



**Annual Report**  
**31 December 2023**

ABN 23 128 042 606



<b>Directors</b>	John Fitzgerald Justin Tremain Alan Campbell Bruce Mowat	Non-Executive Chairman Managing Director Non-Executive Director Non-Executive Director
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<b>Company Secretary</b>	Lionel Liew
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<b>Securities Exchange Listing</b>	Australian Securities Exchange	(Code – TCG)
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Dear Shareholders,

On behalf of the Board of Directors of Turaco Gold Limited (**ASX: TCG, 'Turaco' or 'the Company'**), I am pleased to provide you with the Annual Report for the year ended 31 December 2023.

Undoubtedly the highlight over the past year was the finalisation of various agreements to acquire an initial 51% interest in the Afema Gold Project ('Afema Project') in Cote d'Ivoire, with a right to increase that interest to 70%. This was a protracted and complex transaction but a major achievement for the Company and testament to the perseverance of our Managing Director.

The Afema Project has seen a substantial amount of past drilling which will allow Turaco to rapidly advance and grow as a gold exploration and development company. The past focus of drilling at Afema has primarily been along the +250 kilometre 'Afema Shear', which is just one of several mineralised structures within the project area. Whilst drilling has already delineated extensive gold mineralisation that will form the basis of a short term JORC resource estimation, the exploration potential from both extensions to this known mineralisation and elsewhere within the project area is incredibly exciting.

The Afema Project is ideally located in the southeast of Cote d'Ivoire and benefits from exceptional infrastructure being just 120kms from the capital Abidjan, and adjacent to major roads and high voltage transmission lines. We are confident Afema will be a 'company making' project for Turaco and can quickly evolve into one of Cote d'Ivoire's major multi-million ounce gold projects.

Turaco also undertook a significant amount of exploration work across its large package of existing exploration projects in central and northern Cote d'Ivoire. The work included a substantial amount of drilling at the Eburnea, Odiene and Tongon North projects. With the acquisition of the Afema Project, the Company's strategy is to rationalise several of these northern projects through divestments and/or joint ventures. The Company will retain and continue to undertake exploration drilling and sampling at the Eburnea Project in central Cote d'Ivoire, but the predominant focus moving forward will be on the Afema Project.

Towards the end of the year, the Company undertook a very well supported A\$6.6 million equity raising to place the Company in a solid financial position to immediately commence drilling at the Afema Project.

I would like to take this opportunity to thank all our shareholders for the support shown throughout 2023 and also thank the many stakeholders who have assisted Turaco over the last 12 months. In particular, I would like to acknowledge the support shown by the Ministry of Mines, Petroleum and Energy in Cote d'Ivoire for Turaco's acquisition of a majority interest in the Afema Project.

Lastly, many thanks extend to our management team and employees for their ongoing commitment.

The Afema Project sets the Company up for a tremendously exciting year as we push towards achieving our objective of defining a multi-million-ounce gold project and ultimately becoming a gold producer.



**John Fitzgerald**  
Chairman

## 2023 Achievements

The 2023 year was a transformative year for Turaco, with agreements executed to acquire a controlling interest in the Afema Project in south-east Cote d'Ivoire.

Whilst drilling was undertaken at three of Turaco's existing Cote d'Ivoire projects, at Eburnea, Tongon North and Odienne, much of the focus was on the finalisation and execution of the Afema transaction.

### Afema Project Highlights

- Execution of agreements to acquire a 70% interest
- Granted mining permit covering 227km<sup>2</sup> ('Mining Permit') with a further 1,040km<sup>2</sup> of contiguous, highly prospective exploration permit applications (total project area of 1,267km<sup>2</sup>)
- Covering extensions and confluence of two world-class Ghanaian gold belts being the Sefwi-Bibiani (Ahafo, Bibiani, Chirano deposits) and the Asankrangwa (Essase, Obotan deposits) Gold Belts
- Multiple north-northeast mineralised structures each extending for 5-25km
- Recent discovery at 'Woulo Woulo' of consistent, shallow, broad (+30-50m wide) mineralisation drilled across 2.9km of strike remaining OPEN, results include:
  - 25m @ 4.44g/t fr 112m
  - 66m @ 1.58g/t fr 48m
  - 59.5m @ 1.58g/t fr 48.5m
  - 83m @ 1.10g/t fr 10m
  - 40m @ 2.01g/t fr 119m
  - 82m @ 0.97g/t fr 209m
  - 58m @ 1.30g/t fr 58m
  - 45m @ 1.67g/t fr 146m
  - 72m @ 1.03g/t fr 0m
  - 67m @ 1.06g/t fr 31m
- Several drilled high-grade gold deposits along the +25km 'Afema Shear' structure remaining OPEN, with additional untested structures and anomalies

#### Anuri

- 33m @ 7.53g/t fr 118m
- 64m @ 3.08g/t fr 80m
- 67m @ 2.91g/t fr 104m
- 34.15m @ 5.63g/t fr 7m

#### Jonction

- 40.6m @ 7.13g/t fr 0m
- 24m @ 9.95g/t fr 18m
- 14.5m @ 10.68g/t fr 55.5m
- 12m @ 12.39g/t fr 192.25m

- Exceptional infrastructure being 120km east of Abidjan, adjacent to hydropower, high voltage transmission lines and a new bitumised major highway

### Eburnea Project Highlights

- Reverse circulation (RC) drilling undertaken at Bouake North testing two targets including a newly defined gold anomaly delineated from a geochemical soil sampling program completed along a lithological contact
- Encouraging anomalism returned with 6m @ 1.65g/t gold from 22m and 1m @ 2.09g/t gold from 78m (EoH)

### Tongon North Project Highlights

- Aircore (AC) drilling completed within the Dielle permit to partially test the southern portion of a previously defined +8km north-east trending auger anomaly
- Infill geochemical soil sampling program completed at the Nambira permit, adjacent to the Dielle permit. This sampling program confirmed the continuity of Dielle auger anomaly onto the Nambira permit

### Odienne Project Highlights

- Maiden, wide spaced and shallow drilling tested three gold-in-soil anomalies and returned encouraging results including 12m @ 1.18g/t gold from 4m, 12m @ 1.06g/t gold from 16m and 8m @ 1.30g/t gold from 28m
- Drilling delineated a zone of continuous mineralisation across a strike of 1,200m that remains open

**Review of Operations**

Turaco entered into various agreements to acquire an initial 51% interest in the Afema Project from Endeavour Mining Corporation ('Endeavour'). Concurrent agreements were entered into with Sodim Ltd ('Sodim') to provide Turaco the right to increase its interest to 70% upon completion of a feasibility study. The agreements were conditional upon the Government's approval to an extension to the terms of the mining convention associated with the Mining Permit and not objecting to Turaco becoming a majority holder, these conditions were satisfied with the Government in March 2024.

The Afema Project area remains underexplored, with several high priority geochemical and geophysical anomalies yet to be tested by drilling. The Company considers there to be tremendous potential for new discoveries and extensions to known drilled areas of mineralisation.

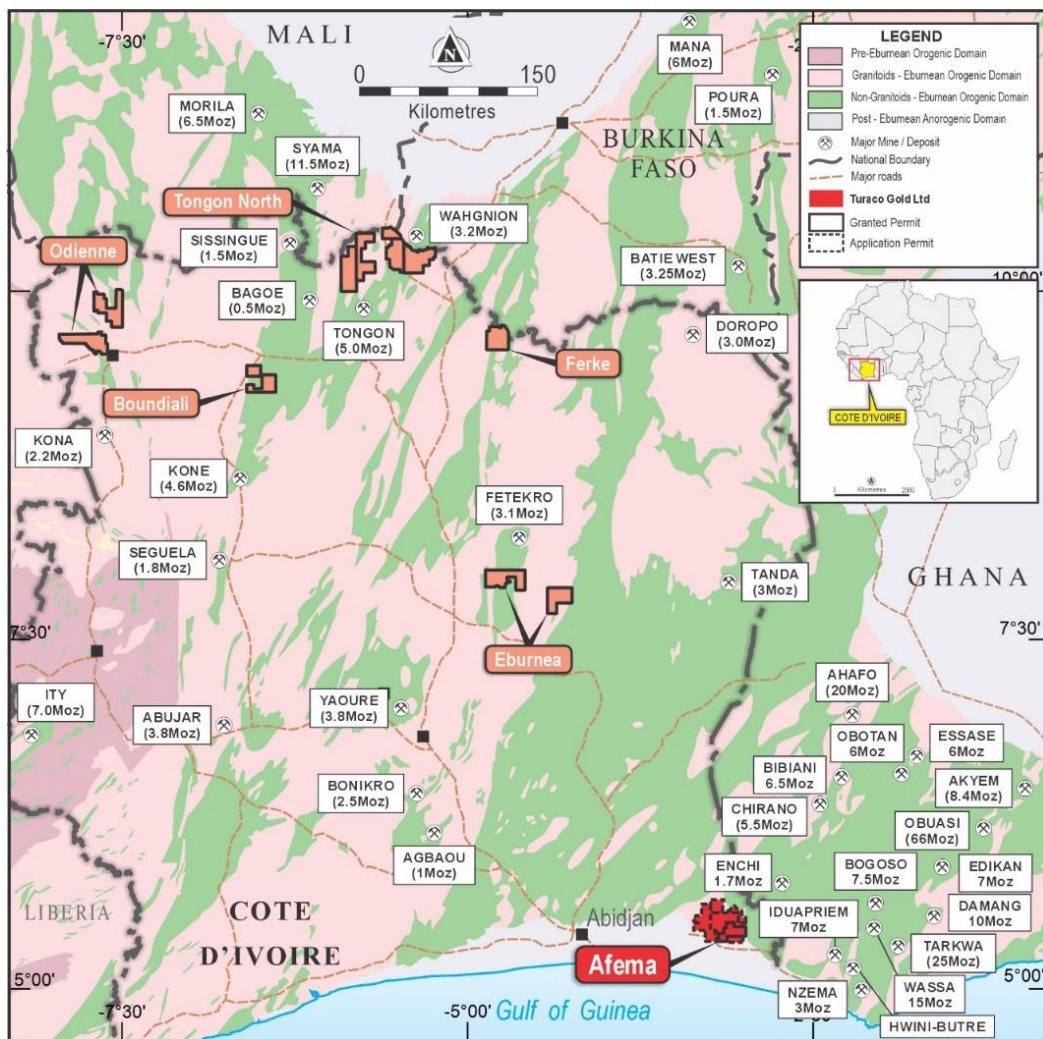


Figure One | Turaco Cote d'Ivoire Project Locations

### Afema Project Overview

The Afema Project is located in south-east Cote d'Ivoire on the Ghanaian border, 120kms east of Abidjan (refer Figures One and Two) and is serviced by a new bituminised major highway that is nearing completion, connecting Abidjan to Ghana. Two of Cote d'Ivoire's major hydro-power schemes are located adjacent to the northern part of the Afema Project area.

The Afema Project is on a granted mining permit supported by a Mining Convention between permit owner, Afema Gold SA, and the State of Cote d'Ivoire. The Mining Permit covers an area of 227km<sup>2</sup> and has been subject to past exploration and drilling. The Mining Permit was granted in December 2013 and is valid until December 2033, with a 20-year renewal option thereafter. Turaco has lodged four exploration permit applications over a further 1,040km<sup>2</sup> of contiguous exploration ground, providing a total project area of 1,267km<sup>2</sup>.

Historic small-scale mining was undertaken along the Afema Shear during the 1990's and it is reported that 125,000 ounces of gold were produced before ceasing in 1998 when the gold price was ~US\$300/ounce. A significant amount of drilling has since delineated gold mineralisation along the +25km Afema Shear within the Mining Permit area. The most recent work undertaken was by Teranga Gold Corporation ('Teranga') which had entered into a joint venture with Sodim in 2018. Teranga was acquired by Endeavour in February 2021 and no drilling has been carried out since.

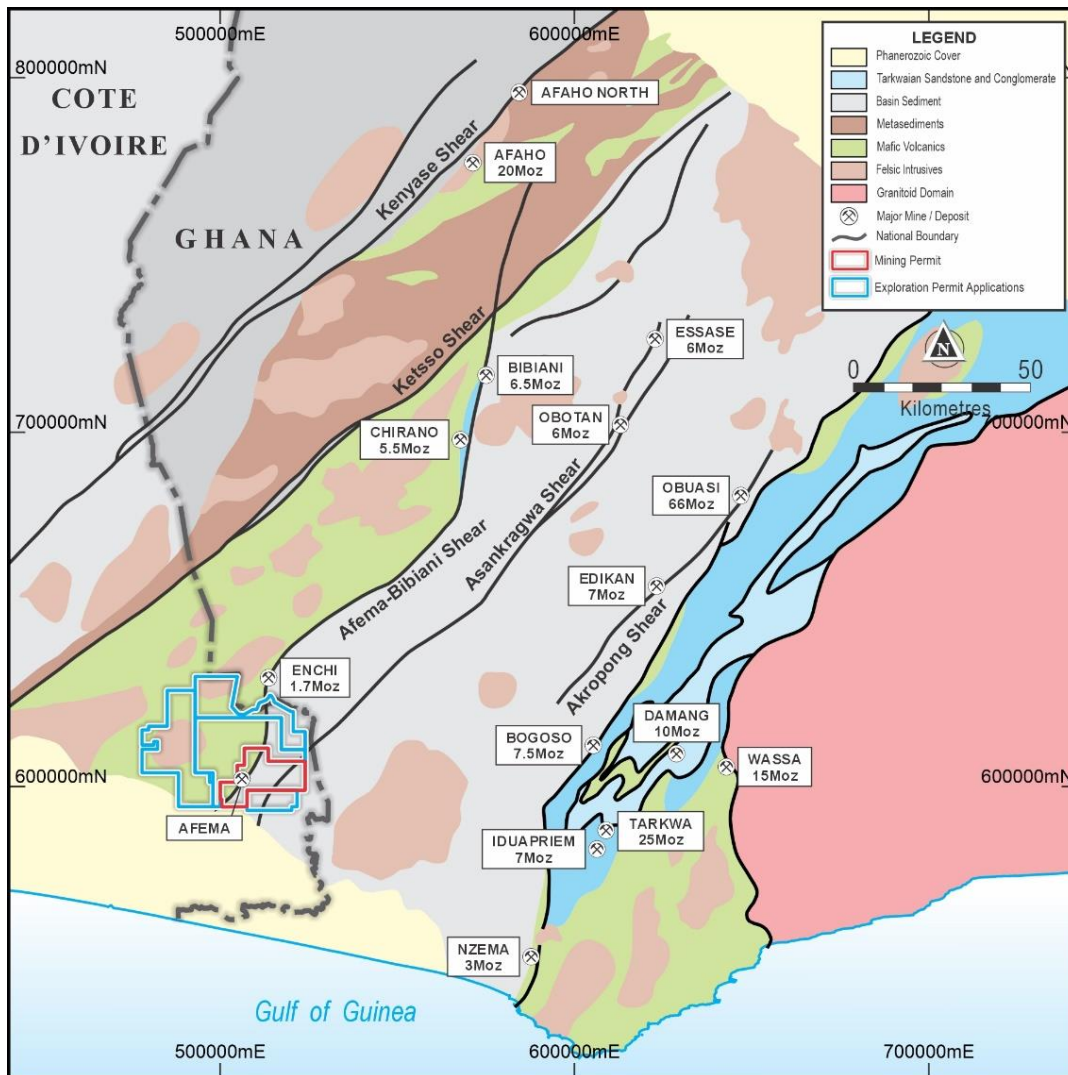


Figure Two | Afema Project Regional Geological Setting

The vast majority of work undertaken by Teranga was focussed at Woulo Woulo where initial drilling led to a significant new discovery and was immediately followed up with resource definition drilling. In total Teranga drilled 39,000m of DD core across 283 holes and 20,300m of RC drilling across 347 holes. In addition, Teranga collected 23,200 soil samples across portions of the exploration permit application area which have defined several high tenor coherent anomalies that remain untested. Prior to work undertaken by Teranga, an unlisted company Taurus Gold Ltd, undertook 78,500m of drilling (combined RC and DD for 1,200 holes to average depth 65m) along the Afema Shear.

**Afema Project Geology**

The Afema Project covers several gold mineralised structures on extensions from prolific gold belts in Ghana (refer Figure Two). The majority of gold deposits in Ghana are located in or adjacent to the Sefwi-Bibiani, Asankragwa and Ashanti Gold Belts.

The current drilled deposits within the Afema Project are hosted in meta sediments of the Kumasi-Afema basin on the eastern margin of Sefwi-Bibiani gold belt. This is the same gold belt that hosts the Bibiani, Ahafo, Chirano and Enchi deposits in Ghana. The Asankragwa belt that hosts the Essase and Obotan deposits in Ghana also extends into the Afema Project area.

At the project level multiple gold trends, each 5-25km have been identified from a range of geologic and structural settings. These include the Afema (Toilessso-Jonction-Anuiri) and Nianemlessa-Affienou shear corridors, the Woulo Woulo splay and anomalism associated with mafic/ intrusive contacts such as Ayame and Koffikro (refer Figure Three).

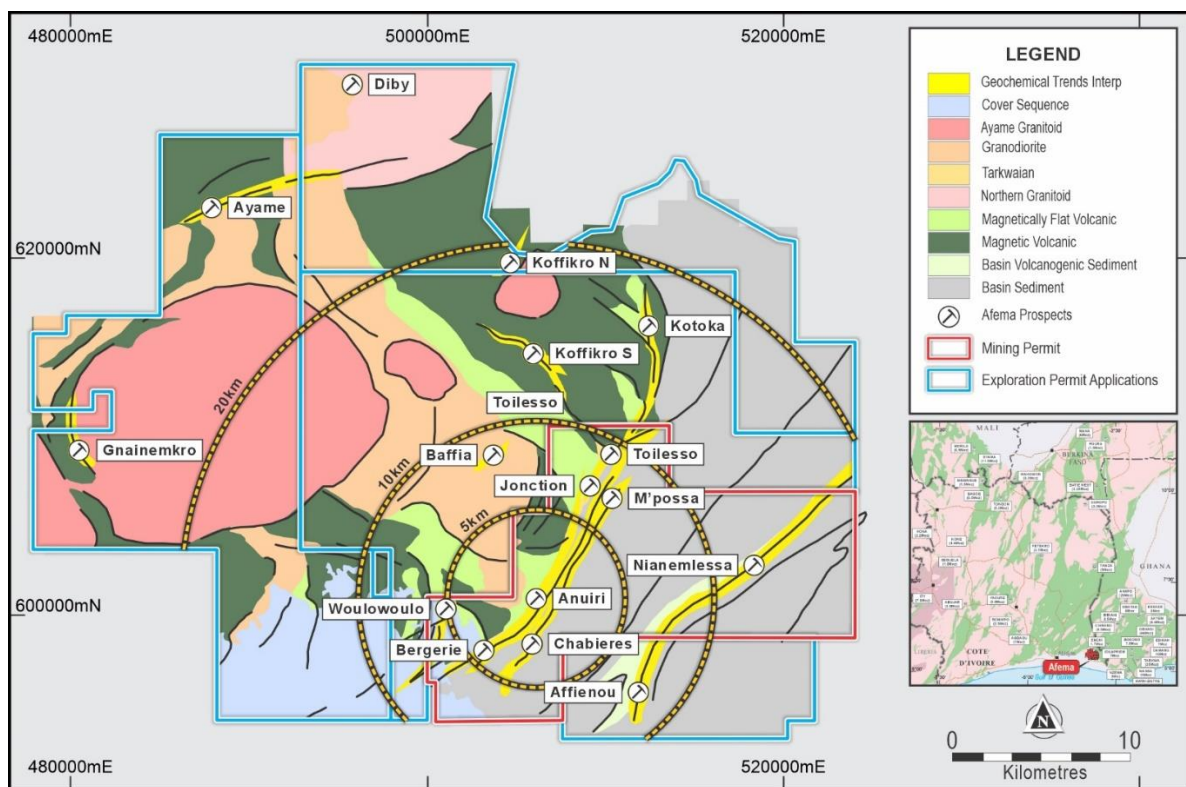


Figure Three | Afema Project Permit Area Geology



## Woulo Woulo

The Woulo Woulo structure is located on a north-northeast trending splay off the main Afema Shear. Woulo Woulo was first drilled by Teranga in 2018 targeting anomalous soil geochemistry and trenching. Drilling was completed on 40m spacing and delineated consistent broad widths of gold mineralisation from surface which is open at depth across the entire drilled strike extent of 2.9km (refer Figures Four and Five). Mineralisation also remains open along strike. Results include:

- 25m @ 4.44g/t fr 112m (20WOUIDD0094)
- 66m @ 1.58g/t fr 48m (20WOUIDD0084)
- 59.5m @ 1.58g/t fr 48.5m (20WOUIDD0007)
- 83m @ 1.10g/t fr 10m (20WOURC0001)
- 40m @ 2.01g/t fr 119m (20WOUIDD0005)
- 50.2m @ 1.17g/t fr 37.7m (20WOUIDD0001)
- 9m @ 4.30g/t fr 238m (21WOUIDD0153)
- 82m @ 0.97g/t fr 209m (21WOUIDD0157)
- 58m @ 1.30g/t fr 58m (20WOUIDD0074)
- 45m @ 1.67g/t fr 146m (20WOUIDD0071)
- 72m @ 1.03g/t fr 0m (20WOURC0009)
- 67m @ 1.06g/t fr 31m (20WOUIDD0067)
- 58m @ 1.11g/t fr 99m (20WOUIDD0004)

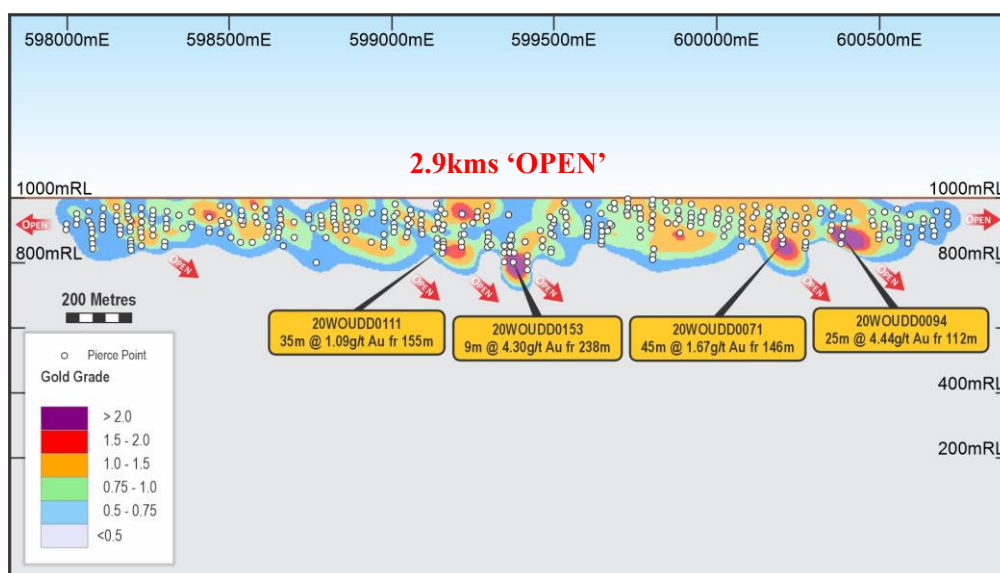


Figure Four | Woulo Woulo Long Section

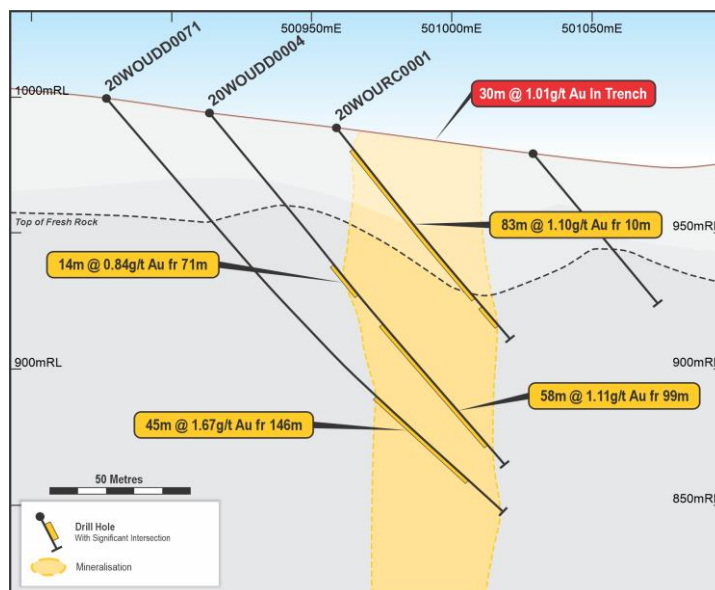


Figure Five | Woulo Woulo Cross Section

### Afema Shear

The Afema Shear represents the extension of the prolific Sefwi-Bibiani Gold Belt (Ahafo-Bibiani-Chirano deposits) of Ghana into Cote d'Ivoire. In excess of 25kms of strike of the Afema Shear is located within the Mining Permit area.

The geology is dominated by an east dipping thrust contact between the metavolcanic Sefwi-Bibiani Gold Belt and the metasedimentary Kumasi Basin. Over 250,000 metres of historical drilling and trenching along the Afema Shear delineated substantial oxide mineralisation from surface and sulphide mineralisation across multiple deposits. Whilst sulphide mineralisation along the Afema Shear was historically considered to be 'refractory', test work is limited with little testing of finer grind sizes (i.e. UFG) and reagent optimisation across individual deposits.

Most of the drilling along the Afema Shear was shallow targeting oxide resources. There remains significant scope to define further oxide mineralisation from step out drilling and regional drilling.

Only two of more than fifteen known deposits along the Afema Shear have been subject to deeper drilling; Jonction and Anuri.

### Jonction

Jonction is located on the northern extension of the Afema Shear. The deposit has a strike length of 400m and is hosted within a northeast trending steeply east dipping structure. The deposit has been drilled to ~500m depth defining a continuous high-grade shoot plunging steeply to the south (refer Figure Six). Significant high-grade mineralisation has been defined in the historical drilling. Results include:

- 40.6m @ 7.13g/t fr 0m (1A6-MO5-97) (oxide)
- 24m @ 9.95g/t fr 18m (1A6-13-97) (oxide)
- 14.5m @ 10.68g/t fr 55.5m (1A6-40-97) (fresh)
- 12m @ 12.39g/t fr 192.25m (1A6-72-97) (fresh)
- 12m @ 6.83g/t fr 415m (AJDD052) (fresh)
- 14m @ 5.05g/t fr 87.5m (1A6-42-97) (fresh)
- 16.4m @ 5.46g/t fr 442.4m (1A6-63-97) (fresh)

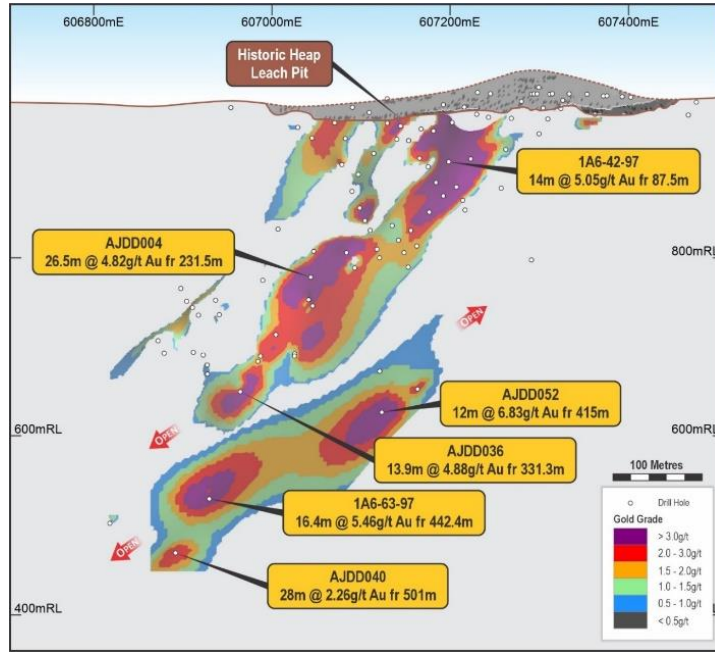


Figure Six | Junction Long Section Showing High-Grade Plunging Shoots

Anuri

Anuri is located on central portion of the Afema Shear. Mineralisation is northeast trending and east dipping. The deposit has a 500m drilled strike extent and has been drilled to 300m depth with historic mining to 40m (refer Figure Seven). Below this, drilling has defined several steeply south plunging shoots. Mineralisation remains open in all directions. Results include:

- 33m @ 7.53g/t fr 118m (ANDD049) (fresh)
- 64m @ 3.08g/t fr 80m (AN-072-94) (fresh)
- 67m @ 2.91g/t fr 104m (AN-053-94) (fresh)
- 34.15m @ 5.63g/t fr 7m (AN-010-90) (oxide)
- 21m @ 2.30g/t fr 2m (ANDD001) (oxide)
- 39.3m @ 2.35g/t fr 43m (AN-027-93) (oxide)
- 53.3m @ 2.70g/t fr 86m (AN-077-94) (fresh)
- 13m @ 9.60g/t fr 261m (ANDD068) (fresh)
- 64m @ 2.88g/t fr 80m (ANDD001) (fresh)
- 9m @ 4.87g/t from 135m (ANDD059) (fresh)

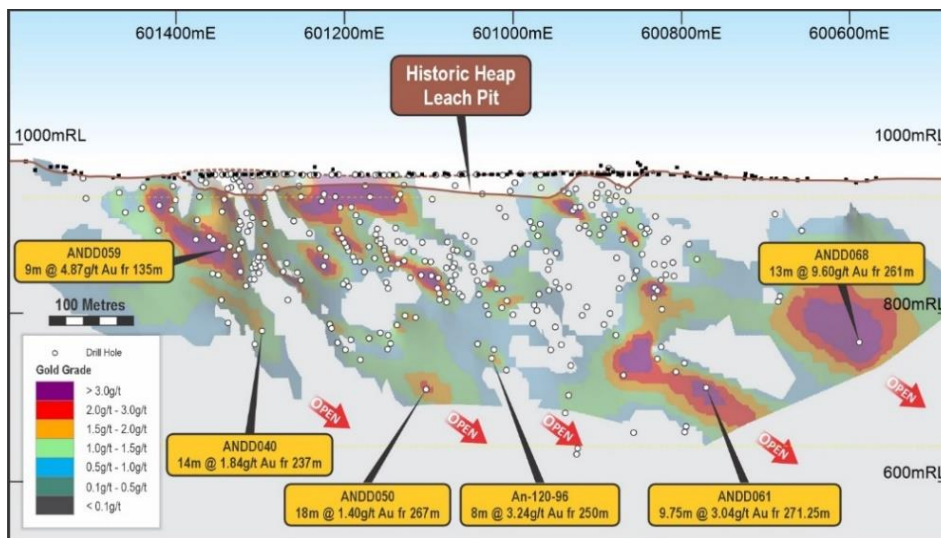


Figure Seven | Anuri Long Section

### Nianemlessa Shear

The Nianemlessa Shear is a major mineralised structure located immediately to the south of the Afema Shear and represents the south-western extension of the Asankrangwa (Obotan-Essase deposits) gold belt of Ghana. The Nianemlessa Shear is associated with a 20km long gold-in-soils anomaly with only the northern end of the anomaly tested with drilling (refer Figure Eight). The more promising southern portion of the anomaly, 'Affienou', is untested with drilling and is characterised by higher tenor gold-in-soils with a large artisanal working exploiting a wide zone (~50m) of mineralisation at surface. Past channel sampling and trenching at Affienou returned results of 28m @ 3.06g/t gold, 10m @ 3.29g/t and 11m @ 2.59g/t gold. Sampling of artisanal working walls returned 36m @ 4.08g/t gold.

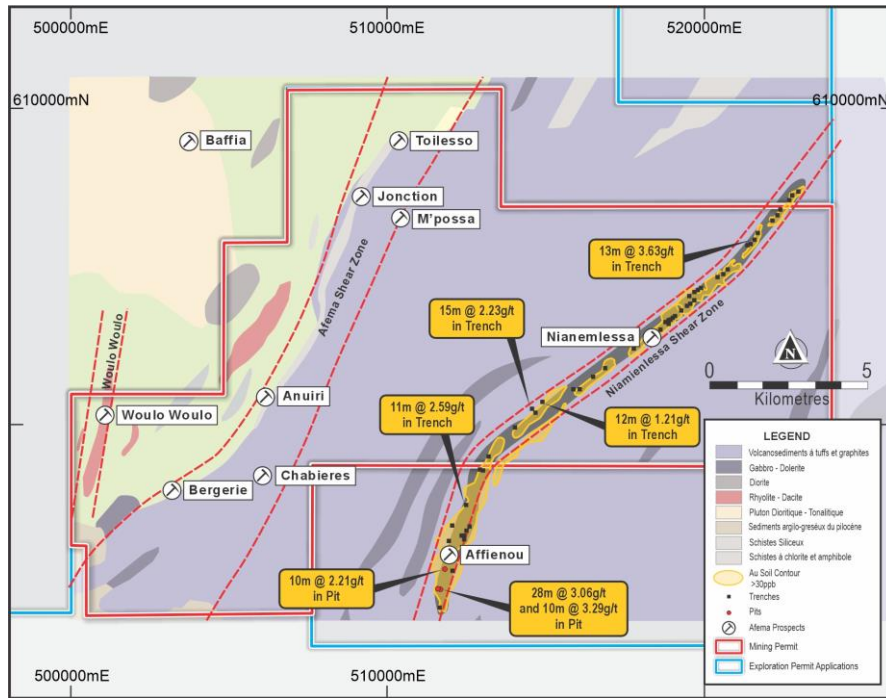


Figure Eight | Niamienlessa Shear

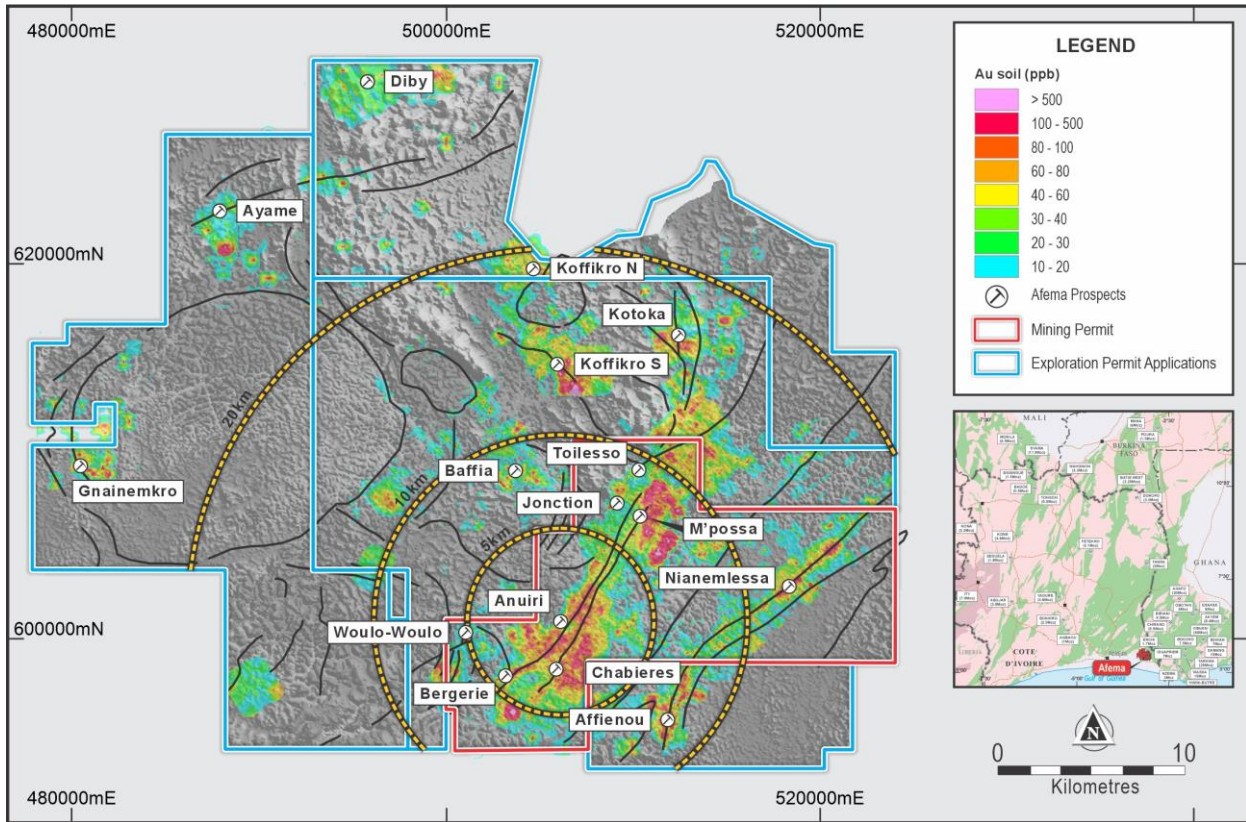
**Forward Program**

Turaco has already commenced an aggressive exploration drilling program to expedite the delineation of a maiden JORC mineral resource estimate.

A diamond core program has been planned to provide fresh samples to undertake systematic metallurgical test work for each of the deposits along the Afema Shear, and the Woulo Woulo discovery. Turaco expects Woulo Woulo to form the cornerstone of a preliminary feasibility study which will be complimented by a substantial amount of high-grade oxide ore delineated from historical drilling along the Afema Shear and any free milling sulphide ore along the Afema Shear.

An RC drill program has also been planned to test for extensions of the Woulo Woulo deposit, at depth and along strike, and for parallel structures. The RC drilling will also target additional oxide gold mineralisation where extensive gold-in-soil anomalism along or adjacent to the Afema Shear that has not been tested with drilling.

The area covered by the exploration permit applications has been subject to limited exploration comprising stream sediment sampling, soil sampling, trenching and high-resolution airborne geophysics (refer Figure Nine). A dataset has been acquired to allow the immediate commencement of an aggressive exploration program to test outstanding geochemical anomalies which have the potential for large-scale new gold discoveries within a 20km project radius. This exploration drilling will be supported with further surface geochemical sampling and ground geophysics.



**Figure Nine | Afema Project Geochemical Anomalies**  
*(substantial portions of exploration permit applications unsampled)*

## Eburnea Gold Project

(Turaco 90-100% Interest)

The Eburnea Project permits cover 610km<sup>2</sup> in central Côte d'Ivoire (refer Figures One and Ten). The Bouake North permit is positioned on the Oume-Fetekro belt which hosts the 2.5Moz Fetekro gold project approximately 35km to the north and the 2.5Moz Bonikro and 1.0Moz Agbaou gold mines 200km to the south. The Satama permit covers a significant north-east trending shear splaying off the crustal scale Ouango-Fitini shear, which marks the margin of the Birimian Comoé basin.

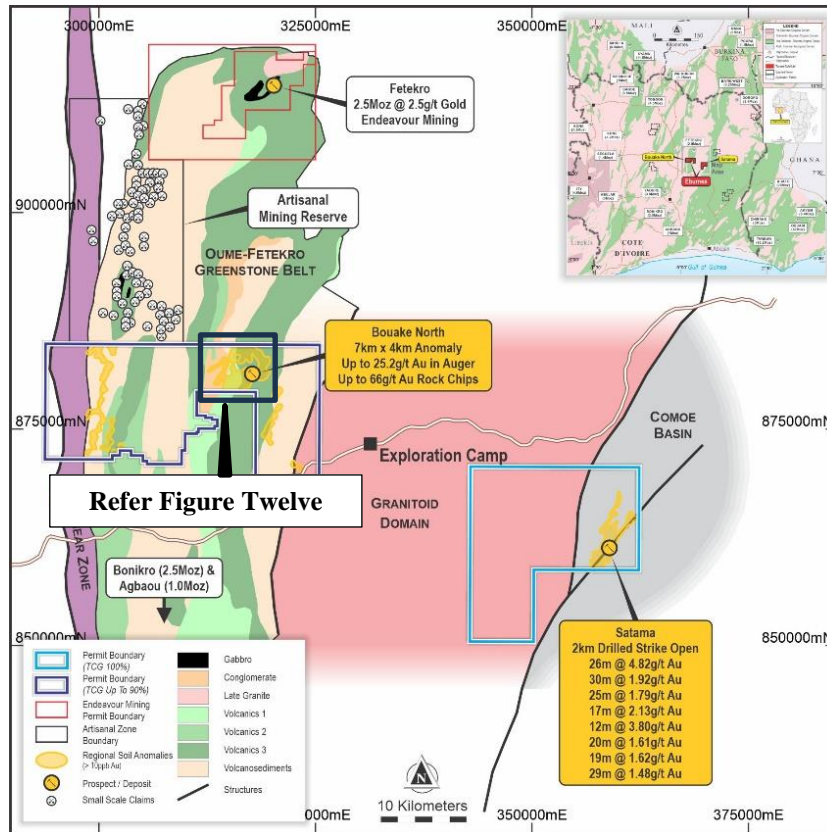


Figure Ten | Eburnea Gold Project Location and Geology

The focus of drilling to date at the Eburnea Project has been on the Satama discovery to the east where Turaco has drilled 2 kilometres of strike with continuous gold mineralisation from surface to approximately 150 metres depth (refer Figure Eleven).

Gold mineralisation at Satama occurs as closely stacked zones of quartz veining accompanied by strong pyrite, carbonate and sericite alteration of the sandstone host. Weathering extends to an average depth of 80m vertical with partial oxidation along fractures and sulphides extending to ~100m vertical, providing scope for a substantial oxide resource. Importantly, high grade mineralisation extends into the fresh rock.

Results from drilling to date demonstrate good continuity of gold mineralisation, from surface, along 2 kilometres of strike remaining OPEN to the north. Results to date include:

- 30m @ 1.92g/t gold from 94m
- 17m @ 2.13g/t gold from 16m
- 26m @ 4.82g/t gold from 35m
- 14m @ 2.59g/t gold from 57m
- 13m @ 1.99g/t gold from 111m
- 5m @ 5.96g/t gold from 115m
- 10m @ 2.21g/t gold from 141m
- 10m @ 2.44g/t gold from 35m
- 11m @ 2.23g/t gold from 128m
- 7m @ 2.98g/t gold from 141m
- 9m @ 1.70g/t gold from 21m
- 9m @ 1.84g/t gold from 75m

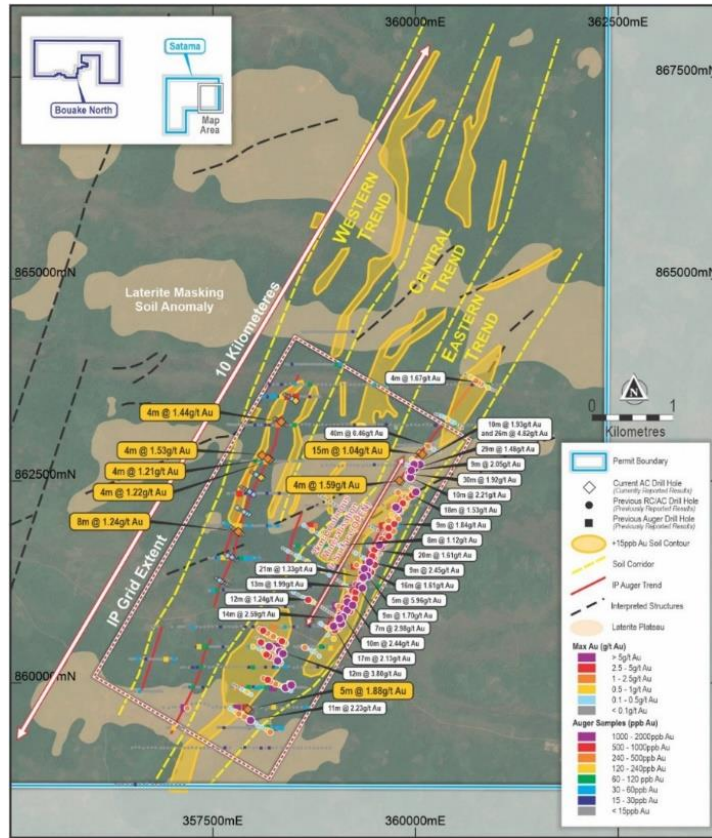


Figure Eleven | Satama Soil Geochemistry and Drill Plan

Geochemical sampling completed within the western Bouke North permit has defined additional gold-in-soil anomalies. This sampling targeted an existing IP geophysical anomaly along the western margin of the main 7km by 4km soil anomaly defined in the centre of the permit. The results defined additional gold-in-soil anomalism (with anomalous arsenic) along an interpreted lithological contact between volcanics and sediments (refer Figure Twelve).

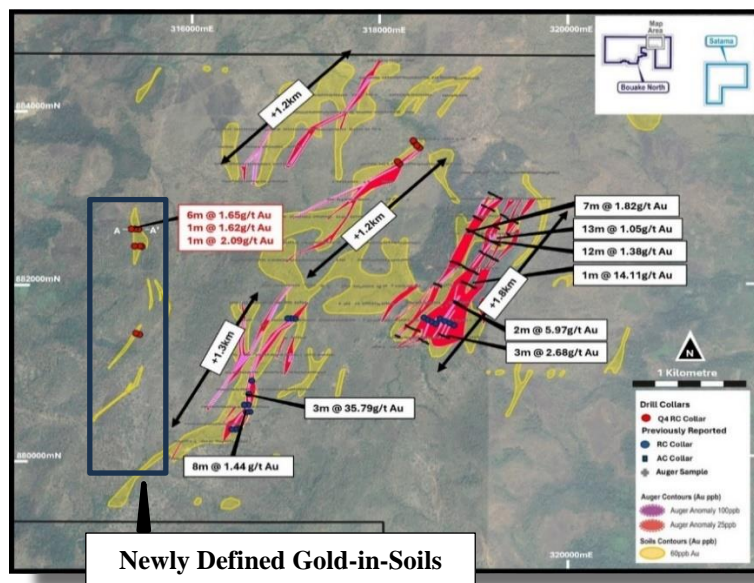


Figure Twelve | Bouake North Gold-in-Soils and Auger Anomalies with Drilling

Following on from the soil sampling program, Turaco undertook a RC drilling program at Bouake North comprising 16 holes for 1,224m. Drilling was planned to test two key targets: 1) a previously defined central auger anomaly and associated 'orpaillage' (artisanal mining) and 2) the newly delineated gold - arsenic soil anomaly along the volcanics-sediments contact. Drilling on the new gold-arsenic soil anomaly, associated with a significant lithological contact

between the thick central mafic unit and sedimentary units, returned encouraging anomalism with 6m @ 1.65g/t gold from 22m in BNRC0033 and 1m @ 2.09g/t gold from 78m (this last hole ended in mineralisation and remains open at depth) (refer Figure Thirteen). Anomalism is associated with pyrite-silica-carbonate altered mafic volcanic close to the contact with a more felsic dacitic volcanic.

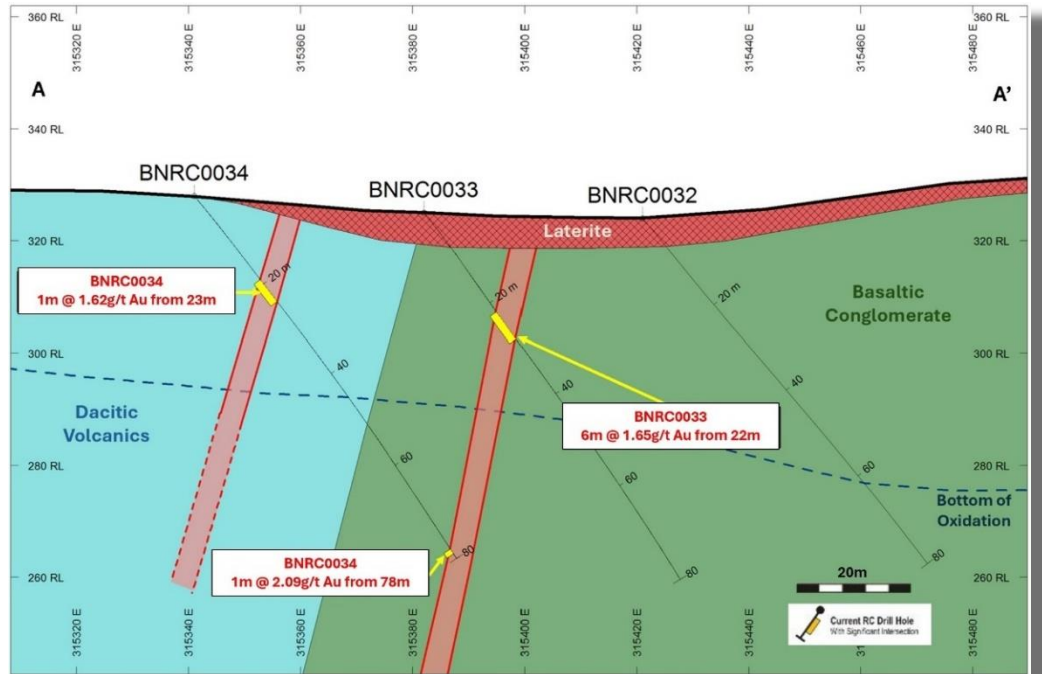


Figure Thirteen | Bouake North Cross Section of Drilling Testing New Gold & Arsenic Anomalism Along a Lithological Contact



## Tongon North Project

(Turaco 80-100% Interest)

The Tongon North Project is located on the highly prospective Senoufo greenstone belt in northern Côte d'Ivoire and covers a total area of 1,416km<sup>2</sup> across five granted exploration permits being Ouraga, Somavogo, Dielle, Pongala (100% Turaco) and Nambira (80% Turaco) (refer Figures One and Fourteen).

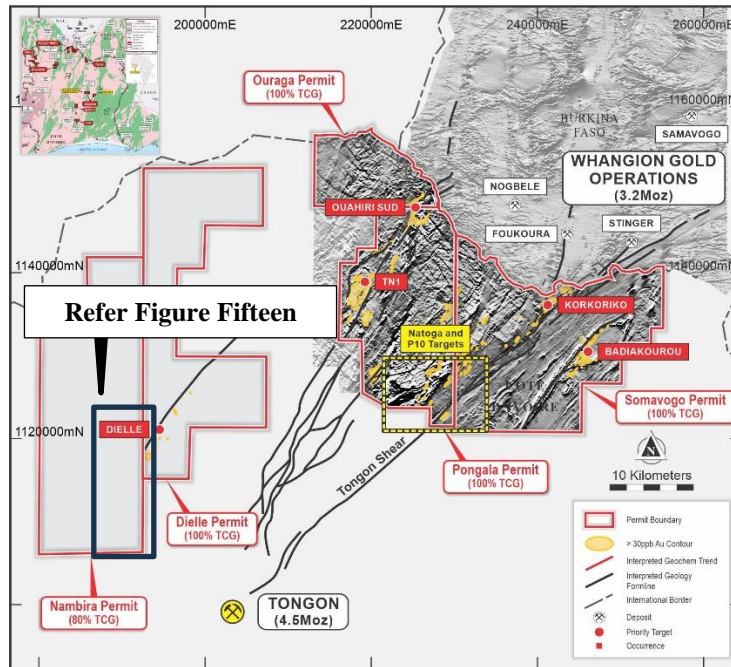


Figure Fourteen | Tongon North Project Location with Regional Structures

A reconnaissance style aircore drilling program was completed within the Dielle permit with 31 holes for 1,179 metres drilled, across two south-east to north-west traverses, to partially test the southern portion of a previously defined +8km north-east trending auger anomaly which had returned results of up to 1.86g/t gold with coincident IP geophysical anomalies. No significant results were returned with a peak result of 3m @ 0.29g/t gold from 32m (EoH). Sampling of rocks exploited by small scale 'orpaillage' (artisanal mining) in between the two drilled traverses did return up to 8.85g/t gold, the orientation of which may indicate the potential for en-echelon veins oblique to the initial drilling program.

An infill geochemical soil sampling program of approximately 900 samples was completed at the Nambira permit, adjacent to the Dielle permit. This sampling program was testing for continuity of Dielle auger anomaly. The sampling infilled the previous 500m x 500m regional grid to a 400m x 80m grid in the southern east portion of the permit (refer Figure Fifteen). The previous regional grid had highlighted low level soil anomalism along strike from, and possibly representing a continuation of, the Dielle north-east trending auger anomaly. The infill program defined 'spotty' and moderately anomalous gold-in-soil anomalism with sporadic higher values to 299ppb gold. The regolith is dominated mainly by numerous ferricrete plateaus and narrow residual windows which could explain the low dispersion of gold-in-soil and confirm the continuity of Dielle auger anomaly.

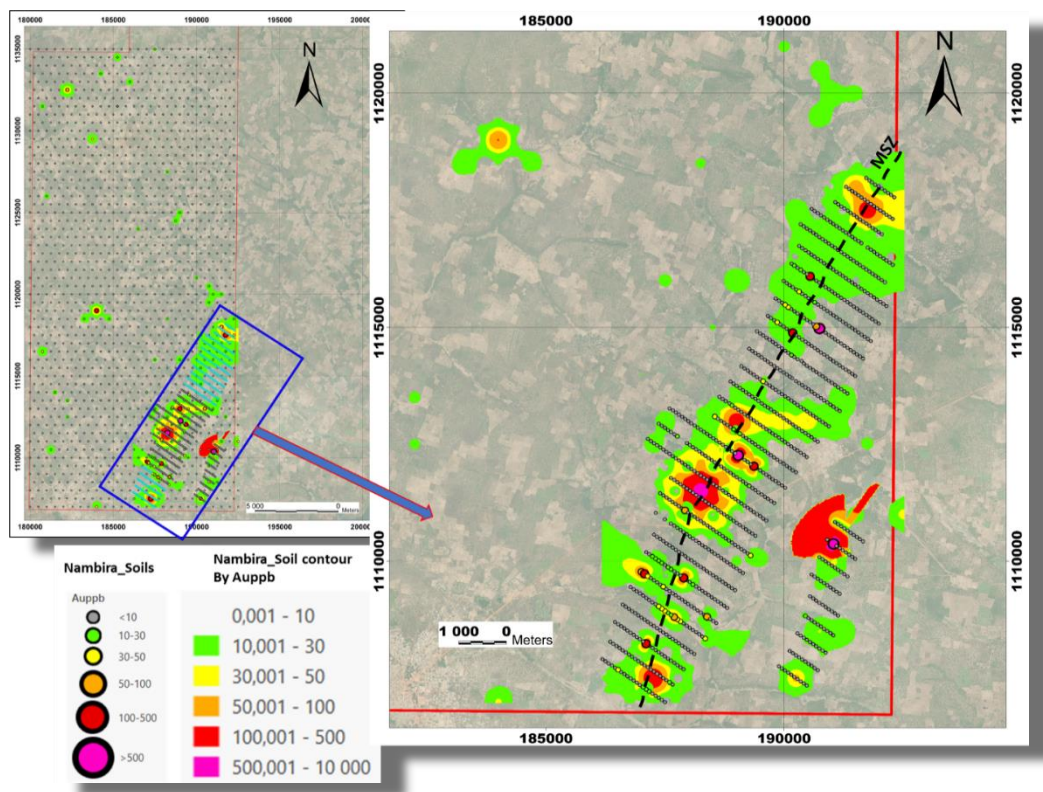


Figure Fifteen | Nambira Infill Geochemical Sampling

Subsequent the end of the year, the Company announced that it had granted an option to a subsidiary of Fortuna Silver Mines Inc ('Fortuna') to acquire an 80% interest in the Tongon North Project.

## Odienne Project

(Turaco - 76% Effective Interest)

The Odienne Project forms part of a joint venture between Turaco and Predictive Discovery Ltd in which Turaco holds an 89% interest (the 'Turaco-Predictive Joint Venture'). The Turaco-Predictive Joint Venture has the right to earn into an 85% interest in the Odienne Project under a farm-in and joint venture with a local Cote d'Ivoire company (Gold Ivoire Minerals SARL).

The Odienne Project, comprises two granted exploration permits covering a combined area of 758km<sup>2</sup> in the north-western region of Cote d'Ivoire (refer Figures One and Sixteen).

Geologically, the Odienne South permit area lies on the regional scale Sassandra fault which marks the boundary between the Archean Man craton and the Paleoproterozoic greenstone belts of the Birimian. This margin is considered a highly significant tectonic domain and host to Predictive Discovery Ltd's recent 4.2Moz Bankan discovery along with several other gold occurrences in Guinea. Despite hosting comparable stratigraphy to Guinea's Siguiri basin, the Odienne region in Cote d'Ivoire remains largely unexplored, though recent exploration success includes Centamin Mining's 2.2Moz Kona gold discovery which is located along strike to the south.

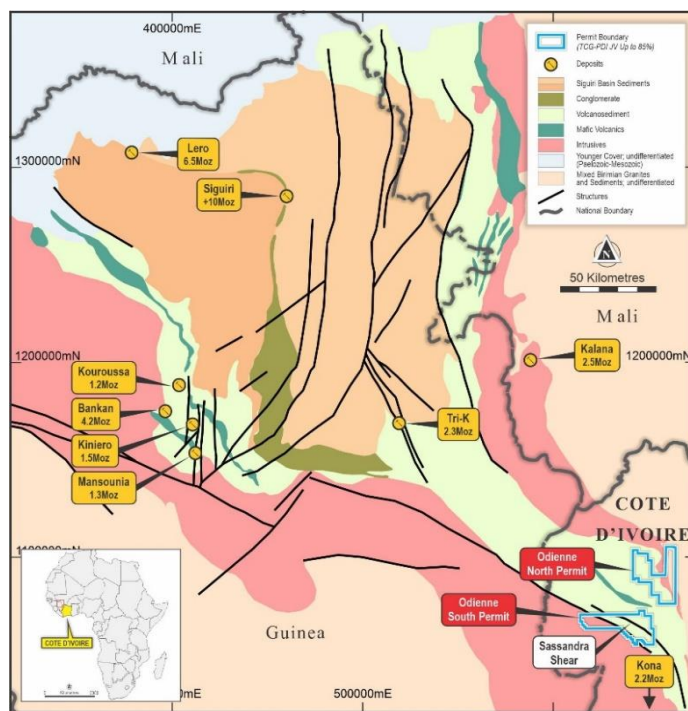


Figure Sixteen | Odienne Project Area and Regional Geology

Turaco has undertaken several phases of soil geochemical sampling at Odienne South defining an extensive +30km anomalous corridor (20-40ppb gold) trending west-northwest straddling the contact of the reworked Archean margin.

A maiden drilling program was recently completed testing three priority discrete surface geochemical anomalies along this 30km corridor. A total of 5,149m across 160 holes were drilled with spacing of drill lines varied but ranging from 400m to 1,200m. The reconnaissance drilling was wide spaced (400m to 1,200m) and designed to gain an indication of subsurface geometry and continuity. Significant results included (refer Figure Seventeen):

- 12m @ 1.18g/t gold from 4m
- 12m @ 1.06g/t gold from 16m
- 8m @ 1.30g/t gold from 28m
- 4m @ 2.07g/t gold from 4m
- 16m @ 0.84g/t gold from 44m

Strongest results came from the south-east of the permit where three 400m spaced drill traverses demonstrated continuous mineralisation across a strike of 1,200m that remains open in either direction. This zone is associated with a distinctive horizon visible in the aeromagnetic data and occurs on the northern margin of the Sassandra shear zone.

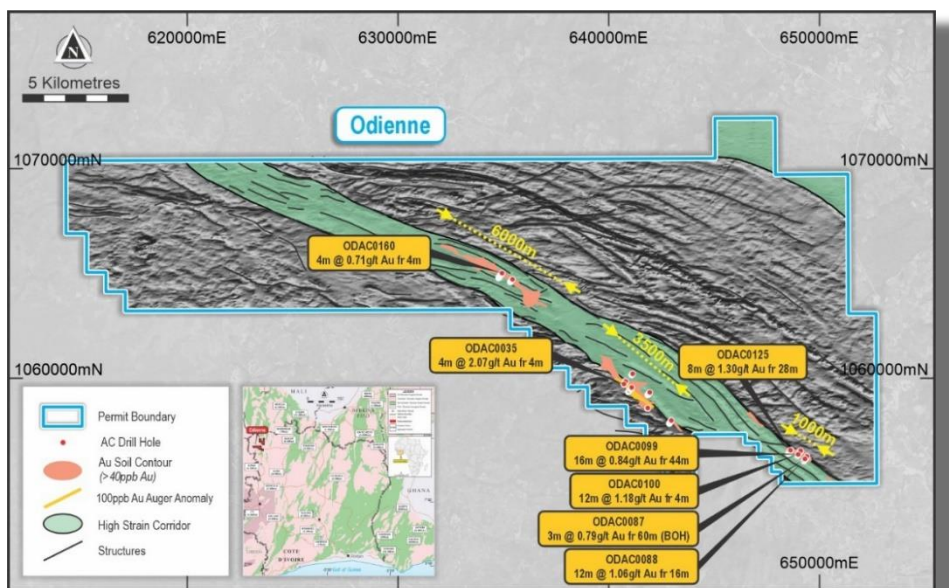


Figure Seventeen | Odienne South Gold-in-Soil Anomalies with Drilling

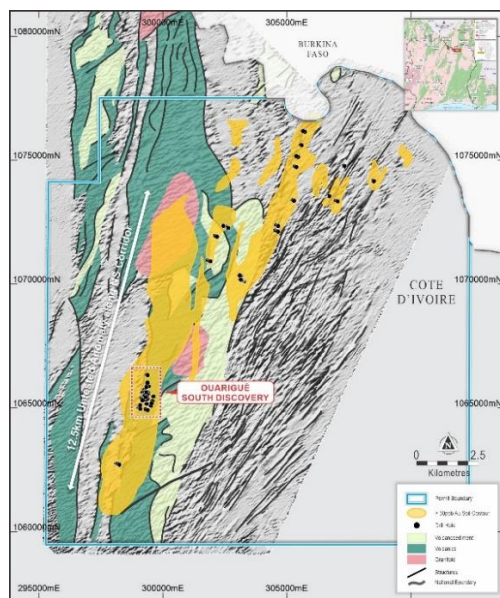
## Ferke Project

(Turaco - 76% Effective Interest)

The Ferke Project forms part of the Turaco-Predictive Joint Venture (Turaco 89%) and is held under a farm-in and joint venture with a local Cote d'Ivoire company (Gold Ivoire Minerals SARL) whereby the Turaco-Predictive Joint Venture has the right to earn into an 85% interest.

The Ferke Project comprises a granted exploration permit covering 300km<sup>2</sup> located on the eastern margin of the Daloa greenstone belt at the intersection of major regional scale shear zones, in northern Côte d'Ivoire (refer Figures One and Eighteen).

Initial exploration undertaken at Ferke Project by Predictive Discovery Ltd in 2016 and 2017 comprised several phases of geochemical stream and soil sampling across the permit area which defined the >16km gold-in-soils 'Leraba Gold Trend'. Aeromagnetics suggests the Leraba Gold Trend is associated with a large-scale flexure on regional scale shear zones.



**Figure Eighteen | Ferke Gold Project >16km Leraba Gold Trend**

A small amount of drilling and trenching was undertaken at the 'Ouarigue South' prospect, located in the southern portion of Leraba Gold Trend (refer Figure Eighteen). This limited amount of drilling, predominately in one area, returned highly encouraging results and confirmed a significant gold discovery at Ouarigue South, with the potential for further discoveries along the +16km Leraba Gold Trend. Drilling and trenching results included:

- 34m @ 5.29g/t gold in trenching
- 92m @ 1.76g/t gold in trenching
- 78m @ 1.30g/t gold and 22m @ 1.6g/t gold in trenching
- 14m @ 10.74g/t gold fr 33m
- 45.3m @ 3.16g/t gold fr 45.9m, 10.9m @ 1.94g/t gold fr 95.7m and 4.7m @ 6.14g/t gold fr 134m
- 39.7m @ 3.54g/t gold fr 51.4m
- 9.75m @ 7.46g/t gold fr 104m
- 40.4m @ 1.88g/t gold fr 104m a
- 15m @ 2.06g/t gold fr 0m, 10.5m @ 1.71g/t gold fr 34.5m and 59.7m @ 1.35g/t gold fr 49.5m
- 45m @ 1.52g/t gold fr 42.1m
- 33m @ 1.62g/t gold fr 28m
- 16.5m @ 2.43g/t gold fr 24m
- 25m @ 3.06g/t gold from 64m

No field work was undertaken at Ferke during the year. During the year, Turaco commissioned an independent risk assessment for field exploration activities within the Ferke permit area. Whilst concluding Ferke was in an area of Cote d'Ivoire with higher security risk, the independent assessment did give comfort to undertake field work with security support. The Company has been in discussions with the Cote d'Ivoire Gendarmerie to provide security support to allow field work to recommence at the Ferke Project.

## Corporate

### Sale of 35% Shareholding in Boundiali North Permit

The Company completed the sale of its 35% shareholding in DS Resources Joint Venture Company SARL ('DSRVJ') to Plusor Global Pty Ltd ('Plusor'). DSRJV holds the 'Boundiali North' permit covering 260km<sup>2</sup> in northern Cote d'Ivoire. Consideration payable to Turaco by Plusor will be the completion of 3,500 metres of diamond core drilling at no cost (including consumables) to Turaco within a project nominated by Turaco in Cote d'Ivoire within 12 months (unless

extended by Turaco). Subsequent to the end of the year, Turaco elected to utilise this 3,500m of drilling at the Afema Project.

#### **Rationalisation of Project Portfolio**

The Company's strategy is to rationalise its Cote d'Ivoire Projects to focus on the Afema Project whilst retaining the Eburnea Gold Project (Bouake North and Satama permits). The Company is in advanced discussions with various parties regarding the potential to divest, or farm-out and joint venture, the Company's exploration projects in northern Cote d'Ivoire.

Subsequent to the end of the year, the Company announced the granting of an option over the Tongon North Project to a subsidiary of Fortuna Silver Mines Inc ('Fortuna'). Fortuna will pay an upfront option fee of US\$100,000 in return for the right to acquire an 80% interest by spending US\$3,500,000 in exploration within 3 years. Upon Fortuna exercising its right to acquire an 80% interest, Turaco may elect to either contribute to retain its residual 20% interest or sell that interest to Fortuna for US\$1,500,000.

The Company also recently announced a sale of the Boundiali permit to Aurum Resources Ltd ('Aurum') for either A\$800,000 cash or up to A\$1,200,000 in Aurum shares. The sale is conditional upon the Boundiali permit being renewed.

#### **Appointment of Chief Operating Officer**

At the time of announcing the Afema Project acquisition, the Company announced the appointment of Mr Rob Seed as Chief Operating Officer. Rob is an experienced geologist with substantial experience working in West Africa including exploration and mining roles. Rob will be responsible for the JORC resource delineation, metallurgical test work and management of project development studies. He will work closely with Chief Geologist, Elliot Grant, on exploration programs.

#### **Equity Placement and Cash Position**

In May 2023, Turaco completed an equity placement to institutional and sophisticated investors to raise \$3.75 million (before costs).

In December 2023, further equity placement was completed to raise \$6.6 million (plus \$80,000 of Director participation, which settled after the year end following shareholder approval obtained in January 2024).

The funds raised will be utilised to fund the acquisition payment to Endeavour, and initial exploration activities at the Afema Project, along with ongoing exploration at the Company's existing Cote d'Ivoire Projects.

#### **Capital Structure**

In March 2023, the Company issued 1,000,000 performance rights with various vesting conditions (refer to note 18) to a technical consultant, Rob Seed, who was subsequently appointed Chief Operating Officer.

The Company issued 4,000,000 options to Blackwood Capital Pty Limited for acting as Manager of the May 2023 equity placement, after seeking shareholder approval on the 18 July 2023.

In November 2023, 11,150,000 vested performance rights (directors and management) were exercised and converted to shares at \$0.001 each. Another 6,950,000 performance rights lapsed.

Subsequent to year ended 31 December 2023, a total of 30,000,000 performance rights with various vesting conditions were also issued following shareholder approval obtained in January 2024.

As at the date of this Report the Company's capital structure is as follows:

Quoted Securities

<b>Number</b>	<b>Class</b>	<b>ASX Code</b>
588,088,891	Ordinary Fully Paid	TCG

Unquoted Securities:

<b>Number</b>	<b>Class</b>
41,000,000	Performance Rights with various vesting conditions and expiry
4,000,000	Unlisted options, exercisable at \$0.12 each and expiring 18 July 2026

Your Directors present their report together with the financial report of Turaco Gold Limited ("Turaco" or the "Company") and its controlled entities (the "Consolidated Entity" or "Group"), for the year ended 31 December 2023 and the auditor's report thereon. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows.

## DIRECTORS

The names and details of the Directors in office during or since the end of the financial year are as follows:

John Fitzgerald	Non-Executive Chairman
Justin Tremain	Managing Director
Alan Campbell	Non-Executive Director
Bruce Mowat	Non-Executive Director

Directors were in office for the entire period unless otherwise stated.

### John Fitzgerald

**Non-Executive Chairman (Appointed 23 July 2021)**

**CA, FELLOW FINSIA, GAICD**

Mr Fitzgerald is an experienced Company Director and resource financier. He has worked with the resources sector for 30 years providing corporate advisory, project finance and commodity risk management services to a large number of companies in that sector. He has previously held senior positions at NM Rothschild & Sons, Investec Bank Australia, Commonwealth Bank, HSBC Precious Metals and Optimum Capital.

Mr Fitzgerald is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and a graduate member of the Australian Institute of Company Directors.

#### *Other current and former directorships in the last 3 years*

Northern Star Resources Limited – appointed November 2012

Medallion Metals Limited – appointed January 2019

Danakali Limited – appointed February 2015, resigned October 2021

#### **Interest in securities**

4,027,778	Ordinary shares in Turaco Gold Limited
3,000,000	Performance Rights with various vesting conditions

### Justin Tremain

**Managing Director (Appointed 1 December 2020)**

**BCom**

Mr Tremain has extensive experience across the mineral resources sector. Most recently, he served as Managing Director of Exore Resources Ltd for over two years before it was taken over by Perseus Mining Ltd. Before that, Mr Tremain founded Renaissance Minerals Limited, listed it on the Australian Securities Exchange in June 2010 and served as Managing Director until its takeover by Emerald Resources NL in November 2016. During that time, Mr Tremain oversaw Renaissance's growth as first mover into the frontier jurisdiction of Cambodia and successfully defined a highly economic +1 million ounce JORC gold resource and completion of a feasibility study.

Prior to Renaissance, he had over 10 years' investment banking experience in the natural resources sector and has held positions with Investec, NM Rothschild & Sons and Macquarie Bank.

#### *Other current and former directorships in the last 3 years*

Future Metals NL – appointed June 2021

Caspin Resources Limited – appointed October 2020

#### **Interest in securities**

12,205,555	Ordinary shares in Turaco Gold Limited
15,000,000	Performance Rights with various vesting conditions



**Alan Campbell**

**Non-Executive Director (Appointed 1 November 2018)**

**MBA, BSc**

Mr Campbell is a geologist, with extensive experience and knowledge in the resource sector built over a career spanning more than 30 years in mineral exploration. He was Managing Director of Papillon Resources from December 2009 to May 2012, leading the team which discovered the 5moz Fekola gold deposit in Mali before Papillon's merger with B2Gold in 2014. Mr Campbell has worked and lived in Africa, Asia and Australia, having held senior roles and directorships in major and junior companies, including Anglo American and De Beers Group.

*Other current and former directorships in the last 3 years*

None.

**Interest in securities**

4,372,222	Ordinary shares in Turaco Gold Limited
2,000,000	Performance Rights with various vesting conditions

**Bruce Mowat**

**Non-Executive Director (Appointed 9 August 2021)**

**BSc (Geology)**

Mr Mowat is a geologist with more than 30 years experiences exploring for and finding gold and base metal deposits in Australia, PNG, Indonesia and West Africa. He has held senior positions in a number of companies, including Chief Geologist for Straits Resources Limited. Mr Mowat is currently the Executive General Manager for Exploration for Resolute Mining Limited.

*Other current and former directorships in the last 3 years*

None.

**Interest in securities**

194,444	Ordinary shares in Turaco Gold Limited
2,000,000	Performance Rights with various vesting conditions

**Lionel Liew**

**Company Secretary (Appointed 1 October 2022)**

**BCom, CPA**

Mr Liew is an accountant by profession and a member of CPA Australia. He has been involved with public listed companies, particularly those in the mining sector for the past 15 years in accounting and finance roles and he also has a background in public company audits.

**DIRECTORS' MEETINGS**

The number of Directors' meetings and number of meetings attended by each of the Directors of the Company during the year ended 31 December 2023 are:

<b>Director</b>	<b>Board Meetings</b>	
	<b>Eligible to attend</b>	<b>Attended</b>
John Fitzgerald	5	5
Justin Tremain	5	5
Alan Campbell	5	5
Bruce Mowat	5	5

There are no Remuneration or Audit Committees in place. The Board as a whole has assumed these roles. In addition to formal meetings, matters of Board business have been resolved by circular resolutions of Directors, which are a record of decisions made at a number of informal meetings of the Directors held to control, implement and monitor the Company's activities throughout the period.

## **PRINCIPAL ACTIVITIES**

The principal activity of the Consolidated Entity during the course of the financial year was acquiring, exploring and developing mineral interests in Cote d'Ivoire, prospective for gold deposits.

## **RESULTS AND DIVIDENDS**

The loss for the year from continuing operations ended 31 December 2023 was \$5,060,025 (loss from continuing operations in the year ended 31 December 2022 was \$10,631,702). The reduced loss for the year can be attributable to a decrease in discretionary exploration expenditure due to unfavourable market conditions for gold exploration.

No dividends were paid during the year and the Directors do not recommend payment of a dividend.

## **LOSS PER SHARE**

Basic loss per share for the year ended 31 December 2023 was 1.05 cents (31 December 2022: basic loss per share 2.49 cents).

## **REVIEW OF OPERATIONS**

A review of operations of the Consolidated Entity during the year ended 31 December 2023 is provided in the "Review of Operations" section immediately preceding this Directors' Report.

## **SIGNIFICANT CHANGES IN STATE OF AFFAIRS**

There have not been any significant changes in the state of affairs of the Company and its controlled entities during the financial year, other than the increase in share capital as disclosed in the capital structure section of the Review of Operations.

## **EVENTS SUBSEQUENT TO REPORTING DATE**

Other than those disclosed in Note 27 of the accounts, no matter or circumstance has arisen since the end of the financial year and to the date of this report which significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial year(s).

## **LIKELY DEVELOPMENTS AND EXPECTED RESULTS**

As noted in the "Review of Operations", the Consolidated Entity's focus over the coming period will be to continue exploration work at its various projects in Côte d'Ivoire with a particular focus on the recently acquired interest in the Afema Project.

## SHARE OPTIONS / PERFORMANCE RIGHTS

Unissued ordinary shares of the Company under option/performance rights at the date of this report are as follows:

Grant Date	Exercise price	Expiry date	Number
<b>Performance Rights (TCGAC)</b>			
6 August 2021	-	6 August 2026	10,000,000
12 March 2023	\$0.001	30 November 2025	1,000,000
22 January 2024	\$0.001	15 January 2027	22,000,000
24 January 2024	\$0.001	15 January 2027	8,000,000
<b>Unlisted Options</b>			
1 May 2023	\$0.12	17 July 2026	4,000,000

## REMUNERATION REPORT (Audited)

This report outlays the remuneration arrangements in place for the Key Management Personnel (as defined under section 300A of the Corporations Act 2001) of Turaco Gold Limited.

The following were Key Management Personnel of the Company during or since the end of the financial period.

### Directors

John Fitzgerald  
Justin Tremain  
Alan Campbell  
Bruce Mowat

### Other Senior Management

The term 'senior management' is used in this remuneration report to refer to the following persons. Except as noted, the named persons held their current position for the whole of the financial year and since the end of the financial year:

Justin Tremain                      Managing Director / CEO

There have been no other changes of Key Management Personnel after the reporting date and up to the date the financial report was authorised for issue.

### Remuneration Philosophy

The Board reviews the remuneration packages applicable to the Executive Directors and Non-Executive Directors on an annual basis. The broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and level of performance and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. Independent advice on the appropriateness of remuneration packages is obtained, where necessary.

The Board as a whole is responsible for remuneration matters and no Remuneration Committee meetings were held during the year.

### Remuneration Structure

In accordance with best practice corporate governance, the structure of remuneration for Non-Executive Directors and Executive Directors is separate and distinct.

## REMUNERATION REPORT - continued

### (a) Compensation Arrangements

#### *Non-Executive Directors' Remuneration*

##### Objective

The Board seeks to set aggregate remuneration at a level which provides the Company with the ability to attract and retain Directors of the highest calibre, whilst incurring a cost which is acceptable to shareholders.

##### Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by the shareholders in a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination was at a general meeting on 27 May 2013 when shareholders approved aggregate remuneration of \$300,000 per year.

Although ASX Corporate Governance guidelines indicate that securities incentives should only be provided to Executive Directors, Turaco, in common with a large majority of junior mineral explorers, takes the view that as a Company not earning any operating revenue it is appropriate to conserve cash and attract good quality Non-Executive Directors by offering securities-based compensation.

The Board reviews the remuneration packages applicable to the Non-Executive Directors on an annual basis. The Board considers fees paid to Non-Executive Directors of comparable companies when undertaking the annual review process.

##### *Use of remuneration consultants*

During the financial year ended 31 December 2023, the Company did not engage any remuneration consultants.

##### *Relationship between remuneration policy and Group performance*

The remuneration policy has been tailored to increase goal congruence between shareholders and Directors and key management personnel. From time to time, this is facilitated through the issue of options and performance rights to encourage the alignment of personal and shareholder interest. The Company believes this policy will be effective in increasing shareholder wealth.

##### *Performance on shareholder wealth*

In considering the Group's performance and benefits for shareholder wealth, the Board has regarded the following indices in respect of the current and previous four financial years:

	2023	2022	2021	2020	2019
Basic earnings / (loss) per share (cents)	<b>(1.05)</b>	(2.49)	(1.62) <sup>2</sup>	(0.048)	(0.026)
Dividends (cents)	-	-	-	-	-
Net profit / (loss) for the year (\$)	<b>(5,060,025)</b>	(10,631,702)	(5,186,857) <sup>2</sup>	(1,277,696)	(681,643)
Share price (\$)	<b>0.135</b>	0.058	0.1225	0.06 <sup>1</sup>	0.02 <sup>1</sup>

<sup>1</sup> Historical share prices have been adjusted for the 1 for 10 share capital consolidation that was effected in July 2021

<sup>2</sup> Restated

The remuneration of the Non-Executive Directors for the financial year ended 31 December 2023 is detailed in Table 1 of this report.

### (b) Details of Remuneration

Details of the remuneration of the Directors and other Key Management Personnel of the Company are set out in the following table. The Key Management Personnel of the Company are the Directors of Turaco Gold Limited, including the Managing Director. Details of the employment contract with the Managing Director are as follows:

**REMUNERATION REPORT – continued**

Name	Term of Agreement	Base Salary including Statutory Superannuation per annum	Notice
Justin Tremain Managing Director	Ongoing commencing 1 December 2023	\$347,399	6 months' notice by Turaco and 3 months' notice by employee

**Table 1 - Key Management Personnel Remuneration for the financial year ended 31 December 2023 and 31 December 2022**

	Short-term employee benefits	Post Employment	Equity	Total	Percentage of Remuneration linked to Performance
	Salary/Fees	Superannuation/ Retirement Benefits	Value of Options / Rights		%
	\$	\$	\$		\$
<b>Directors and key management personnel:</b>					
John Fitzgerald					
<b>2023</b>	<b>60,833</b>	<b>6,542</b>	-	<b>67,375</b>	-
2022	60,000	6,150	-	66,150	-
Justin Tremain					
<b>2023</b>	<b>265,000</b>	<b>51,104</b>	-	<b>316,104</b>	-
2022	260,000	54,093	-	314,093	-
Alan Campbell					
<b>2023</b>	<b>40,417</b>	-	-	<b>40,417</b>	-
2022	40,000	-	-	40,000	-
Bruce Mowat					
<b>2023</b>	<b>40,417</b>	<b>4,346</b>	-	<b>44,763</b>	-
2022	40,000	4,100	43,500	87,600	50
Total					
<b>2023</b>	<b>406,667</b>	<b>61,992</b>	-	<b>468,659</b>	-
2022	400,000	64,343	43,500	507,843	9

**(c) Share-Based Compensation**

*Non-Plan-Based Payment*

*Share Options*

The Company makes share-based payments to Key Management Personnel from time to time, not under any specific plan. The options are issued for nil consideration and in accordance with the specific guidelines established by the Directors of Turaco Gold Limited. The vesting period and maximum term of options granted vary according to the Board's discretion.

Any share-based payments to Directors require the approval of shareholders at a general meeting.

No options were granted during the year as part of remuneration arrangement.

*Plan-Based Payment*

The Company has adopted an Employee Option Plan as well as a Performance Rights Plan in accordance with ASX Listing Rules. There are no cash settlement alternatives under either of these plans. Participation in the plans is at the Board's discretion and no individual has a contractual right to participate in the plans or receive any guaranteed benefit.

## REMUNERATION REPORT - continued

During the year, no options were granted under the Employee Option Plan.

During the last financial year on 26 May 2022, the Company issued 1,000,000 performance rights to a director under the Performance Rights Plan after obtaining shareholder approval. These performance rights were issued for nil consideration and are subject to various vesting conditions on or before 30 November 2025 (refer to note 18 for details).

### Incentive Securities Granted as Part of Remuneration

Details of incentive securities (options over ordinary shares) in the Company affecting remuneration in the previous, current or future reporting dates are as follows:

#### Share-Based Compensation

During the year ended 31 December 2023, 9,000,000 vested performance rights valued at \$577,184 were exercised and converted into shares at \$0.001 each. The remaining 5,000,000 performance rights lapsed, following vesting conditions not met within the performance period. No value was assigned as these vesting conditions were non-market based. No new performance rights were issued during the year.

During the year ended 31 December 2022, a total of 14,000,000 performance rights were on issue, of which 9,000,000 vested on conditions met as follows:

Performance Rights	Grant date	Date vested & exercisable	Fair-value per right at grant date (\$)	Exercise price per right (\$)	Expiry date	Number of rights vested during the financial year ended 31 December 2023
10,000,000	16 November 2020	(i)	0.059	0.001	30 November 2025	7,500,000
3,000,000	23 July 2021	(ii)	0.135	0.001	30 November 2025	1,500,000
1,000,000	26 May 2022	(ii)	0.087	0.001	30 November 2025	-

- (i) Issued as part of the remuneration package, with various vesting and performance conditions  
(ii) Issued under the Performance Rights Plan with various vesting and performance conditions.

### Loans to Directors and Executives

During the financial year ended 31 December 2023, there were no loans provided to Directors and Executives (31 December 2022: Nil).

### Shareholdings

The numbers of shares in the Company held during the financial year ended 31 December 2023 and 2022 by Key Management Personnel, including shares held by entities they control, are set out below:

2023	Opening balance	Received as Remuneration	Other Movements	Balance at appointment/resignation	Closing balance
<b>Directors</b>					
John Fitzgerald	2,472,222	-	1,000,000	-	3,472,222
Justin Tremain	5,805,555	-	6,400,000	-	12,205,555
Alan Campbell	3,250,000	-	900,000	-	4,150,000
Bruce Mowat	83,333	-	-	-	83,333

## REMUNERATION REPORT – continued

2022	Opening balance	Received as Remuneration	Other Movements	Balance at appointment/resignation	Closing balance
<b>Directors</b>					
John Fitzgerald	2,222,222	-	250,000	-	2,472,222
Justin Tremain	5,555,555	-	250,000	-	5,805,555
Alan Campbell	3,000,000	-	250,000	-	3,250,000
Bruce Mowat	-	-	83,333	-	83,333

### Other securities holdings

The number of Performance Rights over ordinary shares in the Company held during year ended 31 December 2023 and 2022 by Key Management Personnel, including securities held by entities they control, are set out below:

2023	Opening Balance	Exercised	Lapsed	Closing Balance
<b>Parent entity Directors</b>				
John Fitzgerald	2,000,000	(1,000,000)	(1,000,000)	-
Justin Tremain	10,000,000	(7,500,000)	(2,500,000)	-
Alan Campbell	1,000,000	(500,000)	(500,000)	-
Bruce Mowat	1,000,000	-	(1,000,000)	-

2022	Opening Balance	Received as Remuneration	Closing Balance
<b>Parent entity Directors</b>			
John Fitzgerald	2,000,000	-	2,000,000
Justin Tremain	10,000,000	-	10,000,000
Alan Campbell	1,000,000	-	1,000,000
Bruce Mowat	-	1,000,000	1,000,000

There were no options over ordinary shares in the Company held by Key Management Personnel during the year ended 31 December 2023. The number of options held during the year ended 2022 by Key Management Personnel, including securities held by entities they control, are set out below:

2022	Opening Balance	Received as Remuneration	Other Movements	Closing Balance/Balance at resignation
<b>Parent entity Directors</b>				
Alan Campbell	833,333	-	(833,333)	-

### End of Remuneration Report

## INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Company's Constitution requires it to indemnify Directors and officers against liabilities incurred to third parties and against costs and expenses incurred in defending civil or criminal proceedings, except in certain circumstances. The Directors and officers of the Company have been insured against all liabilities and expenses arising as a result of work performed in their respective capacities, to the extent permitted by law. The insurance premium for the policy period September 2023 to September 2024 amounting to \$17,662 (ex. GST) relates to:

- costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal and whatever the outcome; and
- other liabilities that may arise from their position, with the exception of conduct involving a wilful breach of duty or improper use of information or position to gain a personal advantage.

## **BUSINESS RISKS**

Material business risk could affect the financial performance and outcomes of the Consolidated Entity. The Consolidated Entity monitors risk through the maintenance of a strategic risk register where risks are identified, evaluated and ranked. This register is reviewed and updated regularly and presented to the Board at each board meeting. The Group continues to monitor commodity markets and review its strategy periodically and adjust as required.

It is not possible to identify every risk that could affect the business or shareholders and the actions taken to mitigate these risks cannot provide absolute assurance that a risk will not materialise or have a material adverse effect on business strategies, assets or future performances.

### *Exploration success*

The Board understands the complex nature of exploration in general and past success is not an indicator of ongoing exploration success. Ongoing exploration success is key to securing ongoing funding. The Company believes it mitigates this risk by employing experienced and highly qualified exploration management team and employing a systematic approach to targeting and execution of its exploration programs.

### *Sovereign and regulatory risk*

Change in government policies, relevant taxation, interest rates and other legal, legislative and administrative regimes in Australia and Cote D'Ivoire may have an adverse impact on the assets, operations and financial performance of the Group.

### *Commodity prices*

The price of gold is highly dependent on a variety of factors, including, among other things, international supply and demand, actions taken by government, global economic and political developments that is beyond the control of the Company. The Company considers that the current gold price is favourable amidst global economic uncertainty. The Company will continue to monitor the gold price outlook and forecast.

### *Financial and capital management*

The Company's ability to operate its business and effectively implement its business plan over time will depend on its ability to raise capital in the equity market. The Company has recently raised some funds via equity raising, but there can be no assurance that additional capital will be available in the future or on terms favourable to the Company.

## **ENVIRONMENTAL REGULATIONS AND PERFORMANCE**

The Consolidated Entity's operations are subject to Côte d'Ivoire environmental laws, regulations and permit conditions while conducting exploration activities at the gold projects in Côte d'Ivoire. There have been no known breaches of environmental laws or permit conditions during this period.

## **NON-AUDIT SERVICES**

There have been no non-audit services provided by the Company's auditor during the year.

## **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.



## AUDITOR'S INDEPENDENCE DECLARATION

The Company's auditor, HLB Mann Judd (WA Partnership), has provided the Board of Directors with an independence declaration in accordance with section 307C of the Corporations Act 2001.

The independence declaration is provided on the following page and forms part of this Directors' Report.

Signed in accordance with a resolution of Directors.



Justin Tremain  
Managing Director  
Perth, 28 March 2024

## Competent Person's Statement

The information in this report that relates to Exploration Results is based on, and fairly represents, information compiled by Mr Elliot Grant, who is a Member of the Australasian Institute of Geoscientists. Mr Grant is a full-time employee of Turaco Gold Ltd and has sufficient experience which is 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 "Australasian Code for reporting of Exploration Results, Exploration Targets, Mineral Resources and Ore Reserves" (JORC Code). Mr Grant consents to the inclusion in this report of the matters based upon his information in the form and context in which it appears.

References may have been made in this report to certain past ASX announcements, including references regarding exploration results. For full details, refer to the referenced ASX announcement on the said date. The Company confirms that it is not aware of any new information or data that materially affects the information included in these earlier market announcements.

## AUDITOR'S INDEPENDENCE DECLARATION

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

- a) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia  
28 March 2024



**M R Ohm**  
**Partner**

**hlb.com.au**

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HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

www.turacogold.com.au

ASX: TCG

**Turaco Gold Limited**  
**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 31 December 2023**

	Notes	Consolidated	
		2023 \$	2022 \$
Other income	2	47,824	127,308
Foreign exchange gain / (loss)		4,384	(9,128)
Employee benefits expense		(614,128)	(503,802)
Share-based payments	18	(22,100)	(43,500)
Depreciation and amortisation expense	10, 11	(137,580)	(121,355)
Exploration expenditure expensed		(3,143,571)	(9,302,378)
Corporate and administration expenses		(864,644)	(755,694)
Due diligence expenses		(335,968)	(12,200)
Fair value movement on financial assets at FVTPL	8	5,758	(10,953)
<b>Loss before income tax</b>		<b>(5,060,025)</b>	<b>(10,631,702)</b>
<b>Income tax benefit</b>	5	-	-
<b>Loss for the year</b>		<b>(5,060,025)</b>	<b>(10,631,702)</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss</i>			
Exchange gain arising on translation of foreign operations		84,397	39,120
<b>Total comprehensive loss for the year, net of tax</b>		<b>(4,975,628)</b>	<b>(10,592,582)</b>
Loss attributable to:			
Owners of Turaco Gold Limited		(4,981,944)	(10,406,525)
Non-controlling interests	22d	(78,081)	(225,177)
		<b>(5,060,025)</b>	<b>(10,631,702)</b>
Total comprehensive loss attributable to:			
Owners of Turaco Gold Limited		(4,897,547)	(10,367,405)
Non-controlling interests	22d	(78,081)	(225,177)
		<b>(4,975,628)</b>	<b>(10,592,582)</b>
Loss per Share			
Basic loss per share (cents per share)	4	(1.05)	(2.49)
Diluted loss per share (cents per share)	4	(1.05)	(2.49)

The above statement should be read in conjunction with the accompanying notes.

**Turaco Gold Limited**  
**Consolidated Statement of Financial Position**  
**As at 31 December 2023**

	Notes	Consolidated	
		2023 \$	2022 \$
<b>Current Assets</b>			
Cash and cash equivalents	20	<b>8,067,005</b>	3,850,917
Other receivables	7	<b>195,220</b>	192,411
<b>Total Current Assets</b>		<b>8,262,225</b>	4,043,328
<b>Non-Current Assets</b>			
Other assets	9	<b>36,710</b>	56,710
Property, plant and equipment	10	<b>113,944</b>	208,648
Right of use assets	11	<b>26,989</b>	62,989
Exploration and evaluation expenditure	12	<b>1,135,197</b>	1,093,388
Financial assets at FVTPL	8	<b>43,687</b>	37,929
<b>Total Non-Current Assets</b>		<b>1,356,527</b>	1,459,663
<b>Total Assets</b>		<b>9,618,752</b>	5,502,993
<b>Current Liabilities</b>			
Trade and other payables	13	<b>680,500</b>	1,384,454
Provisions		<b>96,422</b>	51,444
Lease liabilities	14	<b>30,518</b>	36,889
<b>Total Current Liabilities</b>		<b>807,440</b>	1,472,787
<b>Non-Current Liabilities</b>			
Lease liabilities	14	-	30,518
<b>Total Non-Current Liabilities</b>		-	30,518
<b>Total Liabilities</b>		<b>807,440</b>	1,503,305
<b>Net Assets</b>		<b>8,811,312</b>	3,999,688
<b>Equity</b>			
Issued capital	15b	<b>77,647,479</b>	67,224,769
Reserves	16	<b>4,369,782</b>	4,920,843
Accumulated losses	17	<b>(72,767,408)</b>	(67,785,464)
Owners of Turaco Gold Limited		<b>9,249,853</b>	4,360,148
Non-controlling interest		<b>(438,541)</b>	(360,460)
<b>Total Equity</b>		<b>8,811,312</b>	3,999,688

The above statement should be read in conjunction with the accompanying notes.

**Turaco Gold Limited**  
**Consolidated Statement Changes in Equity**  
**For the year ended 31 December 2023**

	Issued Capital	Share-Based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Attributable to the owners of Turaco Gold Ltd	Non-controlling interest	Total Equity
	\$	\$	\$	\$	\$	\$	\$
<b>Balance at 1 January 2022</b>	67,070,815	4,890,758	(52,535)	(57,378,939)	14,530,099	(135,283)	14,394,816
Loss attributable to members of the parent entity	-	-	-	(10,406,525)	(10,406,525)	(225,177)	(10,631,702)
Exchange differences arising on translation of foreign operations	-	-	39,120	-	39,120	-	39,120
Total comprehensive loss for the year	-	-	39,120	(10,406,525)	(10,367,405)	(225,177)	(10,592,582)
Share issue	100,000	-	-	-	100,000	-	100,000
Share issue cost	(1,602)	-	-	-	(1,602)	-	(1,602)
Exercise of options	55,556	-	-	-	55,556	-	55,556
Recognition of share-based payments	-	43,500	-	-	43,500	-	43,500
<b>Balance at 31 December 2022</b>	<b>67,224,769</b>	<b>4,934,258</b>	<b>(13,415)</b>	<b>(67,785,464)</b>	<b>4,360,148</b>	<b>(360,460)</b>	<b>3,999,688</b>

	Issued Capital	Share-Based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Attributable to the owners of Turaco Gold Ltd	Non-controlling interest	Total Equity
	\$	\$	\$	\$	\$	\$	\$
<b>Balance at 1 January 2023</b>	67,224,769	4,934,258	(13,415)	(67,785,464)	4,360,148	(360,460)	3,999,688
Loss attributable to members of the parent entity	-	-	-	(4,981,944)	(4,981,944)	(78,081)	(5,060,025)
Exchange differences arising on translation of foreign operations	-	-	84,397	-	84,397	-	84,397
Total comprehensive loss for the year	-	-	84,397	(4,981,944)	(4,897,547)	(78,081)	(4,975,628)
Share issue	10,350,000	-	-	-	10,350,000	-	10,350,000
Share issue cost	(659,998)	-	-	-	(659,998)	-	(659,998)
Conversion of performance rights	732,708	(721,558)	-	-	11,150	-	11,150
Recognition of share-based payments	-	86,100	-	-	86,100	-	86,100
<b>Balance at 31 December 2023</b>	<b>77,647,479</b>	<b>4,298,800</b>	<b>70,982</b>	<b>(72,767,408)</b>	<b>9,249,853</b>	<b>(438,541)</b>	<b>8,811,312</b>

The above statement should be read in conjunction with the accompanying notes.

**Turaco Gold Limited**  
**Consolidated Statement of Cashflow**  
**For the year ended 31 December 2023**

	Notes	Consolidated	
		2023	2022
		\$	\$
<b>Cash Flows from Operating Activities</b>			
Interest received		64,999	41,441
Payments to suppliers and employees		(1,600,070)	(1,243,526)
Payment for exploration and evaluation expenditure		(4,110,054)	(8,700,475)
Interest paid		(6,468)	(9,215)
Other income		5,728	14,532
<b>Net cash (outflow) from Operating Activities</b>	20	<b>(5,645,864)</b>	<b>(9,897,244)</b>
<b>Cash Flows from Investing Activities</b>			
Payment for purchase of plant and equipment		-	(153,404)
Payment for due diligence expenses		-	(1,420)
Security deposit refunded / (paid)		20,000	(20,240)
<b>Net cash inflow / (outflow) from Investing Activities</b>		<b>20,000</b>	<b>(175,064)</b>
<b>Cash Flows from Financing Activities</b>			
Proceeds from share issues	15b	10,350,000	100,000
Payment of share issue costs	15b	(564,129)	(1,602)
Proceeds from exercise of options	15b	11,150	55,556
Lease liability payment	11	(36,889)	(40,898)
<b>Net cash inflow from Financing Activities</b>		<b>9,760,132</b>	<b>113,056</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>4,134,268</b>	<b>(9,959,252)</b>
Cash and cash equivalents at the beginning of the year		3,850,917	13,872,625
Net foreign exchange differences		81,820	(62,456)
<b>Cash and Cash Equivalents at the end of the year</b>	20	<b>8,067,005</b>	<b>3,850,917</b>

The above statement should be read in conjunction with the accompanying notes.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the Consolidated Entity (or "Group") consisting of Turaco Gold Limited and its subsidiaries. For the purpose of preparing the consolidated financial statements, the Group is a for-profit entity.

### Basis of preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, the Corporations Act 2001 and other requirements of the law and Australian equivalents to International Financial Reporting Standards (AIFRS). The financial report has been prepared on a historical cost basis, except where otherwise stated.

The financial report is presented in Australian dollars.

The Company is a listed public company, incorporated and domiciled in Australia that has operated during the year in Australia and Côte d'Ivoire. The Group's principal activities are evaluation and exploration of gold deposits.

### Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Group incurred a loss from ordinary activities of \$5,060,025 for the year ended 31 December 2023 and had net cash outflows from operating activities of \$5,645,864.

### New or amended Accounting Standards and Interpretations not yet adopted

A number of new standards and interpretations are effective for annual reporting beginning after 1 January 2023 and early application is permitted, however the Company has not adopted the new or amended standards in preparing these financial statements. The new standards relate to very specific circumstances that are not applicable to the Group.

### Statement of compliance with IFRS

The financial report was authorised for issue on 28 March 2024. It complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

### Basis of consolidation

#### (i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Turaco Gold Limited ("Company" or "parent entity") as at 31 December 2023 and the results of all subsidiaries for the twelve months then ended or the period in which those subsidiaries were controlled. Turaco Gold Limited and its subsidiaries together are referred to in this financial report as the "Group" or the "Consolidated Entity".

Subsidiaries are all those entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group.

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

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

Investments in subsidiaries are accounted for at cost in the individual financial statements of Turaco Gold Limited.

### *(ii) Changes in ownership interests*

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Turaco Gold Limited.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

### **Significant accounting judgements, estimates and assumptions**

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values 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 are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### **Exploration and evaluation expenditure**

The Board of Directors determines when an area of interest should be abandoned. When a decision is made that an area of interest is not commercially viable, all costs that have been capitalised in respect of that area of interest are written off. The Directors' decision is made after considering the likelihood of finding commercially viable reserves.

### **Share-based payment expense**

The Group measures the cost of equity-settled transactions with employees and consultants by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Black-Scholes or Trinomial model taking into account the terms and conditions upon which the instruments were granted.

### **Interest income recognition**

Interest income is recognised in the statement of comprehensive income as it accrues, using the effective interest method.

### **Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.



## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

### Trade and other receivables

Trade receivables, which generally have 30-90 day terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. A provision for expected credit loss is made when collection of the full amount is no longer expected. Bad debts are written off when identified.

### Foreign currency transactions and balances

The functional and presentation currency of Turaco Gold Limited is Australian dollars.

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date. All exchange differences in the financial report are taken to the statement of comprehensive income with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of a net investment, at which time they are recognised in the statement of comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value was determined.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity is recognised in the statement of comprehensive income.

### Taxes

#### *Income tax*

Deferred income tax is provided for on all temporary differences at balance date between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes.

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law. The carrying amount of deferred tax assets is reviewed at each balance date and only recognised to the extent that sufficient future assessable income is expected to be obtained.

At the reporting date, the Directors have not made a decision to elect to be taxed as a single entity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

### **Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST or GST equivalent incurred is not recoverable from the Australian Tax Office or overseas tax authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables in the statement of financial position are shown inclusive of GST.

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

### **Property, plant and equipment**

Items of plant and equipment are carried at cost less accumulated depreciation and impairment losses (see accounting policy "Impairment").

#### ***Plant and equipment***

Plant and equipment acquired is initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

#### ***Depreciation***

All assets have limited useful lives and are depreciated using the straight line method over their estimated useful lives commencing from the time the asset is held ready for use.

Depreciation and amortisation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. The estimated useful lives used in the calculation of depreciation for plant and equipment for the current and corresponding period is three years.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to that asset are transferred to accumulated losses.

### **Financial Instruments**

Financial instruments are initially measured at fair value on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as follows:

Financial assets at fair value through profit or loss

Financial assets are valued at 'fair value through profit or loss' when they are either held for trading for the purpose of short term profit taking or when they are designed as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in the profit or loss.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

### Impairment

The carrying amount of the Group's assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. Where such an indication exists, a formal assessment of recoverable amount is then made and where this is in excess of carrying amount, the asset is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset or cash generating unit. In estimating value in use, a pre-tax discount rate is used which reflects current market assessments of the time value of money and the risks specific to the asset. Any resulting impairment loss is recognised immediately in the statement of comprehensive income.

Impairment losses are reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimate used to determine the recoverable amount. An impairment loss is reversed only to

the extent that the carrying amount of the asset(s) does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### Leases (the Group as a lessee)

At inception of a contract, the Group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability is recognised by the Group where the Group is a lessee. However, all contracts that are classified as short-term leases (lease with remaining lease term of 12 months or less) and leases of low value assets are recognized as an operating expense on a straight-line basis over the term of the lease.

Initially the lease liability is measured at the present value of the lease payments still to be paid at commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed lease payments less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options;
- lease payments under extension options if lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability as mentioned above, any lease payments made at or before the commencement date as well as any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the lease term or useful life of the underlying asset whichever is the shortest. Where a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

### Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the 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. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

### Employee benefits

#### *Wages, salaries and annual leave*

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the (undiscounted) amounts expected to be paid when the liabilities are settled.

Contributions are made by the Group to superannuation funds as stipulated by statutory requirements and are charged as expenses when incurred.

### Share-based payments

#### *Equity-settled transactions*

The Group provides benefits to employees, consultants and contractors of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

There is currently an Employee Option Plan in place to provide these benefits to employees, consultants and contractors.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes, Trinomial or Binomial model, further details of which are given in Note 18.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects:

- (i) the extent to which the vesting period has expired; and
- (ii) the Company's best estimate of the number of equity instruments that will ultimately vest.

No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

Share-based payment transactions with parties other than employees and contractors are measured by reference to the fair value of the goods or services rendered at the date on which the Company obtains the goods or the counterparty renders services.

### Issued capital

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

### Earnings per share

Basic earnings per share are determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends), by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share are determined by dividing the net result attributable to members, adjusted to exclude costs of servicing equity (other than dividends) and any expenses associated with dividends and interest of dilutive potential ordinary shares, by the weighted average number of ordinary shares (both issued and potentially dilutive) adjusted for any bonus element.

### Segment reporting

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

## 2. OTHER INCOME

	<b>Consolidated</b>	
	<b>2023</b>	2022
	\$	\$
Interest income	<b>42,096</b>	64,344
Gain on divestment of asset	-	48,882
Other income	<b>5,728</b>	14,082
	<b>47,824</b>	127,308

## 3. AUDITOR'S REMUNERATION

Audit services:

- Auditors of the Company – HLB Mann Judd	<b>45,500</b>	39,000
	<b>45,500</b>	39,000

#### 4. LOSS PER SHARE

	2023	2022
Basic loss per share (cents per share)	(1.05)	(2.49)
Loss for the year (\$)	<b>(5,060,025)</b>	(10,631,702)
Basic loss per share from continuing operations (cents per share)	(1.05)	(2.49)
Diluted loss per share from continuing operations (cents per share)	(1.05)	(2.49)
Weighted average number of ordinary shares used in the calculation of basic loss per share	<b>480,561,783</b>	427,583,488

#### 5. INCOME TAX EXPENSE

##### Consolidated

The major components of tax benefit are:

	2023	2022
	\$	\$
The prima facie income tax benefit on pre-tax accounting result from operations reconciles to the income tax expense in the financial statements as follows:		
Accounting loss before tax from continuing operations	<b>(5,060,025)</b>	(10,631,702)
Income tax (benefit) calculated at 30%	<b>(1,518,008)</b>	(3,189,510)
Non-deductible expenses	<b>6,630</b>	13,359
Other deferred tax assets and tax liabilities not recognised	<b>1,511,378</b>	3,176,151
Income tax benefit reported in the statement of comprehensive income	-	-

#### (b) Unrecognised deferred tax balances

The following deferred tax assets and liabilities have not been brought to account:

Deferred tax assets comprise:

Losses available for offset against future taxable income – revenue	<b>5,629,093</b>	3,758,966
Losses available for offset against future taxable income – capital	<b>11,668,793</b>	11,668,463
Other deferred tax assets	<b>28,013</b>	29,375
	<b>17,325,899</b>	15,456,804

#### (c) Income tax expense recognised directly in equity

	2023	2022
	\$	\$
Share issue costs	<b>(197,999)</b>	(481)
	<b>(197,999)</b>	(481)

## 5. INCOME TAX EXPENSE - continued

The deductible temporary differences and tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilise the benefits thereof.

Deferred tax liabilities have not been recognised in respect of these taxable temporary differences as the entity is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

## 6. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. The Board considers the business from both a product and a geographic perspective and has identified two reportable segments.

### (a) Description of segments

During the financial year the Group considers that it has only operated in one geographic segment, being the continued exploration and evaluation of mineral interests in Côte D'Ivoire, as well as Unallocated items which includes all other expenditures supporting the business during the period, and items that cannot be directly attributable to exploration.

### (b) Segment information provided to the Board

The segment information provided to the Board for the reportable segments:

#### 2023

Consolidated	Côte D'Ivoire	Corporate and Unallocated	Total
	\$	\$	\$
<b>Results</b>			
Segment result	(4,075,027)	(984,998)	(5,060,025)
Interest and other income	-	47,824	47,824
Employee benefits expense	-	(614,128)	(614,128)
Share-based payments	-	(22,100)	(22,100)
Depreciation	(97,556)	(40,024)	(137,580)
Corporate, administrative and other	(833,900)	(362,328)	(1,196,228)
Exploration expenditure expensed	(3,143,571)	-	(3,143,571)
Fair value movement in equity investments	-	5,758	5,758
<b>Segment Assets</b>			
Exploration and evaluation expenditure	1,135,197	-	1,135,197
Other segment assets	351,450	8,132,105	8,483,555
	1,486,647	8,132,105	9,618,752
<b>Segment Liabilities</b>			
Trade and other payables	462,334	218,166	680,500
Other segment liabilities	31,974	94,966	126,940
	494,308	313,132	807,440

## 6. SEGMENT INFORMATION – continued

2022

Consolidated	Côte D'Ivoire	Corporate and Unallocated	Total
	\$	\$	\$
<b>Results</b>			
Segment result	(8,638,619)	(1,993,083)	(10,631,702)
Interest income	-	127,308	127,308
Employee benefits expense	-	(503,802)	(503,802)
Share-based payments	-	(43,500)	(43,500)
Depreciation	(81,648)	(39,707)	(121,355)
Occupancy	(111,433)	(665,589)	(777,022)
Corporate, administrative and other	(8,445,539)	(856,839)	(9,302,378)
Exploration expenditure expensed	-	(10,953)	(10,953)
<b>Segment Assets</b>			
Exploration and evaluation expenditure	140,080	953,308	1,093,388
Other segment assets	665,824	3,743,781	4,409,605
	805,904	4,697,089	5,502,993
<b>Segment Liabilities</b>			
Trade and other payables	1,239,120	145,334	1,384,454
Other segment liabilities	19,704	99,147	118,851
	1,258,824	244,481	1,503,305

## 7. OTHER RECEIVABLES

	<b>Consolidated</b>	
	<b>2023</b>	2022
	\$	\$
<b>Current</b>		
Other receivable	<b>68,890</b>	32,861
Prepayments and advances	<b>126,330</b>	159,550
	<b>195,220</b>	192,411



## 8. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Consolidated	
	2023 \$	2022 \$
Listed equity securities – Investment in Awale Resources Limited		
At start of the year	37,929	-
At acquisition	-	48,882
Fair value movement	4,195	(9,490)
FX movement	1,563	(1,463)
At Year End	43,687	37,929

- (i) Classification of financial assets at fair value through profit and loss  
The Group classifies its equity based financial assets at fair value through profit or loss in accordance with AASB 9. They are presented as current assets if they are expected to be sold within 12 months after the end of the reporting period; otherwise they are presented as non-current assets. Changes in the fair value of financial assets are recognised in the profit or loss as applicable.
- (ii) Changes in the fair value of financial assets at fair value have been recorded through profit or loss, representing an investment gain of \$4,195 (2022: loss of \$9,490) and unrealised exchange gain of \$1,563 (2022: exchange loss of \$1,463) for the year.
- (iii) Fair value measurement of financial instruments  
Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three (3) levels of a fair value hierarchy. The three (3) levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset and liability, either directly or indirectly

Level 3: unobservable inputs for the asset and liability

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

December 2023	Level 1	Level 2	Level 3	Total
Listed equity securities (\$)	43,687	-	-	43,687
Fair value at 31 December 2023 (\$)	43,687	-	-	43,687

December 2022	Level 1	Level 2	Level 3	Total
Listed equity securities (\$)	37,929	-	-	37,929
Fair value at 31 December 2022 (\$)	37,929	-	-	37,929

Financial assets and liabilities held for sale are measured at fair value on a non-recurring basis.

## 9. OTHER ASSETS

Non-Current	Consolidated	
	2023	2022
	\$	\$
Security deposit <sup>(1)</sup>	20,000	40,000
Rental deposit <sup>(2)</sup>	16,710	16,710
	<b>36,710</b>	<b>56,710</b>

1 Security deposit held with banks for corporate credit card facilities.

2 Security deposit held with various third parties over the rental of office premises and virtual office services.

## 10. PROPERTY, PLANT AND EQUIPMENT

### *Plant and equipment*

	Consolidated	
	2023	2022
	\$	\$
At cost	402,776	743,688
Less accumulated depreciation	(288,833)	(535,040)
	<b>113,944</b>	<b>208,648</b>

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

### **Reconciliation:**

	Consolidated	
	2023	2022
	\$	\$
Balance at the beginning of the year	208,648	137,270
Additions	-	158,975
Depreciation expense	(101,580)	(85,356)
Foreign exchange movement	6,876	(2,241)
Carrying amount at the end of the year	<b>113,944</b>	<b>208,648</b>

## 11. RIGHT OF USE ASSETS

	<b>Consolidated</b>	
	<b>2023</b>	2022
	\$	\$
ROU asset		
Office lease – at cost	<b>107,988</b>	107,988
Less accumulated depreciation	<b>(80,999)</b>	(44,999)
Net carrying value	<b>26,989</b>	62,989
Movement for the year:		
Balance at the beginning of the year	<b>62,989</b>	148,987
Depreciation charge	<b>(36,000)</b>	(35,999)
Revaluation	-	(49,999)
Carrying amount at the end of the year	<b>26,989</b>	62,989
Amount recognised in P&L		
Depreciation expense on ROU asset	<b>36,000</b>	35,999
Interest paid on lease liabilities	<b>3,795</b>	6,577
Total cash outflows for leases	<b>36,889</b>	40,898

During the year ended 31 December 2021, the Company entered into an office lease agreement at Level 1, 50 Ord Street, West Perth WA 6005 for three years from 1 October 2021 to 30 September 2024. Discounted cashflow was calculated using an incremental borrowing rate of 8% per annum.

## 12. EXPLORATION AND EVALUATION EXPENDITURE

	Consolidated	
	2023	2022
	\$	\$
Costs carried forward in respect of areas of interest in the following phases:		
Exploration and evaluation phase – at cost	<b>1,135,197</b>	1,093,389
Balance at beginning of the year	<b>1,093,388</b>	1,020,692
Acquisition cost incurred	<b>37,300</b>	72,313
Foreign exchange movement	<b>4,509</b>	383
	<b>1,135,197</b>	1,093,388

The Board has opted to expense its exploration and evaluation expenditure to the Statement of Profit or Loss and Other Comprehensive Income as incurred with effect from 1 January 2022, excluding acquisition costs which are capitalised in the Statement of Financial Position and tested for impairment when indicators arise. In the past, all exploration and evaluation expenditure was fully capitalised and recognised as exploration and evaluation assets.

The recoupment of cost carried forward in relation to “areas of interest” in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

## 13. TRADE AND OTHER PAYABLES

	Consolidated	
	2023	2022
	\$	\$
<b>Current</b>		
Trade payables	<b>573,039</b>	1,320,722
Other accruals	<b>107,461</b>	63,731
	<b>680,500</b>	1,384,453

There are no amounts included within these balances that are not expected to be settled within the next 12 months. The average credit terms for services received by the Company are 30 days from invoice date and are non-interest bearing.

## 14. LEASE LIABILITIES

	Consolidated	
	2023	2022
	\$	\$
Maturity analysis		
Less than 1 year	<b>30,518</b>	36,889
Greater than 1 year	-	30,518
Movement for the year:		
As at 1 January	<b>67,407</b>	150,860
Repayment	<b>(56,930)</b>	(50,929)
Lease remeasurement / reclassification	<b>20,041</b>	(32,524)
Closing balance 31 December	<b>30,518</b>	67,407

The Company has an office lease at Level 1, 50 Ord Street, West Perth WA 6005, which has been included in the Right of use asset (refer to Note 11).

15. ISSUED CAPITAL

	Consolidated		Consolidated	
	2023 Number	2022 Number	2023 \$	2022 \$
<b>(a) Issued and paid-up share capital</b>				
Ordinary shares, fully paid	<b>587,200,002</b>	427,716,669	<b>77,647,479</b>	67,224,769
<b>(b) Movements in ordinary shares</b>				
Balance at beginning of the year	<b>427,716,669</b>	426,327,781	<b>67,224,769</b>	67,070,815
Share placement at \$0.05 each	<b>75,000,000</b>	-	<b>3,750,000</b>	-
Conversion of performance rights	<b>11,150,000</b>	-	<b>732,708</b>	-
Share placement at \$0.09 each	<b>73,333,333</b>	-	<b>6,600,000</b>	-
Directors' participation in raising at \$0.12	-	833,333	-	100,000
Exercise of \$0.10 options in Feb 22	-	555,555	-	55,556
Less: share issue costs	-	-	<b>(659,998)</b>	(1,602)
Balance at end of the year	<b>587,200,002</b>	427,716,669	<b>77,647,479</b>	67,224,769

**(c) Movements in unlisted options**

Grant date	Exercise price	Expiry date	Opening balance	New issues	Exercised/ Vested/ cancelled/ lapsed	Balance at end of year	Vested/ exercisable at end of year
	\$		Number	Number	Number	Number	Number
<b>2023</b>							
18 July 2023	0.12	17 Jul 2026	-	4,000,000	-	4,000,000	4,000,000
			-	4,000,000	-	4,000,000	4,000,000
<b>2022</b>							
28 May 2021	0.10	31 Jul 2022	15,345,519	-	(15,345,519)	-	-
			15,345,519	-	(15,345,519)	-	-

## 15. ISSUED CAPITAL - continued

### (d) Movements in Performance Rights

Grant date	Exercise price	Expiry date	Opening balance	New issues	Vested and converted	Lapsed/ Forfeited	Balance at end of year
	\$		Number	Number	Number	Number	Number
<b>2023</b>							
30 Nov 2020	0.001	30 Nov 2025	12,400,000	-	(9,300,000)	(3,100,000)	-
6 Aug 2021	-	6 Aug 2026	10,000,000	-	-	-	10,000,000
23 Jul 2021	0.001	30 Nov 2025	3,500,000	-	(1,750,000)	(1,750,000)	-
6 Aug 2021	0.001	30 Nov 2025	200,000	-	(100,000)	(100,000)	-
1 Nov 2021	0.001	30 Nov 2025	1,000,000	-	-	(1,000,000)	-
26 May 2022	0.001	30 Nov 2025	1,000,000	-	-	(1,000,000)	-
14 Mar 2023	0.001	30 Nov 2025	-	1,000,000	-	-	1,000,000
			<b>28,100,000</b>	<b>1,000,000</b>	<b>(11,150,000)</b>	<b>(6,950,000)</b>	<b>11,000,000</b>
<b>2022</b>							
16 Nov 2020	0.001	30 Nov 2025	12,400,000	-	-	-	12,400,000
6 Aug 2021	-	6 Aug 2026	10,000,000	-	-	-	10,000,000
23 Jul 2021	0.001	30 Nov 2025	3,500,000	-	-	-	3,500,000
6 Aug 2021	0.001	30 Nov 2025	200,000	-	-	-	200,000
1 Nov 2021	0.001	30 Nov 2025	1,000,000	-	-	-	1,000,000
26 May 2022	0.001	30 Nov 2025	-	1,000,000	-	-	1,000,000
			<b>27,100,000</b>	<b>1,000,000</b>	<b>-</b>	<b>-</b>	<b>28,100,000</b>

## 16. RESERVES

	Consolidated	
	2023	2022
	\$	\$
Share-based payment reserve (a)	<b>4,298,800</b>	4,934,258
Foreign currency translation reserve (b)	<b>70,982</b>	(13,415)
	<b>4,369,782</b>	4,920,843
<b>(a) Share-based payment reserve</b>		
Opening balance	<b>4,934,258</b>	4,890,758
Share based payment expense	<b>22,100</b>	43,500
Broker options	<b>64,000</b>	-
Exercise of performance rights	<b>(721,558)</b>	-
Closing balance 31 December	<b>4,298,800</b>	4,934,258

The share-based payment reserve is used to record the value of share-based payments provided by the issue of options and performance rights and conversion of performance rights back into share capital. Refer to Note 18 for further details.

## 16. RESERVES

	<b>Consolidated</b>	
	<b>2023</b>	2022
<b>(b) Foreign currency translation reserve</b>	<b>\$</b>	<b>\$</b>
Opening balance	<b>(13,415)</b>	(52,535)
Currency translation differences arising during the year	<b>84,397</b>	39,120
Closing balance 31 December	<b>70,982</b>	(13,415)

The foreign currency translation reserve is used to record exchange differences from the translation of the financial statements of foreign operations.

## 17. ACCUMULATED LOSSES

	<b>Consolidated</b>	
	<b>2023</b>	2022
	<b>\$</b>	<b>\$</b>
Accumulated losses at the beginning of the year	<b>(67,785,464)</b>	(57,378,939)
Loss from continuing operations	<b>(4,981,944)</b>	(10,406,525)
Accumulated losses at the end of the year	<b>(72,767,408)</b>	(67,785,464)

## 18. SHARE-BASED PAYMENTS

### *Securities Incentive Plans*

The Company has adopted the Turaco Gold Limited Employee Option Plan as well as the Turaco Gold Limited Performance Rights Plan ("Plans"). The Plans were adopted following shareholder approval and are required to be renewed by shareholder approval every three years. The Plans are designed to provide incentives, assist in the recruitment, reward and retention of employees and provide opportunities for employees (both present and future) to participate directly in the equity of the Company. The Plans generally allow the Company to set the terms and conditions of each grant, subject to compliance with the overall framework of the Plans, ASX Listing Rules and any other applicable regulations.

### *Non-plan-based payments*

The Company also makes share-based payments to Directors, consultants and/or service providers from time to time, not under any specific plan.

The expense recognised in the Statement of Profit or Loss and Other Comprehensive Income in relation to share-based payments is \$22,100 (31 December 2022: \$43,500), relating to performance rights and options.

The following tables illustrates the number and weighted average exercise prices of and movements in share options and performance rights issued during the year under the Plans:

## 18. SHARE-BASED PAYMENTS - continued

Options	2023 Number	2023 Weighted average exercise price	2022 Number	2022 Weighted average exercise price
Outstanding at the beginning of the year	-	-	15,345,519	\$0.10
Exercised during the year	-	-	(555,555)	\$0.10
Lapsed during the year	-	-	(14,789,964)	\$0.10
Issued during the year	<b>4,000,000</b>	<b>\$0.12</b>	-	-
Outstanding at the end of the year	<b>4,000,000</b>	<b>\$0.12</b>	-	-
Exercisable at the end of the year	<b>4,000,000</b>	<b>\$0.12</b>	-	-

During the year ended 31 December 2023, 4,000,000 options were issued to Blackwood Capital Pty Limited for managing a share placement completed in May 2023. These options are exercisable at \$0.12 each and will expire on 17 July 2026.

The following table list the inputs to the model used for the options issued in 2023.

2023	Options
	<b>Brokers</b>
Number	<b>4,000,000</b>
Volatility	<b>78%</b>
Risk-free interest rate	<b>4.1%</b>
Expected life of Rights	<b>3 years</b>
Exercise price	<b>\$0.12</b>
Share price at grant date	<b>\$0.061</b>

During the year ended 31 December 2022, no new options were issued. 555,555 options were exercised and converted to shares while 14,789,964 options lapsed on 31 July 2022 without being exercised.

	2023 Number	2022 Number
<b>Performance Rights</b>		
Outstanding at the beginning of the year	<b>28,100,000</b>	27,100,000
Granted during the year	<b>1,000,000</b>	1,000,000
Converted during the year	<b>(11,150,000)</b>	-
Lapsed during the year	<b>(6,950,000)</b>	-
Outstanding at the end of the year	<b>11,000,000</b>	28,100,000
Vested at the end of the year	<b>340,000</b>	11,150,000

The following table lists the inputs to the model used for the financial period ended 31 December 2023 and 2022.

2023	Performance Rights
	<b>Consultant</b>
Number	<b>1,000,000</b>
Volatility	<b>91%</b>
Risk-free interest rate	<b>3.6%</b>
Expected life of Rights	<b>2.7 years</b>
Exercise price	<b>\$0.001</b>
Share price at grant date	<b>\$0.065</b>



## 18. SHARE-BASED PAYMENTS - continued

2022	Performance Rights (Director)
Number	1,000,000
Volatility	86%
Risk-free interest rate	1.75%
Expected life of Rights	3.5 years
Exercise price	\$0.001
Share price at grant date	\$0.087

During the year ended 31 December 2023, the Company issued a total of 1,000,000 Performance Rights to a Consultant of the Company for nil consideration and subject to the following vesting conditions:

- Tranche 1 – 330,000 performance rights will vest upon the Company announcing a JORC compliant resource estimate of > 500,000oz at > 1.5g/t gold (at a 0.5g/t lower cut off) at any one of its gold projects in existence of during the term of the Performance Rights.
- Tranche 2 – 330,000 performance rights will vest upon the Company announcing a JORC compliant resource estimate of > 1,000,000oz at > 1.5g/t gold (at a 0.5g/t lower cut off) at any one of its gold projects in existence of during the term of the Performance Rights.
- Tranche 3 – 340,000 performance rights will vest when the Company's daily volume weighted average price of Shares exceeds \$0.10 over 15 consecutive trading days.

During the year ended 31 December 2022, the Company issued a total of 1,000,000 Performance Rights to a Director of the Company for nil consideration and subject to the following vesting conditions, as part of the Performance Rights Plan after obtaining shareholders' approval:

- Tranche 1 – 500,000 performance rights will vest when the Company's daily volume weighted average price of Shares exceeds \$0.15 over 15 consecutive trading days.
- Tranche 2 – 500,000 performance rights will vest upon the Company announcing a JORC compliant resource estimate of > 500,000oz at > 1.5g/t gold (at a 0.5g/t lower cut off) at any one of its gold projects in existence of during the term of the Performance Rights.

## 19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The activities of the Group expose it to a variety of financial risks, including market risk, credit risk and liquidity risks. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the business. The Group employs different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

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

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Group through regular reviews of the risks.

### (a) Market risk

#### (i) Foreign exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Côte d'Ivoire Franc (CFCA).

## 19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS – continued

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities that are denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. At 31 December 2023, the Group held \$206,288 (2022: \$385,211) in CFCA bank balances. At 31 December 2023, had the Australian dollar strengthened/weakened by 10% against the CFCA franc with all other variables held constant, the profit/(loss) for the year would have been \$9,159 lower (2022: \$35,020) / \$11,194 higher (2022: \$42,802).

The Group has not entered into any general or specific contracts to hedge against gains and losses that may arise from exchange rate fluctuations.

### (ii) Interest rate risk

The Group may be exposed to interest rate risk through financial assets and liabilities. The risk is measured using sensitivity analysis and cash flow forecasting.

At 31 December 2023, if interest rates had increased/decreased by 100 basis points from the weighted average effective rate for the year, with other variables constant, the (loss)/profit for the year would have been \$37,307 lower (2022: \$83,450)/ \$37,307 higher (2022: \$83,450).

None of the financial assets and financial liabilities are readily traded on organised markets in standardised form. The carrying amounts of financial assets and financial liabilities are materially in line with their fair values.

The following table summarises interest rate risk for the Group, together with effective interest rates as at balance date.

2023	Weighted average effective interest rate	Floating interest rate	Fixed interest rate maturing in:		Non-interest Bearing	Total
			1 year or less	Over 1 year		
		\$	\$	\$	\$	\$
<b>Financial Assets</b>						
Cash and cash equivalents	1.13%	7,821,064	-	-	245,941	8,067,005
Other receivables	5%	-	20,000	-	16,710	36,710
<b>Total Financial Assets</b>		7,821,064	20,000	-	262,651	8,103,715

2023	Weighted average effective interest rate	Floating interest rate	Fixed interest rate maturing in:		Non-interest Bearing	Total
			1 year or less	Over 1 year		
		\$	\$	\$	\$	\$
<b>Financial Liabilities</b>						
Trade and other payables		-	-	-	680,500	680,500
Lease liabilities – current	8%	-	30,518	-	-	30,518
<b>Total Financial Liabilities</b>		-	30,518	-	680,500	711,018

## 19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS - continued

2022	Weighted average effective interest rate	Floating interest rate	Fixed interest rate maturing in:		Non-interest Bearing	Total
			1 year or less	Over 1 year		
		\$	\$	\$	\$	\$
<b>Financial Assets</b>						
Cash and cash equivalents	0.07%	465,406	3,000,000	-	385,511	3,850,917
Other receivables	5%	-	40,000	-	16,710	56,710
<b>Total Financial Assets</b>		465,406	3,040,000	-	402,221	3,907,627
<b>Financial Liabilities</b>						
Trade and other payables		-	-	-	1,384,454	1,384,454
Lease liabilities – current	8%	-	36,889	-	-	36,889
Lease liabilities – non-current	8%	-	-	30,518	-	30,518
<b>Total Financial Liabilities</b>		-	36,889	30,518	1,384,454	1,451,861

### (b) Credit risk exposures

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and financial instruments.

As the Group is exclusively involved in exploration rather than trading there is currently very little credit risk. For banks and financial institutions, only reputable institutions with sound financial positions are dealt with.

### (c) Liquidity and capital risk

The Group's total capital is defined as the shareholders' net equity plus any net debt. The objective when managing the Group's capital is to safeguard the business as a going concern, to maximise returns to shareholders and to maintain an optimal capital structure in order to reduce the cost of capital.

The Group does not have a target debt/equity ratio, but has a policy of maintaining a flexible financing structure so as to be able to take advantage of investment opportunities when they arise. There are no externally imposed capital requirements. Whilst the Group is in an exploration phase, it is unlikely to operate with debt capital, although this may change as projects become more advanced.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring its forecasted and actual cash flows.

## 19. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS - continued

If the Group anticipates a need to raise additional capital in the next 12 months to meet forecast operational activities, then the decision on how the Group will raise future capital will depend on market conditions existing at that time.

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

### (d) Fair value estimation

The Directors consider that the carrying amount of financial assets and financial liabilities, as recorded in the financial statements, represent or approximate their respective fair values. The Group's financial assets and liabilities are measured at amortised cost. Therefore, the disclosures required by *AASB13: Fair Value Measurement*, of the fair value measurement hierarchy have not been made.

## 20. CASH AND CASH EQUIVALENTS

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Cash at bank and on hand	<b>8,067,005</b>	850,917
Term deposit	-	3,000,000
	<b>8,067,005</b>	<b>3,850,917</b>

### (a) Statement of Cash Flows

#### ***Reconciliation of the loss after income tax from ordinary activities to the net cash used in operating activities***

	<b>Consolidated</b>	
	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Loss from ordinary activities after income tax	<b>(5,060,025)</b>	(10,631,702)
Add back non-cash items:		
Depreciation expense	<b>101,580</b>	85,356
Depreciation on leases	<b>36,000</b>	35,999
Share-based payment expense	<b>22,100</b>	43,500
Interest on lease liability	<b>3,795</b>	6,577
Fair value movement on financial assets at FVTPL	<b>(5,758)</b>	10,953
Foreign exchange (gain)/loss	<b>96</b>	(5,227)
Net cash (outflow) from operating activities before change in assets and liabilities	<b>(4,902,212)</b>	(10,454,544)
Change in assets and liabilities:		
(Increase) / decrease in operating receivables	<b>(2,811)</b>	(21,900)
(Decrease) / increase in operating payables	<b>(740,841)</b>	579,200
<b>Net cash (outflow) from operating activities</b>	<b>(5,645,864)</b>	<b>(9,897,244)</b>

## 21 KEY MANAGEMENT PERSONNEL DISCLOSURES

The following were Key Management Personnel of the Company at any time during the reporting period and unless otherwise indicated were Key Management Personnel for the entire year:

### Managing Director

Justin Tremain

### Non-Executive Directors

John Fitzgerald

Alan Campbell

Bruce Mowat

The Key Management Personnel compensation included in 'employee benefits expense' and share-based payments are as follows:

	<b>Consolidated</b>	
	<b>2023</b>	2022
	<b>\$</b>	\$
Short-term employee benefits	<b>406,667</b>	400,000
Post-employment benefits	<b>61,992</b>	64,343
Share-based payments	-	43,500
	<b>468,659</b>	507,843

### ***Individual Directors and executives compensation disclosures***

Information regarding individual Directors and executives compensation and some equity instruments disclosures as permitted by Schedule 5B to the Corporations Regulations 2001 is provided in the Remuneration Report section of the Directors' Report. Apart from the details disclosed in this note, no Director has entered into a material contract with the Company or the Group since the end of the previous financial year and there were no material contracts involving Directors' interests existing at year-end.

### ***Loans to Key Management Personnel and their related parties***

There were no loans outstanding at the reporting date to Key Management Personnel and their related parties.

### ***Other transactions with Key Management Personnel***

There was no transactions with key management personnel or their related parties during the year ended 31 December 2023 or 2022.

## 22. SUBSIDIARIES

### (a) Particulars in relation to subsidiaries

Name of Subsidiary	Place of Incorporation	Group's Interest		Class of Shares
		31 December 2023	31 December 2022	
<b>Parent Entity</b>		%	%	
Turaco Gold Limited	Australia	-	-	-
<b>Subsidiaries</b>				
TTFB Pty Ltd	Australia	100	100	Ord
Manas Côte d'Ivoire SARL	Côte d'Ivoire	100	100	Ord
CDI Mining Holdings Pty Ltd	Australia	100	100	Ord
Nimba Resources SARL	Côte d'Ivoire	100	100	Ord
Turaco Côte d'Ivoire SARL <sup>1</sup>	Côte d'Ivoire	100	100	Ord
CDI Holdings (Guernsey) Ltd	Guernsey	89	89	Ord
Turaco Predictive Côte d'Ivoire SARL <sup>2</sup>	Côte d'Ivoire	89	89	Ord
Predictive Discovery Côte d'Ivoire SARL	Côte d'Ivoire	89	89	Ord
Afema Investments No. 1 Ltd <sup>3</sup>	BVI	100	-	Ord
Turaco Sud Exploration Investments No. 1 Ltd <sup>3</sup>	BVI	100	-	Ord
Turaco Sud Exploration Holdings Ltd <sup>3</sup>	BVI	100	-	Ord
Turaco Sud Exploration SARL <sup>4</sup>	Côte d'Ivoire	100	-	Ord

<sup>1</sup> – Formerly known as Resolute Côte d'Ivoire SARL

<sup>2</sup> – Formerly known as Toro Gold Côte d'Ivoire SARL

<sup>3</sup> – Incorporated on 28 March 2023

<sup>4</sup> – Incorporate on 23 March 2023

### (b) Terms and conditions of loans to related parties

Loan advances are made to subsidiaries noted in the table above to fund exploration activities in Côte d'Ivoire. These loans are interest free, unsecured and repayable only when the borrower's cash flow permits. The recoverability of these loans is dependent upon the successful development and exploitation of the areas of interest currently being explored by the parent's subsidiary entities.

### (c) Risk exposure

Information about the Group's and the parent entity's exposure to credit risk, foreign exchange and interest rate risk is provided in Note 19.

**(d) Summarised financial information of subsidiary with a material non-controlling interest**

CDI Holdings (Guernsey) Ltd serves as the joint venture vehicle between Turaco and Predictive Discovery Ltd. Turaco is solely responsible for the funding of all expenditure until a "Decision to Mine" has been made. The summarised financial information for CDI Holdings (Guernsey) Ltd sub-group is set out below:

	2023 \$	2022 \$
<b>Financial Position</b>		
<b>Assets</b>		
Current assets	53,493	244,577
Non-current assets	6,080	10,157
Total assets	<u>59,573</u>	<u>254,734</u>
<b>Liabilities</b>		
Trade creditors and payables	30,654	249,762
Inter-group loans	4,151,049	3,315,637
Total liabilities	<u>4,181,703</u>	<u>3,565,399</u>
<b>Net Liabilities</b>	<u>(4,122,130)</u>	<u>(3,310,665)</u>
<b>Equity</b>		
Issued capital	4	4
Foreign currency translation reserves	(214,909)	(113,283)
Accumulated losses	<u>(3,907,225)</u>	<u>(3,197,386)</u>
Total equity	<u>(4,122,130)</u>	<u>(3,310,665)</u>
<b>Financial performance</b>		
(Loss) for the year:	<u>(709,838)</u>	<u>(3,310,665)</u>

**23. RELATED PARTY TRANSACTIONS**

**(a) Key Management Personnel**

Disclosures relating to Key Management Personnel are set out in Note 21.

**(b) Other Related Party Transactions**

No related party transactions other than those outlined in Note 21.

**(c) Subsidiaries**

**Wholly-Owned Group**

The parent entity will incur exploration expenditure on behalf of the subsidiaries. Investments in wholly-owned controlled entities are disclosed in Note 22.

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

## 24. PARENT ENTITY DISCLOSURES

	2023 \$	2022 \$
<b>Financial Position</b>		
<b>Assets</b>		
Current assets	8,065,546	3,617,197
Non-current assets <sup>(i)</sup>	1,058,899	626,971
Total assets	<u>9,124,445</u>	<u>4,244,168</u>
<b>Liabilities</b>		
Current liabilities	313,133	213,961
Non-current liabilities	-	30,519
Total liabilities	<u>313,133</u>	<u>244,480</u>
<b>Net Assets</b>	<u>8,811,312</u>	<u>3,999,688</u>
<b>Equity</b>		
Issued capital	77,647,479	67,224,769
Accumulated losses	(73,134,967)	(68,159,339)
Share-based payments reserves	4,298,800	4,934,258
<b>Total equity</b>	<u>8,811,312</u>	<u>3,999,688</u>
<b>Financial performance</b>		
(Loss) for the year	<u>(4,975,628)</u>	<u>(10,592,582)</u>
Total comprehensive (loss) for the year	<u>(4,975,628)</u>	<u>(10,592,582)</u>

(i) The recoupment of the parent entity's investments and loans to its subsidiaries is dependent upon the successful development and commercial exploitation or sale of the underlying exploration assets.

### **Contingent liabilities of the parent entity**

Under the Sale and Purchase Agreement entered into with Resolute Mining Ltd, the Company is required to pay A\$4 million cash twelve months after commercial gold production from a project development within one of the permits acquired through the transaction with Resolute Mining.

## 25. COMMITMENTS

### (a) Exploration expenditure commitments

#### **Ferke Project:**

In August 2021, the Company acquired an exploration package from Resolute and Predictive. In addition to the acquisition, the Company also entered into a separate earn-in agreement with a local Ivory Coast partner, Gold Ivoire Minerals SARL ("GIV") to earn an additional 34% (from current 51%) through the completion of a feasibility study.

#### **Royalty agreement with Resolute:**

A 2.5% net smelter royalty ("NSR") is payable to Resolute Mining on Turaco's share of future production from the permits in the Resolute Sale and Purchase Agreement, and reduced by any 3<sup>rd</sup> party commercial royalties including a reduction to a 1% NSR if GIV converts its interest in the GIV Joint Venture to a 1.5% NSR.



## 26. CONTINGENT LIABILITIES

Apart from the contingent liability of the parent entity disclosed in Note 24, there are no other contingent liabilities as at 31 December 2023.

## 27. EVENTS OCCURRING AFTER THE REPORTING DATE

On 21 November 2023, the Company announced it was acquiring a 51% interest in the Afema Project from Endeavour Mining plc ("Endeavour"). Acquisition comprised of upfront consideration of US\$1,500,000 in cash and the issue of 46,500,000 Turaco shares (subject to escrow) to Endeavour. An additional US\$650,000 deferred cash payment will be paid within 12 months of acquiring the 51% shareholding. The Completion are conditional upon Government approval to an extension to the terms of the mining convention associated with the Mining Permit and not objecting to Turaco becoming a majority holder.

Separate agreements have been entered with 49% partner Sodim Ltd ("Sodim") where the Company will pay Sodim US\$380,000 within 12 months of Turaco acquiring 51% interest in the Afema Project, either in cash or Turaco shares (20-day VWAP at time of payment) at Sodim's election. In addition, if Turaco completes a pre-feasibility study based on a JORC mineral resource of at least 2 million ounces of gold within 30 months, Turaco may increase its interest to 65% by making a cash payment of US\$2,500,000. Upon increasing its interest to 65%, Turaco will have a 12 months option to further increase its interest to 70% by making a cash payment of US\$3,750,000.

Turaco will also be required to make a milestone payment of US\$1,500,000 upon declaring a JORC mineral resource estimate of at least 1 million ounces of gold at a grade of 1.2 g/t, within the area of the exploration permit applications. This payment may be made in cash or Turaco shares (20-day VWAP at time of payment) at Sodim's election.

On 29 February 2024, the Company received written advice from the Minister of Mines, Petroleum and Energy approving Turaco's acquisition of an initial 51% interest in the Afema Project from Endeavour. In addition, the Minister agreed to an extension of the existing Mining Convention, that supports the granted Mining Permit and provides Turaco with a 3-year period to undertake a new feasibility study.

Subsequent to year end on 23 January 2024, the Company issued 888,889 shares to Directors who participated in the November 2023 share placement at \$0.09 per share each, after seeking shareholder's approval. A total of 30,000,000 performance rights with various conditions were also issued following shareholder approval.

On 6 March 2024, the Company signed an option agreement with Fortuna Silver Mines Inc. ("Fortuna") to rationalise its Tongon North projects to focus on the Afema and Eburnea Projects. Fortuna will make an upfront cash payment of US\$100,000 and must spend a minimum of US\$3,500,000 within three years to exercise an option to acquire an 80% interest, with a minimum expenditure of US\$1,250,000 before allowing the option to lapse. Upon exercise of option, Turaco have the option to contribute to maintain its 20% interest or elect to sell its remaining 20% interest to Fortuna for US\$1,500,000 in cash.

On 21 March 2024, the Company entered into a binding term sheet with Aurum Resources Ltd ("Aurum") for the divestment of the Boundiali exploration permit (PR414) in northern Cote d'Ivoire. The Boundiali Permit is part of the joint venture between Turaco and Predictive Discovery Ltd ("Predictive"). The sale is conditional upon Aurum obtaining a renewal of the Boundiali Permit (or the granting of a replacement permit) and being satisfied that the terms of the renewal (or replacement permit) do not restrict exploration or potential future mining rights, along with require Government approvals. The conditions must be satisfied by 31 March 2025. Upon satisfaction of the conditions, Turaco can elect to receive A\$800,000 in cash or up to A\$1.2 million in Aurum shares.

On 26 March 2024, the Company entered into a share sale agreement with Many Peaks Minerals Ltd ("Many Peaks") for the divestment of its 89% interest in the joint venture with Predictive Discovery Ltd ("Predictive") which holds the rights, via a joint venture with a local entity, for up to 85% interest in the Ferke and Odienne projects in Northern Cote d'Ivoire. Consideration to be received by the Company include 5,000,000 fully paid ordinary shares in Many Peaks, subject to a 12-month escrow and all future proceeds and consideration received for the sale of the Boundiali

## 27. EVENTS OCCURRING AFTER THE REPORTING DATE - continued

South permit pursuant to the term sheet with Aurum Resources Ltd. The sale is conditional upon various conditions disclosed in the ASX announcement dated 26 March 2024 and is expected to be satisfied in the next two months.

No matter or circumstance has arisen since the end of the financial year and to the date of this report which significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial year(s).

## **DIRECTORS' DECLARATION**

In the opinion of the Directors of Turaco Gold Limited (the 'Company'):

- a. the accompanying financial statements and notes are in accordance with the Corporations Act 2001 including:
  - i. giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the year then ended; and
  - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements;
- b. there are reasonable grounds to believe that the Group will be able to pay its debts as and when they become due and payable; and
- c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 31 December 2023.

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



**Justin Tremain**  
**Managing Director**

Dated at Perth, 28 March 2024

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of Turaco Gold Limited

### **Report on the Audit of the Financial Report**

#### *Opinion*

We have audited the financial report of Turaco Gold Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information, and the directors' declaration.

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

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

#### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Key Audit Matters*

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

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**Key Audit Matter**
**How our audit addressed the key audit matter**


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**Carrying value of exploration and evaluation**

 Refer to Note 12
 

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The Group has a capitalised exploration and evaluation balance of \$1,135,197 as at 31 December 2023.

The Company's accounting policy is to capitalise acquisition costs. We considered the carrying value of exploration and evaluation to be a key audit matter as it is material, considered to be important to the users' understanding of the financial statements and involved the most communication with management.

We planned our work to address the audit risk that the capitalised exploration and evaluation may not meet the recognition criteria of the standard. In addition, we considered it necessary to assess whether facts and circumstances existed to suggest that the carrying amount of the exploration and evaluation asset may exceed its recoverable amount.

Our procedures included but were not limited to the following:

- We obtained an understanding of the key processes associated with management's review of the carrying value of each area of interest;
  - We considered the Directors' assessment of potential indicators of impairment under AASB 6 *Exploration and Evaluation of Mineral Resources*;
  - We obtained evidence that the Group has current rights to tenure of its areas of interest;
  - We verified additions made during the year;
  - We enquired with management, reviewed ASX announcements and reviewed minutes of Director's meetings to ensure that the Group had not resolved to discontinue exploration and evaluation at any of its areas of interest; and
  - We examined the disclosures made in the financial report.
- 

*Information Other than the Financial Report and Auditor's Report Thereon*

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 31 December 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 accordingly we do not express any form of assurance conclusion thereon.

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

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

### *Responsibilities of the Directors for the Financial Report*

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

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

### *Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.
- 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.

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 within the Directors' Report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Turaco Gold Limited for the year ended 31 December 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.

*HLB Mann Judd*

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**28 March 2024**



**M R Ohm**  
**Partner**

The Board of Directors of Turaco Gold Limited is responsible for the corporate governance of the consolidated entity. The Board guides and monitors the business and affairs of Turaco Gold Limited on behalf of the shareholders by whom they are elected and to whom they are accountable. The Company's governance approach aims to achieve exploration, development and financial success while meeting stakeholders' expectations of sound corporate governance practices by proactively determining and adopting the most appropriate corporate governance arrangements.

The Company has adopted appropriate systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs. To the extent they are applicable and given its size and circumstances the Company has adopted the Eight Essential Corporate Governance Principles and Recommendations ("Recommendations"), as published by ASX Corporate Governance Council ("CGC").

The Company's directors are fully cognisant of the Corporate Governance Principles and Recommendations published by CGC and have adopted those recommendations where they are appropriate to the Company's circumstances. However, a number of those principles and recommendations are directed towards listed companies considerably larger than Turaco Gold Limited, whose circumstances and requirements accordingly differ markedly from the Company's. For example, the nature of the Company's operations and the size of its staff mean that a number of the Board committees and other governance structures recommended by the CGC are not only unnecessary in Turaco's case, but the effort and expense required to establish and maintain them would, in the directors' view, be an unjustified diversion of shareholders' funds.

As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

ASX Listing Rule 4.10.3 requires ASX listed companies to report on the extent to which they have followed the ASX Corporate Governance Principles and Recommendations ("ASX Principles") released by the ASX Corporate Governance Council ("CGC"). The ASX Principles require the board to consider carefully the development and adoption of appropriate corporate governance policies and practices founded on the ASX Principles. A description of the Company's main corporate governance practices is set out below. All these practices, unless otherwise stated, were in place for the entire financial year ended 31 December 2023. They comply with the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.<sup>1</sup>

The Company's website at [www.turacogold.com.au](http://www.turacogold.com.au) contains a corporate governance section that includes copies of the Company's corporate governance policies.

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|--------------|--|
| Principle 1. | Lay solid foundations for management and oversight             |
| Principle 2. | Structure the board to add value                               |
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| Principle 8. | Remunerate fairly and responsibly                              |

<sup>1</sup>The 4<sup>th</sup> Edition of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations took effect for the Company's financial year commencing 1 January 2020 and has been adopted as appropriate from that date.



## Principle 1: Lay solid foundations for management and oversight

### Recommendation 1.1:

*Companies should disclose the respective roles and responsibilities of its board and management and those matters expressly reserved to the Board and those delegated to management and disclose those functions.*

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of the senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board is responsible for:

- Determining the vision and objectives of the Company;
- Overseeing and fostering an appropriate culture for the Company that is directly aligned to its values, strategies and objectives;
- Reviewing and approving the Company's financial position, systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Identifying all areas where written board policy is required, detailing the policies, and overseeing the implementation and monitoring of compliance;
- Formulating short term and long term strategies to enable the Company to achieve its objectives, and ensuring adequate resources are available to meet strategic objectives;
- Approving and monitoring the progress of major expenditure and acquisitions and divestments;
- Approving the annual budgets, and ensuring these are aligned with the Company's strategic objectives;
- Being responsible for the Company's senior management and personnel including appointing and, where appropriate, removing the Chairman;
- Ratifying the appointment, and where appropriate, the removal of the Executive Directors and the Company Secretary;
- Evaluating the performance of the senior management team and determining their remuneration;
- Delegating appropriate powers to senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;
- Ensuring that policies and procedures are in place consistent with the Company's objectives, and that the Company and its officers act legally, ethically and responsibly in all matters; and
- Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy.

The responsibility for the day to day operation and administration of the Company is delegated by the Board to the Managing Director who in turn delegates specific responsibilities to the senior management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Managing Director and the senior management team. These delegations are reviewed as appropriate.

The Board Charter is available on the Company's website under the Corporate Governance section.

The Managing Director is responsible for the attainment of the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board.

The Managing Director's (or as delegated to senior executives) specific responsibilities include:

- responsibility for the achievement of corporate goals and objectives
- development of short, medium and long-term corporate strategies and planning to achieve the Company's vision and overall business objectives
- implementing and monitoring strategy and reporting/ presenting to the Board on current and future initiatives
- advising the Board regarding the most effective organisational structure and oversee its implementation
- assessment of business opportunities of potential benefit to the Company
- encouraging staff commitment
- establishing and maintaining effective and positive relationships with Board members, shareholders, the investment community and other government and business liaisons
- undertaking the role of key Company spokesperson
- recommending policies to the Board in relation to a range of organisational issues including delegations of authority, consultancies and performance incentives
- ensuring statutory, legal and regulatory compliance and compliance with corporate policies and standards
- ensuring appropriate risk management practices and policies are in place
- selecting and appointing staff; and
- ensuring there is an appropriate staff appraisal system in place in the Company.

This statement of matters reserved for the Board and areas of delegated authority to the Managing Director and senior executives is contained in the Board Charter posted on the Company's website.

**Recommendation 1.2:**

*Companies should undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director and provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Company undertakes checks on any person who is being considered as a Director. These checks may include character, experience, education and financial history and background.

All security holder releases will contain material information about any candidate to enable an informed decision to be made on whether or not to elect or re-elect a director.

**Recommendation 1.3:**

*Companies should have a written agreement with each director and senior executive setting out the terms of their appointment.*

Letters of appointment are in place for all non-executive directors and employment contracts are in place for the Managing Director and other senior executives.

**Recommendation 1.4:**

*The Company Secretary should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.*

The Company Secretary has a direct reporting line to the Board, through the Chair.

**Recommendation 1.5:**

*The Company should establish a policy concerning diversity and disclose the policy or summary of the policy. The policy should include requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.*

The Company recognises that a talented and diverse workforce is a key competitive advantage. The Company is committed to developing a workplace that promotes diversity. The Company's policy is to recruit and manage on the basis of competence and performance regardless of age, nationality, race, gender, religious beliefs, sexuality, physical ability or cultural background. The Company has not yet formalised this policy into a written document. It is the Board's intention to formalise the policy at a time when the size of the Company and its activities warrants such a structure.

During 2023, Turaco Group had 26 full time and full time equivalent staff. There are no women on the Board.

**Recommendation 1.6:**

*The Company should have and disclose a process for periodically evaluating the performance of the Board, its committees and individual directors and whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

Due to the size of the Board and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of individuals. The Chairman conducted an informal review during the financial year whereby the performance of the Board as a whole and the individual contributions of each director were discussed. The Board considers that at this stage of the Company's development an informal process is appropriate.

**Recommendation 1.7:**

*The Company should have and disclose a process for periodically evaluating the performance of senior executives and whether a performance evaluation was undertaken in the reporting period in accordance with that process.*

The Board undertakes a review of the senior executives' performance, at least annually, including setting the goals for the coming year and reviewing the achievement of these goals.

Performance has been measured to date by the efficiency and effectiveness of the enhancement of the Company's mineral interest portfolio, the designing and implementation of the exploration and development programme and the securing of ongoing funding so as to continue its exploration and development activities. This performance evaluation is not based on specific financial indicators such as earnings or dividends as the Company is at the exploration / pre-development stage and during this period is expected to incur operating losses.

Due to the size of the Company and the nature of its business, it has not been deemed necessary to institute a formal documented performance review program of senior executives. The Chairman conducted an informal review process whereby he discussed with senior executives the approach toward meeting the short and long term objectives of the Company. The Board considers that at this stage of the Company's development an informal process is appropriate.

## Principle 2: Structure the Board to add value

### Recommendation 2.1:

*The Board should establish a Nomination Committee of which the majority should be independent directors (including the Chair).*

The Company does not have a nomination committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of a nomination committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.

Directors are appointed under the terms of the Company's constitution. Appointments to the Board are based upon merit and against criteria that serves to maintain an appropriate balance of skills, expertise, and experience of the board. The categories considered necessary for this purpose are a blend of accounting and finance, business, technical and administration skills. Casual appointments must stand for election at the next annual general meeting of the Company.

Retirement and rotation of Directors are governed by the Corporations Act 2001 and the Constitution of the Company. All Directors, with the exception of the Managing Director (if appointed), serve for a period of three years before they are requested to retire and if eligible offer themselves for re-election.

### Recommendation 2.2:

*The Company should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.*

The Board composition for the reporting period has been as follows:

Non-executive Chairman – John Fitzgerald, a Chartered Accountant and an experienced mining executive was appointed a director on 23 July 2021;

Managing Director/CEO – Justin Tremain appointed on 1 December 2020

Non-executive director – Alan Campbell, a geologist and an experienced mining executive was appointed a director on 1 November 2018 and Bruce Mowat, a geologist and experienced company director, was appointed on 9 August 2021.

	Non-executive Directors
Strategy and leadership <ul style="list-style-type: none"> <li>• Business leadership</li> <li>• Strategic planning</li> <li>• Stakeholder engagement</li> <li>• Public listed company experience</li> <li>• Non-executive experience</li> <li>• Executive experience</li> <li>• Global economic conditions and mineral markets</li> </ul>	X
Mining Industry – Technical and General <ul style="list-style-type: none"> <li>• Exploration</li> <li>• Mine development</li> <li>• Mining</li> <li>• African experience</li> </ul>	X
Finance and Accounting <ul style="list-style-type: none"> <li>• Corporate finance, capital markets, M&amp;A</li> <li>• Accounting and Audit</li> <li>• Treasury and hedging</li> <li>• Taxation</li> </ul>	X
Other <ul style="list-style-type: none"> <li>• Legal and compliance</li> <li>• Governance and Risk management</li> <li>• Human resources and industrial relations</li> </ul>	X

The Board will look to supplement its skills set as and when circumstances change, for example the commencement of development leading to mineral production at its mineral projects at which time mining engineering and production skills may be required as part of the mix.

Each director has the right of access to all relevant company information and to the Company's employees and, subject to prior consultation with the Chairperson, may seek independent professional advice from a suitably qualified adviser at the Company's expense. The director must consult with an advisor suitably qualified in the relevant field and obtain the Chairperson's approval of the fee payable for the advice before proceeding with the consultation. A copy of the advice received by the director is made available to all other members of the board.

**Recommendation 2.3:**

*The Company should disclose the names of the directors considered to be independent directors and length of service of each director.*

The names, experience and responsibilities of Directors of the Company in office at the date of this statement are set out in the Directors' Report (including names of the directors considered to be independent directors and length of service of each director). Details of independent directors and length of service of each director are noted below.

<b>Director</b>	<b>Office held</b>	<b>Independent</b>
John Fitzgerald (appointed 23/7/2021)	Non-executive Chairman	Yes
Alan Campbell (appointed 1/11/2018)	Non-executive director	Yes
Bruce Mowat (appointed 9/8/2021)	Non-executive director	Yes
Justin Tremain (appointed 1/12/2020)	Managing director	No

**Recommendation 2.4:**

*A majority of the Board of the Company should be independent directors.*

In assessing whether a director is classified as independent, the Board considers the independence criteria set out in the ASX Corporate Governance Council Recommendation 2.1 and other facts, information and circumstances deemed by the Board to be relevant. Using the ASX Best Practice Recommendations on the assessment of the independence of Directors, the Board considers that only one of the Directors holding office during the reporting period can be considered to be independent and therefore the Company does not currently have a majority of independent directors. The Company considers that each of the directors possesses the skills and experience suitable for building the Company and that although the Company does not currently have a majority of independent directors, the current composition of the Board is appropriate for the Company's current size and operations.

The Board takes the responsibilities of best practice in corporate governance seriously. It is the Board's intention to review its composition on a continual basis as the Company expands its activities and greater demands and skills amongst Directors become necessary.

**Recommendation 2.5:**

*The Chair of the Board should be an independent director and should not be the CEO of the Company.*

The Chairman, Mr John Fitzgerald, is considered the "lead" Director and utilises his experience, skills and leadership abilities to facilitate the governance processes. Mr Fitzgerald is an independent director.

**Recommendation 2.6:**

*The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.*

The Board Charter provides for induction and professional development for the Board. The Company Secretary is tasked with coordinating the induction process for new directors. Such a process has not been formalised at this stage. In general terms, directors appointed to the Board in the past and more recently have pre-existing skills and experience as public company directors and a formal induction process is not considered a priority.

All directors are expected to maintain the skills required to discharge their duties as a director. The directors are all experienced directors who serve or have served on numerous public company boards and as such develop themselves professionally on a continuous basis. Members of the executive team brief the Board on relevant industry, financial, accounting, legal, compliance, governance and other developments.

**Principle 3: Instil a culture of acting lawfully, ethically and responsibly**

**Recommendation 3.1, 3.2, 3.3 and 3.4:**

The Company has developed a Code of Conduct (the Code) which has been endorsed by the Board and applies to all employees, Directors and officers. The Code may be amended from time to time as necessary to ensure it reflects the practices necessary to maintain confidence in the Company's integrity and to take into account legal obligations and reasonable expectations of the Company's stakeholders. The Code outlines the responsibility and accountability of Company personnel to report and investigate reports of unethical practices. A copy of the Code is available on the Company's website.

*Securities Trading Policy*

Trading in Company securities is regulated by the Corporations Act and the ASX Listing Rules. The Board makes all Directors, officers and employees aware on appointment that it is prohibited to trade in the Company's securities whilst that Director, officer or employee is in the possession of price sensitive information.

Turaco has adopted a policy that Directors, employees, advisers and consultants (Applicable Persons) and their related parties (spouses, de facto spouses, parents and children) (Related Persons) are aware of legal restrictions in dealing in Company securities while in possession of unpublished price sensitive information.

Under this policy Applicable Persons and Related Persons should:

- not engage in short-term trading of Turaco securities
- not deal in Turaco securities while in possession of Inside Information
- in certain circumstances, notify the Company Secretary of any intended transactions involving Turaco securities; and
- ensure any of their buying or selling of Turaco securities occurs outside of Closed Periods unless prior written clearance is obtained in accordance with this policy.

Securities interests of Directors and other key management personnel are disclosed in Annual Reports. Securities interests of Directors are also reported to the ASX as and when changes take place.

*Anti-bribery and Corruption Compliance*

Turaco recognises that Directors, officers, employees and third parties operating outside of Australia have a special responsibility to know and obey laws and regulations of countries where they operate and to conduct themselves in accordance with local business practices.

Turaco recognises that laws, regulations, business practices and customs vary throughout the world and that in certain cases these may vary from those in Australia in the different jurisdictions in which Turaco and its subsidiaries operate. Notwithstanding, in particular, the Turaco Group and its Directors, officers, employees and third parties must comply with all applicable laws relating to foreign corrupt practices, including the relevant laws within Australia and the jurisdictions in which it carries out its exploration activities.

Turaco provides Anti-Bribery and Corruption Compliance training to all employees and consultants.

#### **Principle 4: Safeguard Integrity in Financial reporting**

##### **Recommendation 4.1**

*The Board should have an Audit Committee.*

The Company does not have an Audit committee. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of separate or special committees at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board considers those matters that would usually be the responsibility of an Audit committee. The Board considers that no efficiencies or other benefits would be gained by establishing a separate Audit committee. The Company's stage of development and a focus on reducing corporate and overhead costs means that it is not in a position to comply with the CGC guidelines in this respect.

The Company requires external auditors to demonstrate quality and independence. The performance of the external auditor is reviewed and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

The audit engagement partner from auditors, HLB Mann Judd (WA Partnership) is subject to rotation rules under the Corporations Act.

##### **Recommendation 4.2**

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

The Managing Director and the CFO, have declared in writing to the Board that the Company's financial statements for the year ended 31 December 2023 present a true and fair view, in all material aspects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards, that this is founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control system is operating efficiently and effectively. This representation is made by the Managing Director and the CFO prior to the Director's approval of the release of the annual and half yearly accounts. This representation is made after enquiry of, and representation by, appropriate levels of management.

##### **Recommendation 4.3**

*The Company should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by its external auditor.*

The Board reviews all periodic reports and seeks professional assistance and advice where required to ensure the integrity of those reports. No additional disclosures are made separately on these reports.

## **Principle 5 – Make timely and balanced disclosure**

### **Recommendation 5.1:**

*Companies should have a written policy for complying with its continuous disclosure obligations under the Listing Rules.*

The Company has not developed a formal ASX Listing Rules Disclosure Strategy. The Company's directors have a long history of involvement with public listed companies and are familiar with disclosure requirements of the ASX listing rules and the Corporations Act.

The Company has in place informal procedures, including discussion about disclosure matters at all formal and informal Board and management meetings, which it believes are sufficient for ensuring compliance with ASX Listing Rule disclosure requirements and accountability for compliance. The Board has nominated the Chairman and the company secretary as being responsible for all matters relating to disclosure.

### **Recommendation 5.2:**

*Companies should ensure that its Board receives all material market announcements promptly after they have been made.*

The Company Secretary is in charge of releasing all market announcements and providing the Board with copies of that announcement promptly after it has been released to the market.

### **Recommendation 5.3:**

*Companies that give a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcement Platform ahead of the presentation.*

As a general practice, the Company releases all new and substantive investor presentations on the ASX Market Announcement Platform.

## **Principle 6 – Respect the rights of security holders**

### **Recommendation 6.1:**

*Companies should provide information about itself and its governance to investors via its website.*

The Company is committed to maintaining a Company website with general information about the Company and its operations, information about governance and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by the ASX, the following are posted to the Company's website:

- relevant announcements made to the market via the ASX;
- notices of meetings;
- investment updates;
- company presentations and media releases;
- copies of press releases and announcements for (at least) the preceding three years; and
- copies of annual, half-yearly and quarterly reports including financial statements for (at least) the preceding three years.

### **Recommendations 6.2 and 6.3:**

*Companies should design and implement an investor relations program to facilitate two-way communication with investors.*

*Companies should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.*

The Non-Executive Chairman and the Managing Director make themselves available to meet shareholders and regularly respond to enquiries made via telephone or email. The Managing Director also completes periodic investor presentations to facilitate engagement with investors and other financial market participants. From time to time other directors and nominated senior management will also engage with shareholders and investors generally.



The Board encourages full participation of shareholders at the Annual General Meeting. In preparing for general meetings of the Company, the Company drafts the notice of meeting and related explanatory information so that shareholders are provided with all of the information that is relevant to shareholders in making decisions on matters to be voted on by them at the meeting. The Company allows shareholders a reasonable opportunity to ask questions of the Board of Directors and to otherwise participate in the meeting. The external auditor of the Company is asked to attend each annual general meeting and to be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. Important issues are presented to the shareholders as single resolutions. The shareholders are also responsible for voting on the appointment of Directors.

**Recommendation 6.4:**

*Companies should ensure all substantive resolutions at a meeting of security holders be decided by a poll rather than a show of hands.*

Effective from the 2020 Annual General Meeting held in May 2020, all resolutions are decided by poll and not by show of hands.

**Recommendation 6.5:**

*Companies should give security holders the option to receive and send communications electronically.*

The Company encourages its shareholders to communicate electronically through the share registrar. The contact details of the registrar can be found on our website.

**Principle 7 – Recognise and manage risk**

**Recommendation 7.1:**

*The Board should have a committee or committees to oversee risk.*

The Company is not currently of a size to require the formation of committees to oversee risk. The full Board has the responsibility for the risk management, compliance and internal controls systems of the Company.

Senior management is responsible for designing, implementing and reporting on the adequacy of the Company's risk management and internal control system. The Company's risk management policy is designed to provide the framework to identify, assess, monitor and manage the risks associated with the Company's business. The Company adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. The risks involved in a resources sector company and the specific uncertainties for the Company continue to be regularly monitored. All proposals reviewed by the Board include a consideration of the issues and risks of the proposal.

**Recommendation 7.2:**

*The Board should review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place.*

The Board considers risks and discusses risk management at each Board meeting. Review of the risk management framework is an on-going process rather than an annual formal review. The Company's main areas of risk include:

- capital requirement and future funding;
- geological and technical risk posed to exploration and commercial exploitation success;
- sovereign risk, change in government policy, change in mining and fiscal legislation;
- prevention of access by reason of inability to obtain regulatory or landowner / local community consents or approvals, or loss of social licence;
- retention of key staff;
- change in metal market conditions;
- adverse weather events; and
- mineral title tenure and renewal risks.

**Recommendation 7.3:**

*The Company should disclose if it has an internal audit function.*

The Company does not have an internal audit function. The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the formation of an internal audit function at this time. The Board as a whole regularly evaluates and improves the effectiveness of its risk management (refer above) and internal control processes.

**Recommendation 7.4:**

*The Company should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

The Company is of the view that it has adequately disclosed the nature of its operations and relevant information on exposure to economic, environmental and social sustainability risks. Other than general risks associated with the mineral exploration industry, the Company does not currently have material exposure to environmental and social sustainability risks.

**Principle 8 – Remunerate fairly and responsibly**

**Recommendation 8.1:**

*The Board should have a Remuneration Committee.*

The Company does not have a remuneration committee

The Board as a whole addresses the governance aspects of the full scope of the Company's activities and to ensure that it adheres to appropriate ethical standards. In particular, the full Board has been considering those matters that would usually be the responsibility of a remuneration committee.

**Recommendation 8.2:**

*Companies should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.*

The Company provides disclosure of all Directors and executives remuneration in its annual report.

The remuneration policy of the Company has been designed to align directors' objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the company. Directors' remuneration is approved by resolutions of the Board. The Board's policy for determining the nature and amount of remuneration for Board members is as follows:

*Non-Executive Directors*

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Payments to the Non-Executive Directors are reviewed annually, based on market practice, duties and accountability. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Non-Executive Directors are entitled to receive incentive options or securities (subject to shareholder approval) as it is considered an appropriate method of providing sufficient reward whilst maintaining cash reserves. There is no scheme to provide retirement benefits, other than statutory superannuation, to Non-Executive Directors.

### *Executives*

The senior executives of the Company during the reporting period were the Managing Director and the Company Secretary. The Company is committed to remunerating its senior executives in a manner that is market-competitive and consistent with best practice as well as supporting the interests of shareholders. Consequently, the remuneration of senior executives may be comprised of the following:

- fixed salary that is determined from a review of the market and reflects core performance requirements and expectations;
- a performance bonus designed to reward actual achievement by the individual of performance objectives and for materially improved Company performance;
- participation in any option or securities incentive scheme with thresholds approved by shareholders;
- statutory superannuation.

By remunerating senior executives through performance and long-term incentive plans in addition to their fixed remuneration, the Company aims to align the interests of senior executives with those of shareholders and increase performance. The value of shares and incentive securities granted to senior executives is calculated using the Black-Scholes pricing models as described in the Financial Statements.

The objective behind using this remuneration structure is to drive improved performance and thereby increase shareholder value as well as aligning the interests of executives and shareholders.

The Board may use its discretion with respect to the payment of bonuses, incentive share options and other incentive payments.

For details of remuneration paid to Directors and officers for the financial year please refer to the Remuneration Report forming part of the Directors' Report and the Financial Statements generally.

### **Recommendation 8.3:**

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

The Company has equity-based remuneration schemes which are affected by this recommendation. Recipients of equity-based remuneration (eg. incentives options or performance rights) both within the terms of the Employee Option Plan / Performance Rights Plan and outside any specific plan are not permitted to enter into any transactions that would limit the economic risk of options or other unvested entitlements.

The shareholder information set out below was applicable as at 22 March 2024.

### Substantial Shareholders

Holdings of substantial shareholders as advised to the Company are set out below.

#### Name of Holder

Yi Weng 48,121,729

### Distribution of Holders of Equity Securities

Size of Holding	Total Holders	Total Percentage (%)
1 to 1,000	51	0.00
1,001 to 5,000	56	0.04
5,001 to 10,000	93	0.13
10,001 to 100,000	482	4.05
100,001 and over	434	95.78
	<u>1,116</u>	<u>100</u>

The number of shareholdings comprising less than a marketable parcel was 62, with a total of 34,551 amounting to 0.01% of issued capital.

### Voting Rights

The voting rights attaching to ordinary shares are governed by the Constitution. On a show of hands every person present who is a member or representative of a member shall have one vote and on a poll, every member present in person or by proxy or by attorney or duly authorised representative shall have one vote for each share held. None of the options has any voting rights.

### Twenty Largest Shareholders

	Number of Shares	% Held
Citicorp Nominees Pty Limited	40,237,487	6.84
Yarraandoo Pty Ltd <Yarraandoo Super Fund A/C>	20,000,000	3.40
Worldpower Pty Ltd	20,000,000	3.40
Mr Yi Weng & Mrs Ning Li <Yi Weng & Ning Li S/F A/C>	17,000,000	2.89
BNP Paribas Nominees Pty Ltd <IB AU NOMS RetailClient>	14,855,514	2.53
Mr Philip David Reese	13,333,333	2.27
Hayes Investments Co Pty Ltd	13,016,600	2.21
Mr Yi Weng & Mrs Ning Li	12,444,444	2.12
Mr Yi Weng & Ms Ning Li <Yi Weng & Ning Li Super A/C>	10,690,000	1.82
Mr Phillip Richard Perry	10,490,834	1.78
HSBC Custody Nominees (Australia) Limited	10,243,438	1.74
UBS Nominees Pty Ltd	10,000,000	1.70
Palm Beach Nominees Pty Limited	9,396,536	1.60
Mr Yi Weng & Ms Ning Li Yi Weng & Ning Li S/F A/C	7,987,285	1.36
Mr Justin Albert Tremain <J & S Tremain Family A/C>	7,650,000	1.30
Turoc Pty Ltd <Turoc A/C>	7,545,328	1.28
Alexander Holdings (WA) Pty Ltd	7,500,000	1.23
Esselmont Pty Ltd	7,222,222	1.23
Mr Jason Alexander Bond & Ms Jennifer Kate Langdon <The J Bond Super Fund A/C>	7,000,000	1.19
Mr Nicholas James Lambos	6,219,437	1.06
Mr Thomas James Loh	6,200,000	1.05
	<u>259,032,458</u>	<u>44.05</u>

**Unquoted equity securities**

Unquoted equity securities on issue at 28 March 2024 were as follows:

<b>Class</b>	<b>Number</b>	<b>Number of Holders</b>	<b>Note</b>
Performance Rights	41,000,000	8	15d, 27

**Holders of more than 20% of this class of Performance Rights:**

J&S Tremain Family account                          15,000,000 (expire on 15 January 2027)

These performance shares have the following vesting conditions over 5 tranches:

- 3,000,000 performance rights vest when the Company's daily volume weighted average price of share exceeds \$0.15 over 15 consecutive trading days;
- 3,000,000 performance rights vest when a JORC compliant resource estimate of greater than 2,000,000 ounces at greater than 1g/t gold (qualifying mineral resource) has been declared;
- 3,000,000 performance rights vest when a JORC compliant resource estimate of greater than 3,500,000 ounces at greater than 1g/t gold (qualifying mineral resource) has been declared;
- 3,000,000 performance rights vest at the completion of a pre-feasibility study in the Afema gold project in support of a definitive feasibility study; and
- 3,000,000 performance rights vest upon the announcement of the completion of the acquisition of 51% interest in Taurus Afema.

Predictive Discovery Limited                          10,000,000 (expire on 6 August 2026)

These performance shares convert to ordinary shares in the Company if the following milestones are achieved:

- 3.5 million performance shares convert to Turaco shares upon Turaco announcing a JORC Mineral Resource Estimate from the Turaco-Predictive Joint Venture permits of greater than 500,000 ounces of gold at a grade greater than 1.5g/t gold; and
- 6.5 million performance shares convert to Turaco shares upon Turaco announcing a JORC Mineral Resource Estimate from the Turaco-Predictive Joint Venture permits of greater than 1,000,000 ounces of gold at a grade greater than 1.5g/t gold.

**Mineral Interests of the Turaco Group as at 31 December 2023**

Project	Location	Tenement	Area	Interest
Tongon North Gold Project	Côte d'Ivoire	Dielle Permit PR857	347km <sup>2</sup>	100%
		Namibra PR876	395km <sup>2</sup>	80%
		Ouarga Permit PR643	81km <sup>2</sup>	100%
		Pongala Permit PR642	293km <sup>2</sup>	100%
		Somavogo Permit PR645	300km <sup>2</sup>	100%
Boundiali Gold Project	Côte d'Ivoire	Boundiali South Permit PR414	167km <sup>2</sup>	89% <sup>1</sup>
Ferke Gold Project	Côte d'Ivoire	Ferke Permit PR367	300km <sup>2</sup>	51% <sup>1,2</sup>
Eburnea Gold Project	Côte d'Ivoire	Bouake North Permit PR575	385km <sup>2</sup>	80% <sup>3</sup>
		Satama Permit PR544	225km <sup>2</sup>	100%
Beriaboukro Gold Project	Côte d'Ivoire	Beriaboukro Permit PR464	218km <sup>2</sup>	51% <sup>1,2</sup>
Odienne Gold Project	Côte d'Ivoire	Odienne North Permit PR866	391km <sup>2</sup>	51% <sup>1,2</sup>
		Odienne South Permit PR865	367km <sup>2</sup>	51% <sup>1,2</sup>
			<b>3,469km<sup>2</sup></b>	
Afema Gold Project	Côte d'Ivoire	Exploration Permit Applications	1,040km <sup>2</sup>	100% <sup>4</sup>
			<b>4,509km<sup>2</sup></b>	

<sup>1</sup> Held in the Turaco-Predictive JV in which Turaco has a 89% interest

<sup>2</sup> Turaco-Predictive JV has the right to earn up to 85% interest under the joint venture with Gold Ivoire Minerals SARL

<sup>3</sup> Turaco holds an 80% joint venture interest with Eburnea Gold Resources SARL and has right to acquire a further 10% interest for a total interest of 90%

<sup>4</sup> Refer ASX announcement dated 21 November 2023 'Turaco to Acquire Afema Interest in Gold Project'