BLACK ROCK MINING LIMITED

ANNUAL FINANCIAL REPORT

For the Year Ended 30 June 2023

Cover image is floatation froth from large scale pilot plant run in China in 2021.

BLACK ROCK MINING LIMITED

ABN: 59 094 551 336

CORPORATE DIRECTORY

Directors:

Richard Crookes
Chairman Non-Executive

John de Vries
Chief Executive Officer, Managing Director

Ian Murray
Non-Executive Director

Company Secretary:
James Doyle

Principle Place of Business and Registered Address:
Level 1, 1 Walker Avenue,
West Perth WA 6005

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blackrockmining.com.au

Auditor:
Deloitte Touche Tohmatsu
Tower 2, Brookfield Place
123 St Georges Terrace
Perth WA 6000
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Share Registry:
Computershare Investor Services Pty Ltd
Level 17, 221 St Georges Terrace
Perth WA6000

T: +61 1300 787 272
F: +61 (08) 9323 2033
E: web.queries@computershare.com.au

Stock Exchange Listing:
The Company's shares are quoted on the Australian Securities Exchange (ASX). The Home Exchange is Perth.

ASX Code:
BKT – ordinary shares

CONTENTS

MAHENGE
PROJECT SNAPSHOT

Black Rock Mining Limited's (Black Rock Mining) Mahenge Project in Tanzania hosts a **multi-generational graphite resource** and is one of the **largest JORC-compliant flake graphite resources globally**, with **212m tonnes @ 7.8% TGC** and a reserve of **70m tonnes @ 8.5% TGC**.[1]

The Mahenge Project is spread across 324 square kilometres of exploration tenements in Tanzania's Ulanga district, approximately 250 km north of the border with Mozambique. 250 km west of the coastal port city of Mtwara on the Indian Ocean and 300 km southwest of Tanzania's largest city, Dar es Salaam.

Black Rock Mining's Definitive Feasibility Study for the project considers a four-stage construction schedule to deliver up to **340,000 tonnes per annum of 98.5% graphite concentrate** for **26 years of 98.5%** LOI premium graphite flake concentrate with the ability to produce Ultra Purity flake of **99% LOI**.[2]

Tier 1 Scale

The Mahenge Graphite Project is very large... with a resource of over 200mt and the 2nd largest reserve in the world.

More large flake

Mahenge has a higher proportion of higher-value large flake than most of the mines in production – this is the equivalent of having a by product credit Black Rock Mining's peers don't have.

1st Quartile Costs

Mahenge is expected to a very low-cost mine due to our access to low-cost hydro-dominated grid power at around 8 USc/kWh, which also means low-carbon footprint graphite products.

Backed by POSCO

is the largest global anode producer outside China and is Black Rock Mining's major shareholder, offtake partner and now plans to provide up to USD50m to help fund project development.

1. Refer to ASX Announcement dated 3 February 2022 Black Rock Mining confirms 25% increase in Measured Mineral Resource, now the largest in class globally. This announcement contains the relevant statements, data and consents referred to this in this Report. The Company is not aware of any other new information or data that materially affects the information included in this Report and confirms that the material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

2. Refer to ASX Annoucement dated 10 October 2022, Black Rock completes FEED and eDFS Update. All technical parameters, including in the estimation of Mineral Resources or Ore Reserves, underpinning the estimates continue to apply and have not materially changed. The estimated Ore Reserves and Mineral Resources underpinning the production and financial forecasts were prepared by Competent Persons in accordance with the requirements in Appendix 5A (JORC Code).

PROJECT HIGHLIGHTS OF THE YEAR

Black Rock Mining signs binding offtake and US$10m Prepayment Agreements with POSCO

Special Mining Licence awarded for Mahenge

MOU signed with TAZARA for transportation of graphite

Cash and cash equivalents at 30 June 2023 **AUD 11.5m**

Sustainability and ESG Pricipals developed

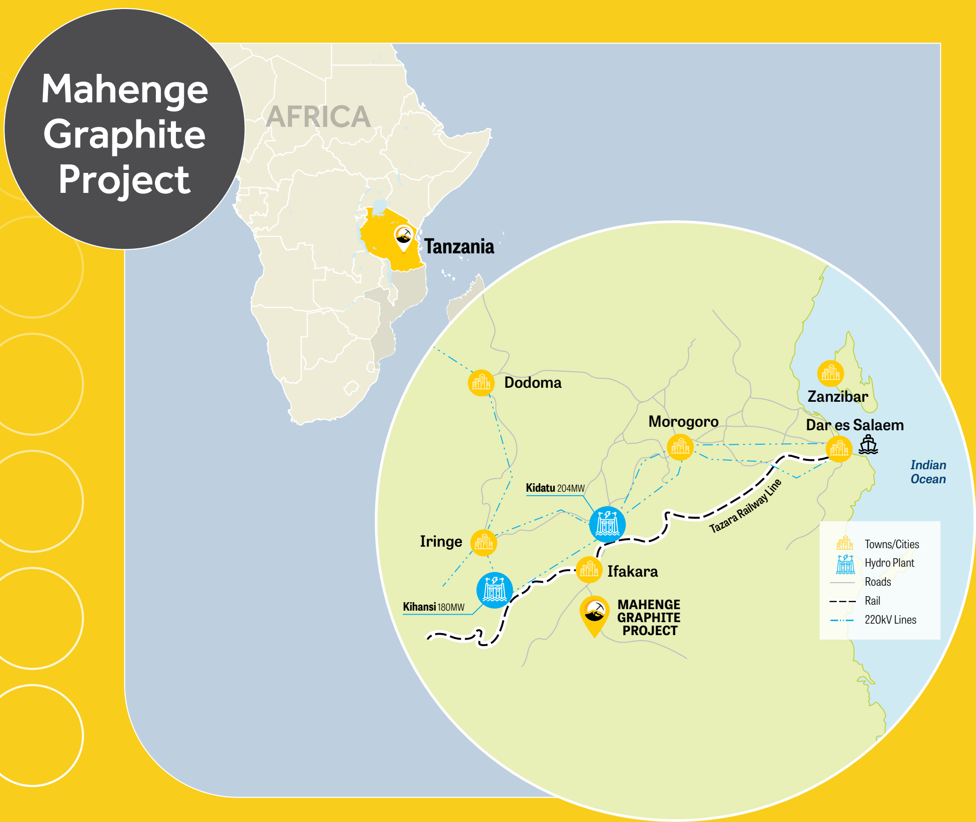
MOU signed with TANESCO for Grid Power Supply to Mahenge

Strongly supported Placement of AUD10m at AUD 0.116 per share

CHIEF EXECUTIVE OFFICER'S REPORT

MAHENGE GRAPHITE PROJECT

The 2023 financial year has seen us deliver further crucial milestones on the pathway toward completion of financing and subsequent development of the Mahenge Graphite Project (the Project or Mahenge). Following issuance of our Framework Agreement in December 2021, I was very pleased to see the Special Mining Licence (SML) for Mahenge awarded in September 2022. This is the last key permit required to secure debt finance.



SNAPHOT OF THE MAHENGE GRAPHITE PROJECT

Simple open pit mine development with outstanding forecast returns.[1]

US$1.4b
NPV 10 nom Post Tax, Post 16% FC

36%
Post Tax, ungeard IRR

89ktpa
Module 1 production* (1Mtpa)

US$182m
Module 1 development capex*

347ktpa
Steady production (4 1Mtpa)

95-99%
+ TGC Purity
59%+ 80 mesh,
41%-80
Concentrate Product

US$1,709/t
Basket Graphite Price***

US$518/t
All-In-Sustaining Cost**

26 years
Initial Operating Life

Shortly thereafter, in October 2022, we completed the Front End Engineering Design (FEED) and released the Updated eDFS (enhanced Definitive Feasibility Study) for Mahenge. This updated capital expenditure (Capex) and operating expenditure (Opex) estimates for the Project to a bankable level of confidence and corrected for cost changes since our original estimate in 2018.

On completion of the eDFS, we opened our data room to potential lenders and activity in our debt process ramped up substantially. As part of the financing process, several independent expert reports were completed covering technical, environmental and social as well as graphite markets. One of the key elements of the independent expert report on the environmental and social aspects of the project was to ensure Project compliance with the International Finance Corporation Performance Standards and the current Equator Principles (EP4).

At the end of the financial year, all three of our lead potential project debt lenders had completed site visits and substantially completed due diligence and are on track to deliver credit-approved debt term sheets in CY23.

During the year, we completed the Resettlement Action Plan (**RAP**) compensation payments and signed Memorandum of Understandings (**MOU**) with Tanzania Electric supply Company Limited (**TANESCO**) for the Grid Power Supply to Mahenge and Tanzania Zambia Railway Authority (**TAZARA**) for the rail transportation of graphite from Ifakara to the port of Dar es Salaam.

1. See Black Rock ASX release dated 10 October 2022, Black Rock completes FEED and eDFS Update. All technical parameters, including in the estimation of Mineral Resources or Ore Reserves, underpinning the estimates continue to apply and have not materially changed. The estimated Ore Reserves and Mineral Resources underpinning the production and financial forecasts were prepared by Competent Persons in accordance with the requirements in Appendix 5A (JORC Code).

*Excludes US$33m to upgrade the power line which the Company is contemplating building on behalf of TANESCO, the Tanzanian Govt power authority. Power costs are likely to be ~US8c/kWh less a meaningful rebate to recoup the costs of the power line. Forecast Capex has been classified as a Class 2 estimate with accuracy of ±10% as defined by AACE. **Average over first 10 years. ***Expert Consensus based on the average forecast from Benchmark Mineral Intelligence, Fastmarkets and Wood Mackenzie over the first 10 years.

Mahenge's Enviable Competitive Advantages

One of the key highlights of the eDFS Update was the industry analysis which highlighted Mahenge's 1st quartile position on the global costs curve – a potentially bold claim when one considers ~70% of the world's natural graphite is mined in China.

While the Mahenge graphite deposit is Tier 1 scale and has a very low strip ratio of 0.77 life-of-mine, its key differentiating competitive advantages are access to low-cost hydro-dominated grid power in Tanzania and a much higher percentage of higher value per tonne large flake products than most peers

While there is no premium associated with Mahenge's low carbon footprint graphite products yet, we are already seeing new reporting requirements being introduced in Europe for the battery supply chain which require a detailed breakdown of the carbon footprint associated with each battery component. In the short term we expect Mahenge's low carbon footprint products to provide enhanced market access in Europe and western markets, but longer term we see potential for Mahenge's product to attract a premium or other fiscal incentives.

Deepening our relationship with POSCO

During the year, we further deepened our relationship with our strategic alliance partner POSCO, signing full form binding agreements for the life-of-mine fines offtake for Mahenge Module 1 and the USD10m prepayment facility to help fund development.

In addition, we also signed a MOU with POSCO's steel division for 6ktpa of large flake, increasing POSCO's potential offtake for Mahenge Module 1 to almost 40% of volume.

In 2022, POSCO was the largest anode producer outside China by a considerable margin and, as the chart below illustrates, POSCO has ambitious plans to grow its anode business by 4.5x between 2022 and 2030.

Subsequent to year end, we signed a non-binding MOU with POSCO for the fines from Module 2, in exchange for a potential investment from POSCO in Black Rock Mining Limited (**Black Rock Mining**) of up to USD40m or 19.9% (whichever is lower). The proceeds are to be used for the development of Module 1. Under the terms of the MOU, POSCO and Black Rock Mining will also explore additional opportunities for to cooperate further to develop an Inflation Reduction Act compliant anode supply chain.

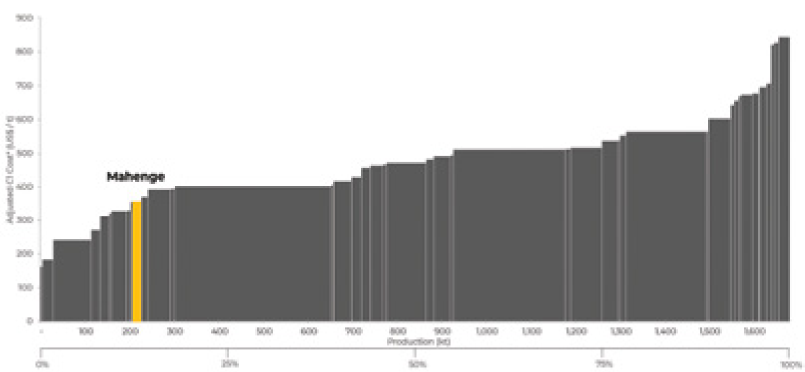
MAHENGE IS ONE OF VERY FEW GRAPHITE PROJECTS IN THE WORLD EXPECTED TO HAVE BOTH 1ST QUARTILE COSTS AND VERY LOW CARBON FOOTPRINT GRAPHITE PRODUCTS DUE TO ACCESS TO LOW-COST HYDRO-DOMINATED GRID POWER IN TANZANIA.

First quartile on the global cost curve

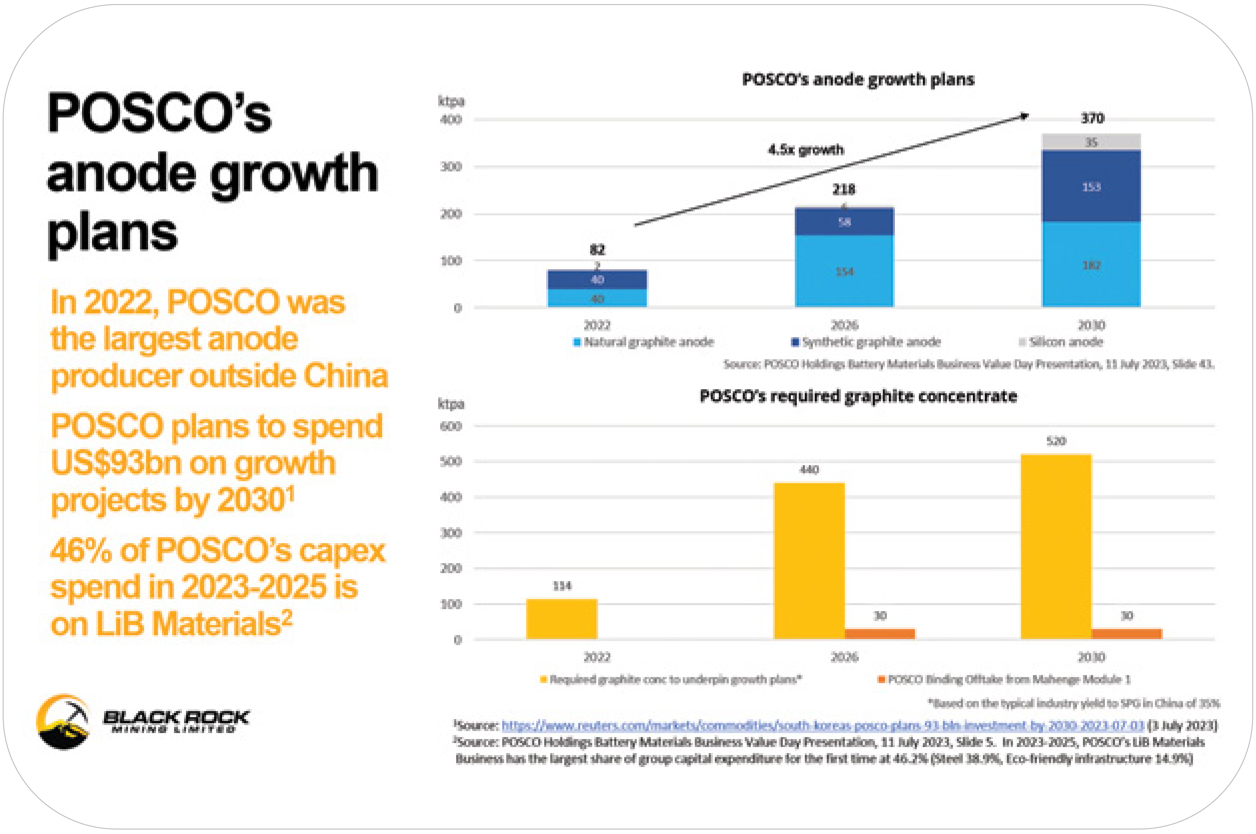
First quartile assets are higher margin and more robust through the cycle

BLACK ROCK MINING LIMITED

2024 Adjusted C1 Cost Curve*



Sources: Benchmark Mineral Intelligence Flake Graphite Report Q2 CY22, Black Rock Mining, Company Data
C1 Cash Costs are defined as Cash Costs excluding royalties and sustaining capex.
*C1 Costs adjusted for flake size distribution: Based on forecast pricing for 94-95% in 2024, Mahenge's average price is forecast to be US$107/t above the peer average due to a higher proportion of large flake. Mahenge's Adjusted C1 Costs of US$359/t are based on C1 Costs of US$466/t less the US$107/t for above average revenue compared to the peer group.
Ignores the benefit of Mahenge's higher purity concentrates of up to 98% which could potentially improve BKT's relative position by up to ~US$40-60/t per 1% above 95% pricing.



Tanzanian Activities

I'm pleased to note that during the period the Company completed the compensation process and initial resettlement activities pursuant to the Mahenge Graphite Project Resettlement Action Plan.

Local engagement and project execution activities accelerated with the announcement of initial leadership appointments under Black Rock Mining's subsidiary company, Faru Graphite Corporation Limited (**Faru**). Faru was established in partnership with the

Photo 1 - The 2115MW Julius Nyerere Hydropower Project is expected to begin power generation soon

Tanzanian Government to jointly develop the Mahenge Graphite Project. Tanzanian CEO, Mr Alimiya (Ali) Osman was appointed, along with Mr Asa Mwaipopo as Non-Executive Director. Mr Ted Silkiluwasha and Mr Danstan Mtajura Daud also joined as government appointed Directors, along with Black Rock Mining Directors Mr Ian Murray as Non-Executive Director and myself as Executive Chairman.

Having worked closely with the government and our partners in Tanzania, the Company is fortunate to be able to attract and recruit world class Tanzanian citizens that supports our desire to co-develop local capability to drive positive outcomes for Tanzania and our investors.

In parallel with our focus on developing Mahenge, the 2,115MW Julius Nyerere Hydropower Project was completed during the year and is expected to begin generating power soon. Grid power in Tanzania is currently generated by ~40% hydroelectricity / ~60% gas-fired power. Once the Julius Nyerere scheme is commissioned the percentage of grid power made up by hydroelectricity is expected to increase to up to 60-70%, which will make the Black Rock Mining's Mahenge graphite products some of the lowest carbon footprint graphite products in the world.

We are now on the cusp of completing our debt financing process for Mahenge and are hoping to raise the balance of equity required later in CY23 with construction of Mahenge expected to commence shortly thereafter.

Corporate

During the year, Black Rock Mining strengthened its balance sheet with a AUD10 million placement to new and existing institutional and sophisticated investors with cornerstone support from a large US Fund. This means that the Company is appropriately funded with AUD11.5 million in cash as it aims to finalise debt financing ahead of planned construction activities.

With the focus on building-out organisational capabilities, Black Rock Mining made several key appointments through the year, including:

- Raelene Wyatt as General Manager, People, Culture and Sustainability.
- David Griffiths as General Manager, Mahenge (former GM of Syrah's Balama graphite project).

Environmental, Social and Governance

The Company remains committed to maintaining the highest possible standards of Environmental, Social and Governance (ESG) and during the year the Company developed its ESG and Sustainability Principles. These Principles are designed to:

- Provide visibility on Black Rock Mining's blueprint for confidence in the Project in both investment and offtake markets;
- Outline the Company's unique advantages that provide a competitive position and underpin Black Rock Mining's ability to deliver a real and sustainable operation; and
- Confirm its commitment to the sustainable economic transition of Tanzania through support for community and social development.

The ESG and Sustainability Principles document and letter from the CEO can be found on the Black Rock Mining website in the Corporate Governance section.

During the year the Company substantially progressed the critical path studies required to ensure compliance with the Equator Principals and International Finance Corporation Performance Standards to meet lender requirements for the associated facilities of the Transmission Line, the Lower Access Road and the Indenki resettlement area of Mdindo village. We believe compliance with these standards differentiates the Company in increasingly discerning offtake, investment and financial markets. Ultimately, we simply believe this is the right thing to do.

On a personal note, I would like to thank you, our shareholders for your patience and ongoing support. Battery demand for graphite has been growing rapidly over the past few years and several experts expect battery demand to become the largest source of demand for graphite for the first time in 2023, representing a major structure shift in dynamics for graphite markets. I continue to believe that the expected global market demand will bring substantial opportunities for Black Rock Mining that will ultimately deliver value for all stakeholders. Graphite will play a critical role as part of global decarbonisation and clean energy strategies, and I look forward to executing on our plans over the next year as we aim to transition from developer to producer.

John de Vries
CEO & MANAGING DIRECTOR

Forward Looking Statements Disclaimer

This Report contains forward-looking statements that involve a number of risks and uncertainties. These forward looking statements are expressed in good faith and believed to have a reasonable basis. These statements reflect current expectations, intentions or strategies regarding the future and assumptions based on currently available information. Should one or more of the risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary from the expectations, intentions and strategies described in this report. No obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

Sustainability and ESG Principals

Introduction

"Our purpose is to sustainably enable global clean energy economies"

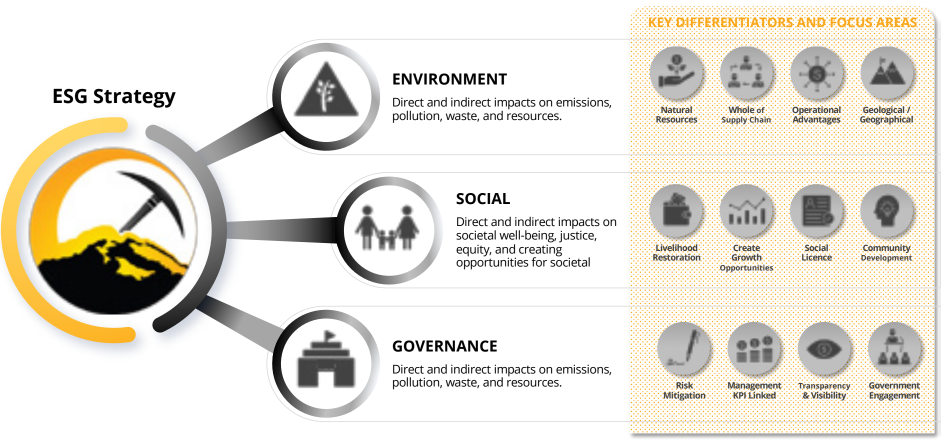
At Black Rock, we are highly focused on delivering the best outcome on every metric that supports our mission to enable the world's transition to sustainable energy. Our Mahenge Graphite Mine, located in Tanzania, is set to become a globally significant new source of graphite that is desperately needed for clean energy storage technologies including the electrification of transport. Benchmark Mineral Intelligence forecast that 97 new natural graphite mines will need to be built by 2035 to keep up with the exceptional demand for graphite.

Developing a mine in Tanzania is multidimensional. Not only are we enabling a global transition to renewables, we are also enabling an economic transition in our immediate project area. This must be done responsibly and structured in a manner that supports a whole of community approach.

Adherence to national standards and where appropriate the IFC Performance Standards and Version 4 of the Equator Principals results in Mahenge meeting the same standards as other Tier 1 resource developments. A policy of responsible resource development should result in our stakeholders having the confidence to support the project in both investment and offtake markets.

John de Vries
Managing Director and CEO

Enterprise Strategy



DIRECTORS' REPORT

The Directors of Black Rock Mining Limited (Company or Black Rock Mining) submit herewith the annual report of the Company and its subsidiary entities (Consolidated Entity or Group) for the financial year ended 30 June 2023. In order to comply with the provisions of the Corporations Act 2001, the directors report as follows:

INFORMATION ABOUT THE DIRECTORS

The names and details of the Directors of Black Rock Mining during the financial year are:

NAME	PARTICULARS

Richard Crookes
Non-Executive Chairman

Mr Crookes has over 35 years' experience in the resources and investments industries. He is a geologist by training having worked in the industry most recently as the Chief Geologist and Mining Manager of Ernest Henry Mining in Australia. Mr Crookes is Managing Partner of Lionhead Resources, a Critical Minerals Investment Fund and formerly an Investment Director at EMR Capital. Prior to that he was an Executive Director in Macquarie Bank's Metals Energy Capital (MEC) division where he managed all aspects of the bank's principal investments in mining and metals companies as well as the origination of numerous project finance transactions. Mr Crookes has extensive experience in deal origination, evaluation, structuring, and completing investment entry and exits for both private and public resource companies in Australia and overseas, as well as execution of Project Finance transactions in Africa.

Mr Crookes is a member of both the Audit & Risk and Remuneration & Nomination Committees.

Mr Crookes held directorships with the following listed companies in the three years immediately prior to the date of this report.

NAME	DATE APPOINTED	DATE RESIGNED
Highfield Resources Limited	April 2013	March 2022
Lithium Power International Ltd	November 2018	Current
Barton Gold Holdings Ltd	February 2021	May 2022
Vital Metals Limited	August 2022	Current

Ian Murray
Non-Executive Director

Mr Murray is a Non-Executive Director of Black Rock Mining. Mr Murray graduated with a Bachelor of Commerce (BCom) in 1987 from the University of Cape Town, is a fellow of the Institute of Chartered Accountants of Australia and New Zealand, and is a member of the Australian Institute of Company Directors. He has held senior management positions for companies such as KPMG, PricewaterhouseCoopers, Bioclones, DRDGold Ltd, and Gold Road Resources. More recently, as Chief Executive Officer and Managing Director, he successfully delivered Gold Road Resources' (ASX:GOR) Gruyere Project, and has significant African experience through DRDGold.

Mr Murray is the Chair of both the Audit & Risk and Remuneration & Nomination Committee.

Mr Murray held directorships with the following listed companies in the three years immediately prior to the date of this report.

NAME	DATE APPOINTED	DATE RESIGNED
Matador Mining Ltd	May 2020	October 2022
Geopacific Resources Ltd	September 2019	July 2022
Todd River Resources Ltd	September 2020	October 2021
Jupiter Mines Limited	February 2022	Current

John de Vries
Managing Director and CEO

Mr de Vries has over 30 years' experience in the mining industry. He started his career in 1984 working for WMC Resources and held operational roles such as Underground Manager, Senior Mining Engineer and Manager Mining. In 1998, he moved to AMC Consultants to become a Principal Mining Engineer responsible for Mine Optimisation. In 2003, he joined Orica Mining Services as Global Business Manager, Advanced Mining Solutions, before moving to BHP Billiton in 2007 as the Manager Strategic Mine Planning.

Most recently from 2011 to 2015, he was General Manager Technical Services for St Barbara. After his success with St Barbara, Mr de Vries took an 18-month sabbatical before joining Black Rock Mining.

Mr de Vries holds a Bachelor of Engineering, Mining, a Master of Science in Mineral Economics, a Graduate Diploma in Economic Geology, a Graduate Diploma in Financial Markets and is Advisory Committee Member-Mining of MRIWA. Mr de Vries holds a WA First Class Mine Managers Certificate of Competency. He is a member of the AusIMM, a fellow of FINSIA and a member of SME.

Mr de Vries does not currently hold any other directorships, nor has he in the past three years.

NAME	PARTICULARS		
Gabriel Chiappini Non-Executive Director	Mr Chiappini is an experienced ASX director and has been active in the capital markets for 18 years. Mr Chiappini has assisted in raising in excess of AUD400m in funding and has provided investment and divestment guidance to a number of companies. Mr Chiappini specialises in start-up companies and assists companies with their growth and strategic direction. Mr Chiappini is a member of the Australian Institute of Company Directors and Chartered Accountants Australia & New Zealand. Mr Chiappini was the Chair of the Audit Committee and a member of the Remuneration Committee up until the date of his resignation. Mr Chiappini held directorships with the following listed companies in the three years immediately prior to the date of this report.		
	NAME	**DATE APPOINTED**	**DATE RESIGNED**
	Invictus Energy Limited	August 2015	Current
	Eneabba Gas Limited	September 2016	April 2021
	Gefen International A.I. Ltd	July 2021	August 2022
	Black Dragon Gold Corp Ltd	March 2022	Current

The above-named directors held office during the whole of the financial year and since the end of the financial year except for Gabriel Chiappini who resigned effective 30 September 2022.

INFORMATION ABOUT COMPANY SECRETARY James Doyle	Mr Doyle is an experienced advisory and governance professional specialising in the provision of company secretarial and corporate advisory services to public and private companies across a range of sectors including resources, industrials and information technology. Mr Doyle is currently employed by Grange Consulting Pty Ltd, a corporate advisory, compliance and governance service provider, with clients predominantly in the mineral exploration, development and production sector and acts as company secretary to a number of ASX- listed companies. Mr Doyle holds a Bachelor of Commerce and graduate diploma in applied finance.

PRINCIPAL ACTIVITIES

Black Rock Mining is an Australian-based company listed on the Australian Securities Exchange. The principal activity of the Company during the year was to explore and develop mineral resources.

REVIEW AND RESULTS OF OPERATIONS AND ACTIVITIES

Results of Operations

The consolidated loss after tax for the year ended 30 June 2023 was AUD9,347,559 (2022: AUD6,076,894).
The principal activities during the year included:

- FEED process completed, reconfirming Mahenge as a significant Tier 1 scale project with attractive forecast returns;
- Conditional Framework Agreement signed with US cleantech graphite processing company, Urbix, Inc;
- SML awarded for Mahenge;
- Initial Tanzanian leadership appointments made with first Board constituted under subsidiary Company, Faru;
- MOU Signed with TANESCO for Grid Power Supply to Mahenge;
- Black Rock Mining's Tanzanian subsidiary company, Faru, held stakeholder presentations in a whole of government forum in Dodoma, Tanzania;
- MOU signed with TAZARA for the transportation of graphite from the Mahenge Graphite Project;
- Other financing options being considered in parallel, including potentially bringing in a partner at the Project level as a less dilutive option than equity. Interest received from industry participants, OEMs, mining companies, mining private equity funds and sovereign wealth funds;
- ESG and Sustainability Principles developed to support the Company's focus on transitioning the Mahenge Graphite Mine through to production;

- Binding agreements signed with Strategic Alliance Partner, POSCO, including:
  - USD10m prepayment agreement, repayable via delivery of product; and
  - Offtake agreement for 100% of planned life of mine graphite fines (-#100) for Module 1 production;
- MOU signed with POSCO for supply of up to 6,000 metric tonnes per annum of high-quality large flake natural flake graphite concentrate from Module 1, further deepening the relationship with POSCO;
- AUD10m raised at AUD0.115 per share in a strongly supported Placement to new and existing institutional and sophisticated investors, with cornerstone support received from a large US-based fund;
- Lenders hosted by Black Rock Mining management at the Mahenge Graphite Project site – all leading potential lenders have now completed site visits and have substantially completed due diligence;
- Significant progress has been made on supplementary studies for associated facilities (Transmission Line, Lower Access Roads and the Indenki resettlement area).

Corporate and Financial Position

Consolidated net assets at year end were AUD57,494,453 against AUD55,018,502 at the close of the prior year. Total cash held at year-end was AUD11,459,227 (2022: AUD26,093,637).

DIVIDENDS

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

CHANGES IN THE STATE OF AFFAIRS

Other than the above, there have not been any significant changes in the State of Affairs of the Company or Consolidated Entity. Black Rock Mining remains focused on developing its Mahenge Graphite Project in Tanzania. The Consolidated Entity is progressing towards completing the financing and commencing the development phase of the Project.

SUBSEQUENT EVENTS

Other than below, the Directors are not aware of any matter or circumstance that has significant or may significantly affect the operation of the Company or Consolidated Entity, or the results of those operations, or the state of affairs of the Company or Consolidated Entity in subsequent financial years.

Subsequent to year end, a total of 21,351,022 options (AUD0.084 per option) and 591,118 performance rights (nil exercise price) were converted into ordinary fully paid shares. Effective 10 August 2023, 5,644,013 options (AUD0.084 per option) expired unexercised.

Subsequent to year end, on 4 September 2023, the Company announced the signing of a non-binding MOU with POSCO in relation to the long-term offtake of fines from Module 2 of the Project, in exchange for a potential investment from POSCO in Black Rock Mining of up to USD40m or 19.9% (whichever is lower) with the proceeds to be used for the development of Module 1.

FUTURE DEVELOPMENTS

Black Rock Mining remains focused on developing its Mahenge Graphite Project in Tanzania. Subject to the Board of Black Rock Mining making a final investment decision, the Company or Consolidated Entity will move into its development phase and looks forward to executing on its strategy to develop and bring the Mahenge Graphite Project into production and in parallel, penetrate the battery materials supply chain.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Company is currently updating the Environment and Social Impact Assessment report in accordance with the legal and regulatory requirements of the Tanzanian Government and the relevant international finance institution environmental and social standards; namely the International Finance Corporation Performance Standards and the Equator Principles.

Entities in the Consolidated Entity have complied with all environmental requirements up to the date of this report.

RISK MANAGEMENT

The Board of Directors (**Board**) determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

The Board has delegated to the Audit and Risk Committee responsibility for implementing the risk management system.

The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back at each Audit and Risk Committee at least annually.

The Board will review assessments of the effectiveness of risk management and internal compliance and control at least annually.

During the year, the Board completed a review of the Company's risk management framework to satisfy itself that it continues to be sound.

The key risks are summarised in the table below.

KEY RISK	SUMMARY	MANAGEMENT RESPONSE
Funding Risk	Inability to secure equity and debt funding for the Project.	Management have engaged high quality consultants specialising in the equity and debt markets. The Company has run a continuous process during the year to identify potential equity markets. A MOU has been signed with POSCO as a cornerstone investor for the Project capital raise. Potential lenders hosted by management at the Project site – all leading potential lenders have now completed site visits and have substantially completed due diligence. The Company is also advancing other financing options in parallel to the debt process. Binding USD10m prepayment agreement signed with Strategic Alliance Partner, POSCO, repayable via delivery of product.
Cash Flow Risk	Cash flow squeeze due to underestimation of working capital requirements.	Budgets have been approved by the Board for the next 15 months. Management review monthly spend and work progress for any potential overruns.
Community Safety Risk	Endangerment of community members in entering construction area and operations.	Operations design and statement of works have included fencing and site security including biometric access systems. Extensive training and education for all local communities will be undertaking. Install alternative routes for migrating communities on the mine lease areas. Fencing to be installed at the school prior to construction commencing.
Community Relations Risk	Compromise community relationships due to not delivering on agreements.	RAP process is advanced and includes communication to the community on progress of construction and occupancy schedules. Interim Livelihood restoration report has been completed and recommendations have been implemented. Failure to achieve a Final Investment Decision will result in a loss of job opportunities and business for the local community.
Environmental Risk – Water	Contamination of water table.	Water management plan completed and reviewed by technical expert. Ongoing water quality monitoring program being established prior to construction
Industrial Market Risk	Industrial market fall causing impact on price and demand.	The Project is forecast to sit in the first quartile of the cost curve for graphite. Maintaining a low cost of product will protect the operations against potential falling commodity prices. Offtake agreement signed with Strategic Alliance Partner, POSCO, for 100% of planned life of mine graphite fines (-#100) for Module 1 production.
Government Relationship Risk	Unrealistic expectation of community infrastructure development and funding.	Develop reporting metrics to support Board, Community and Government expectations. Ensure community and government updates are provided on a regular basis.

SHARE OPTIONS AND RIGHTS

Share options on issue

The details of the options as at the date of this report are as follows:

The key risks are summarised in the table below.

CODE	NUMBER OF SHARES UNDER OPTION	CLASS OF SHARES	EXERCISE PRICE OF OPTION	EXPIRY DATE OF OPTIONS
BKTAJ	11,000,000	Ordinary	AUD0.116	21 Dec 23
BKTAV	1,000,000	Ordinary	AUD0.116	24 Jan 24
BKTAX	1,500,000	Ordinary	AUD0.200	1 Jun 24
BKTAW	1,500,000	Ordinary	AUD0.224	1 Jul 24
BKTAY	3,000,000	Ordinary	AUD0.290	25 Oct 24
BKTAZ	1,500,000	Ordinary	AUD0.400	26 April 25
BKTAAB	509,709	Ordinary	AUD0.000	30 Jun 25
BKTAAC	509,709	Ordinary	AUD0.000	30 Jun 26
BKTAAD	509,708	Ordinary	AUD0.000	30 Jun 27
BKTAAE	28,985,513	Ordinary	AUD0.200	19 Jun 25
	50,014,639			

Option holders do not have any right by virtue of the option to participate in any share issue of the Company or any related body corporate.

Details of shares issued by the Company during or since the end of the financial year as a result of the exercise of options are:

CODE	NUMBER OF SHARES ISSUED	CLASS OF SHARES	AMOUNT PAID FOR SHARES	AMOUNT UNPAID ON SHARES
BKTAI	3,000,000	Ordinary	AUD235,500	AUD nil
BKTAU	24,656,140	Ordinary	AUD2,071,116	AUD nil
BKTAG	4,666,666	Ordinary	AUD700,000	AUD nil

Performance rights on issue

The details of the performance rights (Rights) as at the date of this report are as follows:

CODE	NUMBER OF SHARES UNDER RIGHTS	CLASS OF SHARES	EXPIRY DATE OF RIGHTS
BKTAAA	8,178,537	Ordinary	30 Nov 27

Details of shares issued by the Company during or since the end of the financial year as a result of the exercise of performance rights are:

CODE	NUMBER OF SHARES ISSUED	CLASS OF SHARES	AMOUNT PAID FOR SHARES	AMOUNT UNPAID ON SHARES
BKTAAA	591,118	Ordinary	AUD0.00	AUD0.00

INFORMATION ABOUT THE DIRECTORS

The following table sets out each Director's relevant interest in shares, options or performance rights over shares of the Company as at the date of this report:

DIRECTOR	INSTRUMENT	CODE	NUMBER	EXPIRY DATE	EXERCISE PRICE
Richard Crookes	Ordinary shares	BKT	6,479,229		
	Unlisted Options	BKTAJ	2,000,000	21 Dec 23	AUD0.116
	Unlisted Options	BKTAAB	315,534	30 Jun 25	AUD0.000
	Unlisted Options	BKTAAC	315,534	30 Jun 26	AUD0.000
	Unlisted Options	BKTAAD	315,534	30 Jun 27	AUD0.000
John de Vries	Ordinary shares	BKT	10,712,199		
	Unlisted Options	BKTAJ	5,000,000	21 Dec 23	AUD0.116
	Unlisted Performance Rights	BKTAAA	2,441,217	30 Nov 27	AUD0.000
Ian Murray	Ordinary shares	BKT	5,661,349		
	Unlisted Options	BKTAJ	2,000,000	21 Dec 23	AUD0.116
	Unlisted Options	BKTAAB	194,175	30 Jun 25	AUD0.000
	Unlisted Options	BKTAAC	194,175	30 Jun 26	AUD0.000
	Unlisted Options	BKTAAD	194,174	30 Jun 27	AUD0.000

INDEMNIFICATION OF OFFICERS

The Company gave indemnity and held the following liability cover in place during the course of the financial year:

Agreements to indemnify Mr Richard Crookes (Non-Executive Chairman), Mr John de Vries (Executive Director), Mr Gabriel Chiappini (Non-Executive Director) and Mr Ian Murray (Non-Executive Director), in respect of any liabilities incurred by them while acting in the normal course of business as a Director of the entity and to insure them against certain risks they are exposed to as Directors of the Company.

Pursuant to the above, the Company has paid premiums to insure the Directors and executive management against liabilities incurred in the conduct of the business of the Company and has provided right of access to the Company records.

In accordance with common commercial practice, the insurance policy prohibits disclosure of the premium and the nature of the liability insured against.

The Company has not provided any insurance for an auditor of the Company.

DIRECTORS' MEETINGS

The following table sets out the number of Directors' meetings (including meetings of committees of Directors) held during the financial year and the number of meetings attended by each Director (while they were Director, committee member or invitee). **During the financial year nine Directors' meetings were held:**

DIRECTOR	BOARD MEETINGS		AUDIT & RISK COMMITTEE MEETINGS		REMUNERATION & NOMINATION COMMITTEE MEETINGS	
	A	B	A	B	A	B
Richard Crookes	5	5	2	2	4	4
Ian Murray	5	5	2	2	4	4
John de Vries[(i)]	5	5	0	2	0	4
Gabriel Chiappini	2	2	1	1	1	1

A = Number of meetings held during the time the director held office during the year
B= Number of meetings attended
(i) Mr de Vries attended the Audit & Risk Committee meetings and the Remuneration & Nomination Committee meetings as an invitee

NON-AUDIT SERVICES

During the year no non-audit services were provided by the Auditor (or by another person or firm on the Auditors behalf).

PROCEEDINGS ON BEHALF OF THE 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 was not party to any such proceedings during the year.

REMUNERATION REPORT (AUDITED)

This remuneration report, which forms part of the Directors' report, sets out information about the remuneration of Black Rock Mining's key management personnel (**KMP**) for the financial year ended 30 June 2023. The term 'key management personnel' refers to those persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any Director (whether executive or otherwise) of the Consolidated Entity. The prescribed details for each person covered by this report are detailed below under the following headings:

- key management personnel
- remuneration policy
- relationship between the remuneration policy and Company performance
- remuneration of key management personnel
- key terms of employment contracts
- other information

Key management personnel

The key management personnel of the Consolidated Entity during or since the end of the financial year were:

Richard Crookes	Non-Executive Chairman	Appointed 16 October 2017
Ian Murray	Non-Executive Director	Appointed 2 May 2019
John de Vries	Chief Executive Officer & Managing Director	Appointed 16 March 2017
Gabriel Chiappini	Non-Executive Director	Appointed 21 March 2012 Resigned 30 September 2022
Paul Sims	Chief Financial Officer	Appointed 26 April 2022

Remuneration policy

The Remuneration & Nomination Committee of the Board of Directors (**Remuneration Committee**) is responsible for determining and reviewing remuneration arrangements for the directors and executives. The Remuneration Committee assesses the appropriateness of the nature and amount of remuneration of executives on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality, high performing director and executive team. The Remuneration Committee will recommend remuneration for the directors and executives to the Board of Directors for approval.

Non-executive directors (NED)

The Company's policy is to remunerate NEDs at market rates for comparable companies for time, commitment and responsibilities.

The maximum aggregate amount of fees that can be paid to NEDs is subject to approval by shareholders at the annual general meeting. The current fee pool amounts to AUD600,000 and was approved at the annual general meeting on 28 November 2022. Prior to this the fee pool amounted to AUD300,000.

Fees for NEDs are not linked to the performance of the Group however to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company and are able to participate in the Company's Employee Securities Incentive Plan.

The base fee for the Chair was increased from AUD110,000 to AUD152,000 per annum effective 1 September 2022. The fee is split into a cash component (AUD100,000 inclusive of superannuation) and an equity component (AUD52,000). Similarly, the base fees for other directors increased from AUD72,600 to AUD95,000 per annum, split between a cash component (AUD63,000 inclusive of superannuation) and an equity component (AUD32,000). In the prior year, there was no split in fees between cash and equity.

Non-executive directors do not receive performance-related compensation and are not provided with retirement benefits apart from statutory superannuation (which is included in the base fee).

Executives

Black Rock Mining's remuneration policy has been designed to align KMP objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific short and long term incentives based on key performance areas affecting the Group's financial and operating results. The Board of Directors believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best KMP to run and manage the Group.

The Board's policy for determining the nature and amount of remuneration for directors and senior executives of the Group is detailed below:

The remuneration policy, setting the terms and conditions for the executives, was developed by the Remuneration Committee. All executives receive a base salary or fee (which is based on factors such as length of service, performance and experience) and the equivalent statutory superannuation. The Remuneration Committee 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.

The Board may exercise discretion in relation to approving incentives, bonuses and awards of equity. The policy is designed to attract and retain the highest calibre of executives and reward them for performance that results in long term growth in shareholder wealth. Executives are also entitled to participate in employee share, option and performance right arrangements.

The executives receive a superannuation guarantee contribution required by the government, which was 10.5% for the 2023 financial year. Some individuals may choose to sacrifice part of their salary or fees to increase payments towards superannuation.

All remuneration paid to KMP is valued at the cost to the Company and expensed. Shares issued are valued as the difference between the market price of those shares and the amount paid by the KMP. Options are valued using the Black Scholes methodology. Performance rights are valued using the share price on grant date. Performance rights that have market related vesting conditions are valued using the Monte Carlo simulation.

Relationship between Remuneration Policy and Company Performance

The table below sets out summary information about the Company's earnings and movements in shareholder wealth for the five years to 30 June 2023:

	2023 AUD$	2022 AUD$	2021 AUD$	2020 AUD$	2019 AUD$
Interest income	83,614	3,336	52,162	2,870	7,939
Net loss before tax	(9,347,559)	(6,076,894)	(2,850,250)	(3,387,285)	(2,864,024)
Net loss after tax	(9,347,559)	(6,076,894)	(2,850,250)	(3,387,285)	(2,864,024)
Share Price at start of year	0.145	0.140	0.048	0.084	0.037
Share Price at year end	0.110	0.145	0.140	0.048	0.084
Loss per share	0.0092	0.0074	0.0040	0.0054	0.0054

Remuneration, in the form of performance rights, is dependent on the performance of the Company, in particular the absolute total shareholder return (**TSR**) expressed as the movement in the Company's share price.

Remuneration of Key Management Personnel

No non-monetary short-term benefits, prescribed retirement benefits or other post-employment benefits were paid.

The following table discloses the remuneration of the Directors and executives of the Company:

2023	SHORT TERM EMPLOYEE BENEFITS – SALARY AND FEES	OTHER	POST EMPLOYMENT BENEFITS - SUPER-ANNUATION	SHARE BASED PAYMENT	TOTAL	% LINKED TO PERFORMANCE
	AUD	AUD	AUD	AUD	AUD	
Directors						
Richard Crookes	92,081	-	9,669	80,373	182,123	-
Ian Murray	121,446[i]	-	6,144	48,018	175,608	-
John de Vries	384,729	201,396[ii]	25,309	85,049	696,483	24.9%[iv]
Gabriel Chiappini	20,072	-	-	1,563	21,635	-
Executives						
Paul Sims	274,700	19,615[iii]	25,300	103,101	422,716	8.3%
	893,028	**221,011**	**66,422**	**318,104**	**1,498,565**	

(i) Included in Mr Murray's fees is an amount of AUD62,935 relating to his non-executive director's fees for Faru.

(ii) Bonus awarded (AUD184,500), long service leave (AUD27,996996), sick leave benefit (AUD9,400) and annual leave net reduction (AUD20,500).

(iii) Annual leave benefit (AUD19,615)

(iv) Based on a weighted average

2022	SHORT TERM EMPLOYEE BENEFITS – SALARY AND FEES	OTHER	POST EMPLOYMENT BENEFITS - SUPER-ANNUATION	SHARE BASED PAYMENT	TOTAL	% LINKED TO PERFORMANCE
	AUD	AUD	AUD	AUD	AUD	
Directors						
Richard Crookes	100,000	-	10,000	34,900	144,900	-
Ian Murray	66,000	-	6,600	32,914	105,514	-
John de Vries	386,432	169,701(i)	23,577	76,603	656,313	19%[ii]
Gabriel Chiappini	72,600	-	-	31,351	103,951	-
	625,032	**169,701**	**40,177**	**175,768**	**1,010,678**	**-**

(i) Annual leave benefit (AUD46,057), long service leave (AUD23,644) and bonus awarded (AUD100,000).

(ii) Calculated as a percentage of the 2021 financial year total remuneration.

No KMP appointed during the year received a payment as part of their consideration for agreeing to hold the position.

Key Terms of Employment Contracts

The Directors and executives are employed under contracts, which have no fixed term.

The contract binding the Executive Director may be terminated by the individual or the Board by giving six months' notice in writing to terminate the Employment Agreement under which his services are contracted.

The Non-Executive Directors are bound by letter of appointments. The contract of the Non-Executive Director may be terminated at any time by them by notice in writing or by shareholders acting by majority vote.

Managing Director and Chief Executive Officer Employment Contract

Effective 10 September 2019, Mr John de Vries was promoted to the position of the Managing Director and Chief Executive Officer and was employed under an Executive Services Agreement with the material terms and conditions detailed below.

Status	Full time
Term	Rolling contract
Notice period	6 months' notice by either party, notice period extends to 12 months under certain circumstances
Total Fixed Remuneration (TFR)	AUD410,000 per annum
Leave	20 days annual leave, 8 weeks long service leave after 10 years' service
Short Term Incentive (STI)	Ability to earn up to 50% of TFR as an STI per annum.
Long Term Incentives (LTI)	Ability to earn up to 50% of TFR as an LTI.
Other Benefits	Indemnity & Access Deed D&O Insurance

Chief Financial Officer Employment Contract

Effective 26 April 2022, Mr Paul Sims was appointed to the position of the Chief Financial Officer and was employed under an Executive Services Agreement with the material terms and conditions detailed below. In July 2023, Mr Sims total fixed remuneration was revised to from AUD300,000 to AUD340,000.

Status	Full time
Term	Rolling contract
Notice period	3 months' notice by either party
Total Fixed Remuneration	AUD300,000 per annum (effective 1 July 2023 AUD340,000)
Leave	20 days annual leave, 8 weeks long service leave after 10 years' service
Short Term Incentive	Ability to earn up to 30% of TFR as an STI per annum.
Long Term Incentives	Ability to earn up to 45% of TFR as an LTI.
Other Benefits	Indemnity & Access Deed D&O Insurance
	1.5 million Options granted and priced upon commencement date. Exercise price to be calculated at 40% premium to the ten-day volume weighted average share price of the Company for the ten days up to and including commencement date.

Employee Securities Incentive Plan

The Group implemented the Company's Employee Securities Incentive Plan (the **Plan**) during the 2023 financial year which enables the provision of options or performance rights to employees and contractors of the Company. The Plan was approved by the Shareholders on 28 November 2022 at the Annual General Meeting of the Company.

Each employee share option or performance right converts into one ordinary share of Black Rock Mining on exercise. No amounts are paid or payable by the recipient on receipt of the option or performance right. The options or performance rights carry neither rights to dividends or voting rights. Options or performance rights may be exercised at any time from date of vesting to date of their expiry.

Options

During the 2023 financial year, options, which vest subject to service conditions, were allocated to the non-executive directors and executives. No options were issued in the prior year.

Non-executive directors' options

The non-executive directors' options were issued in lieu of a portion of cash fees payable for the three year period beginning 1 July 2022 and ending on 30 June 2025. The options were issued in three equal classes and vesting is subject to continued employment on 30 June 2023, 30 June 2024 and 30 June 2025 respectively.

Executive options

The executive options issued will vest in three equal tranches subject to the service condition of continued employment on 25 April 2023, 25 April 2024 and 23 April 2025 respectively.

Performance rights

During the 2023 financial year, performance rights which will vest subject to pre-defined performance hurdles were allocated to executives. The grant of performance rights aims to reward executives in a manner that aligns remuneration with the creation of shareholder wealth.

The performance rights were issued under a STI and LTI plan.

Performance Measures to Determine Vesting of Performance Rights

The vesting of performance rights is subject to the attainment of defined key performance indicators, chosen to align the interests of employees with shareholders, representing key drivers for delivering long term value.

Vesting of the rights granted under the STI Plan are dependent on the following performance criteria being met:

- Project execution schedule Compliant (within % master schedule);
- >90% of Project expenditure to be tied into Project PO's (Project budget v Project unbudget expenditure);
- Mahenge Module 1 Fully Financed (Debt & Equity in place);
- Strategy beyond module 1 and, business case on priority target;
- RAP implementation plan; and
- Publish an updated document on principles and program on ESG.

These vesting conditions were assessed and tested subsequent to 30 June 2023 with the vesting of the relevant portion of these performance rights approved on 2 August 2023.

Vesting of the rights granted under the LTI Plan are dependent on the following performance criteria being met:

- The Company announcing the completion of construction of the Black Rock Mining Mahenge Graphite Project:
  - Wet Commissioning (to be assessed on 31 December 2023)
  - Performance testing of plant (to be assessed 30 June 2024)
- One Growth project identified (to be assessed 20 June 2025); and
- Absolute TSR Measure (3 Year Assessment) (to be assessed on 1 January 2025).

Termination and Change of Control Provisions

Where an executive ceases employment prior to the vesting of an award, the incentives are forfeited unless the Board applies its discretion to allow vesting at, or post cessation of, employment in appropriate circumstances.

In the event of a change of control of the Group, the performance period end date will generally be brought forward to the date of the change of control and the rights will vest in full, subject to ultimate Board discretion.

No hedging of LTIs

As part of the Company's Securities Trading Policy, executives are prohibited from entering into arrangements to protect the value of unvested LTI awards. This includes entering into contracts to hedge exposure to options, performance rights or shares granted as part of their remuneration package.

Details of share-based payments granted as compensation to key management personnel during the current financial year:

NAME	INSTRUMENT	DURING THE FINANCIAL YEAR NUMBER GRANTED	NUMBER VESTED	% OF GRANT VESTED	% OF GRANT FORFEITED
Richard Crookes	Options	946,602	315,534	33%	-
Ian Murray	Options	582,524	194,175	33%	-
John de Vries	Rights (STIP)	699,712	-	-	-
	Rights (LTIP)	1,741,505	-	-	-
Paul Sims	Options	1,500,000	500,000	33%	-
	Rights (STIP)	341,323	-	-	-
	Rights (LTIP)	819,175	-	-	-

Terms and conditions of share-based payment arrangements affecting remuneration of KMP in the current financial and future financial years:

INSTRUMENT	CODE	GRANT DATE	NUMBER	VALUE PER RIGHT AT GRANT DATE (CENTS)	EXERCISE PRICE (CENTS)	EXPIRY DATE	VESTING DATE
Richard Crookes							
Options	BKTAG	28-Oct-19	800,000	2.68	15.00	28-Oct-22	28-Oct-22(i)
Options	BKTAAB	28-Nov-22	315,534	15.50	-	30-Jun-25	30-Jun-23
Options	BKTAAC	28-Nov-22	315,534	15.50	-	30-Jun-26	30-Jun-24
Options	BKTAAD	28-Nov-22	315,534	15.50	-	30-Jun-27	30-Jun-25
Ian Murray							
Options	BKTAAB	28-Nov-22	194,175	15.50	-	30-Jun-25	30-Jun-23
Options	BKTAAC	28-Nov-22	194,175	15.50	-	30-Jun-26	30-Jun-24
Options	BKTAAD	28-Nov-22	194,174	15.50	-	30-Jun-27	30-Jun-25
John de Vries							
Options	BKTAG	28-Oct-19	1,200,000	2.68	15.00	28-Oct-22	28-Oct-22(ii)
Rights (STIP)	BKTAAA	28-Nov-22	699,712	15.50	-	30-Nov-27	30-Jun-23
Rights (LTIP)	BKTAAA	28-Nov-22	435,376	15.50	-	30-Nov-27	31-Dec-23
Rights (LTIP)	BKTAAA	28-Nov-22	435,376	15.50	-	30-Nov-27	30-Jun-24
Rights (LTIP)	BKTAAA	28-Nov-22	435,377	15.50	-	30-Nov-27	20-Jun-25
Rights (LTIP)	BKTAAA	28-Nov-22	435,376	13.43	-	30-Nov-27	1-Jan-25
Gabriel Chiappini							
Options	BKTAG	28-Oct-19	533,333	2.68	15.00	28-Oct-22	28-Oct-22(i)
Paul Sims							
Options	BKTAZ	11-Aug-22	500,000	6.78	40.00	26-Apr-25	25-Apr-23
Options	BKTAZ	11-Aug-22	500,000	6.78	40.00	26-Apr-25	25-Apr-24
Options	BKTAZ	11-Aug-22	500,000	6.78	40.00	26-Apr-25	25-Apr-25
Rights (STIP)	BKTAAA	30-Nov-22	341,323	15.50	-	4-Mar-24	30-Jun-23
Rights (LTIP)	BKTAAA	30-Nov-22	204,794	15.50	-	30-Nov-27	31-Dec-23
Rights (LTIP)	BKTAAA	30-Nov-22	204,794	15.50	-	30-Nov-27	30-Jun-24
Rights (LTIP)	BKTAAA	30-Nov-22	204,794	15.50	-	30-Nov-27	20-Jun-25
Rights (LTIP)	BKTAAA	30-Nov-22	204,793	13.43	-	4-Mar-24	1-Jan-25

(i) These options expired during the year.
(ii) These options were exercised during the year.

There has been no alteration of the terms and conditions of the above share-based payment arrangements since grant date.

During the year, the following KMP exercised options that were granted to them as part of their compensation. Each option converts into one ordinary share of Black Rock Mining Limited:

NAME	NO. OF OPTIONS EXERCISED	NO. OF ORDINARY SHARES ISSUED	AMOUNT PAID (AUD)	AMOUNT UNPAID (AUD)
John de Vries	**3,600,000**	3,600,000	540,000	-
Gabriel Chiappini	**1,066,667**	1,066,667	160,000	-

The following table summarises the number of options that expired during the financial year, in relation to options granted to KMP as part of their remuneration:

NAME	FINANCIAL YEAR IN WHICH OPTIONS WERE GRANTED	NO. OF OPTIONS EXPIRED DURING THE CURRENT YEAR
Richard Crookes	2020	2,400,000
Ian Murray	2019	3,000,000

Equity instruments held by key management personnel

Shareholdings

The numbers of shares in the Company held during the financial year by each director of Black Rock Mining and other KMP of the Group, including their personally related parties, are set out below. There were no shares granted during the reporting period as compensation.

ORDINARY SHARES	BALANCE AT START OF THE YEAR	RECEIVED DURING THE YEAR ON THE EXERCISE OF OPTIONS	NUMBER ACQUIRED DURING THE YEAR	NUMBER DISPOSED DURING THE YEAR	OTHER CHANGES	BALANCE AT END OF THE YEAR
Directors						
Richard Crookes	6,266,150	-	-	-	-	6,266,150
Ian Murray	5,466,801	-	-	-	-	5,466,801
John de Vries	10,460,078	3,852,121	-	(3,600,000)	-	10,712,199
Gabriel Chiappini (i)	11,004,807	1,066,667	-	-	(12,071,474)	-
Executives						
Paul Sims	-	-	-	-	-	173,913

(i) It should be noted that Mr Chiappini resigned on 30 September 2022. Accordingly, the movement in the shareholdings disclosed reflects only those movements which took place during the period that Mr Chiappini was a key management person. The balance of the shares held as at 30 June 2023 is nil as he is no longer a key management person and therefore the net change of 12,071,474 is not as a result of the sale/forfeiture of any shares whilst Mr Chiappini was a key management person.

Option and Rights Holdings

The numbers of options and rights over ordinary shares in the Company held during the financial year by each director of Black Rock Mining and other KMP of the Group, including their personally related parties, are set out below.

	BALANCE AT START OF THE YEAR	GRANTED AS COM-PENSATION	EXERCISED	EXPIRED	OTHER CHANGES	BALANCE AT END OF THE YEAR	VESTED AND EXER-CISABLE	UNVESTED
Directors								
Richard Crookes								
Options	4,613,079	946,602	-	(2,400,000)	-	3,159,681	2,530,613	629,068
Ian Murray								
Options	5,194,548	582,524	-	(3,000,000)	-	2,777,072	2,388,723	388,349
John de Vries								
Options	8,852,121	-	(3,852,121)	-	-	5,000,000	5,000,000	-
Rights	-	2,441,217	-	-	-	2,441,217	-	2,441,217
Gabriel Chiappini (i)								
Options	4,024,555	-	(1,066,667)	(533,333)	(2,424,555)	-	-	-
Executives								
Paul Sims								
Options	-	1,500,000	-	-	57,971 (ii)	1,557,971	557,971	1,000,000
Rights	-	1,160,498	-	-	-	1,160,498	-	1,160,498

(i) It should be noted that Mr Chiappini resigned on 30 September 2022. Accordingly, the movement in the option holdings disclosed reflects only those movements which took place during the period that Mr Chiappini was a key management person. The balance of the options held as at 30 June 2023 is nil as he is no longer a key management person and therefore the net change of 2,424,555 is not as a result of the expiration of any options whilst Mr Chiappini was a key management person.

(ii) Mr Sims received these options as part of his participation in the share placement in June 2023, Each participant was issued one for three free attaching options exercisable at AUD0.20 and expiring 24 months from issue.

Other information

Financial Transactions with key management personnel

During the financial year the following amounts were paid to key management personnel for services. These payments have been disclosed in the remuneration table above:

DIRECTOR	VALUE AUD	VALUE AUD
Gabriel Chiappini	20,072	Amounts to Laurus Corporate Services, a Company Mr Chiappini is a shareholder and Director of, for the provision of Non- executive Director services.

Loans to Key Management Personnel

There were no loans to KMP during the year.

END OF REMUNERATION REPORT

The Director's report is signed in accordance with a resolution of Directors made pursuant to s. 298(2) of the *Corporations Act 2001.*

On behalf of the Directors.

R.A. Crookes

Richard Crookes
CHAIRMAN
28 September 2023

AUDITOR'S INDEPENDENCE DECLARATION

Deloitte.

Deloitte Touche Tohmatsu
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The Board of Directors
Black Rock Mining Limited
Level 1, 1 Walker Avenue
West Perth WA 6005

28 September 2023

Dear Board Members

Auditor's Independence Declaration to Black Rock Mining Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Black Rock Mining Limited.

As lead audit partner for the audit of the financial report of Black Rock Mining Limited for the financial year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

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

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

PEPink

Penelope Pink
Partner
Chartered Accountants

FINANCIAL REPORT

For the Year Ended 30 June 2023

CONSOLIDATED STATEMENT OF **PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

For the Year Ended30 June 2023

		CONSOLIDATED	
		30 JUNE 2023	30 JUNE 2022
	NOTES	**AUD**	AUD
Continuing operations			
Interest income		**83,614**	3,336
Administration expenses		**(420,237)**	(459,728)
Employee benefit expense	6	**(4,210,992)**	(1,488,916)
Share based payment expense	18	**(501,651)**	(541,975)
Consulting expense		**(3,311,091)**	(2,570,961)
Depreciation and amortisation expense	12	**(285,695)**	(48,181)
Net foreign currency exchange gain		**408,238**	423,581
Travel expenses		**(723,848)**	(408,382)
Other expenses from ordinary activities		**(385,897)**	(298,425)
Write off exploration expenditure	11	**-**	(687,243)
Loss before tax		**(9,347,559)**	(6,076,894)
Income tax expense	7	**-**	-
LOSS FOR THE PERIOD		**(9,347,559)**	(6,076,894)
Other comprehensive income, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences for foreign operations		**626,049**	1,423,068
Other comprehensive income for the period (net of tax)		**626,049**	1,423,068
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		**(8,721,510)**	(4,653,826)
Loss for the period attributable to:			
Owners of the company		**(9,053,234)**	(6,076,894)
Non-controlling interests		**(294,325)**	-
		(9,347,559)	(6,076,894)
Total comprehensive loss attributable to:			
Owners of the company		**(8,421,652)**	(4,653,826)
Non-controlling interests		**(299,858)**	-
		(8,721,510)	(4,653,826)
Loss per share			
Basic and diluted loss per share (cents per share)	26	**(0.92)**	(0.74)

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

CONSOLIDATED STATEMENT OF
FINANCIAL POSITION
As at 30 June 2023

	NOTES	CONSOLIDATED 30 JUNE 2023 AUD	30 JUNE 2022 AUD
Assets			
Current assets			
Cash and cash equivalents	8	**11,459,227**	26,093,637
Other receivables	9	**1,319,022**	761,288
Other assets	10	**481,182**	234,348
Total current assets		**13,259,431**	27,089,273
Non-current assets			
Exploration and evaluation asset	11	**46,793,567**	29,748,305
Property, plant and equipment	12	**1,265,247**	595,788
Total non-current assets		**48,058,814**	30,344,093
Total assets		**61,318,245**	57,433,366
Liabilities			
Current liabilities			
Trade and other payables	15	**2,083,033**	1,688,230
Lease liabilities	13	**207,933**	52,085
Provisions	16	**1,002,773**	68,106
Total current liabilities		**3,293,739**	1,808,421
Non-current liabilities			
Lease liabilities	13	**478,413**	484,619
Provisions	16	**51,640**	121,824
Total current liabilities		**530,053**	606,443
Total liabilities		**3,823,792**	2,414,864
Net assets		**57,494,453**	55,018,502
Equity			
Issued capital	17	**111,535,841**	100,907,652
Foreign currency translation reserve	18	**1,978,805**	1,347,223
Share based payment reserve	18	**1,488,262**	1,318,908
Accumulated losses	19	**(57,209,111)**	(48,555,281)
Equity attributable to owners of the Company		**57,793,797**	55,018,502
Non-controlling interest	20	**(299,344)**	-
Total equity		**57,494,453**	55,018,502

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

CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

For the Year Ended30 June 2023

	Note	ISSUED CAPITAL	ACCUMULATED LOSSES	SHARE BASED PAYMENT RESERVE	FOREIGN CURRENCY RESERVE	ATTRIBUTABLE TO OWNERS OF THE PARENT	NON-CONTROLLING INTEREST	TOTAL EQUITY
		AUD	AUD	AUD	AUD	AUD	AUD	AUD
Balance as at 1 July 2021		**74,940,347**	**(42,778,521)**	**1,077,067**	**(75,845)**	**33,163,048**	**-**	**33,163,048**
Loss for the period		-	(6,076,894)	-	-	(6,076,894)	-	(6,076,894)
Other comprehensive income for the period, net of tax		-	-	-	1,423,068	1,423,068	-	1,423,068
Total comprehensive (loss)/income for the period		-	(6,076,894)	-	1,423,068	(4,653,826)	-	(4,653,826)
Issue of ordinary shares – capital raisings		25,000,000	-	-	-	25,000,000	-	25,000,000
Issue of ordinary shares – options exercised		2,339,569	-	-	-	2,339,569	-	2,339,569
Cost of share based payments issued to Directors and employees		-	-	541,975	-	541,975	-	541,975
Cost of share capital issued		(1,372,264)	-	-	-	(1,372,264)	-	(1,372,264)
Options expired/exercised during the period		-	300,134	(300,134)	-	-	-	-
Balance as at 30 June 2022		**100,907,652**	**(48,555,281)**	**1,318,908**	**1,347,223**	**55,018,502**	**-**	**55,018,502**
Balance as at 1 July 2022		100,907,652	(48,555,281)	1,318,908	1,347,223	**55,018,502**	**-**	**55,018,502**
Loss for the period		-	(9,053,234)	-	-	(9,053,234)	(294,325)	**(9,347,559)**
Other comprehensive income/(loss) for the period, net of tax		-	-	-	631,582	631,582	(5,533)	**626,049**
Total comprehensive loss for the period		-	(9,053,234)	-	631,582	(8,421,652)	(299,858)	**(8,721,510)**
Issue of ordinary shares – capital raisings		10,000,000	-	-	-	10,000,000	-	**10,000,000**
Issue of ordinary shares – options exercised		1,213,130	-	-	-	1,213,130	-	**1,213,130**
Cost of share based payments issued to Directors and employees		-	-	569,272	-	569,272	-	**569,272**
Issuance of 16% interest to non-controlling interest	20	-	(514)	-	-	(514)	514	**-**
Cost of share capital issued		(584,941)	-	-	-	(584,941)	-	**(584,941)**
Options expired/exercised during the period		-	399,918	(399,918)	-	-	-	-
Balance as at 30 June 2023		**111,535,841**	**(57,209,111)**	**1,488,262**	**1,978,805**	**57,793,797**	**(299,344)**	**57,494,453**

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

CONSOLIDATED STATEMENT OF
CASH FLOWS
For the Year Ended 30 June 2023

	NOTE	FOR THE YEAR ENDED 30 JUNE 2023 AUD	FOR THE YEAR ENDED 30 JUNE 2022 AUD
Cash flow from operating activities			
Payments to suppliers and employees		**(8,388,025)**	(4,137,798)
Interest received		**81,659**	3,336
Net cash flows used in operating activities	8	**(8,306,366)**	(4,134,462)
Cash flow from investing activities			
Payments for exploration and evaluation expenditure	11	**(16,563,203)**	(7,391,496)
Payments for term and security deposits		**(96,451)**	(5,892)
Proceeds on sale of property, plant and equipment		**810**	-
Payments for property, plant and equipment		**(696,137)**	(63,821)
Net cash flows used in investing activities		**(17,354,981)**	(7,461,209)
Cash flows from financing activities			
Proceeds from issue of shares and options		**11,213,130**	27,339,569
Payment of share issue costs		**(584,941)**	(1,372,264)
Net cash flows provided by financing activities		**10,628,189**	25,967,305
Net (decrease)/increase in cash held		**(15,033,158)**	14,371,634
Cash and cash equivalents at the beginning of the financial year		**26,093,637**	11,298,422
Effect of exchange movement on cash balances		**398,748**	423,581
Cash and cash equivalents at the end of the year	8	**11,459,227**	26,093,637

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

Statement of compliance

These financial statements are general purpose financial statements, which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations issued by the Australian Accounting Standards Board, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company and the Group comply with International Financial Reporting Standards (IFRS Accounting Standards).

The financial statements were authorised for issue by the Directors on 28 September 2022.

Going Concern

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

The Group has incurred net losses of AUD9,347,559 (2022: AUD6,076,894) and experienced net cash outflows from operating and investing activities of AUD25,661,347 (2022: AUD11,595,671) for the year ended 30 June 2023. As at 30 June 2023 the Group had net assets of AUD57,494,453 (2022: AUD55,018,502) and net current assets of AUD9,965,692 (2022: AUD25,280,852). As at 30 June 2023, the Group had a cash balance of AUD11,459,227 (2022: AUD26,093,637).

The Directors have prepared a cash flow forecast for the period ending 30 September 2024. The forecast assumes expenditure on programmes required to advance the Mahenge Project towards a Final Investment Decision, however the cash flow forecast does not assume that development activities at Mahenge commence in the period ending 30 September 2024. Should a Final Investment Decision be made with respect to the Mahenge Project, the cash flow forecast will be updated to reflect any additional funding required for development, be this in the form of debt or equity, or a combination of both. This cash flow forecast indicates that the Group will be required to raise additional funding prior to September 2024 to meet the Group's non -discretionary outflows.

The Directors have reviewed the Group's overall position and outlook in respect of the matters identified above, including the ability of the Group to secure additional funding, and are of the opinion that there are reasonable grounds to believe that the operational and financial plans in place are achievable and accordingly the Group will be able to continue as a going concern and meet its obligations as and when they fall due.

Should the Directors not be successful in achieving the additional funding above, there is a material uncertainty that may cast significant doubt as to whether the Group will be able to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

The financial report does not include adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

2. APPLICATION OF NEW AND REVISED ACCOUNTING STANDARDS

New and amended Australian Accounting Standards that are effective for the current year

The Group has adopted all the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2022.

New and revised Standards and amendments thereof and Interpretations effective for the current year that are relevant to the Group include:

- AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments;
- AASB 2021-7 Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections (insofar as the Standard relates to editorial corrections that are effective for the current year.

The adoption of these accounting standards and interpretations did not have any significant impact on the financial performance or position of the Group.

New and amended Australian Accounting Standards that are not yet effective for the current year

At the date of the authorisation of the financial statements, the Group has not applied the following new and revised Australian Accounting Standards, Interpretations and amendments that have been issued but are not yet effective for the current year that are relevant to the Group include:

- AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between and Investor and its Associate or Joint Venture, , AASB 2015-10 Amendments to Australian Accounting Standards – effective date of Amendments to AASB 10 and AASB 128, AASB 2017-5 Amendments to Australian Accounting Standards – effective date of Amendments to AASB 10 and AASB 128 and Editorial Corrections, AASB 2021-7 Amendments to Australian Accounting Standards – effective date of Amendments to AASB 10 and AASB 128 and Editorial Corrections;

  AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current, AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current – Deferral of Effective Date, AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants;
- AASB 2022-5 Amendments to Australian Accounting Standards – Lease Liability in a Sale and Leaseback;
- AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates;
- AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction;
- AASB 2022-7 Editorial Corrections to Australian Accounting Standards and Repeal of Superseded and Redundant Standards.

3.1 Basis of preparation

The consolidated financial statements have been prepared on the basis of historical cost, except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair values of the consideration given in exchange for goods and services. All amounts are presented in Australian dollars, unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3.3 Revenue Recognition

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

Interest Income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's fair value on initial recognition.

3.4 Foreign currencies

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group entity are expressed in Australian dollars (**AUD**), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non- monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Australian dollars using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3.5 Employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave in the period the related service is rendered.

Liabilities recognised in respect of short-term employee benefits, are measured at the undiscounted amounts of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of long term benefits are measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

3.6 Share-based payment transactions

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value excludes the effect of non-market vesting conditions. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 21.

The fair value determined at the grant date of the equity-settled share-based payments is expensed, or where applicable capitalised to exploration and evaluation asset, on a straight-line basis over the vesting period, based on the Group's estimate of the number of equity instruments that will eventually vest. At each reporting date, the Group revises its estimate of the number of equity instruments that will eventually vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserves.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

3.7 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

3.8 Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3.9 Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.10 Property, Plant and Equipment

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

3.11 Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If any such indication exists where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount.

3.12 Depreciation

Depreciable non-current assets are depreciated over their expected economic life using the straight-line method. Profits and losses on disposal of non-current assets are taken into account in determining the operating loss for the year. The depreciation rate used for each class of assets sits between the following range:

Plant and equipment	6%-33%
Office equipment	25%
Motor vehicles	10%

3.13 Leased assets

A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract;
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

3.14 Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

3.15 Exploration Expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, costs associated with the resettlement action plan, sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs where they are related directly to operational activities in a particular are of interest.

These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, otherwise costs are expensed.

No exploration and evaluation impairments arose in the year ended 30 June 2023. Accumulated costs in relation to an abandoned area are written off in full in which the decision to abandon the area is made. During the prior period AUD687,243 was written off in relation to prospecting licences 10426/2014 and 10111/2012. Both these tenements were surrendered in February 2022 following investigation into the tenement holding economically viable graphite deposits.

Where a decision is made to proceed with development, accumulated expenditure is tested for impairment and transferred to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on a discounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

3.16 Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When 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. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3.17 Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand and deposits held at call which are subject to insignificant risk of changes in value.

3.18 Financial Instruments

Financial assets and financial liabilities are recognised in the Group’s statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added or deducted from the fair value of the financial assets or financial liabilities, as appropriate on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Other Receivables

Other receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment.

If collection of amounts is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets. As the majority of other receivables are short term in nature, their carrying value is assumed to be the same as their fair value.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (**ECL**) in financial assets that are measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognises lifetime ECL on other receivables when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition the group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Trade and Other Payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

3.19 Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (**GST**), except:

- where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.
- for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

4. CRITICAL ACCOUNTING JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

In the application of the Group's accounting policies, which are described in note 3, the Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Recoverability of exploration and evaluation assets

The application of the Group's accounting policy for exploration and evaluation expenditure requires judgement to determine whether it is likely that future economic benefits are likely, from future either exploitation or sale or whether activities have not reached a stage with permits a reasonable assessment of the existence of reserves. This requires management to make certain estimates and assumptions as to future events and circumstances, including the maintenance of title, ongoing expenditure and whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available.

If, after expenditure is capitalised, information becomes available suggesting that the recovery of the expenditure is unlikely, the relevant capitalised amount is written off in profit or loss in the period when the new information becomes available. See note 11 for the disclosure on the carrying values of exploration and evaluation assets at reporting date.

Accounting for Free Carried Interest (FCI)

The Group has assessed the key terms and conditions in which the Special Mining Licence (**SML**) for Mahenge Graphite Project was granted and in its application of the relevant accounting standards has recognised the following accounting judgments:

- The issue of shares to the Government of Tanzania for the issue of the SML has been valued using the indirect approach which has resulted in the determination of the FCI as a share-based payment in Faru.
- At the Group level, the FCI has been disclosed as a non-controlling interest (**NCI**)in the consolidated statement of financial position and the consolidated statement of changes in equity.
- Subsequent to acquisition, the carrying amount of NCI is the amount of those interests at initial recognition plus the NCI's share of subsequent changes in equity. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the NCI. Total comprehensive income of the subsidiary is attributed to the owners of the Company and to the NCI even if this results in the NCI having a deficit balance.

Share based payments

The Consolidated Entities measure the cost of equity settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using an appropriate model based on assumptions detailed in note 21.

5. SEGMENT REPORTING

Information reported to the chief operating decision maker (CODM) for the purpose of resource allocation and assessment of segment performance focuses on the geographical location of resources being explored for and evaluated. The Group's principal activity and focus is that of Graphite in Tanzania.

Segment revenues and results

2023	**GRAPHITE**	**CORPORATE**	**CONSOLIDATED**
	AUD	**AUD**	**AUD**
Interest	**-**	**83,614**	**83,614**
Total income	**-**	**83,614**	**83,614**
Loss before tax	**(3,302,868)**	**(6,044,691)**	**(9,347,559)**
Fixed asset additions	**923,405**	**22,452**	**945,857**
Depreciation and amortisation	**(168,669)**	**(117,026)**	**(285,695)**
Total segment assets	**49,118,757**	**12,199,488**	**61,318,245**
Total segment liabilities	**(3,012,940)**	**(810,852)**	**(3,823,792)**

2022	**GRAPHITE**	**CORPORATE**	**CONSOLIDATED**
Interest	-	3,336	**3,336**
Total income	-	3,336	**3,336**
Loss before tax	(1,708,162)	(4,368,732)	**(6,076,894)**
Fixed asset additions	-	625,296	**625,296**
Write-off of exploration expenditure	(687,243)	-	**(687,243)**
Loss on disposal of equipment	(3,063)	(1,776)	**(4,839)**
Depreciation and amortisation	(3,500)	(44,681)	**(48,181)**
Total segment assets	30,093,032	27,340,334	**57,433,366**
Total segment liabilities	(387,912)	(2,026,952)	**(2,414,864)**

6. EXPENSES

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Employment benefit expense		
Director fees	**947,542**	796,949
Wages and salaries	**2,215,596**	452,498
Superannuation and National Social Security Fund Contributions	**247,423**	89,403
Annual leave, long service leave and on costs	**800,431**	150,066
	4,210,992	1,488,916

7. INCOME TAXES

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
(a) Income tax (benefit)/expense		
Current tax	**-**	-
Deferred tax	**-**	-
	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss for the year	**(9,347,559)**	(6,076,894)
Loss from operations	**(9,347,559)**	(6,076,894)
Prima facia tax benefit at 25% (2022: 25%)	**(2,336,890)**	(1,519,223)
Difference arising on foreign tax rates	**(168,569)**	-
Share based payments	**125,413**	135,494
Non-deductible expenditure	**322,604**	325,934
Exploration expenditure written off	**-**	108,634
Movement in unrecognised temporary differences	**2,057,442**	(95,072)
Unused tax losses for which no deferred tax asset has been recognised	**-**	1,044,233
Income tax benefit	**-**	-
(c) Recognised deferred tax assets and liabilities		
Recognised deferred tax assets comprise:		
Other temporary differences	**-**	44,427
40-880 tax balance	**-**	531,991
Net ROU asset/liability	**5,278**	-
Provisions and accruals	**226,589**	-
Tax losses available for offset against future taxable income	**5,578,038**	4,479,637
	5,809,905	5,056,055
Recognised deferred tax liabilities comprise:		
Exploration and evaluation	**5,673,977**	4,916,101
Unrealised foreign exchange movements	**73,623**	118,818
Prepayments	**61,816**	-
Other	**489**	-
Net ROU asset/liability	**-**	21,136
	5,809,905	5,056,055

The Group recognizes deferred tax assets up to the level of deferred tax liabilities. Deferred tax assets recognized reverse in the same entity and jurisdiction as the deferred tax liabilities that they are offsetting.

Unrecognised deferred tax assets

Unused tax losses for which no deferred tax asset has been recognised are AUD40,493,026 (2022: AUD11,983,587). Potential tax benefit is AUD10,383,788 (2022: AUD2,995,897). Other deferred tax assets not recognized have a potential tax benefit of AUD402,177 (2022: nil).

(d) Franking credits

The Company has no franking credits available as at 30 June 2023 (2022: Nil).

8. CASH AND CASH EQUIVALENTS

For the purposes of the consolidated statement of cash flows, cash and cash equivalents include cash on hand and in banks, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the reporting period as shown in the consolidated statement of cash flows can be reconciled to the related items in the consolidated statement of financial position as follows:

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Cash and bank balances	**11,459,227**	26,093,637
	11,459,227	26,093,637

Reconciliation of loss for the year to net cash flows from operating activities		
Loss after income tax	**(9,347,559)**	(6,076,894)
Depreciation and amortisation	**285,695**	48,181
Share based payments	**501,651**	541,975
Net foreign exchange gain	**(408,238)**	(423,581)
Interest income	**(83,614)**	(3,336)
Exploration write off	**-**	687,243
	(9,052,065)	(5,223,076)
Movements in working capital:		
Decrease in trade and other receivables	**(557,734)**	(844,740)
Increase in trade and other payables	**438,950**	1,848,782
Increase in provisions	**864,483**	84,572
	745,699	1,088,614
Net cash used in operating activities	**(8,306,366)**	(4,134,462)
Non Cash transactions		
Operating Activity		
Options expired/exercised during the year in relation to services rendered by employees and consultants	**399,918**	300,135
Investing Activity		
Additions to right of use assets	**345,527**	561,475

9. OTHER RECEIVABLES

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Prepayments	**310,734**	221,451
GST and VAT	**751,706**	398,279
Other receivables	**15,024**	-
Term deposits	**241,558**	141,558
Balance at end of the year	**1,319,022**	761,288

10. OTHER ASSETS

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Tenement licence fee	**481,182**	234,348
Balance at end of year	**481,182**	234,348

During the prior year the Company, through its subsidiary Mahenge Resources Limited (incorporated in Tanzania), entered into an option agreement for the purchase of copper tenements in Tanzania. Subsequent to year end, due diligence has been completed and the tenements are in the process of being transferred to Mahenge Resources Limited. As part of the option agreement, Mahenge Resources Limited is responsible for the tenement licence fees.

11. EXPLORATION AND EVALUATION ASSET

In the exploration phase:	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Balance at beginning of year	**29,748,305**	22,164,704
Expenditure incurred during the year (at cost)	**16,203,262**	7,460,495
Expenditure written off during the year	**-**	(687,243)
Foreign exchange effect	**842,000**	810,349
Balance at end of year	**46,793,567**	**29,748,305**

Reconciliation of Expenditure incurred during the year (at cost):	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Cash paid for exploration and evaluation (including GST and VAT)	**16,563,203**	7,391,496
Trade payables and accruals in prior year	**(111,740)**	(42,741)
Trade payables and accruals in current year	**935,967**	111,740
Share-based payments capitalised	**67,621**	-
Adjust for GST and VAT	**(1,251,789)**	-
Total expenditure incurred during the year (at cost) (excluding GST and VAT)	**16,203,262**	**7,460,495**

The ultimate recoupment of capitalised exploration expenditure is dependent upon the successful development and/or commercial exploitation or, alternatively through the sale of the respective underlying licenses.

The balance of AUD46,793,567 (2022: AUD29,748,305) at reporting date represents the carrying value of its Graphite assets in Tanzania.

12. PROPERTY, PLANT & EQUIPMENT

	PLANT & EQUIPMENT	OFFICE EQUIPMENT	MOTOR VEHICLES	RIGHT OF USE	TOTAL
COST	**AUD**	**AUD**	**AUD**	**AUD**	**AUD**
As at 1 July 2021	31,351	44,502	-	-	75,853
Additions	-	63,821	-	561,475	625,296
Disposals	(5,559)	(5,660)	-	-	(11,219)
Exchange differences	-	-	-	-	-
As at 30 June 2022	**25,792**	**102,663**	**-**	**561,475**	**689,930**
Additions	56,195	235,222	308,913	345,527	945,857
Disposals	-	(1,709)	-	-	(1,709)
Exchange differences	1,491	2,951	4,100	4,586	13,128
As at 30 June 2023	**83,478**	**339,127**	**313,013**	**911,588**	**1,647,206**
ACCUMULATED DEPRECIATION					
As at 1 July 2021	22,226	30,115	-	-	52,341
Charge for the year	3,500	13,489	-	31,192	48,181
Disposals	(3,110)	(3,270)	-	-	(6,380)
Exchange differences			-	-	
As at 30 June 2022	**22,616**	**40,334**	**-**	**31,192**	**94,142**
Charge for the year	8,663	57,552	27,220	192,260	285,695
Disposals	-	(899)	-	-	(899)
Exchange differences	836	514	361	1,310	3,021
As at 30 June 2023	**32,115**	**97,501**	**27,581**	**224,762**	**381,959**
CARRYING VALUE					
As at 30 June 2023	**51,363**	**241,626**	**285,432**	**686,826**	**1,265,247**
As at 30 June 2022	3,176	62,329	-	530,283	595,788

13. LEASES (GROUP AS LESSEE)

The Company has entered into leases for the current business premises both in Australia and Tanzania. These leases are reflected on the balance sheet as right of use assets and lease liabilities and are classified in a consistent manner to property, plant and equipment detailed at note 12. The average lease term is 1.8 years (30 June 2022: 2.5 years)

	30 JUNE 2023	30 JUNE 2022
Amounts recognised in profit and loss	**AUD**	AUD
Depreciation expense on right of use assets	**192,260**	31,192
Interest expense on lease liabilities (included in other expenses)	**36,265**	9,413
Expense relating to short-term leases	**1,857**	-

At 30 June 2023, the Group is committed to AUD20,703 short-term leases (2022: AUDnil).

Lease liabilities

	30 JUNE 2023	30 JUNE 2022
Maturity analysis	**AUD**	AUD
Year 1	**238,127**	99,377
Year 2	**215,275**	102,358
Year 3	**108,592**	105,429
Year 4	**111,849**	108,591
Year 5	**76,612**	111,849
More than 5 years	**-**	76,612
	750,455	604,216
Less unearned interest	**(64,109)**	(67,512)
	686,346	536,704
Analysed as		
Current	**207,933**	52,085
Non current	**478,413**	484,619
	686,346	536,704

14. SUBSIDIARIES

Details of the Group's material subsidiaries at the end of the reporting period are as follows:

NAME OF SUBSIDIARY	PLACE OF INCORPORATION AND OPERATION	PROPORTION OF OWNERSHIP INTEREST AND VOTING POWER HELD BY THE GROUP	
		30 JUNE 2023	30 JUNE 2022
Mahenge Resources Limited	Tanzania	**100%**	100%
Mahenge Resources Limited	United Kingdom	**100%**	100%
Faru Graphite Corporation Limited	Tanzania	**84%**	84%

15. TRADE AND OTHER PAYABLES

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Trade creditors	**1,441,399**	1,182,351
Accruals	**540,087**	399,182
Other liabilities	**101,547**	106,697
Total current trade creditors and other payables	**2,083,033**	1,688,230

Included in trade creditors and accruals is an amount of AUD935,967 (2022: AUD111,740) relating to exploration expenditure.

16. PROVISIONS

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Current		
Employee entitlements	**274,104**	68,106
Provision - General[i)]	**728,669**	-
	1,002,773	68,106

(i) The following provisions are included in the balance:

- During the period, on 19 September 2022, the Group received a notice from Tanzania Revenue Authority (**TRA**) with respect to audit findings on employment taxes for the years of income 2018 to 2022. The TRA issued five Pay As You Earn assessments as a result of the tax audit. The Group has provided for this amount and is in the process of preparing an appeal to the Tax Revenue Appeals Board to review this matter and therefore uncertainty remains as to the probability, timing and amount of any future outflow of resources.
- During the period, on 9 August 2022, the Company, and one of its subsidiaries, Mahenge Resources Limited (incorporated in Tanzania), received a form of referral of an employment dispute to the Commission for Mediation and Arbitration (the **Commission**) in Tanzania from a former Tanzanian based consultant (the **Consultant**). Subsequently, the Company made a settlement offer amounting to the equivalent of three months consultancy fees. This offer was rejected by the Consultant and the matter is currently at the arbitration stage before the Commission. The Group has considered the best estimate of any outflow of resources in relation to this matter and provided accordingly, but uncertainty remains as to the probability, timing and amount of any payments.

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Non-Current		
Employee entitlements	**51,640**	121,824
	51,640	121,824

17. ISSUED CAPITAL

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
1,075,183,955 ordinary shares issued and fully paid (2022: 977,255,646)	**111,535,841**	100,907,652

Fully paid ordinary shares	NUMBER OF SHARES	SHARE CAPITAL
		AUD
Balance at 30 June 2021	**849,264,173**	**74,940,347**
Shares issued under Placement 6 May 2022 (AUD0.24 per share)	104,166,668	25,000,000
Shares issued upon exercise of options – (AUD0.10 per share)	17,000,000	1,700,000
Shares issued upon exercise of options – (BKTAG AUD0.15 per share)	1,600,000	240,000
Shares issued upon exercise of options – (BKTAU AUD0.084 per share)	5,224,805	399,569
Less: capital raising costs	-	(1,372,264)
Balance at 30 June 2022	**977,255,646**	**100,907,652**
Shares issued under Placement 19 June 2023 (AUD0.115 per share)	**86,956,525**	**10,000,000**
Shares issued upon exercise of options – (BKTAG AUD0.15 per share)	**4,666,666**	**700,000**
Shares issued upon exercise of options – (BKTAU AUD0.084 per share)	**3,305,118**	**277,630**
Shares issued upon exercise of options – (BKTAI AUD0.0785 per share)	**3,000,000**	**235,500**
Less: capital raising costs	**-**	**(584,941)**
Balance at 30 June 2023	**1,075,183,955**	**111,535,841**

Options

As at 30 June 2023, there were 77,007,674 unlisted options (2022: 63,898,153).

UNLISTED OPTIONS	CODE	OPENING BALANCE	EXERCISED IN PERIOD	GRANTED IN PERIOD	EXPIRED / FORFEITED IN PERIOD	CLOSING BALANCE
		No.	No.	No.	No.	No.
Expiring 28 October 2022 at AUD0.15	BKTAG	7,600,000	(4,666,666)	-	(2,933,334)	-
Expiring 18 November 2022 at AUD0.15	BKTAH	3,000,000	-	-	(3,000,000)	-
Expiring 10 August 2023 at AUD0.084	BKTAU	30,298,153	(3,305,118)	-	-	26,993,035
Expiring 4 November 2023 at AUD0.0785	BKTAI	5,000,000	(3,000,000)	-	(2,000,000)[(i)]	-
Expiring 21 December 2023 at AUD0.116	BKTAJ	11,000,000	-	-	-	11,000,000
Expiring 24 January 2024 at AUD0.116	BKTAV	1,000,000	-	-	-	1,000,000
Expiring 1 June 2024 at AUD0.20	BKTAX	1,500,000	-	-	-	1,500,000
Expiring 1 July 2024 at AUD0.224	BKTAW	1,500,000	-	-	-	1,500,000
Expiring 25 October 2024 at AUD0.29	BKTAY	3,000,000	-	-	-	3,000,000
Expiring 26 April 2025 at AUD0.40	BKTAZ	-	-	1,500,000	-	1,500,000
Expiring 26 June 2025 at AUD0.20	BKTAAE	-	-	28,985,513	-	28,985,513
Expiring 30 June 2025 at AUD0.00	BKTAAB	-	-	509,709	-	509,709
Expiring 30 June 2026 at AUD0.00	BKTAAC	-	-	509,709	-	509,709
Expiring 30 June 2027 at AUD0.00	BKTAAD	-	-	509,708	-	509,708
		63,898,153	**(10,971,784)**	**32,014,639**	**(7,933,334)**	**77,007,674**

(i) These options were forfeited during the year.

The weighted average exercise price of options at 30 June 2023 is AUD0.14 (2022: AUD0.12).The weighted average remaining contractual life of options as at 30 June 2023 is 1.57 years (2022: 1.59 years).

Performance Rights

As at 30 June 2023, there were 8,769,655 unlisted performance rights (2022: NIL).

UNLISTED PERFORMANCE RIGHTS	CODE	OPENING BALANCE	EXERCISED IN PERIOD	GRANTED IN PERIOD	EXPIRED IN PERIOD	CLOSING BALANCE
		No.	No.	No.	No.	No.
Expiring 30 November 2027	BKTAAA	-	-	8,769,655	-	8,769,655

The weighted average remaining contractual life of performance rights outstanding at the end of the period was 4.4 years (2022: nil). Performance rights have nil exercise price. Refer to note 21 for terms of the Employee Securities Incentive Plan.

18. RESERVES

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Share based payments reserve [(i)]	**1,488,262**	1,318,908
Foreign translation reserve [(ii)]	**1,978,805**	1,347,223
	3,467,067	2,666,131

(i) Share Based Payments Reserve

The share based payments reserve comprises any equity settled share based payment transactions and other options transactions. The reserve will be reversed against accumulated losses when the underlying rights are exercised or expire.

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Balance at the beginning of the year	**1,318,908**	1,077,067
Add: Amounts expensed in the current year	**501,651**	541,975
Add: Amounts capitalised to the exploration and evaluation asset in the current year	**67,621**	-
Less: Options expired in the current year	**(399,918)**	(300,134)
	1,488,262	1,318,908

(ii) Foreign Translation Reserve

The foreign translation reserve arises on the consolidation of the Group's overseas subsidiaries, Mahenge Resources Limited (incorporated in Tanzania), Faru Graphite Corporation Limited (incorporated in Tanzania) and Mahenge Resources Limited (incorporated in the United Kingdom). Refer to consolidated statement of changes in equity for reconciliation of movement.

19. ACCUMULATED LOSSES

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Balance at beginning of the year	**48,555,281**	42,778,521
Net loss attributable to members	**9,053,234**	6,076,894
Issuance of 16% interest to non-controlling interest	**514**	-
Transfer from share-based payment reserve	**(399,918)**	(300,134)
Balance at end of year	**57,209,111**	48,555,281

20. NON-CONTROLLING INTEREST

The Group incorporated Faru, a new Tanzanian company in which Black Rock Mining's subsidiary, Mahenge Resources Limited (UK), holds an 84% interest and the Government of Tanzania holds a 16% free carried interest. The Framework and Shareholders Agreements were signed on 14 December 2021. Faru was incorporated to receive the SML for Mahenge which was issued on 5 September 2022. The Framework and Shareholders Agreements between Mahenge Resources Limited (UK) and the Government of Tanzania specify the key rights and obligations of the parties, as shareholders of Faru, with respect to the development and management of the Project. At the date of grant of the SML, 16% of the fair value of the Faru shares has been attributed to the Government of Tanzania and recorded as a non-controlling interest.

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Balance at beginning of the year	**-**	-
Issuance of 16% interest to non-controlling interest[(i)]	**514**	-
Loss for the year attributable to non-controlling interest	**(294,325)**	-
Other comprehensive loss for the period attributable to non-controlling interest	**(5,533)**	-
Balance at end of year	**(299,344)**	**-**

21. SHARE BASED PAYMENTS

a. Employee Share Incentive Option Plan

The establishment of the Black Rock Mining Employee Share Incentive Option Plan (the **ESIOP**) was initially approved by special resolution at a General Meeting of shareholders of the Company held on 21 November 2006 and approval renewed by shareholders on 18 November 2009 and 28 November 2013. All eligible Directors, executive officers and employees of Black Rock Mining are eligible to participate in the ESIOP.

The Plan allows the Company to issue options to eligible persons. The options can be granted free of charge and are exercisable at a fixed price calculated in accordance with the ESIOP.

The fair value of the equity-settled share options granted is estimated as at the date of grant using a Black Scholes model taking into account the terms and conditions upon which the options were granted.

During the period, 1,500,000 options (2022: 4,500,000) with AUD0.40 exercise price (2022: AUD0.268) and an expiry of 2.7 years (2022: 3 years) were granted. The average fair value of the options granted during the period is AUD0.0678 (AUD0.086).

Fair value of options granted

The weighted average fair value of the options granted during the prior year was 5.3 cents. The price was calculated by using the Black-Scholes European Option Pricing Model taking into account the terms and conditions upon which the options were granted.

	30 JUNE 2023	30 JUNE 2022
Weighted average exercise price (cents)	**40.0**	26.8
Weighted average life of the option (years)	**2.7**	3
Weighted average underlying share price (cents)	**19.5**	20.4-22.4
Expected share price volatility	**82.6%**	81-87%
Risk free interest rate	**3.25%**	0.1-0.3%

Historical volatility has been used as the basis for determining expected share price volatility as it is assumed that this is indicative of future trends, which may not eventuate.

b. Employee Securities Incentive Plan

The Group has provided benefits to employees of the Company in the form of performance rights under the Company's Employee Securities Incentive Plan (**ESIP**) as approved at the annual general meeting on 28 November 2022, constituting a share-based payment transaction. The ESIP has replaced the ESIOP in the current year.

During the year, 1,529,126 options with a nil exercise price and average expiry of 3.6 years were granted to non-executive Directors. The average fair value of the options granted during the period is AUD0.155. No options were granted under the ESIP in the year ending 30 June 2022.

During the year, 8,769,655 performance rights with a nil exercise price and expiry of 5 years were granted. The average fair value of the performance rights granted during the period is AUD0.148. No performance rights were granted in the year ending 30 June 2022.

Performance rights granted carry no dividend or voting rights. When vested, each performance right is convertible into one ordinary share of the Company with full dividend and voting rights.

c. Summary of Share-Based Payments

Details of the share options outstanding during the year are as follows:

OPTIONS	2023		2022	
	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (CENTS)	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE (CENTS)
Balance at the beginning of the financial year	**33,600,000**	**14.5**	41,700,000	12.0
Granted during the financial year:	**3,029,126**	**19.8**	4,500,000	26.8
Expired during the year	**(5,933,334)**	**15.0**	-	-
Forfeited during the year	**(2,000,000)**	**7.8**	-	-
Exercised	**(7,666,666)**	**12.2**	(12,600,000)	10.5
Balance at the end of the financial year	**21,029,126**	**16.6**	33,600,000	14.5
Vested and Exercisable at the end of the year	**17,509,709**	**15.4**	28,566,667	13.3

The share options outstanding and exercisable at the end of the financial year under the Plan and ESIP had a weighted average exercise price of AUD0.166 (2022: AUD0.145) and a weighted average remaining contractual life of 1.7 years (2022: 1.2 years).

PERFORMANCE RIGHTS

	30 JUNE 2023 NUMBER OF PERFORMANCE RIGHTS	30 JUNE 2022 NUMBER OF PERFORMANCE RIGHTS
Balance at the beginning of the financial year	-	-
Granted during the financial year:	**8,769,655**	-
Expired during the year	-	-
Forfeited during the year	-	-
Exercised	-	-
Balance at the end of the financial year	**8,769,655**	-
Vested and Exercisable at the end of the year	-	-

The weighted average remaining contractual life of performance rights outstanding at the end of the year was 4.4 years (2022: nil). Performance rights have nil exercise price.

NOTES TO THE
CONSOLIDATED FINANCIAL STATEMENTS
For the Year Ended 30 June 2023

Share based payment arrangements relating to Directors and employees:

GRANT DATE	EXPIRY DATE	EXERCISE PRICE AUD	NUMBER AT THE BEGINNING OF THE YEAR	GRANTED THIS YEAR	EXERCISED THIS YEAR	EXPIRED/ FORFEIT THIS YEAR	NUMBER AT THE END OF THE YEAR	EXERCISABLE AT THE END OF THE YEAR	FAIR VALU AT GRAN DA
OPTIONS									
2/05/2019	2/05/2022	0.15	1,500,000	-	-	(1,500,000)	-	-	0.027
2/05/2019	2/05/2022	0.15	1,500,000	-	-	(1,500,000)	-	-	0.027
28/10/2019	28/10/2022	0.15	7,600,000	-	(4,666,666)	(2,933,334)	-	-	0.026
4/11/2020	4/11/2023	0.0785	5,000,000	-	(3,000,000)	(2,000,000)	-	-	0.024
23/11/2020	21/12/2023	0.116	11,000,000	-	-	-	11,000,000	11,000,000	0.038
25/01/2021	24/01/2024	0.116	1,000,000	-	-	-	1,000,000	1,000,000	0.101
1/06/2021	1/06/2024	0.20	1,500,000	-	-	-	1,500,000	1,500,000	0.064
1/07/2021	1/07/2024	0.224	1,500,000	-	-	-	1,500,000	1,000,000	0.064
25/10/2021	25/10/2024	0.29	3,000,000	-	-	-	3,000,000	2,000,000	0.096
11/08/2022	26/04/2025	0.40	-	1,500,000	-	-	1,500,000	500,000	0.067
28/11/2022	30/06/2025	0.00	-	509,709	-	-	509,709	509,709	0.155
28/11/2022	30/06/2026	0.00	-	509,709	-	-	509,709	-	0.155
28/11/2022	30/06/2027	0.00	-	509,708	-	-	509,708	-	0.155
			33,600,000	**3,029,126**	**(7,666,666)**	**(7,933,334)**	**21,029,126**	**17,509,709**	
PERFORAMNCE RIGHTS									
28/11/2022	30/11/2027	0.00	-	2,005,841	-	-	2,005,841	-	0.155
28/11/2022	30/11/2027	0.00	-	435,376	-	-	435,376	-	0.134
30/11/2022	30/11/2027	0.00	-	5,177,489	-	-	5,177,489	-	0.150
30/11/2022	30/11/2027	0.00	-	1,044,448	-	-	1,044,448	-	0.134
21/6/2023	30/11/2027	0.00	-	106,501	-	-	106,501	-	0.115
			-	**8,769,655**	**-**	**-**	**8,769,655**	**-**	

d. Shares issued to suppliers

No shares were issued to suppliers during the current financial year (2022: Nil).

e. Expenses arising from share-based payment transactions

During the year, the shared based payments totalled AUD569,272 (2022: AUD541,975), with AUD501,651 (2022: AUD541,975) expensed and AUD67,621 (2022: NIL) was capitalised as part of exploration and evaluation.

22. KEY MANAGEMENT PERSONNEL COMPENSATION

Details of the remuneration of key management personnel are set out as follows:

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Short-term employee benefit	**893,028**	625,032
Post-employment benefits	**66,422**	40,177
Share-based payments	**318,104**	175,768
Bonus	**184,500**	100,000
Other	**36,511**	69,701
	1,498,565	1,010,678

23. REMUNERATION OF AUDITORS

During the year the following fees were paid or were payable for services provided by the Auditor of the Company, its network firms and non-related audit firms:

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Audit or review of the financial statements (Parent Auditor)	**96,865**	74,553
Audit or review of the financial statements (Other group entities Auditor)	**41,458**	13,139
	138,323	87,692

The Auditor of Black Rock Mining is Deloitte Touche Tohmatsu.

24. RELATED PARTY TRANSACTIONS

Remuneration details for Directors and Executives are included in the Remuneration Report and have been audited.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

25. EXPENDITURE COMMITMENTS

a. Exploration

The Group has certain commitments relating to the licence conditions with the Tanzanian Energy and Minerals Department. Outstanding exploration commitments are as follows:

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Within one year	**293,698**	301,881
Within one to five years	**1,093,293**	1,083,451
After five years[(i)]	**5,319,310**	5,328,533
	6,706,301	6,713,865

(i) Relates to the Special Mining Licence granted for a period of 26 years.

Minimum exploration expenditure commitments are required as original conditions to acquire the exploration licences. These have all been met by 30 June 2023.

As part of the contract to acquire the graphite exploration licences, under certain milestone conditions the Company will be obliged to make additional payments. These payments are subject to the following conditions:

Exploration licence PL10427/2014

- AUD250,000 cash or equivalent number of fully paid Black Rock Mining shares (at the election of the vendor) upon announcement of a JORC compliant resource of greater than 250,000 tonnes of contained graphite at >9% TGC is announced. Issue price of shares to be calculated based on the preceding seven (7) day VWAP; and
- AUD375,000 cash and the equivalent value (AUD375,000) in Black Rock Mining shares to be paid when a JORC compliant Resource with greater than 1,000,000 tonnes of contained graphite at >9% total graphite content at any of the Projects is announced by Black Rock Mining on the ASX. The issue price of Black Rock Mining shares is to be calculated based on the VWAP of Black Rock Mining shares in the 5 days prior to the release of the announcement.

The required targets have not been met and hence no liability has been recognised.

Exploration Program

There are no commitments to exploration as at the date of this report.

b. Capital Commitments

As at 30 June 2023, the Group has capital commitments of AUD3,646,267 for the Resettlement Action Plan (2022: AUD11,543,397).

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Within one year	**85,500**	9,218,563
One to five years	**3,560,767**	2,324,834
After 5 years	**-**	-
	3,646,267	**11,543,397**

c. Lease Commitments

Refer to note 13.

d. Contractual Commitments

As at 30 June 2023, the Group had contractual expenditure commitments of AUD3,075,399 (2022: AUD1,277,429).

26. LOSS PER SHARE

The following reflects the loss and share details used in the calculation of basic and diluted loss per share:

	30 JUNE 2023	30 JUNE 2022
	AUD	AUD
Loss used in calculating basic and diluted loss per share	**(9,053,234)**	(6,076,894)
Weighted average number of ordinary shares used in calculating basic and diluted loss per share:	**984,387,383**	822,569,805
Basic and diluted loss per share (cents per share)	**(0.92)**	(0.74)

The Consolidated Entity's options and performance rights potentially dilute basic earnings per share in the future. However, they have been excluded from the calculations of diluted earnings per share because they are anti-dilutive for the years presented.

27. FINANCIAL INSTRUMENTS

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximizing the return to stakeholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from 2022.

The Group holds the following financial instruments, all of which the fair value is equal to the carrying value:

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Financial assets		
Cash and cash equivalents	**11,459,227**	26,093,637
Other receivables	**256,582**	761,288
Total financial assets	**11,715,809**	**26,854,925**
Financial liabilities		
Trade and other payables	**(2,083,033)**	(1,688,230)
Lease liabilities	**(686,346)**	(52,085)
Total financial liabilities	**(2,769,379)**	**(1,740,315)**
Net financial instruments	**8,946,430**	**25,114,610**

The capital structure of the Group consists of net debt (current liabilities offset by cash and bank balances as detailed in notes 8,13 and 15) and equity of the Group (comprising issued capital, reserves and accumulated losses as detailed in notes 17, 18 and 19).

a. Capital Management

The main focus of the Group's capital management policy is to ensure adequate working capital to fund the development activities of its Mahenge Graphite Project. This is done through the close monitoring of cash flow projections.

The Group's working capital as at balance date was:

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Cash and cash equivalents	11,459,227	26,093,637
Other receivables	256,582	761,288
Trade and other payables	(2,083,033)	(1,740,315)
	9,632,776	**25,114,610**

Refer to Going Concern assumption disclosure for further details on working capital management.

Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to recognise potential adverse effects on the financial performance of the Group. The Group does not use derivative financial instruments.

Risk management is the responsibility of the Board of Directors.

Market risk

Foreign exchange risk

The Group transacts in US Dollars and Tanzanian Shillings in relation to its Tanzanian operations is exposed to foreign exchange currency movements arising from various currency exposures, primarily with respect to the US Dollar and the Tanzanian Shilling.

Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations.

The Group's exposure to foreign currency risk at the reporting date was as follows:

Group sensitivity

The parent entity advances funds to the Tanzanian subsidiaries in US Dollars. The foreign exchange is recognised in the parent entity.

The Consolidated Entity's pre-tax loss for the year would have been AUD231,278 higher/lower (2021: AUD109,927 higher/ lower) had the Australian dollar strengthened/weakened by 10% against the US Dollar.

Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk through cash and cash equivalents AUD11,459,227 (2022: AUD26,093,637).

At 30 June 2023, if the interest rates had weakened/strengthened by 100 basis points from the year-end rates with all other variables held constant, post-tax profit for the year would have been AUD8,361 lower/higher (2022: AUD334 lower/higher) mainly as a result of interest income deceases/increases.

Credit risk

Credit risk is managed on a group basis. Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables and committed transactions.

Cash and cash equivalents are held with recognisable banking and financial institutions. The maximum exposure to credit risk for cash and cash equivalents is the carrying value.

Other receivables are due from third parties considered credit worthy. The maximum exposure to credit risk for other receivables at the reporting date is the carrying amount. The ageing analysis of receivables is as follows:

DEBTOR	< 30 DAYS
Other receivables	AUD766,730
Term deposits	AUD241,558

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash to ensure that the Group's liabilities can be settled as and when they become due.

Maturities of financial liabilities

The tables below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Refer to note 13 for maturity groupings for lease liabilities.

CREDITOR	<1 MONTH
Trade payables	AUD2,083,033

Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The carrying values of other receivables and trade payables are assumed to approximate their fair values due to their short-term nature.

28. CONTINGENT LIABILITIES

During the period, on 11 October 2022, the Company issued a notice of demand for compensation for breach of the Consultant Services Agreement (the **Agreement**) between the Company and the Consultant[(i)] who was party to this Agreement. The breach of the Agreement relates to a conflict of interest, the failure to disclose said conflict and divulging intellectual property and confidential information of the Company. Subsequent to this, on 24 October 2022, the Group received a pre-litigation letter for defamation from the Consultant demanding compensation. The Consultant has not filed any court case in relation to this matter. The Board and Management, based on advice received from legal advisors, are of the opinion that the Consultant's case has no reasonable prospect of success. Accordingly, no adjustment has been made to the financial report with respect to this matter.

Other than reported above, there are no other contingent liabilities for the financial year (2022: nil).

(i) Due to privacy the Consultant has not been named.

29. EVENTS AFTER THE REPORTING DATE

Other than the below, the Directors are not aware of any matter or circumstance that has significant or may significantly affect the operation of the Consolidated Entity or the results of those operations, or the state of affairs of the Consolidated Entity in subsequent financial years.

Subsequent to year end, a total of 21,351,022 options (AUD0.084 per option) and 591,118 performance rights (nil exercise price) were converted into ordinary fully paid shares. Effective 10 August 2023, 5,644,013 options (AUD0.084 per option) expired unexercised.

Subsequent to year end, on 4 September 2023, the Company announced the signing of a non-binding MOU with POSCO in relation to the long-term fines offtake of graphite concentrate rom Module 2 of the Project, in exchange for a potential investment from POSCO in Black Rock Mining of up to USD40m or 19.9% (whichever is lower) with the proceeds to be used for the development of Module 1.

30. PARENT ENTITY INFORMATION

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements. Refer to note 3 for a summary of significant account policies.

Financial Position

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Assets		
Current assets	43,985,986	26,744,717
Non-current assets	15,255,286	12,464,909
Total assets	**59,241,272**	**39,209,626**
Liabilities		
Current liabilities	1,322,531	1,420,510
Non-current liabilities	424,288	606,443
Total liabilities	**1,746,819**	**2,026,953**
Equity		
Issued capital	111,535,841	100,907,653
Retained earnings	(57,625,970)	(66,379,174)
Reserves	3,584,582	2,654,194
Total equity	**57,494,453**	**37,182,673**

Financial performance

	30 JUNE 2023 AUD	30 JUNE 2022 AUD
Loss for the year	**6,044,649**	4,503,134
Other comprehensive income	**-**	-
Total comprehensive loss	**6,044,649**	4,503,134

Commitments and contingent liabilities are consistent with Notes 25 and 28.

DIRECTORS' DECLARATION

For the Year Ended 30 June 2023

DIRECTORS' DECLARATION

For the Year Ended 30 June 2023

In accordance with a resolution of the Directors of Black Rock Mining Limited, I state that:

1. In the opinion of the Directors:
   a. the financial statements and notes thereto of the Consolidated Entity are in accordance with the *Corporations Act 2001* including:
      i. giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2023 and of its performance for the year ended on that date; and
      ii. complying with accounting standards and the *Corporations Act 2001*; and
   b. there are reasonable grounds to believe that the Consolidated Entity will be able to pay its debts as and when they become due and payable.
2. The attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements.
3. The Directors have been given a declaration required by section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2023.

On behalf of the Board

R.A. Crookes

Richard Crookes
Chairman
28 September 2023

INDEPENDENT AUDITOR'S REPORT

For the Year Ended 30 June 2023

Deloitte.

Deloitte Touche Tohmatsu
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Independent Auditor's Report to the members of Black Rock Mining Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Black Rock Mining Limited (the Company) and its subsidiaries (the Group) which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and
- 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 & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report which indicates that the Group incurred net losses of $9,347,559, experienced net cash outflows from operating activities of $8,306,366 and net cash outflows from investing activities of $17,354,981 for the year ended 30 June 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Accounting for Exploration and Evaluation Assets As at 30 June 2023, the carrying value of exploration and evaluation assets amounts to $46,793,567 including additions of $16,203,262 as disclosed in Note 11. Significant judgement is applied in determining the treatment of exploration and evaluation expenditure including: • treatment of exploration and evaluation expenditure during the year; o whether the conditions for capitalisation are satisfied; o which elements of exploration and evaluation expenditure qualify for capitalisation; and o whether the costs associated with exploration and evaluation expenditure is complete. • whether the carrying value of exploration and evaluation assets is recoverable; o the Group's intention and ability to proceed with a future work program; o the likelihood of licence renewal or extension; and o the expected or actual success of resource evaluation and analysis. • the classification of Exploration & Evaluation Assets vs. Development Assets.	Our procedures associated with exploration and evaluation expenditure incurred during the year included, but were not limited to: • obtaining an understanding of the Group's key controls over the capitalisation or expensing of exploration and evaluation expenditure; and • testing, on a sample basis, exploration and evaluation expenditure to confirm the nature of the costs incurred, and the appropriateness of the classification between asset and expense. • assessing the completeness of costs capitalised including those relating to the resettlement action plan. Our procedures associated with the carrying value of exploration and evaluation assets included, but were not limited to: • obtaining an understanding of the Group's key controls relating to the identification of indicators of impairment; • evaluating management's impairment indicator assessment, including consideration as to whether any events exist at the reporting date which may indicate that exploration and evaluation assets may not be recoverable: o obtaining a schedule of the area of interest held by the Group and confirming whether the rights to tenure of that area of interest remained current at balance date; o holding discussions with management as to the status of ongoing exploration programs in the respective area of interest; and o assessing whether any facts or circumstances existed to suggest impairment testing was required. Our procedures associated with the classification of Exploration & Evaluation Assets included, but were not limited to: • holding discussions with management in relation to any commitments; • review of board minutes and contracts to assess whether these would indicate that a final investment decision has been made; and • performing subsequent events procedures to identify if any final investment decision has been made after the reporting date. We also assessed the adequacy of the disclosures in Note 4 and 11 to the financial statements.

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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 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 15 to 23 of the Directors' Report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Black Rock Mining Limited, for the year ended 30 June 2023, 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.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

PEPink.

Penelope Pink
Partner
Chartered Accountants
Perth, 28 September 2023

ADDITIONAL INFORMATION

For the Year Ended 30 June 2023

Additional information required by the Australian Securities Exchange and shown elsewhere in this report is set out below. The information is current as at 8 September 2023.

Distribution – Ordinary Fully Paid Shares

BLACK ROCK MINING LIMITED **ORDINARY FULLY PAID SHARES (Total)**

Range of Units As Of 08/09/2023 **Composition : ORD**

Range	Total holders	Units	% Units
1 - 1,000	194	55,071	0.01
1,001 - 5,000	723	2,447,661	0.22
5,001 - 10,000	663	5,383,836	0.49
10,001 - 100,000	2,234	90,631,106	8.26
100,001 Over	877	998,608,420	91.02
Total	**4,691**	**1,097,126,094**	**100.00**

Unmarketable Parcels

	Minimum Parcel Size	Holders	Units
Minimum AUD500.00 parcel at AUD0.0880 per unit	5,682	968	2,775,039

Voting Rights

The voting rights for each class of security on issue are:

Ordinary Fully Paid Shares

Each ordinary shareholder is entitled to one vote for each share held.

Options

The holders of Options have no rights to vote at a general meeting of the company.

ADDITIONAL INFORMATION
For the Year Ended 30 June 2023

BLACK ROCK MINING LIMITED — **ORDINARY FULLY PAID SHARES (Total)**

Top Holders (Grouped) As Of 08/09/2023 — **Composition : ORD**

Rank	Name	Units	% Units
1	POSCO LTD	126,020,001	11.49
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	53,574,736	4.88
3	EYEON INVESTMENTS PTY LTD <EYEON INVESTMENTS FAMILY A/C>	50,373,642	4.59
4	COPULOS SUPERANNUATION PTY LTD <COPULOS PROVIDENT FUND A/C>	35,511,788	3.24
5	CITICORP NOMINEES PTY LIMITED	27,397,197	2.50
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	22,249,514	2.03
7	UBS NOMINEES PTY LTD	19,553,173	1.78
8	DANIEL TURNER CAPITAL PTY LTD <DANIEL TURNER FAMILY A/C>	17,572,917	1.60
9	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	16,465,975	1.50
10	WESTPARK OPERATIONS PTY LTD <WESTPARK OPERATIONS UNIT A/C>	14,359,420	1.31
11	MR CHIN YONG CHONG	14,212,741	1.30
12	SPACETIME PTY LTD <COPULOS EXEC S/FUND NO 1 A/C>	13,305,253	1.21
13	GASMERE PTY LTD	11,602,661	1.06
14	JAWAF ENTERPRISES PTY LTD <HALL FAMILY A/C>	11,600,000	1.06
15	DANIEL TURNER HOLDINGS PTY LTD <DANIEL TURNER SUPERFUND A/C>	11,185,307	1.02
16	MR WARREN WILLIAM BROWN + MRS MARILYN HELENA BROWN	9,492,500	0.87
17	CITYWEST CORP PTY LTD <COPULOS SUNSHINE UNIT A/C>	9,095,306	0.83
18	TISDELL FAMILY SUPER PTY LTD <TISDELL FAMILY SUPER A/C>	8,000,000	0.73
19	E & E HALL PTY LTD <E & E HALL P/L S/F A/C>	7,913,324	0.72
20	MR BASIL CATSIPORDAS	7,600,000	0.69
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		**487,085,455**	**44.40**
Total Remaining Holders Balance		**610,040,639**	**55.60**

Substantial Shareholders

Substantial Shareholders as disclosed in substantial shareholder notices provided to the Company as at 8 September 2023.

Holder	Number of ordinary shares	% of Shares
POSCO[1]	126,020,001	12.90
Copulos Group[2]	118,720,679	12.15

[1] As lodged on 10 June 2022
[2] As lodged on 1 June 2022

Distribution – Unlisted Options Expiring 21/12/2023 at AUD0.116

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	4	11,000,000	100.00
Rounding			**0.00**
Total	**4**	**11,000,000**	**100.00**

1. Mrs Karen Gail de Vries holds 5,000,000 Options, comprising 45.54% % of this class.

Distribution – Unlisted Options Expiring 24/01/2024 at AUD0.116

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	1	1,000,000	100.00
Rounding			**0.00**
Total	**1**	**1,000,000**	**100.00**

1. L39 Pty Ltd holds 1,000,000 Options, comprising 100.00 % of this class.

Distribution – Unlisted Options Expiring 1/06/2024 at AUD0.20

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	1	1,500,000	100.00
Rounding			**0.00**
Total	**1**	**1,500,000**	**100.00**

1. IRX Advisors Pty Ltd holds 1,500,000 Options, comprising 100.00 % of this class.

Distribution – Unlisted Options Expiring 1/07/2024 at AUD0.224

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	1	1,500,000	100.00
Rounding			**0.00**
Total	**1**	**1,500,000**	**100.00**

1. Mr Daniel Pantany holds 1,500,000 Options, comprising 100.00 % of this class.

Distribution – Unlisted Options Expiring 25/10/2024 at AUD0.29

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	1	3,000,000	100.00
Rounding			**0.00**
Total	**1**	**3,000,000**	**100.00**

1. *Mining Securities Pty Ltd holds 3,000,000 Options, comprising 100.00 % of this class.*

Distribution – Unlisted Options Expiring 26/04/2025 at AUD0.40

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	0	0	0.00
5,001 - 10,000	0	0	0.00
10,001 - 100,000	0	0	0.00
100,001 Over	1	1,500,000	100.00
Rounding			**0.00**
Total	**1**	**1,500,000**	**100.00**

1. *Mr Paul Raymond Sims holds 1,500,000 Options, comprising 100.00 % of this class.*

Distribution – Unlisted Options Expiring 19/06/2025 at AUD0.20

Range	Total holders	Units	% Units
1 - 1,000	0	0	0.00
1,001 - 5,000	2	6,093	0.02
5,001 - 10,000	10	78,098	0.27
10,001 - 100,000	43	1,449,290	5.00
100,001 Over	31	27,452,032	94.71
Rounding			**0.00**
Total	**86**	**28,985,513**	**100.00**

1. *HSBC Custody Nominees (Australia) Limited holds 10,724,638 Options, comprising 37.00 % of this class.*

On-market Buy-Back

Currently there is no on-market buy-back of the Company's securities.

Securities Subject to Escrow

As at 8 September 2023 there are no securities currently subject to escrow.

Corporate Governance

Pursuant to the ASX Listing Rules, the Company's Corporate Governance Statement will be released in conjunction with this report. The Company's Corporate Governance Statement is available on the Company's website at:
https://blackrockmining.com.au/about-us/#corporate-governance

Annual Mineral Resources and Ore Reserves Statement

Black Rock Mining Limited (the **Company** or **Black Rock Mining**) presents its Mineral Resource Statement as at 30 June 2023 for the Mahenge Graphite Project (the **Project**). There has been no change to the Mineral Resource and Ore Reserve previously disclosed.

The Company's Exploration Results, Mineral Resource and Ore Reserve estimates are reported in accordance with the ASX Listing Rules and the requirements and guidelines of the 2012 edition of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves – the JORC Code. The Company's Mineral Resource and Ore Reserve estimates for 30 June 2023 are listed in the tables below.

As released on ASX on 3 February 2022 (*refer to ASX Announcement: Black Rock Mining confirms 25% increase in Measured Mineral Resource, now the largest in class globally*), following the completion of assays from the Company's 2019 infill metallurgical drilling and bulk sampling program, the JORC Compliant Mineral Resource Estimate and Ore Reserve at the Project was updated.

Those announcements contain the relevant statements, data and consents referred to this in this Mineral Resource Statement. The Company is not aware of any other new information or data that materially affects the information included in this Mineral Resource Statement and confirms that the material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

Mineral Resource Estimate Table as at 30 June 2023

Project	Category	Tonnes	TGC	Contained Graphite
		(MT)	(%)	(MT)
Mahenge Graphite Project	Measured	31.8	8.6	2.7
	Indicated	84.6	7.8	6.6
	Inferred	96.7	7.4	7.2
	TOTAL	**213.1**	**7.8**	**16.6**

Note: Appropriate rounding applied

Ore Reserve Estimate Table as at 30 June 2023

Project	Category	Tonnes	TGC	Contained Graphite
		(MT)	(%)	(MT)
Mahenge Graphite Project	Proved	-	-	-
	Probable	70.5	8.5	6.0
	TOTAL	**70.5**	**8.5**	**6.0**

Note: Appropriate rounding applied

Tenement Schedule as at 30 June 2023

Licence Type	Licence Number	Total Area	Date Granted	Expiry Date	BKT Ownership
		(SQ KM)			(%)
Special Mining Licence	SML676/2022	34.96	09.09.2022	08.09.2048	84%
Prospecting Licence	PL2139/2022	108.46	23.12.2022	22/12/2026	84%
Prospecting Licence	PL10427/2014	111.33	02.12.2014	01.12.2023	100%

ADDITIONAL INFORMATION

For the Year Ended 30 June 2023

Annual Mineral Resources and Ore Reserves Statement

Governance and Internal Controls

The Company's geology department have a set of guidelines and working practices to control the Mineral Resources and Ore Reserves estimation and reconciliation process, as well as the quality of the data used. The Company's risk management program includes assessment of the risks associated with the estimations of Mineral Resources and Ore Reserves and the controls in place to ensure that robust Resource and Reserve estimates are reported.

The Company, through its senior geological and mining engineering staff ensures that all Mineral Resource and Ore Reserves estimations are subject to appropriate levels of governance and internal controls. Exploration results are collected and managed by a competent qualified geologist. All data collection activities are conducted to industry standards based on a framework of quality assurance and quality control protocols covering all aspects of sample collection, topographical and geophysical surveys, drilling ,sample preparation, physical and chemical analysis and data and sample management. Mineral Resources and Ore Reserve estimates are prepared by appropriately qualified Competent Persons. If there is a material change in the estimate of a Mineral Resource or Ore Reserve, the estimate and supporting documentation in question is reviewed by a suitably qualified Competent Person and announced to the ASX in accordance with the Listing Rules. The Company reports its Mineral Resources and Ore Reserves on an annual basis in accordance with the JORC Code 2012 Edition. The Company's Competent Persons are members of the Australasian Institute of Mining and Metallurgy (AUSIMM) and qualify as Competent Persons under the JORC Code 2012.

Competent Person Statement

The information in this report that relates to reporting of Exploration Results have been prepared by Mr Prisin Moshi. Mr Moshi is an employee of Black Rock Mining and has supervised drilling and exploration programs at the Mahenge Graphite Project. Mr Moshi is a member of the Australian Institute of Mining and Metallurgy and have sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (**JORC**) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

The information in this report that relates to Mineral Resources prepared by Mr Lauritz Barnes, consultant with Trepanier Pty Ltd. Mr Barnes is a member of the Australian Institute of Mining and Metallurgy and have sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the JORC Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

The information in this report that relates to the Ore Reserve Statement, has been compiled by Mr Beng Ko, under the direction of Mr John de Vries and in accordance with the guidelines of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code – 2012 Edition). Mesrrs de Vries and Ko are both employees of Black Rock Mining and members of the Australasian Institute of Mining and Metallurgy. Mr de Vries takes overall responsibility for this information. Mr de Vries holds options in the company as part of his total remuneration package. Mr de Vries has the requisite experience in Ore Reserve estimation relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the JORC Australasian Code for Reporting of Mineral Resources and Ore Reserves".

Mesrrs Moshi, Barnes and de Vries consent to the inclusion in this report of the matters based on the information in the form and context in which they appear.

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