equity securities in its investment portfolio based on market indices. Material investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by the Board. The primary goal of the Group's investment strategy is to maximise investment returns. The Group does not enter into commodity contracts.

Net fair values

The Group's financial assets and liabilities that are recorded on the balance sheet are carried at amounts that approximate net fair values.

Fair value estimation

Net fair values of financial assets and liabilities are determined by the Group on the following basis:

i. Cash and cash equivalents

The carrying amount approximates fair value because of their short-term to maturity.

ii. Receivables and payables

The carrying amount approximates fair value because of their short-term to maturity.

iii. Financial assets at fair value through other comprehensive income

For financial assets at fair value through other comprehensive income, a reasonable estimate of the fair value is determined by reference to the current market value of another instrument which is substantially the same or is calculated based on the expected cash flows or the underlying net asset base of the investment.

20 Cash Flow Information

Reconciliation of net income to net cash provided by operating activities:

	2021 **$**	2020 $
Loss for the year	**(1,021,215)**	(700,581)
Non-cash flows in loss:		
- depreciation/amortisation	**8,765**	9,709
- interest	**92,295**	334,873
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
- decrease/(increase) in trade and other receivables	**(165,693)**	29,775
- increase/(decrease) in trade and other payables	**77,819**	128,467
Cash flow used in operating activities	**(1,008,029)**	(197,757)

21 Capital and Leasing Commitments

Exploration expenditure commitments

The Group is required to perform minimum exploration work and expend minimum amount of money on its tenements. The overall expenditure requirement tends to be limited in the normal course of the Group's tenement portfolio management through expenditure exemption approvals, and expenditure reductions through relinquishment of part or the while of tenements deemed not prospective. Should the Group wish to preserve interest in its current tenements the amount which may be required to be expended is as follows:

	2021 $	2020 $
Payable:		
- no later than 1 year	**154,772**	154,772
- between 1 year and 5 years	**619,087**	619,087
	773,859	773,859

22 Controlled Entities

	Country of Incorporation	Percentage Owned (%)* 2021	Percentage Owned (%)* 2020
Parent Entity:			
Astro Resources NL			
Subsidiaries:			
HM Sands Pty Limited (formerly Astro Bow River Mines Pty Limited)	Australia	100	100
Boldhill Holdings Pty Limited	Australia	100	100
East Kimberley Diamond Corporation Pty Limited	Australia	100	100
Governor Broome Sands Pty Limited	Australia	100	100
MacPhee Resources Pty Limited[1]	Australia	100	100
Needles Holdings Inc[2]	United States	100	100
North Doolgunna Metals Pty Limited	Australia	100	100

1 Percentage of voting power is in proportion to ownership. Also, refer to Note 12 interest in Arrangement held via Governor Broome Sands Pty Limited.

23 Contingent Liabilities and Contingent Assets

Contingent Liabilities

The Group announced that it was issued with a penalty notice of US$50,000 plus interest for the late lodgement of its 2017- and 2018-income tax returns from the United States Internal Revenue Service Office (IRS). Subsequent to the end of the financial year, the Company had successfully objected to the penalty assessments and no liability remains.

24 Related Party Transactions

Related Parties

(a) Parent company

There is no parent company applicable to the Group.

(b) Transactions with the related parties

The following transactions occurred with related parties:

- unsecured loans from Mining Investments Limited (MIL) and Gun Capital Management Pty Ltd (GCM) – refer to Note 15; and
- MIL is entitled to a monthly management fee in relation to the provision of advisory services to the Board.

The Group's main related parties are as follows:

(i) Key management personnel

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered KMP.

For details of remuneration disclosures relating to KMP, refer to the remuneration report in the Directors' Report.

Other transactions with KMP and their related entities are shown below.

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

(ii) Director related entities

Refer to note 14(a) for amounts owing to Directors and their related entities in relation to outstanding Directors fees.

(iii) Subsidiaries

Refer to Note 22 for the subsidiaries included in the financial statements.

(iv) Transactions with related parties

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

25 Interests of Key Management Personnel

The totals of remuneration paid to key management personnel of the Company and the Group during the year are as follows:

	2021	2020
	$	$
Short-term employee benefits	**561,693**	176,000
	561,693	176,000

26 Events after the end of the Reporting Period

Since balance date, the Company has:

(a) successfully made application for an additional 26 Lode claims (**Claims**) adjacent to its existing claims at the Needles Gold Project in Nevada, USA. In conjunction with the granting of the Claims, the Company is undertaking a mapping and rock chip sampling program, with a total of 32 samples submitted to ALS Global in Reno, Nevada for assay. The results of the mapping and rock chip sampling program are expected to be provided to the Company during September 2021;

(a) secured a diamond drill rig for the Company's drilling program at the Needles Gold Project. The drill program will comprise of three diamond core holes at a target depth of 500 meters per hole - to test the IP chargeability anomaly identified earlier in the year (refer to ASX announcement on 29 March 2021). Drilling is expected to commence in November 2021 and completed by the end of the year. The cost of this program is expected to be approximately US$645,000 plus laboratory and other geologist to be engaged; and

(b) as set out in note 23, the Company has received confirmation from the Internal Revenue Office that its objection for the penalties of US$50,000 has been successful.

27 Auditor's Remuneration

Remuneration of the auditor of the parent entity, RSM Australia Partners for:	**2021**	2020
	$	$
- auditing or reviewing the financial statements	**27,900**	22,615
-other services	**-**	-
	27,900	22,615

28 Parent entity

The following information has been extracted from the books and records of the parent, Astro Resources NL and has been prepared in accordance with Accounting Standards. The financial information for the parent entity, Astro Resources NL has been prepared on the same basis as the consolidated financial statements:

Statement of Financial Position

	2021	2020
	$	$
Assets		
Current assets	**8,625,090**	3,723,328
Non-current assets	**123,910**	90,969
Total Assets	**8,749,000**	3,814,298
Liabilities		
Current liabilities	**228,452**	349,387
Non-current liabilities	**-**	2,520,591
Total Liabilities	**228,452**	2,869,978
Net Assets	**8,520,548**	944,320
Equity		
Issued capital	**23,830,143**	15,562,728
Accumulated losses	**(15,609,594)**	(14,598,308)
Reserves	**300,000**	(20,100)
Total Equity	**8,520,548**	944,320

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Total loss for the year	**(1,011,427)**	(685,690)
Other comprehensive income	**100**	(2,200)
Total comprehensive income	**(1,011,327)**	(687,890)

28 Parent entity (continued)

Contingent liabilities

Apart from the minimum expenditure requirements, as set out in Note 21 and the contingent liability set out in note 23, there are no other contingent liabilities.

Contractual commitments

The parent entity did not have any commitments as at 30 June 2021 or 30 June 2020.

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

29 Company Details

The registered office of and principal place of business of the company is:
Suite 6, Level 5, 189 Kent Street
SYDNEY NSW 2000

Directors' Declaration

The directors of the Group declare that:

1. the financial statements and notes, as set out on pages 49 to 72, are in accordance with the Corporations Act 2001 and:

    a. comply with Accounting Standards, which, as stated in accounting policy note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and

    b. give a true and fair view of the financial position as at 30 June 2021 and of the performance for the year ended on that date of the Company and consolidated group;

2. the Company Secretary has declared that:

    a. the financial records of the Group for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;

    b. the financial statements and notes for the financial year comply with the Accounting Standards; and

    c. the financial statements and notes for the financial year give a true and fair view.

3. based on the comments outlined in Note 1(b) in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

At the date of this declaration, there are reasonable grounds to believe that the companies which are party to this deed of cross guarantee will be able to meet any obligations or liabilities to which they are, or may become subject to, by virtue of the deed.

This declaration is made in accordance with a resolution of the Board of Directors.

Jacob Khouri
Director

Dated 21st September 2021

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
To the Members of Astro Resources NL

Opinion

We have audited the financial report of Astro Resources NL (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of 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 Group is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2021 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 Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed this matter
Carrying value of capitalised exploration and evaluation Refer to Note 12 in the financial statements	
As disclosed in note 12, the Group held capitalised exploration and evaluation expenditure of \$4,997,883 as on 30 June 2021 which represents a significant asset of the Group. The carrying value of exploration and evaluation assets is subjective based on Group's ability, and intention, to continue to explore the asset. The carrying value may also be impacted by the mineral reserves and resources may not be commercially viable for extraction. This creates a risk that the amounts stated in the financial statements may not be recoverable.	Our audit procedures in relation to the recognition of revenue included: • Considering the Group's right to explore in the relevant exploration area which included obtaining and assessing supporting documentation such as obtaining independent searches of the company's tenement holdings; • Considering the Group's intention to carry out significant exploration and evaluation activity in the relevant exploration area which included an assessment of the Group's future cash flow forecasts and enquired of management and the Board of Directors as to the intentions and strategy of the Group; • Assessing recent exploration activity in a given exploration license area to determine if there are any negative indicators that would suggest a potential impairment of the capitalized exploration and evaluation expenditure; • Assessing the ability to finance any planned future exploration and evaluation activity.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2021, 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 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 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: http://www.auasb.gov.au/auditors_responsibilities/ar2.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 pages 38 to 40 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Astro Resources NL, for the year ended 30 June 2021, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM Australia Partners

C J Hume

Sydney, NSW
21 September 2021

Lease	Lease Status	Project	Holders
R70/58[1,3]	Application	Governor Broome	Iluka Resources Limited (80%), Governor Broome (20%)
E80/4120	Granted	Lower Smoke Creek	East Kimberley Diamond Mines
R70/53[2]	Application	Governor Broome	Governor Broome
Needles	Granted	Needles Holdings	Needles Holdings Inc

[1] Subject to the Farm-in and Joint venture arrangement with Iluka Resources Limited.

[2] E70/2372 was subject to s.70B conversion to R70/53 which was granted on 4/07/16

[3] E70/2464 was subject to s.70B conversion to R70/58 which was granted on 8/08/18

ASX Additional Information

As at 19 September 2021 the following information applied:

1 Substantial Shareholders

Substantial shareholders disclosed in substantial shareholder notices to the Company:

	No. of Shares Held	% Held
HPG Urban Developments Holdings Pty Limited	733,872,667	19.77%
Mining Investments Limited	379,450,057	9.32%

2 Securities

(a) Fully paid ordinary shares

The number of holders of fully paid shares in the Company is 3,764,193,013. On a show of hands every holder of fully paid ordinary shares present or by proxy, shall have one vote. Upon a poll, each fully paid ordinary share shall have one vote. The distribution of holders of fully paid ordinary shares is as follows:

	No. of Shares Held	% Held
1 – 1,000	93,815	0.01
1,001 – 5,000	854,600	0.02
5,001 – 10,000	1,121,272	0.03
10,001 – 100,000	19,822,849	0.53
100,001 and over	3,742,300,477	99.42
	3,764,193,013	**100.00**
Number holder less than a marketable parcel	13,992,536	0.37

The Company's fully paid ordinary shares are quoted on the Australian Securities Exchange using the code ARO.

Top 20 Shareholders

	No. of Shares Held	% Held
HPG URBAN DEVELOPMENTS PTY LTD	692,206,000	18.39
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	501,706,674	13.33
MINING INVESTMENTS LIMITED	208,904,305	5.55
DONNYBROOK SUPERANNUATION FUND PTY LTD	164,878,283	4.38
AGAM NOMINEES NO 1 PTY LTD	142,857,143	3.80
TYSON & CO PTY LTD	87,500,000	2.32
MR GEORGE WAGIH ZEINE	83,248,122	2.21
HPG DEVELOPMENT HOLDINGS PTY LTD	52,083,333	1.38
FOURWINDS NOMINEES PTY LIMITED	50,000,000	1.33
OCEANIC CAPITAL PTY LTD	50,000,000	1.33
ST BARNABAS INVESTMENTS PTY LTD	50,000,000	1.33
KAFTA ENTERPRISES PTY LIMITED	49,449,885	1.31
MR JACOB KHOURI	48,371,260	1.29
BNP PARIBAS NOMINEES PTY LTD	45,238,718	1.20
SEREC PTY LTD	45,000,000	1.20
ZARSI PTY LTD	41,250,000	1.10
NATIONAL NOMINEES LIMITED	39,649,048	1.05
MR PASQUALE GAROFALO & MRS KAREN VIEDRA GAROFALO	35,119,047	0.93
BAN INVESTMENT GROUP PTY LTD	31,666,667	0.84
MR CHARBEL ABOU CHEBEL	30,723,860	0.82
	2,449,852,345	**65.08**

(b) Unlisted options

The terms of options held in the Company are as follows:

- Exercise date: 22 April 2022;
- Exercise price: $0.01.
- Total Unlisted Options: 1,098,500,001

Top 20 Option holders [AROOA]

	No. of Options Held	% Held
HPG URBAN DEVELOPMENTS PTY LTD	166,000,000	15.11
MELBOURNE CAPITAL LIMITED	125,000,000	11.38
SEREC PTY LTD	122,860,000	11.18
MINING INVESTMENTS LIMITED	120,000,000	10.92
TYSON & CO PTY LTD	87,500,000	7.96
ST BARNABAS INVESTMENTS PTY LTD	50,000,000	4.56
OCEANIC CAPITAL PTY LTD	50,000,000	4.56
MIKADO CORPORATION PTY LTD	25,000,000	2.28
CHARBEL ABOU CHEBEL	24,673,253	2.24
GEOFF BARNES	23,750,000	2.16
MALIK MOHAMMED EASAH	23,375,000	2.13
NOTRE DAME INVESTMENT LIMITED	23,375,000	2.13
WHEAD PTY LTD	20,000,000	1.82
ROJUL NOMINEES PTY LTD	20,000,000	1.82
LANGLEY TARABAY SUPERANNUATION FUND	18,750,000	1.71
BACCINI SUPERANNUATION FUND PTY LTD	15,000,000	1.37
GEORGE ZEINE	13,619,000	1.24
MALEHTERPRISES PTY LTD	12,500,000	1.14
MR IAN ALASTAIR LEET & MRS HELEN LEETE	12,500,000	1.14
LAZARUS SECURITIES PTY LTD	12,500,000	1.14
ROSSO EXECUTIVE SUPERANNUATION FUND PTY LTD	12,500,000	1.14
	978,902,253	**89.13**