



ABN 77 610 319 769

INTERIM FINANCIAL REPORT

For the half-year ended 30 June 2022

Corporate Information

ABN 77 610 319 769

Directors

Mr Stephen Dennis (Non-Executive Chairman)
Mr Phil Hoskins (Non-Executive Director)
Mr Andrew Pardey (Non-Executive Director)
Mr Chris van Wijk (Managing Director)

Company Secretary

Mr Stuart McKenzie

Registered Office

Emerald House
1202 Hay Street
WEST PERTH WA 6005
Tel +61 8 9200 4960
Fax +61 8 9200 4961

Bankers

National Australia Bank
Level 14, 100 St Georges Terrace
PERTH WA 6000

Share Register

Computershare Limited
Level 11, 172 St Georges Terrace
PERTH WA 6000
Tel + 61 8 9323 2000
Fax + 61 8 9323 2033

Auditors

BDO Audit (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth, WA 6000

Website Address

www.marvelgold.com.au

ASX Code

Shares are listed on the Australian Securities Exchange under stock code MVL.

Contents

Directors' report	3
Auditor's independence declaration	9
Condensed consolidated statement of profit or loss and other comprehensive income	10
Condensed consolidated statement of financial position	11
Condensed consolidated statement of changes in equity	12
Condensed consolidated statement of cash flows	14
Notes to the condensed consolidated financial statements	15
Directors' declaration	20
Auditors independent review report	21

Directors' report

Your Directors present their report on the consolidated entity (referred to hereafter as the Group) comprising Marvel Gold Limited (Marvel or the Company) and the entities it controlled at the end of, or during, the six months ended 30 June 2022 and the auditor's report. Marvel is a company limited by shares that is incorporated and domiciled in Australia.

Directors and Company Secretary

The following persons were directors of Marvel (**Directors**) during the half-year ended 30 June 2022 and up to the date of this report:

Mr Stephen Dennis (Non-Executive Chairman)
Mr Chris van Wijk (Managing Director) – appointed 24 January 2022 – formerly Non-Executive Director
Mr Phil Hoskins (Non-Executive Director) – appointed 24 January 2022 – formerly Managing Director
Mr Andrew Pardey (Non-Executive Director)

The Company Secretary is Mr Stuart McKenzie. Mr McKenzie was appointed to the position of Company Secretary in January 2016. Directors were in office for the entire period unless otherwise stated.

Principal activities

During the period, the principal continuing activities of the Group related to the exploration and development of the Company's gold exploration tenements in Mali.

Basis of preparation

The attached half-year report ended 30 June 2022 contains an independent auditor's review report which includes a material uncertainty related to going concern. For further information, refer to Note 2(a) of the financial statements together with the auditor's review report.

Significant changes in the state of affairs

In the opinion of the Directors there were no significant changes in the state of affairs of the Group other than those referred to in this financial report.

Review of operations

Results of operations

A summary of results for the half-year ended 30 June 2022 is as follows:

	June 2022	December 2021
	\$	\$
Net loss after income tax	(7,576,719)	10,260,430
attributable to:		
Fair value gain on loan notes	-	488,023
Gain on demerger	-	16,938,342
Share of net losses of associate using the equity method	(1,404,518)	(1,394,666)
Corporate and administration costs	(585,287)	(665,827)
Employee benefits	(317,687)	(676,949)
Exploration and evaluation expenditure	(4,405,825)	(2,797,585)
Finance costs	-	(955,858)
Share based payments	(430,244)	(600,721)

Directors' report

During the half-year, the Group's operational activities were focused on advancing the Tabakorole Gold Project (**Tabakorole**), which is host to a mineral resource that comprises 26.5 Mt at a grade of 1.2 g/t Au for 1.025 million ounces of contained gold, and early-stage exploration at the Yanfolila and Kolindieba gold projects.

Shareholding in Evolution Energy Minerals Limited

Marvel completed a "spin-out" transaction (**Spin-out**) in November 2021 of Evolution Energy Minerals Limited (**Evolution**), pursuant to which:

- Evolution acquired the Chilalo Graphite Project; and
- Evolution undertook an initial public offering and listing on ASX (**IPO**), with trading in Evolution shares commencing on 16 November 2021.

As part of the Spin-out and IPO, Marvel was issued and retained 50,000,000 ordinary shares in the capital of Evolution (**Evolution Escrow Shares**). The Evolution Escrow Shares are subject to an ASX imposed escrow to 16 November 2023, pursuant to a restriction deed executed by Marvel and Evolution in advance of the IPO. As at 30 June 2022, Evolution's share price was \$0.325 per share, which valued Marvel's Evolution shareholding at \$16.25 million.

Tabakorole Gold Project

Tabakorole is located in southern Mali and held under the Altus Agreement with Altus Strategies plc (**Altus**) (**Altus Agreement**). Marvel currently holds a 70% interest in Tabakorole and has the right to increase its equity to 75% by spending US\$5 million prior to 17 December 2023 and then, on completion of a definitive feasibility study (DFS), Marvel can move to an 80% interest.

At Tabakorole, exploration has targeted opportunities to grow the existing mineral resource, which is shown in the table below. Tabakorole is considered to exhibit attributes that lend itself to development, including 70% of the resource located within 150m of surface, supporting a low-strip, open-pit scenario, high-grade zones may provide low-strip starter pit options and initial metallurgical testwork has indicated that Tabakorole is amenable to simple processing.

Tabakorole mineral resource estimate

	Indicated			Inferred			Total		
	Mt	Au (g/t)	koz (Au)	Mt	Au (g/t)	koz (Au)	Mt	Au (g/t)	koz (Au)
Oxide	1.4	1.2	50	1.3	1.3	55	2.7	1.3	105
Fresh	7.8	1.2	310	16.0	1.2	610	23.8	1.2	920
Total	9.2	2.4	360	17.3	2.5	665	26.5	2.5	1,025

During the half-year, exploration at Tabakorole targeted opportunities for resource growth at the Central Zone, North-west Zone, the Lone Wolf Prospect and the Inner Bend.

At the Lone Wolf Prospect, where historical drilling intersected 12m at 1.2g/t Au from surface¹ 4m and 1.3g/t Au from 8m and 4m at 2.7g/t Au from 20m² ending in mineralisation, a 5-hole reconnaissance reverse circulation (**RC**) drilling program in an area that was previously the subject of artisanal mining activity³ successfully intersected mineralisation in 3 out of 5 holes with best intercepts recorded in hole 22TBKRC021 (Figure 1)³:

- **8m at 1.8g/t Au** from 16m; **14m at 4.9g/t Au** (including 4m at 16.3gt/t Au) from 33m; **10m at 1.9g/t Au** from 55m in hole 22TBKRC021; and
- **6m at 1g/t Au** from 1m and **11m at 0.9g/t Au** from 64m in hole 22TBKRC017; and
- **4m at 0.9g/t Au** from 63m in hole 22TBKRC019.

¹ ASX announcement 17 June 2020

² ASX announcement 8 July 2021

³ ASX Announcement 26 April 2022

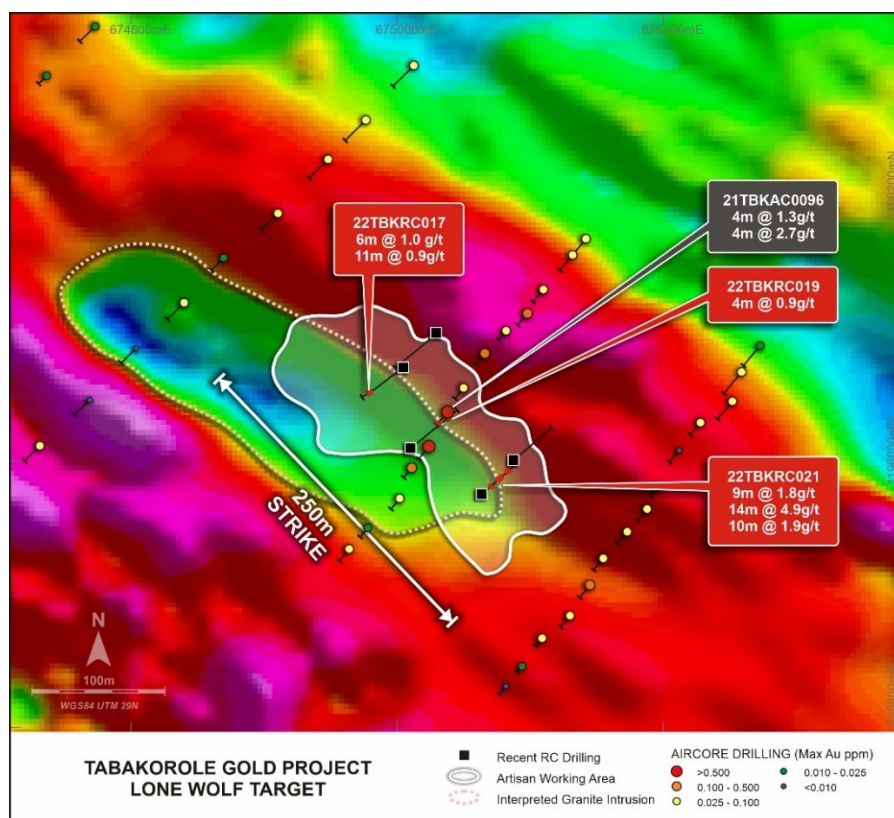
Directors' report

The program found that the mineralisation is hosted both within a unit logged as a metagreywacke (a metamorphosed mudstone) but with the best intercepts being within granitic host rocks and at or near to the contacts with the metasediments. The mineralisation in the drillholes was associated with sulphides (Pyrite and Pyrrhotite) with visual estimates up to 10% sulphides in RC chips.

The Company also drilled a series of Aircore lines along strike from the Lone Wolf artisanal workings with many holes encountering anomalous gold in the range of 30-100ppb gold.

At the Inner Bend, Aircore drilling was successful in delineating mineralisation over a strike length of approximately 300m with best intercepts of **8m at 3.7g/t** from surface, **10m at 1.2g/t** from 6m and **6m at 1.2g/t** from 8m (Figure 2).⁴

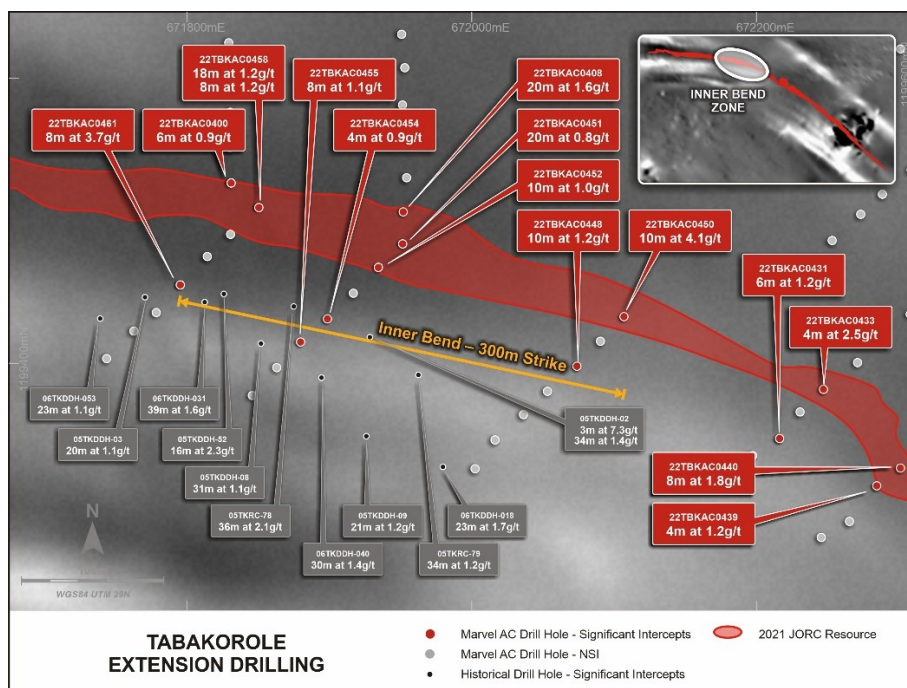
Figure 1: Lone Wolf aerial view showing drillhole locations and traces relative to granite contact



⁴ ASX announcement 2 August 2022

Directors' report

Figure 2: Tabakorole Aircore drilling results⁵



Kolondieba Gold Project

The Kolondieba Gold Project (**Kolondieba**) is located in southern Mali, approximately 60km from Tabakorole and is held under a joint venture with Oklo Resources Limited in which the Company holds an 80% interest.

During the half-year, auger drilling at Kolondieba tested four targets, all of which confirmed strong and spatially extensive bedrock gold anomalism (Figure 3):⁶

- At Target One, six holes returned intercepts greater than **1 g/t Au**, with a peak value of **2.35 g/t Au**;
- At Target Two, a peak value of **0.74 g/t Au** was reported, with anomalism remaining open along strike to both the north and south;
- At Target Three, eight holes returned intercepts greater than **0.5 g/t Au**, with a peak value of **1.54 g/t Au**; and
- At Target Four, nine holes returned intercepts greater than **0.5 g/t Au**, with a peak value of **1.68 g/t Au**.

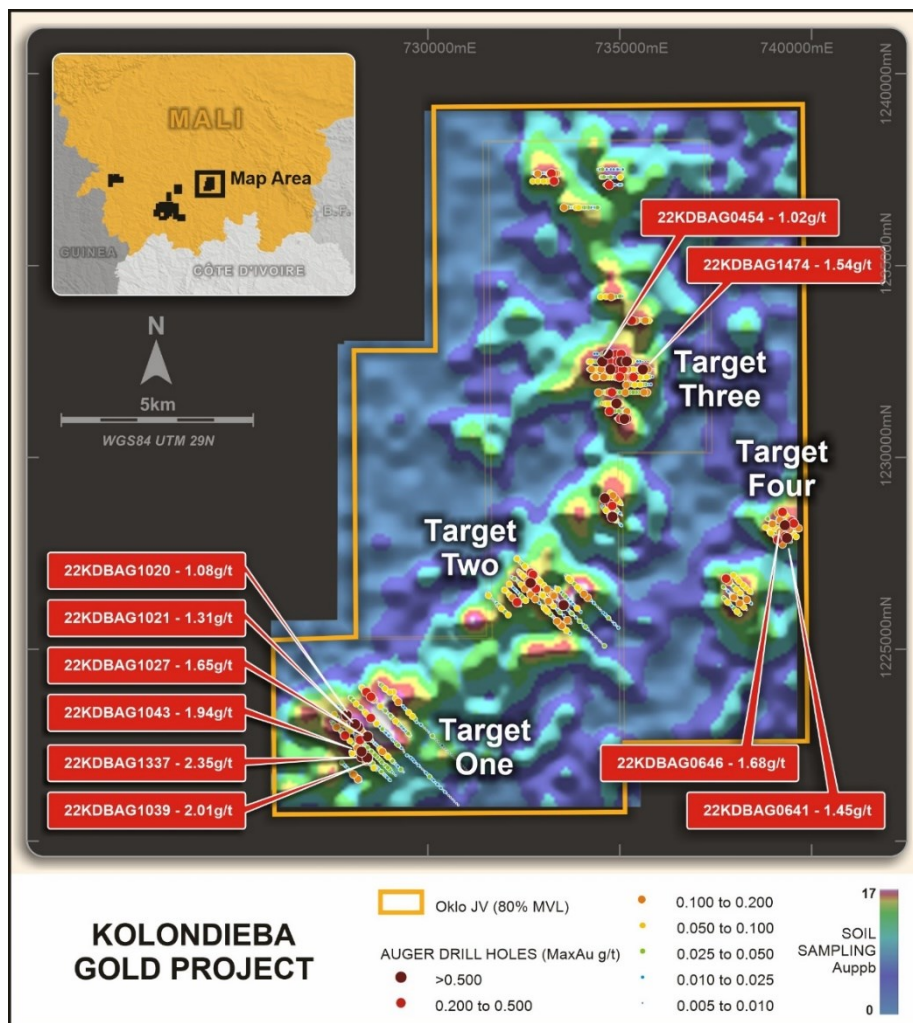
The auger drilling tested the strongest gold-in-soil anomalies from a previous sampling program and confirmed that these soil anomalies are not transported but are derived from the underlying bedrock. Several other soil anomalies remain untested and of the targets drilled, many remain open along strike.

⁵ ASX announcement 17 June 2020 in relation to the historical intercepts reported in this image.

⁶ ASX announcements 16 May 2022 and 22 June 2022

Directors' report

Figure 3: Results of Kolondieba auger drilling program



Yanfolila Gold Project

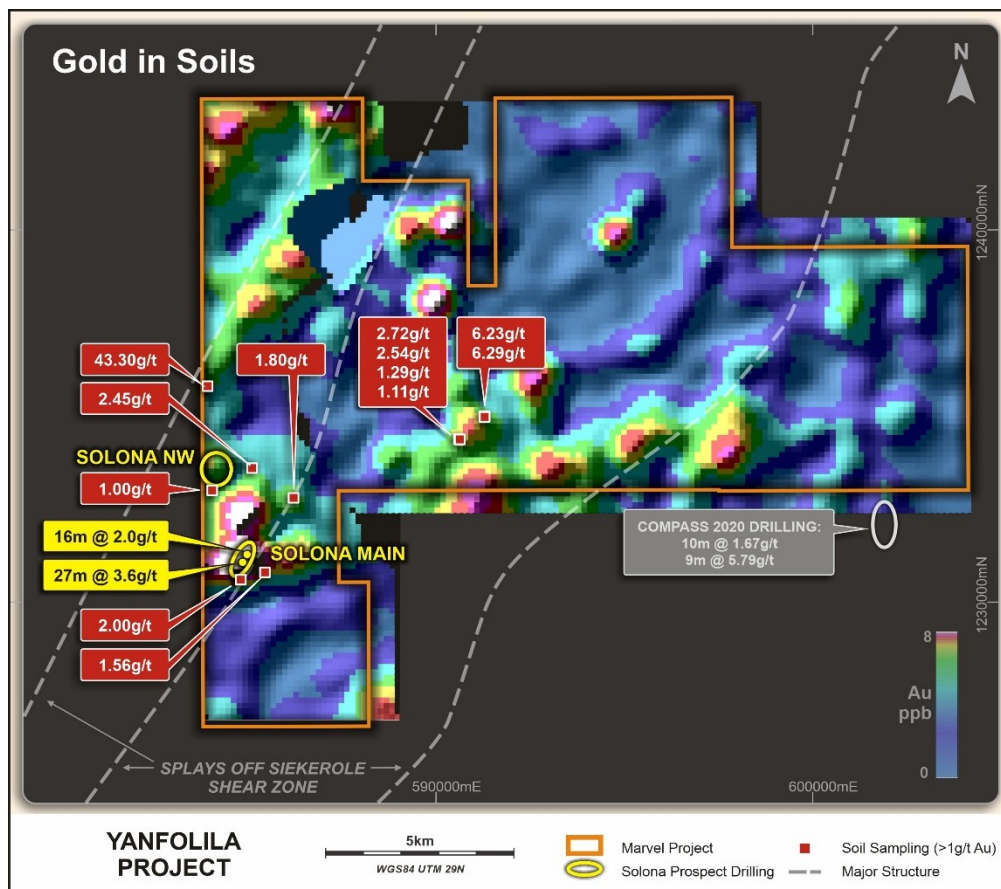
The Yanfolila Gold Project (**Yanfolila**) is located in southern Mali and held under a joint venture with Oklo Resources Limited in which the Company holds an 80% interest.

During the period, the Company received the results of multi-element soil geochemistry carried out at Yanfolila was successful in that it verified the historical soil results and confirmed the presence of several large, discrete targets exhibiting gold and multi-element anomalism. The work identified known mineralisation at Solona where historical drilling has intersected **9m at 20.1g/t Au from 43m (and ending in mineralisation)** and **16m at 2.1g/t from surface**⁷. In addition, the soils appear to highlight one zone to the north-west of Solona that is untested by drilling and located between Solona Main Zone and Solona north-west (Figure 4).

⁷ ASX announcement 29th October 2013 made by Oklo Resources Limited

Directors' report

Figure 4: Results of Kolondieba auger drilling program



AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307 of the *Corporation Act 2001* is set out on page 9.

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

Stephen Dennis
Chairman of the Board
PERTH
On the 13th day of September 2022

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF MARVEL GOLD LIMITED

As lead auditor for the review of Marvel Gold Limited for the half-year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

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

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



Dean Just

Director

BDO Audit (WA) Pty Ltd

Perth

13 September 2022

Condensed consolidated statement of profit or loss and other comprehensive income for the half-year ended 30 June 2022

	Notes	30 June 2022 \$	31 December 2021 \$
Continuing operations			
Other income		9,504	448,709
Fair value gain on loan notes		-	488,023
Gain on demerger		-	16,938,342
Corporate and administration expenses		(585,287)	(665,827)
Employee benefits		(317,687)	(676,949)
Business development and marketing		-	(523,038)
Finance costs		-	(955,858)
Exploration expenses		(4,405,825)	(2,797,585)
Impairment expense		(227,811)	-
Share based payments	10	(430,244)	(600,721)
Share of loss of associate	8	(1,404,518)	(1,394,666)
Other expenses		(214,851)	-
Loss before income tax		(7,576,719)	10,260,430
Income tax expense		-	-
Loss for the half-year after tax		(7,576,719)	10,260,430
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		(446,021)	38,460
Total comprehensive loss for the period		(8,022,740)	10,298,890
Net loss is attributable to:			
Owners of Marvel Gold Limited		(6,866,417)	10,260,430
Non-controlling interests		(710,302)	-
Total comprehensive loss is attributable to:			
Owners of Marvel Gold Limited		(7,305,522)	10,298,890
Non-controlling interests		(717,218)	-
Earnings per share attributable to owners of the Company			
Basic EPS		(0.01)	0.02
Diluted EPS		(0.01)	0.02

The above condensed consolidated statement of profit or loss and other comprehensive income is to be read in conjunction with the notes to the interim financial report.

Condensed consolidated statement of financial position as at 30 June 2022

	Notes	30 June 2022 \$	31 December 2021 \$
ASSETS			
Current assets			
Cash and cash equivalents		3,319,922	1,954,578
Trade and other receivables	5	228,233	1,360,538
Total current assets		3,548,155	3,315,116
Non-current assets			
Property, plant and equipment		306,226	368,816
Investments accounted for using the equity method	8	7,200,816	8,605,334
Exploration and evaluation assets	6	2,805,208	3,186,689
Total non-current assets		10,312,250	12,160,839
Total assets		13,860,405	15,475,955
LIABILITIES			
Current liabilities			
Trade and other payables	7	(627,082)	(270,465)
Provisions		(77,779)	(150,327)
Total current liabilities		(704,861)	(420,792)
Total liabilities		(704,861)	(420,792)
Net assets		13,155,544	15,055,163
EQUITY			
Share capital	9	40,974,185	35,765,636
Non-controlling interest		89,807	322,698
Reserves		1,919,080	2,579,932
Accumulated losses		(29,827,528)	(23,613,103)
Total equity		13,155,544	15,055,163

The above condensed consolidated statement of financial position is to be read in conjunction with the notes to the interim financial report.

Condensed consolidated statement of changes in equity for the half-year ended 30 June 2022

	Notes	Contributed equity \$	Foreign currency translation reserve \$	Share based payment reserve \$	Non-controlling interest \$	Retained earnings / (Accumulated losses) \$	Total equity \$
Balance at 30 June 2021		31,134,472	87,960	2,973,763	-	(34,562,006)	(365,811)
Total comprehensive income for the period:							
Loss for the period	-	-	-	-	-	10,260,430	10,260,430
Foreign exchange translation differences	-	-	38,460	-	-	-	38,460
Total comprehensive loss for the period		-	38,460	-	-	10,260,430	10,298,890
Transactions with owners in their capacity as owners:							
Issue of shares net of transaction costs		4,198,705	-	-	-	-	4,198,705
Transactions with non-controlling interest		-	-	-	322,698	-	322,696
Share issued as consideration under joint ventures		416,000	-	(416,000)	-	-	-
Employee share scheme - value of employee services		-	-	600,683	-	-	600,683
Employee options lapsed		-	-	(688,475)	-	688,473	-
Employee options exercised		16,459	-	(16,459)	-	-	-
Balance at 31 December 2021		35,765,636	126,420	2,453,512	322,698	(23,613,103)	15,055,163

Condensed consolidated statement of changes in equity for the half-year ended 30 June 2022

	Notes	Contributed equity \$	Foreign currency translation reserve \$	Share based payment reserve \$	Non-controlling interest \$	Retained earnings / (Accumulated losses) \$	Total equity \$
Balance at 31 December 2021		35,765,636	126,420	2,453,512	322,698	(23,613,103)	15,055,163
Total comprehensive income for the period:							
Loss for the period		-	-	-	(710,302)	(6,866,417)	(7,576,719)
Foreign exchange translation differences		-	(439,104)	-	(6,917)	-	(446,021)
Total comprehensive loss for the period		-	(439,104)	-	(717,219)	(6,866,417)	(8,022,740)
Transactions with owners in their capacity as owners:							
Issue of shares net of transaction costs	9	5,208,549	-	-	-	-	5,208,549
Asset acquisition	9	-	-	-	484,328	-	484,328
Employee share scheme - value of employee services	9	-	-	430,244	-	-	430,244
Employee options lapsed	9	-	-	(651,992)	-	651,992	-
Balance at 30 June 2022		40,974,185	(312,684)	2,231,754	89,807	(29,827,528)	13,155,544

The above condensed consolidated statement of changes in equity is to be read in conjunction with the notes to the interim financial report.

Condensed consolidated statement of cash flows for the half-year ended 30 June 2022

	30 June 2022	31 December 2021
	\$	\$
Cash flows from operating activities		
Payments to suppliers and employees	(746,154)	(1,116,801)
Payments for business development and marketing	-	(319,342)
Payment of exploration and evaluation expenditure	(3,882,199)	(3,538,229)
Receipts from government incentives and rebates	-	-
Net cash (outflow) from operating activities	(4,628,353)	(4,974,372)
Cash flows from investing activities		
Payment for property, plant and equipment	-	(40,810)
Proceeds from the demerger	1,000,000	1,000,000
Net cash (outflow) from investing activities	1,000,000	959,190
Cash flows from financing activities		
Proceeds from the issue of ordinary shares	5,208,549	4,198,705
Net cash inflow from financing activities	5,208,549	4,198,705
Net increase / (decrease) in cash and cash equivalents	1,580,196	183,523
Cash and cash equivalents at the beginning of the period	1,954,578	1,506,958
Effects of exchange rate changes on cash and cash equivalents	(214,852)	264,097
Cash and cash equivalents at the end of the period	3,319,922	1,954,578

The above condensed consolidated statement of cash flows is to be read in conjunction with the notes to the interim financial report.

Notes to the condensed consolidated financial statements

1. Corporate information

Marvel Gold Limited (**Marvel** or the **Company**) is a company incorporated in Australia and limited by shares. Marvel shares are publicly traded on the Australian Securities Exchange under the stock code MVL. The condensed consolidated interim financial statements of the Company as at, and for the half-year ended, 30 June 2022 comprise the Company and its subsidiaries (together the **Group**).

During the period, the principal continuing activities of the Group related to the exploration for gold on the Company's Mali tenement package.

The consolidated financial statements of the Group as at and for the six months ended 31 December 2021 are available online at www.marvelgold.com.au or upon request from the Company's registered office located at Level 1, Emerald House, 1202 Hay Street, West Perth 6005, Australia.

This financial report was authorised for issue in accordance with a resolution of the Directors on 13 September 2022.

2. Basis of preparation and accounting policies

This general purpose interim financial report for the half-year ended 30 June 2022 has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The financial report does not include all notes of the type normally included within the annual financial report. However, selected explanatory notes are included to explain events and transactions that are important to an understanding of changes in the Group's financial position and performance since the last annual consolidated financial statements, as of, and for the period ended 30 June 2022.

It is recommended that this interim financial report be read in conjunction with the annual report for the six months ended 31 December 2021 and considered together with any public announcements made by the Company during the half-year ended 30 June 2022 in accordance with the Company's continuous disclosure obligations.

(a) Going concern

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

As disclosed in the financial statements, the Group incurred a loss of \$7,576,719 and had net cash outflows from operating activities of \$4,628,353 for the half-year ended 30 June 2022. As at that date, the Group had net current assets of \$2,843,294. The ability of the Group to continue as a going concern is principally dependent upon the ability of the Group to secure funds by raising capital from equity markets and managing cash flows in line with available funds.

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

The Directors believe that it is reasonably foreseeable that the Group 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:

- The Group has the ability to issue additional equity securities under the Corporations Act 2001 to raise further working capital; and
- The Group has the ability to curtail administrative, discretionary exploration and overhead cash outflows as and when required.

Should the Company not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the Company not continue as a going concern.

(b) Change in financial year end

The Company has changed its financial year end from 30 June to 31 December as of 31 December 2021. The comparative amounts disclosed in the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows are for the six months ended 31 December 2021. The adjusted comparatives have been disclosed in compliance with AASB 134 *Interim Financial Reporting*.

Notes to the condensed consolidated financial statements

3. Accounting policies

The accounting policies and methods of computation adopted in the preparation of the interim financial report are consistent with those disclosed in the Company's 2021 annual financial report for the six months ended 31 December 2021 other than outlined below.

(a) New and amended standards adopted by the Company

A number of amended standards became applicable for the current reporting period. The group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards

(b) Impact of standards issued but not yet adopted by the entity

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

4. Use of judgements and estimates

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

In preparing these condensed interim consolidated financial statements, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2021, other than disclosed below:

(a) Asset acquisition

The Group has determined that the acquisition of Legend Mali UK I Limited and its wholly owned Malian subsidiary Legend Gold Mali SARL is deemed to be an asset acquisition not a business combination. In assessing the requirements of AASB 3 Business Combinations, the Group has determined that the assets acquired do not constitute a business. The assets acquired consists of mineral exploration tenements. When an asset acquisition does not constitute a business combination, the assets and liabilities are assigned a carrying amount based on their relative fair values in the purchase transaction and no deferred tax will arise in relation to the acquired asset as the initial recognition exemption for deferred tax under AASB 112 applies. No goodwill will arise on the acquisition. Refer to note 6(b) for further details of the asset acquisition.

(b) Control of Legend Mali

As part of the transaction, the Group was issued 70% of the share capital of Legend Mali UK I Limited. The Directors have concluded that the Group controls Legend Mali UK I Limited.

5. Trade and other receivables

	30 June 2022	31 December 2021
	\$	\$
Accounts receivable	617	1,011,628
Other receivables	109,856	198,286
Prepayments	117,760	150,624
	228,233	1,360,538

6. Exploration and evaluation asset

(a) Summary of exploration and evaluation expenditure

	30 June 2022	31 December 2021
	\$	\$
Exploration and evaluation acquisition costs – Mali Oklo JV	1,489,805	1,489,805
Exploration and evaluation acquisition costs – Mali Altus Agreement (see note 6(b) below)	1,260,560	-
Exploration and evaluation acquisition costs – Mali	54,843	1,696,884
Carrying amount at the end of the period	2,805,208	3,186,689

Notes to the condensed consolidated financial statements

6. Exploration and evaluation asset (continued)

(b) Acquisition accounting – Altus Agreement

On 19 January 2022, following recent exploration work and amendments to the agreement with Altus, the Company was issued 70% of the share capital of Legend Mali UK I Limited which owns the Tabakorole project via its wholly owned Malian subsidiary Legend Gold Mali SARL.

The transaction was accounted for as an acquisition of assets at fair value by the Group, as it did not meet the definition of a business combination as per AASB 3 *Business Combinations*.

7. Trade and other payables

	30 June 2022	31 December 2021
	\$	\$
Creditors	372,800	80,410
Accruals	186,878	15,000
Other payables	67,404	175,055
	627,082	270,465

8. Investments accounted for using the equity method – associate

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the consolidated entity are set out below:

Name of associate	Principal place of business / country of incorporation	Ownership interest	
		30 June 2022	31 December 2021
		%	%
Evolution Energy Minerals Limited	Australia	31%	31%

The carrying amount of equity-accounted investments has changed as follows:

Reconciliation of carrying value	30 June 2022	31 December 2021
	\$	\$
Opening balance	8,605,334	10,000,000
Share of loss for the period	(1,404,518)	(1,394,666)
Closing net assets	7,200,816	8,605,334

As at period end the Company held 50 million shares in Evolution (ASX ticker: EV1). The Company accounts for its shares in Evolution as an associate as it fails the recognition criteria of control, however retains significant influence as defined in AASB 128 *Investments in Associates and Joint Ventures*. The Company has significant influence over Evolution by virtue of its 31% shareholding and holding one Board seat on the current Board of four. The closing share price for Evolution as at 30 June 2022 is \$0.325 giving the shareholding a fair value of \$16,250,000. The shares are currently held in escrow until 16 November 2023.

9. Share capital

	30 June 2022		31 December 2021	
	Shares	\$	Shares	\$
(a) Issued and paid up capital				
Ordinary fully paid shares	704,319,370	40,974,185	586,932,808	35,765,636
(b) Movement in ordinary shares				
Opening balance	586,932,808	35,765,636	508,644,058	31,134,472
Issue of equities				
Shares issued as consideration for project acquisition	-	-	8,000,000	416,000
Employee exercise of options	-	-	288,750	16,459
Issue of shares	117,386,562	5,282,395	70,000,000	4,200,000
Less: Transaction costs arising on share issues	-	(73,846)	-	(1,295)
Movement for the period	117,386,562	5,208,549	78,288,750	4,631,164
Closing balance	704,319,370	40,974,185	586,932,808	35,765,636

Notes to the condensed consolidated financial statements

10. Share based payments

During the half year ended 30 June 2022 no options were issued.

11. Related party transaction

Mr. Hoskins is Managing Director of Evolution Energy Limited (Evolution) an ASX listed Company that has a Shared Services Agreement with the Company. Under this arrangement Evolution provides accounting and administration services whilst the Company recharges Evolution for incidental office costs. Payments and receipts under this arrangement for the period are set out below.

Mr. Pardey and Mr. van Wijk are Non-Executive Chairman and Non-Executive Director respectively of Wia Gold Limited an ASX listed Company that has a Shared Services Agreement with the Company. Under this arrangement the Company recharges Wia Gold for incidental office costs. Payments received under this arrangement for the period are set out below.

	6 months to 30 June 2022	6 months to 31 December 2021
	\$	\$
Related party transactions		
Receipts from Evolution (ex-GST)	4,086	26,411
Receipts from Wia Gold (ex-GST)	824	23,699
Amounts outstanding from Evolution at period end	446	733
Amounts outstanding from Wia Gold at period end	115	733
Payments to Evolution (ex-GST)	22,546	-
Payments to Wia Gold (ex-GST)	-	-
Amounts outstanding to Evolution at period end	5,865	-
Amounts outstanding to Wia Gold at period end	-	-

12. Events since the end of the half-year

There are no other matters or circumstances have arisen since the end of the half-year year that significantly affect or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

13. Contingent liabilities

(a) Deferred share consideration

The Group had the following contingent liabilities as at 30 June 2022. As part of the Company's joint venture with Oklo, the Company has three deferred consideration milestones which are:

- The Company will issue 12,000,000 shares on the successful renewal of all joint venture tenements that are yet to be renewed. Eight million shares have been issued to Oklo as at 30 June 2022, with the issue of a further 12,000,000 shares contingent on further tenement renewals.
- The Company will issue 10,000,000 shares within 5 business days of Marvel announcing:
 - a JORC 2012 Mineral Resource at the Yanfolila or Kolondieba projects of any resource category of not less than 500,000 oz of gold or gold equivalent at a minimum grade of 1 g/t; or
 - a JORC 2012 Mineral Resource at the Sirakourou, Solabougouda and Solabougouda South licences (now part of the Tabakorole project) of any resource category of not less than 350,000 oz of gold or gold equivalent at a minimum grade of 1 g/t.
- The Company will issue a further 10,000,000 Marvel shares to Oklo within 5 business days of Marvel announcing:
 - a JORC 2012 Mineral Resource at the Yanfolila and Kolondieba projects of any resource category of not less than 1,000,000 oz of gold or gold equivalent at a minimum grade of 1 g/t; or
 - a JORC 2012 Mineral Resource at the Sirakourou, Solabougouda and Solabougouda South (now part of the Tabakorole project) licences of any resource category of not less than 700,000 oz of gold or gold equivalent estimated at a minimum grade of 1 g/t.

Notes to the condensed consolidated financial statements

13. Contingent liabilities (continued)

(b) Royalty

On 17 June 2020, the Company entered into a royalty agreement with its joint venture partner Altus over the tenements Tabakorole in Mali (**Royalty Agreement**). The Royalty Agreement requires that where either project is brought into production, a 2.5% royalty is payable to Altus on gross revenue less allowable deductions. Allowable deductions include the costs of smelting, refining, freight, sale, marketing and taxation costs. The royalty is therefore contingent on future production at Tabakorole.

14. Operating segments

Management has determined the operating segments based on the reports reviewed by the chief operating decision makers, being the Directors. The Group's reportable segments in accordance with AASB 8 are as follows:

- Exploration – exploration carried out in Mali;
- Exploration – exploration carried out in Tanzania (up to November 2021); and
- Corporate – management of corporate affairs.

The segments have applied the same accounting policies as applied to the Group and disclosed in note 28 of the 31 December 2021 financial statements.

	6 months ended 30 June 2022			6 months ended 31 December 2021			
	Exploration Mali \$	Corporate \$	Total \$	Exploration Tanzania \$	Exploration Mali \$	Corporate \$	Total \$
Other income	-	9,504	9,504	-	-	448,709	448,709
Gain on demerger	-	-	-	-	-	16,938,342	16,938,342
Fair value adjustment to loan	-	-	-	-	-	488,023	488,023
Total income	-	9,504	9,504	-	-	17,875,074	17,875,074
Depreciation and amortisation	-	(56,371)	(56,371)	(531)	-	(55,191)	(55,722)
Finance costs	-	-	-	-	-	(955,858)	(955,858)
Share based payments	-	(430,244)	(430,244)	-	-	(600,721)	(600,721)
Exploration expenses	(4,405,825)	-	(4,405,825)	(245,880)	(2,551,705)	-	(2,797,585)
Share of net losses of associate	-	(1,404,518)	(1,404,518)	-	-	(1,394,666)	(1,394,666)
Other expenses	-	(1,289,265)	(1,289,265)	(108,754)	(54,682)	(1,646,656)	(1,810,092)
Segment loss	(4,405,825)	(3,170,894)	(7,576,719)	(355,165)	(2,606,387)	13,221,982	10,260,430
Segment assets	2,805,208	11,055,197	13,860,405	-	3,186,689	12,289,266	15,475,955
Segment liabilities	(44,259)	(660,602)	(704,861)	-	(4,768)	(416,024)	(420,792)
Additions to PP&E	-	-	-	-	34,608	9,441	44,049

Directors declaration

In accordance with a resolution of the Directors of Marvel Gold Limited (the **Directors**), I state that:

In the opinion of the Directors:

- (a) The financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001* and:
 - (i) give a true and fair view of the financial position as at 30 June 2022 and the performance for the half-year ended on that date of the consolidated entity
 - (ii) comply with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*
- (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the Directors made pursuant to Section 303(5) of the *Corporations Act 2001*.

On behalf of the Board



Stephen Dennis

Chairman

PERTH

On this 13 September 2022

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Marvel Gold Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Marvel Gold Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the audit of the annual 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 the same terms if given to the directors as at the time of this auditor's review report.

Material uncertainty relating to going concern

We draw attention to Note 2(a) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Responsibility of the directors for the financial report

The directors of the company are responsible for the preparation of the half-year 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 half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including giving a true and fair view of the Group's financial position as at 30 June 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

BDO Audit (WA) Pty Ltd



Dean Just

Director

Perth

13 September 2022