Annual Report

For the Year Ended 30 June 2024

Balkan

Mining and Minerals Limited

Contents

DIRECTORS' REPORT

The Directors' present their report together with the financial report of Balkan Mining & Minerals Limited (**BMM**, **Balkan** or the **Company**) (ASX: BMM) and its controlled entities (the **Group**, or **Consolidated Entity**) for financial year ending 30 June 2024.

BMM is a limited liability company that is incorporated in Australia. All amounts are presented in Australian Dollars (AU$), unless noted otherwise.

Directors

The names and the particulars of the Directors who held office during or since the end of the financial year and until the date of this report are disclosed below.

Name	Status	Appointment/ Resignation
Mr Karl Simich	Non-Executive Chairman	
Mr Ross Cotton	Managing Director	
Mr Fadi Diab	Non-Executive Director	Appointed on 19 June 2024
Mr Luke Martino		*Resigned on 30 June 2024*
Mr Sean Murray		*Resigned on 1 December 2023*

Principal activities

BMM is a mineral exploration company which is presently focused on the exploration of EV metals such as lithium and borates in Canada.

Significant changes in state of affairs

In the opinion of the Directors, there were no significant changes in the state of affairs of the Group which have not been disclosed elsewhere in the Annual Report.

Operating & financial review

The Group made a loss for the year ended 30 June 2024 of $2,645,715 (2023: loss of $4,983,401). As at 30 June 2024, the Group had cash and cash equivalents of $360,263 (2023: $2,121,586) and net assets of $3,162,920 (2023; $3,597,127).

Dividends paid or recommended

There were no dividends paid or recommended during the financial year ended 30 June 2024 (2023: Nil).

Review of Operations

<u>Capital Raising Activities and Board Changes</u>

As reported to the ASX on 27 June 2024, BMM received binding commitments for $750,000 via private placement to new and existing institutional and sophisticated investors through the issue of 15M new ordinary fully paid shares. Subscribers to the placement received 1 unlisted option for every 2 placement shares. The options have an exercise price of 7.5c each and have an expiry date of 3 years post issue. Sixty Two Capital Pty Ltd acted as the Lead Manager to the placement.

On 16 June 2024, BMM advised of the retirement of Non-Executive Director Mr Luke Martino and the appointment of experienced corporate professional Mr Fadi Diab as Non-Executive Director.

Business Development

Consistent with the Company's objectives, strategic project opportunities are currently being actively reviewed.

Further value accretive projects across a suite of commodities have continued to be assessed in-line with the Company's strategic objectives. BMM believes that the company's board and executives possess the skillset to source, execute and advance company-making business development opportunities to deliver value to BMM shareholders.

BMM stresses that there is no certainty that current discussions will result in new project acquisitions.

BMM Project Activities

Corvette North and Corvette Northwest Lithium Projects (James Bay Region, Quebec, Canada)

The Corvette North and Northwest Projects are proximate to the Corvette Lithium Project which is being advanced by 100% owner Patriot Battery Metals Inc (ASX: PMT) which currently hosts a market capitalisation of circa $390M.

The Corvette Property hosts the CV5 Spodumene Pegmatite with a maiden mineral resource estimate of 109.2 Mt at 1.42% Li_2O and 160 ppm Ta_2O_5 inferred (at a cut-off of 0.40% Li_2O)[1] and ranks as the largest lithium pegmatite resource in the Americas based on contained LCE, and one of the top 10 largest lithium pegmatite resources in the world.

The Corvette North and Northwest Projects are 100% owned by BMM and cover an area of ~22km^2. BMM has completed some early stage field work including surface mapping and rock chip sampling (see ASX announcement dated 30 May 2023) and plans to conduct follow up work during the Canadian 2024 summer field season.

Gorge Lithium Project (Ontario, Canada)

As reported in the December 2023 Quarterly Report, a maiden 2,500 diamond drill program was completed at the Gorge Lithium Project during December 2023. The drilling activity focused on known pegmatite occurrences at the Nelson and Koshman prospects with wide visual spodumene mineralisation observed in drill core at the Koshman Prospect (see ASX Announcement dated 12 December 2023).

BMM has been seeking to obtain the assays from this drill campaign from a third party. The Company is attempting to resolve the issues preventing current access to this information and will advise shareholders of the assay results as soon as they are received.

Ex-Corvette N/NW and Gorge Canadian Projects (Tango, Arrel and Barbara Lake Projects)

During the quarter, the Company continued its analysis of data collected on its expanded Canadian project portfolio the Company has continued its planning for the proposed follow-up field work programs on high priority targets identified at the Tango Project. The Company also continued preliminary exploratory works on the Barbara Lake and Arrel Projects.

Serbian Lithium-Borate Projects (Serbia)

The Company announced in September 2022, following the deferral of its planned drilling program at its Rekovac project due to events that were announced by an international copper producer operating in Serbia, and potentially inflammatory social media posts regarding the Company's operations, the Company continues to

[1] Patriot Battery Metals Inc, 2023. ASX announcement dated 31 July 2023.

engage with relevant authorities with regards to BMM's Serbian activities and continues monitoring the situation impacting the Serbian mining sector.

Material Business Risks

The consolidated entity's exploration and evaluation operations will be subject to the normal risks of mineral exploration. The material business risks that may affect the consolidated entity are summarised below.

Future capital raisings

The consolidated entity's ongoing activities may require substantial further financing in the future. The consolidated entity will require additional funding to continue its exploration and evaluation operations on its projects with the aim to identify economically mineable reserves and resources. Any additional equity financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price and debt financing, if available, may involve restrictive covenants which limit the consolidated entity's operations and business strategy.

Although the directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the consolidated entity or at all. If the consolidated entity is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the consolidated entity's activities and could affect the consolidated entity's ability to continue as a going concern.

Exploration risk

The success of the consolidated entity depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the consolidated entity's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the consolidated entity's existing tenements may be unsuccessful, resulting in a reduction in the value of those tenements, diminution in the cash reserves of the consolidated entity and possible relinquishment of the tenements. The exploration costs of the consolidated entity are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the consolidated entity's viability. If the level of operating expenditure required is higher than expected, the financial position of the consolidated entity may be adversely affected.

Feasibility and development risks

It may not always be possible for the consolidated entity to exploit successful discoveries which may be made in areas in which the consolidated entity has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied.

Regulatory risk

The consolidated entity's operations are subject to various Commonwealth, State and Territory and local laws and plans, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety and occupational health. Approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials.

No assurance can be given that the consolidated entity will be successful in maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, the consolidated entity may be limited or prohibited from continuing or proceeding with exploration. The consolidated entity's business and results of operations could be adversely affected if applications lodged for exploration licences are not granted. Mining and exploration tenements are subject to periodic renewal. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the consolidated entity's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the consolidated entity.

Environmental risk

The operations and activities of the consolidated entity are subject to the environmental laws and regulations of Australia. As with most exploration projects and mining operations, the consolidated entity's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The consolidated entity attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws and regulations.

The consolidated entity is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the consolidated entity's cost of doing business or affect its operations in any area. However, there can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the consolidated entity to incur significant expenses and undertake significant investments which could have a material adverse effect on the consolidated entity's business, financial condition and performance.

Availability of equipment and contractors

There is a risk that the consolidated entity may not be able to source all the equipment and contractors required to fulfill its proposed activities. There is also a risk that hired contractors may underperform or that equipment may malfunction, either of which may affect the progress of the consolidated entity's activities.

Native title

In relation to tenements which the consolidated entity has an interest in or may be acquired by the consolidated entity in the future, there may be areas over which legitimate common law native title rights exist. This may preclude or delay granting of exploration and mining tenements or restrict the ability of the consolidated entity to explore, develop and/or commercialise its tenements and adversely impact on its operations. Considerable expenses may be incurred in negotiating and resolving issues, including any compensation agreements reached in settling with native title holders or claimants with rights over any of the tenements held or acquired by the consolidated entity in the future.

The directors will closely monitor the potential effect of native title claims or heritage matters involving tenements in which the consolidated entity has or may have an interest.

Economic and market risk

General economic conditions such as, laws relating to taxation, new legislation, trade barriers, movement in interest and inflation rates, national and international political circumstances, natural disasters, quarantine restrictions, epidemics and pandemics, may have an adverse effect on the consolidated entity's operations and financial performance, including its exploration activities and the ability to fund those activities.

Compliance Statement

This annual report contains information on the Gorge Project extracted from ASX market announcements dated 4 July 2022, 28 September 2022, 6 October 2022, 14 November 2022, 22 November 2022, 16 December 2022, 19 May 2023, 13 June 2023, 6 July 2023, 19 July 2023, 16 October 2023 and 12 December 2023 and reported by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code) and available for viewing at www.balkanmin.com. BMM confirms that it is not aware of any new information or data that materially affects the information included in any original ASX market announcement.

This annual report contains information on the Tango Project extracted from ASX market announcements dated 31 October 2022, 8 November 2022 and 25 May 2023 and reported by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code) and available for viewing at www.balkanmin.com. BMM confirms that it is not aware of any new information or data that materially affects the information included in any original ASX market announcement.

This annual report contains information on the Arrel Project extracted from ASX market announcements dated 9 December 2022 and reported by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code) and available for viewing at www.balkanmin.com. BMM confirms that it is not aware of any new information or data that materially affects the information included in any original ASX market announcement.

This annual report contains information on the Corvette Northwest and Corvette North Projects extracted from ASX market announcements dated 19 December 2022, 6 February 2023 and 30 May 2023 and reported by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code) and available for viewing at www.balkanmin.com. BMM confirms that it is not aware of any new information or data that materially affects the information included in any original ASX market announcement.

This annual report contains information on the Barbara Project extracted from ASX market announcements dated 9 March 2023 and 11 April 2023 and reported by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (2012 JORC Code) and available for viewing at www.balkanmin.com. BMM confirms that it is not aware of any new information or data that materially affects the information included in any original ASX market announcement.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

Competent Persons Statement

The information that relates to Exploration Targets or Exploration Results is based on information compiled by Mr Dejan Jovanovic, a Competent Person who is a Member of the European Federation of Geologists (EurGeol). The European Federation of Geologists is a Joint Ore Reserves Committee (JORC) Code 'Recognised Professional Organisation' (RPO). An RPO is an accredited organisation to which the Competent Person under JORC Code Reporting Standards must belong to report Exploration Results, Mineral Resources, or Ore Reserves through the ASX. Mr Jovanovic is the General Manager of Exploration and is a full-time employee of the Company. Mr Jovanovic has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the JORC 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code 2012).

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the original market announcements.

Information on Directors

Ross Cotton	**Managing Director (appointed on 18 December 2020)**
Experience	Mr Cotton has over 15 years of experience in the securities and mining industries and has been instrumental in both the financing and management of mining and resource companies globally. Mr Cottons' experience in investment banking and equity capital markets has provided him with detailed experience in corporate transaction management and execution. In these roles, Mr Cotton has been integral in the recapitalisation and restructuring of companies, including managing of initial public offerings and reverse takeovers. In addition to a number of managerial roles with ASX listed companies, Mr Cotton has also provided corporate advisory services to listed companies on strategy, acquisitions as well as financing via both debt and equity for a number of years.
Experience	Mr Cotton currently manages a private mining strategy and finance consulting business and utilises his networks established in investment banking, mining and management to provide solutions for the effective implementation of business strategies and management solutions. The Board does not consider Mr Cotton to be an independent Director.
Interest in Shares and Options	959,068 ordinary fully paid shares 1,750,000 options 4,200,000 performance rights
Special Responsibilities	-
Directorships held in other listed entities	Non-executive Chairman of White Cliff Minerals Limited (ASX: WCN), previous Non-Executive director of Lithium Universe Limited (ASX LU7) (resigned 1 Sept 2023).

Karl Simich	**Non-Executive Chairman (appointed 13 February 2023)**
Experience	Mr Simich has more than three decades of experience with publicly listed mining and exploration companies (see below) and brings a wealth of strategic and corporate knowledge, including in exploration, resource development, mine financing, development, operations and M&A across multiple jurisdictions. As a Director of Balkan Mining, Mr Simich provides input and advice on strategy, corporate and business development and stakeholder relations. Mr Simich has 36 years' experience with publicly listed mining and exploration companies on the ASX, TSX and LSE, most recently as the founder, Managing Director and CEO of Sandfire Resources (ASX: SFR) between 2006 and September 2022. During this time, he guided Sandfire through the discovery, financing, development and successful 10-year operation of the highly profitable DeGrussa Copper Operations in Western Australia. He also oversaw the implementation of Sandfire's international expansion strategy to become a globally significant copper miner, including the US$1.865 billion acquisition of the MATSA copper operations in Spain. At the end of his tenure, Sandfire had mining operations and development projects spanning three continents. Throughout his career, Mr Simich has overseen the financing and development more than 10 mines in Australia, New Zealand and Africa, including base, precious and industrial metals spanning small to large-scale open pit, underground and alluvial operations.

	Prior to his role with Sandfire, Mr Simich held senior leadership positions with Churchill Resources, Union Gold Mining, Macraes Mining (now Oceania Gold), Kimberley Diamonds, Namakwa Diamonds and Blina Diamonds. The Board considers that Mr Simich is an independent Director.
Interest in Shares and Options	1,000,000 ordinary fully paid shares 5,800,000 performance rights Mr Simich also hold an interest in a LTI Performance Bonus. Please refer to note 16 of the financial statements for further details.
Special Responsibilities	-
Directorships held in other listed entities	-
Fadi Diab	**Non-Executive Director (appointed 19 June 2024)**
Experience	Mr Diab is a seasoned corporate executive with over 10 years’ experience in large financial institutions. Mr Diab has worked on a number of large-scale technology transformation programs which have received industry recognition and awards at a national level. Mr Diab has also been responsible for managing large operational teams responsible for billions of dollars of payments. Mr Diab attained a Bachelor of Business in Human Resource Management and Industrial Relations from the University of Western Sydney as well as a Master of Business Management from the University of Technology Sydney. The Board considers that Mr Diab is an independent Director.
Interest in Shares and Options	420,000 ordinary fully paid shares -
Special Responsibilities	-
Directorships held in other listed entities	-

Information on Company Secretaries

Melanie Ross (appointed 13 October 2023)	
Experience	Ms Melanie Ross is an accounting and corporate governance professional with over 20 years’ experience in financial accounting and analysis, audit, business and corporate advisory services in public practice, commerce and state government. She has a Bachelor of Commerce and is a member of the Institute of Chartered Accountants in Australia and New Zealand and an associate member of the Governance Institute of Australia.

Simon Acomb (appointed 13 October 2023)	
Experience	Mr Simon Acomb is a Chartered Accountant with over 9 years’ experience in the areas of accounting, external audit and corporate governance. He has a Bachelor of Commerce and Graduate Diploma in Applied Corporate Governance & Risk Management.

Mr Harry Spindler resigned as Company Secretary on 13 October 2023.

Directors Meetings & Committee Meetings

The following table sets out the number of Directors' and Committee meetings held during the financial year and the number of meetings attended by each Director (while they were a Director or committee member) of the Company.

	Director's Meetings		Audit & Risk Committee Meetings		Nomination & Remuneration Committee Meetings	
	Eligible to attend	Attended	Eligible to attend	Attended	Eligible to attend	Attended
Sean Murray	3	3	1	1	-	-
Ross Cotton	4	3	-	-	-	-
Luke Martino	4	4	1	1	-	-
Karl Simich	4	4	1	1	-	-
Fadi Diab	-	-	-	-	-	-

Share Options

At the date of this report, the un-issued ordinary shares of Balkan Mining & Minerals Limited under option are as follows:

Issue Date	Expiry Date	Exercise Price	Number of shares under option
06/10/2022	06/10/2025	$0.30	2,000,000
06/12/2023	05/12/2026	$0.30	3,000,000
			5,000,000

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

Movement in Options

During the year ended 30 June 2024, 3,000,000 options we issued. Since 30 June 2024, no further options have been issued, with 3,500,000 options lapsing unexercised.

Performance Rights ("PR")

At the date of this report, the performance rights issued of Balkan Mining & Minerals Limited are as follows:

Issue Date	Expiry Date	Performance Condition	Number of performance rights
13/02/2023	13/02/2026	(a)	3,000,000
13/02/2023	13/02/2026	(b)	1,800,000
13/02/2023	13/02/2026	(c)	4,000,000
			8,800,000

Movement in PRs

During the year ended 30 June 2024, nil PR's were issued to directors of the Group and 500,000 lapsed. Since 30 June 2024, 1,600,000 performance rights lapsed in accordance with their terms and conditions.

The issue of the Performance Rights is to appropriately incentivise directors, employees and consultants of the Group and to assist the Company in retaining their services and expertise in a manner which does not unduly impact on cash reserves. Each Performance Right will vest into one Share subject to the achievement of the following performance milestones:

(a) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $40,000,000;

(b) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $80,000,000; and

(c) Operational: Performance Rights to be convertible into shares, subject to the Company achieving the successful return of a "commercial lithium drilling intersection". A commercial drilling intersection is defined to be an ore grade and width discovery metric of 4 meters (a standard underground continuous mining width) of mineralisation in the form of lithium mineral containing +1.0% Li2O.

Likely Future Developments

The Company's strategy is to increase shareholder value by maximising the value of its exploration assets in Canada, and over time diversification of its asset portfolio.

The Group intends to continue to undertake appropriate exploration and evaluation activities sufficient to maintain tenure of its exploration licences, as well as, determine the technical prospectively of the projects, until such time that informed decisions can be made in order to commercially exploit or relinquish them.

Dividends

No amounts have been paid or declared by way of dividend of the consolidated entity during the financial year and the directors do not recommend the payment of any dividend.

Rounding of Amounts

The consolidated entity is of a kind referred to in ASIC Corporations (Rounding in Financials/directors' Reports) Instrument 2016/191, relating to the 'rounding off' of amounts in the directors' Report. Amounts in the directors' Report have been rounded off in accordance with that Class Order to the nearest dollar.

Indemnity and Insurance of Officers

During the financial year, the Company paid a premium in respect of a contract insuring the Directors of the Company (as named above), the company secretary, and all executive officers of the Company and of any related body corporate against a liability incurred as such by a Director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the financial period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such by an officer or auditor.

Indemnity and Insurance of Auditor

The consolidated entity has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the consolidated entity against a liability incurred by the auditor.

During the financial year, the consolidated entity has not paid a premium in respect of a contract to insure the auditor of the consolidated entity.

Environmental Regulations

The Company's operations are not regulated by any significant environmental regulation under the Law of the Commonwealth or of a State or Territory of Australia. However, the group's operations in Canada and the Republic of Serbia are subject to environmental regulations under the Canadian and Serbian laws. The group has a policy of complying with its environmental performance obligations and at the date of this report, it is not aware of any breach of such regulations.

Proceedings on behalf of the Company

No person has applied for leave of Court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

Auditor

PKF Perth are the Company's Auditor and continue in office in accordance with section 327 of the *Corporations Act 2001*.

Non-Audit Services

No non-audit services were provided during the financial year ended 30 June 2024 (2023: Nil).

Officers of the Consolidated Entity Who are Former Partners of PKF Perth

There are no officers of the consolidated entity who are former partners of PKF Perth or related entities.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

Significant events after reporting date

Subsequent to the financial period end the following key events have occurred:

(a) On 6 July 2024, 3,500,000 options (exercise price of $0.50) and 1,600,000 performance rights expired unexercised; and

(b) On 1 August 2024, the Company completed a Placement of 15,000,000 fully paid ordinary shares at $0.05 each, to raise $750,000 (before costs). 7,500,000 free attaching unlisted options, exercisable at $0.075 and expiring three years from date of issue, will be issued subject to shareholder approval at the Annual General Meeting in November 2024.

Other than operational results as detailed in the review of operations, there are no other significant matters subsequent to year end.

Corporate Governance Statement

The Company's Corporate Governance Statement can be found on the Company's website at the following URL: www.balkanmin.com/corporate-governance/.

REMUNERATION REPORT (AUDITED)

This remuneration report, which forms part of the directors' report, sets out information about the remuneration of the Company's directors and key management personnel for the financial period ended 30 June 2024. The key management personnel of the Company include the Directors and other officers of the Company. For the purposes of this report "key management personnel" are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company.

The information provided in this remuneration report has been audited in accordance with section 300A of the *Corporations Act 2001*.

Remuneration Policy

The Company's guiding principles for remuneration strategy used throughout 2024 recognises that:

- Remuneration must be strongly linked to Company performance;
- Remuneration must be competitive to enable the Company to attract and retain quality individuals who are capable and motivated to deliver results for shareholders;
- Remuneration must provide significant incentive to deliver superior performance against the Company's strategy and key business goals;
- Remuneration must be fair and competitive with both peers and competitor employers; and
- Remuneration must be transparent to shareholders.

The nature and amount of remuneration for the non-executive Directors and executives depends on the nature of the role and market rates for the position, with the assistance of external surveys and reports, and taking into account the experience and qualifications of each individual. The Board ensures that the remuneration of key management personnel is competitive and reasonable. Fees and payments to the non-executive Directors reflect the demands which are made on, and the responsibilities of the Directors. Director's fees and payments are reviewed annually by the Board.

In undertaking a review of the performance of both directors and executives, consideration is given to the respective performance of the person during the review period; however, there are no prescribed performance measures or hurdles connected with the level of remuneration.

The Company's Remuneration Committee has responsibility and oversight for making recommendations to the Board regarding remuneration for directors and employees.

The Company will continue to monitor its remuneration framework against market benchmarks and ensure that the linkages between remuneration and company performance remain strong.

Given the current size, nature and risks of the Company, having the ability to offer incentive options and performance rights is useful to attract and retain directors and executives. The grant of such options or rights is at the discretion of the Board and subject, as appropriate, to shareholder approval. The Board believes participation in the Company's Performance Rights and Options Plan (incentive scheme) motivates key management and executives with the long-term interests of shareholders. Please refer to further in this report for details on awards made under this plan during the year.

2023 Remuneration Report Vote

At the Company's 2023 Annual General Meeting, the Company's Remuneration Report received a vote in favour of 97.08%. Feedback on the Remuneration Report was not received during the 2023 Annual General Meeting.

Engagement of Remuneration Consultants

During the financial year, the Company did not engage any remuneration consultants to review the Key Management Personnel remuneration for the year ended 30 June 2024.

Securities Trading Policy

The trading of BMM's securities by directors, key management personnel, their associates and employees of the Company is subject to, and conditional upon, compliance with the Company's Securities Trading Policy ("Securities Trading Policy"). The Company's security trading policy applies to trading in all Company securities, which includes:

- Company securities (such as shares);
- any other securities issued by the Company, such as options;
- derivatives and other financial products issued or created over or in respect of Company securities; and
- securities of any other company or entity that may be affected by inside information.

The securities trading policy details acceptable and unacceptable times for trading in Company Securities including detailing potential civil and criminal penalties for misuse of "inside information".

Any Director, executive or key management personnel wishing to trade in the Company's securities must consult the Chairman and Company Secretary to gain approval to trade and ensure that trading restrictions are not in force. The Directors are responsible for disclosure to the market of all transactions or contracts involving the Company's shares.

Directors' Remuneration

Directors are remunerated by way of fixed fees and the award of performance based Long Term Incentives (LTI) through the award of PRs or options under the Company's Performance Rights and Option Plan, as approved by Shareholders where required.

Director remuneration is reviewed periodically. Fees paid to directors are determined with reference to:

- the nature of the role, responsibilities and time commitment, including membership of board committees;
- the personal performance, skills and experience of the individual;
- the individual's overall contribution to the success of the business;
- industry benchmarking data and market conditions; and
- the need to attract a diverse and well-balanced group of individuals with relevant experience and knowledge.

The Non-Executive Directors' fees are approved by the Board within the aggregate approved by the shareholders at a general meeting. The fee pool currently stands at $500,000.

The Company does not provide retirement benefits, however directors may salary sacrifice an element of their total remuneration to superannuation. In addition, the Board seeks shareholder approval for any options that may be issued to directors.

The amount of aggregate remuneration and the manner in which it is apportioned amongst directors is reviewed periodically. Shareholder approval is sought where there is a proposed change in the total remuneration paid to non-executive directors, together with the award of securities to directors.

The Board considers the Company's particular circumstances as well as the fees paid to executive and non-executive directors of comparable companies when undertaking the review process and determining the nature and amount of key management remuneration.

Details of the Remuneration

The Key Management Personnel of Balkan Mining & Minerals Limited includes the Directors of the Company.

The following tables show details of the remuneration received by the key management personnel of the group for the current financial period.

					Share-based payments			Total	Equity based remuneration
		Short Term Salary & Fees $	Post-Employment Superannuation $	Other/ Bonus $	Incentive Options LTI $	Performance Rights LTI $	Performance Bonus LTI $	$	%
Sean Murray[1]	2024	34,685	-	17,185	-	-	-	51,870	-
(Non-Executive Chairman)	2023	65,234	-	-	-	-	-	65,234	-
Ross Cotton[2]	2024	297,500	-	-	-	296,707	-	594,207	50%
(Managing Director)	2023	272,500	-	-	-	191,536	-	464,036	41%
Luke Martino[3]	2024	50,002	-	-	-	-	-	50,002	-
(Non-Executive Director)	2023	50,000	-	-	-	-	-	50,000	-
Karl Simich[4]	2024	75,000	-	75,000	-	349,185	(26,667)	472,518	68%
(Non-Executive Director)	2023	28,348	-	28,348	-	301,225	30,250	388,171	85%
Fadi Diab[5]	2024	1,600	-	-	-	-	-	1,600	-
(Non-Executive Director)	2023	-	-	-	-	-	-	-	-
Harry Spindler[6]	2024	40,500	-	-	-	14,426	-	54,926	26%
(CFO & Company Secretary)	2023	162,000	-	-	-	14,387	-	176,387	8%
Total	**2024**	**499,287**	**-**	**92,185**	**-**	**660,318**	**(26,667)**	**1,225,123**	**52%**
	2023	**578,082**	**-**	**28,348**	**-**	**507,148**	**30,250**	**1,143,828**	**47%**

1. Appointed 12 July 2021. Director fees are payable in pounds. Resigned on 1 December 2023, as part of a resignation package, Sean received an additional three (3) months of director fees.
2. Fees paid to Skyflake Investments Pty Ltd.
3. Fees paid to Indian Ocean Consulting Group Pty Ltd. Resigned on 30 June 2024.
4. Fees paid to Indian Resource Development Company Pty Ltd. The Performance Bonus LTI, outlined below, is revalued at each reporting date.
5. Appointed 19 June 2024.
6. Resigned on 13 October 2023.

Services Agreements

Remuneration and other terms of employment for the key management personnel are formalised in service agreements. Provisions of the agreements relating to remuneration in place at 30 June 2024 are set out below.

Ross Cotton, Executive Director

- Term of agreement: 1 January 2025
- Notice/termination period: without cause 6 months, material change to engagement 1 month

Karl Simich, Non-Executive Chairman

- Term of agreement: ongoing
- Advisor fees: Strategic advisory services fees $75,000 per annum
- Notice/termination period: 1 month

Fadi Diab, Non-Executive Director

- Term of agreement: ongoing
- Notice/termination period: none

There were no other service agreements in place with key management personnel for the period ended 30 June 2024.

Share-based payments

During the financial year ended 30 June 2024, the Company did not issue any share-based payments as incentives to key management personnel.

<u>*KMP Performance Rights*</u>

During the prior year ended 30 June 2023, as approved by shareholders in February 2023, the Company issued 8,800,000 PRs to KMP as detailed below:

Details	Performance Milestone	Issue date	Performance Period End / Expiry date	No. issued
R Cotton	(a)	13/02/2023	13/02/2026	1,000,000
	(b)	13/02/2023	13/02/2026	1,000,000
	(c)	13/02/2023	13/02/2026	1,000,000
K Simich	(a)	13/02/2023	13/02/2026	2,000,000
	(b)	13/02/2023	13/02/2026	800,000
	(c)	13/02/2023	13/02/2026	3,000,000

Performance Milestones:

(a) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $40,000,000;

(b) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $80,000,000; and

(c) Operational: Performance Rights to be convertible into shares, subject to the Company achieving the successful return of a "commercial lithium drilling intersection". A commercial drilling intersection is defined to be an ore grade and width discovery metric of 4 meters (a standard underground continuous mining width) of mineralisation in the form of lithium mineral containing +1.0% Li_2O.

During the financial year ended 30 June 2024, no performance rights held by KMP were exercised and converted into ordinary fully paid shares and none lapsed.

KMP Incentive Options

During the financial year ended 30 June 2024, no options were issued to KMP and no options were exercised or have lapsed.

KMP LTI Performance Bonus

During the prior year, ended 30 June 2023, the Company agreed the below LTI Performance Bonus for director, Karl Simich.

In the event the Company achieves a market capitalisation of AUD$80,000,000 before 13 February 2026, (Achievement), Mr Simich (or his nominees) will be entitled to a performance bonus to the value of 2,200,000 fully paid ordinary shares of the Company as at the date of the Achievement (LTI Performance Bonus). The LTI Performance Bonus is payable by the Company to Mr Simich (or his nominees) in cash or (subject to Shareholder approval) by the issuing of the shares. The Company must seek Shareholder approval by calling a Shareholder meeting no later than 40 days following the Achievement date. In the absence of Shareholder approval within the 40-day time period, the Company must pay the Performance Bonus in cash. Should the Company not achieve the Achievement within the relevant period, this Performance Bonus shall lapse.

Loans to Key Management Personnel

There were no loans to Key Management Personnel during the year ended 30 June 2024 (2023: Nil).

Other Related Party Transactions

Purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

During the year ended 30 June 2024, there were no other related party transactions (30 June 2023, $nil).

Historical Information

The table below sets out summary information about the Group's earnings and performance for the period since the Company's incorporation (18 December 2020) to 30 June 2024.

	2021	2022	2023	2024
Revenue ($)	-	-	-	-
Net loss after tax ($)	443,581	3,078,739	4,983,401	2,645,715
Dividends ($)	-	-	-	-
Basic loss per share ($)	0.14	0.07	0.09	0.03
Diluted loss per share ($)	0.14	0.07	0.09	0.03
Share price at the start of the year (A$)*	n.a	0.200*	0.165	0.2025
Share price at the end of the year (A$)*	n.a	0.165	0.2025	0.0520

* The Company's securities were officially quoted on the ASX on 14 July 2021.

KMP Holdings

The Board considers it important that the directors and senior management hold BMM shares to encourage the behaviours of long-term owners.

As at 30 June 2024, KMP held ordinary shares, options and PRs as listed below:

Director	Balance at the start of the period			Granted as Remuneration during the period			Exercise during the period			Other changes during the period			Balance at the end of the period		
	Shares	Options	PRs	Shares	Options	PRs	Shares	Options	PRs	Shares	Options	PRs	Shares	Options	PRs
S Murray	-	500,000	-	-	-	-	-	-	-	-	(500,000)	-	-	-	-
R Cotton	609,068	1,750,000	4,200,000	-	-	-	-	-	-	350,000	-	-	959,068	1,750,000	4,200,000
L Martino	-	500,000	-	-	-	-	-	-	-	-	(500,000)	-	-	-	-
K Simich	-	-	5,800,000	-	-	-	-	-	-	1,000,000	-	-	1,000,000	-	5,800,000
F Diab	-	-	-	-	-	-	-	-	-	420,000	-	-	420,000	-	-
H Spindler	250,000	250,000	400,000	-	-	-	-	-	-	(250,000)	(250,000)	(400,000)	-	-	-
Total	**859,068**	**3,000,000**	**10,400,000**	**-**	**-**	**-**	**-**	**-**	**-**	**1,520,000**	**(1,250,000)**	**(400,000)**	**2,379,068**	**1,750,000**	**10,000,000**

REMUNERATION REPORT (END)

This report is made in accordance with a resolution of the Board of Directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

Ross Cotton

Managing Director

26 September 2024

Directors' Declaration

In the directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity’s financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

Ross Cotton

Managing Director

26 September 2024

PKF Perth
ABN 64 591 268 274
Dynons Plaza,
Level 8, 905 Hay Street,
Perth WA 6000
PO Box 7206,
Cloisters Square WA 6850
Australia

+61 8 9426 8999
perth@pkfperth.com.au
pkf.com.au

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF BALKAN MINING AND MINERALS LIMITED

In relation to our audit of the financial report of Balkan Mining and Minerals Limited for the year ended 30 June 2024, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

PKF Perth

PKF PERTH

SIMON FERMANIS
PARTNER

26 September 2024
PERTH, WESTERN AUSTRALIA

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2024

	Note	2024 $	2023 $
Interest income		3,114	-
Other income		-	374
Consulting & professional fees	3	(184,352)	(320,465)
Depreciation and amortisation		(66,253)	(5,652)
Marketing and investor relations		(200,296)	(148,708)
Compliance and regulatory expenses		(136,206)	(167,368)
Exploration and evaluation expenses not capitalised		(417)	(578,134)
Employee benefits expenses		(767,859)	(498,502)
Other expenses		(384,582)	(258,054)
Share based payments	16	(660,319)	(451,147)
Loss before income tax expense from continuing operations		**(2,397,170)**	**(2,427,656)**
Income tax expense	4	-	-
Loss for the year after income tax expense from continuing operations		(2,397,170)	(2,427,656)
Loss for the year after income tax expense from discontinued operations	25	(248,545)	(2,555,745)
Loss for the year after income tax expense		**(2,645,715)**	**(4,983,401)**
Other comprehensive income:			
Items which may be subsequently reclassified to profit or loss			
Exchange differences on translating foreign operations		(18,065)	86,115
Total other comprehensive (loss)/income for the year		(18,065)	86,115
Total Comprehensive loss for the year		**(2,663,780)**	**(4,897,286)**
Total loss for the year attributable to:			
Continuing operations		(2,397,170)	(2,427,656)
Discontinued operations	25	(248,545)	(2,555,745)
		(2,645,715)	**(4,983,401)**
Total comprehensive loss for the year attributable to:			
Continuing operations		(2,397,492)	(2,427,656)
Discontinued operations		(266,288)	(2,469,630)
		(2,663,780)	**(4,897,286)**

Loss per share for loss attributable to the ordinary equity holders of the Company:

	Note	$	$
Basic and diluted loss per share from continuing operations	5	0.03	0.04
Basic and diluted loss per share from discontinued operations	5	0.00	0.05

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

	Note	2024 $	2023 $
Current Assets			
Cash and cash equivalents	7	360,263	2,121,586
Trade and other receivables	8	246,015	141,248
Prepayments		3,459	81,052
Other current assets		-	615
Total Current Assets		**609,737**	**2,344,501**
Non-Current Assets			
Plant and equipment		15,302	101,321
Exploration and evaluation assets	9	2,719,148	1,544,903
Right of use asset		14,676	73,808
Total Non-Current Assets		**2,749,126**	**1,720,032**
Total Assets		**3,358,863**	**4,064,533**
Current Liabilities			
Trade and other payables	11	136,705	380,391
Funds held in trust		40,000	-
Provision for employee entitlements		-	9,014
Lease liabilities		19,238	62,512
Total Current Liabilities		**195,943**	**451,917**
Non-Current Liabilities			
Lease liabilities		-	15,489
Total Non-Current Liabilities		-	15,489
Total Liabilities		**195,943**	**467,406**
Net Assets		**3,162,920**	**3,597,127**
Equity			
Issued capital	12	11,934,103	10,582,991
Reserves	13	2,236,920	1,519,857
Accumulated losses	17	(11,008,103)	(8,505,721)
Total Equity		**3,162,920**	**3,597,127**

The consolidated statement of financial position is to be read in conjunction with the notes to and forming part of the consolidated financial report.

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2024

CONSOLIDATED ENTITY	Note	Issued Capital $	Share Based Payment Reserves $	Foreign Currency Reserve $	Accumulated Losses $	Total $
Balance at 1 July 2022		**8,292,437**	**587,016**	**(10,420)**	**(3,522,320)**	**5,346,713**
Loss for the year	17	-	-	-	(4,983,401)	(4,983,401)
Other comprehensive income		-	-	86,115	-	86,115
Total Comprehensive loss for the year		-	-	86,115	(4,983,401)	(4,897,286)
Transactions with owners, recognised directly in equity						
Issue of shares	12	2,813,204	-	-	-	2,813,204
Share based payments	13	-	857,146	-	-	857,146
Capital raising costs	12	(522,650)	-	-	-	(522,650)
Balance at 30 June 2023		**10,582,991**	**1,444,162**	**75,695**	**(8,505,721)**	**3,597,127**
Balance at 1 July 2023		**10,582,991**	**1,444,162**	**75,695**	**(8,505,721)**	**3,597,127**
Loss for the year	17	**-**	-	-	(2,645,715)	(2,645,715)
Other comprehensive loss		-	-	(18,065)	-	(18,065)
Total Comprehensive loss for the year		-	-	(18,065)	(2,645,715)	(2,663,780)
Transactions with owners, recognised directly in equity						
Issue of shares	12	1,669,071	-	-	-	1,669,071
Capital raising costs	12	(317,959)	-	-	-	(317,959)
Share based payments	13	-	878,461	-	-	878,461
Transfer to accumulated losses on expiry of options			(143,333)	-	143,333	-
Balance at 30 June 2024		**11,934,103**	**2,179,290**	**57,630**	**(11,008,103)**	**3,162,920**

The consolidated statement of changes in equity is to be read in conjunction with the notes to and forming part of the consolidated interim financial report

	Note	2024 $	2023 $
Cash Flows from Operating Activities			
Payments to suppliers and employees		(1,859,793)	(1,998,522)
Payments for exploration expenditures		(417)	(416,158)
Interest paid		(10,784)	(5,011)
Interest received		3,114	-
Net cash used in operating activities	21	**(1,867,880)**	**(2,419,691)**
Cash Flows from Investing Activities			
Payments for plant and equipment		-	(45,957)
Payments for exploration and evaluation		(1,305,440)	(838,182)
Payments for other non-current assets		-	(49,000)
Proceeds on disposal of property, plant and equipment		48,686	-
Net cash used in investing activities		**(1,256,754)**	**(933,139)**
Cash Flows from Financing Activities			
Proceeds from issue of shares		1,484,977	1,900,000
Transaction costs related to issues of securities		(99,813)	(116,651)
Share funds held in trust		40,000	-
Lease liability repayments		(58,272)	-
Net cash provided by financing activities		**1,366,892**	**1,783,349**
Net decrease in cash and cash equivalents		**(1,757,742)**	**(1,569,481)**
Cash and cash equivalents at the beginning of the year		2,121,586	3,615,646
Foreign exchange		(3,581)	75,421
Cash and cash equivalents at the end of the year	7	**360,263**	**2,121,586**

The consolidated statement of cash flows is to be read in conjunction with the notes to and forming part of the consolidated financial report

1. Statement of Material Accounting Policies

(a) Reporting Entity

Balkan Mining & Minerals Limited (the "Company", "BMM") is a listed public company, incorporated and domiciled in Australia. The company is a for-profit entity for the purpose of preparing financial statements. The consolidated financial report of the Company as at and for the year ended 30 June 2024 comprises the Company and its controlled entities (together referred to as the "Group").

The financial report was authorised for issue by the Directors on 26 September 2024.

(b) Statement of Compliance

The financial report is a general purpose financial report prepared in accordance with the requirements of the *Corporations Act 2001*, applicable accounting standards including Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards.

(c) Basis of preparation

The financial report has been prepared on an accruals basis and is based on historical cost, modified, where applicable, by the measurement at fair value of selected non-current assets, financials assets and financial liabilities. Cost is based on the fair value of the consideration given in exchange for assets.

The Company is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted. The financial report has been prepared on a going concern basis.

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the financial report have been rounded to the nearest one thousand dollars, or in certain cases, to the nearest dollar (where indicated).

Going Concern Basis of Preparation

The financial report has been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. Whilst acknowledging the inherent uncertainties of progressing to profitable mining operations and managing working capital requirements, the Directors consider this to be appropriate. For the year ended 30 June 2024 the Group recorded a loss of $2,645,715 (2023: loss of $4,983,401) and had net cash outflows from operating activities of $1,867,880 (2023: $2,419,691). Cash and cash equivalents at 30 June 2024 were $360,263 (2023: $2,121,586)

The Directors are mindful of the Company's working capital requirements and cognisant of its developed capital management program that will provide funding to maximise the potential of its current asset portfolio and provide a strong base for increasing shareholder value. The ability of the Company and the Group to continue to pay its debts as and when they fall due is dependent upon the Company successfully raising additional share capital and ultimately developing its mineral properties. On 1 August 2024, the Company successfully completed a capital raising of $750,000 (before costs) consistent with the Company's capital management program.

The accounts have been prepared on the basis that the Company can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realisation of assets and liabilities in the ordinary course of business. The Directors believe that they will continue to be successful in securing additional funds through equity issues as and when the need to raise working capital arises. However, there exists material uncertainty that may cast doubt about the Group's ability to continue as a going concern and whether it can realise its assets and discharge its liabilities in the normal course of business. The financial report does not include any adjustments in relation to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as going concern.

(d) Principles of Consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2024. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between Group companies are eliminated on consolidation in full. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

(e) Income Tax

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

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

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

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

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

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

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

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

(f) Plant & Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of fixed assets constructed within the consolidated entity includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

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 consolidated 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 profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis over their useful lives to the consolidated entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

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

Class of Fixed Asset	Depreciation Rate
Office Furniture	5% - 50%
Office Equipment	12.5% - 40%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in profit or loss.

(g) Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A Financial liability is recognized when it is extinguished, discharged, cancelled or expires.

Classification and measurement

i. Financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments accounted for at amortised cost or fair value through profit or loss (FTVPL).

Financial assets are measured at amortised cost if the objective of the financial asset is to hold and collect its contractual cash flows and contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, these are measured using the effective interest method.

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorized at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interests are accounted for a FTVPL.

ii. Financial liabilities

The Group's financial liabilities include trade and other payables.

Financial liabilities are initially measured at fair value, and where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

(h) Impairment of Non-Financial Assets

At each reporting date, the group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of profit or loss and other comprehensive income.

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

(i) Exploration and evaluation

Exploration and evaluation expenditures in relation to each separate area of interest are recognised as an exploration and evaluation asset in the year in which they are incurred where the following conditions are satisfied:

i. the rights to tenure of the area of interest are current; and

ii. at least one of the following conditions is also met:

   a. the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or

   b. exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest is continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortised of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. The recoverable amount of the exploration and evaluation asset (for the cash generating unit(s) to which it has been allocated being no larger than the relevant area of interest) is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision has been made to proceed with development in respect of a particular area of interest, the relevant exploration and evaluation asset is tested for impairment and the balance is then reclassified to development.

(j) Foreign Currency Transactions and Balances

Functional and presentation currency

The functional currency of each of the group's entities is measured using the currency of the primary consolidated environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity; otherwise the exchange difference is recognised in profit or loss.

Group companies

The financial results and position of foreign operations whose functional currency is different from the group's presentation currency are translated as follows:

- Assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- Income and expenses are translated at average exchange rates for the period; and
- Retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the group's foreign currency translation reserve in the statement of financial position. These differences are recognised in profit or loss in the period in which the operation is disposed.

(k) Cash

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of one month or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

(l) Contributed Equity

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

(m) Earnings Per Share

- Basic earnings per share: Basic earnings per share are determined by dividing the net loss attributable to equity holders of the Company, by the weighted average number of ordinary shares outstanding during the year.

- Diluted earnings per share: Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(n) Comparative Figures

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

(o) Equity-settled compensation

Share-based payments to employees and directors are measured at the fair value of the instruments issued. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to reserves. The fair value of share-based payments is determined using the appropriate pricing model. The number of shares, options and performance rights expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(p) Discontinued Operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area or operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the consolidated statement of profit or loss and other comprehensive income.

(q) Critical Accounting Estimates and Judgements

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 knowledge and experience, best available information 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.

The critical accounting estimates and judgements applicable to this financial report are as follows:

Exploration and evaluation expenditure

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

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes and changes to commodity prices.

To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

Acquisition of subsidiaries

The acquisition of subsidiaries that do not constitute a business as defined by AASB 3 Business Combinations are accounted for as an acquisition of an asset. In making these assessments, judgement is applied with regards to whether inputs, processes and outputs are associated with these acquisitions.

Share-based payment transactions:

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using appropriate valuation models, which incorporate various estimates and assumptions (Note 16).

The Group measures the cost of cash-settled share-based payments at fair value at the grant date using appropriate valuation models-taking into account the terms and conditions upon which the instruments were granted.

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 Balkan Mining & Minerals Limited. The Group's sole operating segment is consistent with the presentation in these consolidated financial statements.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

(r) New, revised or amending Accounting Standards and Interpretations adopted

Australian Accounting Standards

New Accounting Standards and Interpretations not yet mandatory or early adopted

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The consolidated entity has adopted all of the new and revised Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting financial year. The adoption of these new and revised Accounting Standards and Interpretations has not resulted in a significant or material change to the consolidated entity's accounting policies.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted and are not expected to have a material impact on the consolidated entity.

2. Financial Risk Management Policies

The group's principal financial instruments comprise mainly of deposits with banks, receivable and payables.

The Group manages its exposure to key financial risks, including interest rate and currency risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below.

a. Treasury Risk Management

Due to the size of the group, responsibility for identification and control of financial risks rests with the Board of Directors. This includes the use of hedging derivative instruments, credit risk policies and future cash flow requirements. The level of activity during the financial year did not warrant using derivative financial instruments such as foreign exchange contracts and interest rate swaps to hedge certain risk exposures.

b. Financial Risk Exposures and Management

The group's activities expose it to financial risks, market risk (including currency risk, fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The level of activity during the financial year did not warrant using derivative financial instruments such as foreign exchange contracts and interest rate swaps to hedge certain risk exposures. Where relevant and appropriate, the Company will avail itself of appropriate hedging instruments in future financial years.

c. Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

As a result of operations in Canada and Serbia, the Group's statement of financial position can be affected by movements in the CAD/AUD, RSD/AUD and EUR/AUD exchange rates. The Group also has transaction currency exposure. Such exposure arises from purchases by an operating entity in currencies other than the functional currency.

The following table details the Group's exposure at the reporting date to foreign exchange risk arising from recognized assets or liabilities denominated in currencies other than the functional currency to which they relate.

Year ended 30 June 2024	**2024 RSD**	**2024 CAD**	**2023 RSD**	**2023 CAD**
Cash and cash equivalents	-	-	2,568	226
Trade and other receivables	-	150,356	1,869	83,448
Trade and other payables	-	(1,079)	(8,364)	(158,784)
Overall net exposure	**-**	**149,277**	**(3,927)**	**(75,110)**
+/- 10% in foreign exchange rates	-	14,928	392	7,511

d. Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at reporting date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The group did not have any material credit risk exposure to any single debtor or group of debtors at reporting date.

e. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash to fund the group's activities. The directors regularly monitor the Company's cash position and on an on-going basis consider a number of strategic initiatives to ensure that adequate funding continues to be available.

The table below reflects all contractually fixed pay-offs and receivables for settlement, repayments and interest resulting from recognised financial assets and liabilities. The undiscounted cash flows for the respective upcoming fiscal years are presented. Cash flows for financial assets and liabilities without fixed amount or timing are based on the conditions existing at 30 June 2024.

Maturity analysis of financial assets and liability based on management's expectation

The risk implied from the values shown in the table below, reflects a balanced view of cash inflows and outflows. Trade payables and other financial liabilities mainly originate from the financing of the day to day operations of the group. These assets are considered in the group's overall liquidity risk.

Year ended 30 June 2024	≤ 6 months $	6-12 months $	1-5 years $	> 5 years $	Total $
Consolidated financial assets					
Cash and cash equivalents	360,263	-	-	-	360,263
Trade and other receivables	197,015	49,000	-	-	246,015
	557,278	**49,000**	**-**	**-**	**606,278**
Consolidated financial liabilities at amortised cost					
Trade and other payables	136,705	-	-	-	136,705
Lease liability	19,238	-	-	-	19,238
	155,943	**-**	**-**	**-**	**155,943**

Year ended 30 June 2023	≤ 6 months $	6-12 months $	1-5 years $	> 5 years $	Total $
Consolidated financial assets					
Cash and cash equivalents	2,121,586	-	-	-	2,121,586
Trade and other receivables	92,248	49,000	-	-	141,248
	2,213,834	**49,000**	**-**	**-**	**2,262,834**
Consolidated financial liabilities at amortised cost					
Trade and other payables	380,391	-	-	-	380,391
Lease liability	62,512	15,488	-	-	78,000
	442,903	**15,488**	**-**	**-**	**458,391**

f. Interest Rate Risk

From time to time the Group has significant interest bearing assets, but they are as results of the timing of equity raisings and capital expenditure rather than a reliance on interest income. The interest rate risk arises on the rise and fall of interest rates. The Group's income and operating cash flows are not expected to be materially exposed to changes in market interest rates in the future and the expose to interest rates is limited to the cash and cash equivalents balances.

At reporting date, the group had the following mix of financial assets and liabilities exposed to variable interest rate risk that are not designated in cash flow hedges:

	2024 $	2023 $
Financial Assets		
Cash and cash equivalents	360,263	2,121,586
Net exposure	**360,263**	**2,121,586**

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At 30 June 2024, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post tax profit and equity would have been affected as follows:

Judgments of reasonably possible movements:	Post Tax Profit Higher/(Lower)		Equity Higher/(Lower)	
	2024 $	2023 $	2024 $	2023 $
Consolidated				
+/- 1% in interest rates	3,603	28,686	3,603	28,686

The movements in profit are due to higher/lower interest costs from variable rate cash balances. The movements are reasonable with reference to the historical interest rate fluctuations.

g. Price Risk

The Group's exposure to commodity and equity securities price risk is minimal at present.

h. Net Fair Values

Due to short term nature of the receivables and payables the carrying value approximates the fair value.

3. Consulting and Professional fees

	Consolidated entity 2024 $	Consolidated entity 2023 $
Legal fees	25,032	84,003
Consulting fees	159,320	69,119
Corporate advisory fees	-	167,343
	184,352	**320,465**

4. Income Tax Expense

	Consolidated entity 2024 $	Consolidated entity 2023 $
(a) Income tax expense / (benefit)		
Current tax	-	-
Deferred tax	-	-
Income tax expense	-	-
(b) Amounts recognised directly in equity		
Current tax	-	-
Deferred tax	-	-
Income tax expense	-	-
	-	-

Income Tax Expense (continued)	**Consolidated entity 2024 $**	**Consolidated entity 2023 $**
(c) Reconciliation of income tax expense to prima facie tax payable		
Profit/(loss) from ordinary activities before income tax expense	(2,645,715)	(4,983,401)
Prima facie tax benefit on loss from ordinary activities before income tax at 25% (2023: 25%) (	(661,429)	(1,245,850)
Tax effect of amounts which are non-deductible (taxable) in calculating taxable income:		
- non-deductible expenses relating to foreign projects	589,254	632,822
- temporary differences and tax losses not recognised	72,175	613,028
Income tax expense / (benefit)	-	-
(d) Deferred tax assets/(liability)		
Tax losses	872,887	800,712
Net deferred tax assets not recognised	872,887	800,712

The net deferred tax balances are not recognised since it is not probable at the reporting date that future taxable profits will be available to utilise deductible temporary differences and losses.

5. Loss per Share

	Consolidated entity 2024 $	**Consolidated entity 2023 $**
Loss per share for loss from continuing operations		
Basic and diluted loss per share	0.03	0.04
Loss for the year attributable to ordinary equity holders from continuing operations	(2,397,170)	(2,427,656)
Loss per share for loss from discontinued operations		
Basic and diluted loss per share	0.00	0.05
Loss for the year attributable to ordinary equity holders from discontinued operations	(248,545)	(2,555,745)
Loss per share for loss		
Basic and diluted loss per share	0.03	0.09
Loss attributable to ordinary equity holders	(2,645,715)	(4,983,401)
Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted loss per share	68,781,099	55,130,165

Anti-dilutive options and rights have not been used in the loss per share calculation.

6. Auditor's Remuneration

	Consolidated entity 2024 $	Consolidated entity 2023 $
Remuneration of PKF Perth for:		
Auditing or reviewing of financial reports	54,100	59,950
	54,100	**59,950**

7. Cash and Cash Equivalents

	Consolidated entity 2024 $	Consolidated entity 2023 $
Cash at bank and on hand	360,263	2,121,586
	360,263	**2,121,586**

8. Current Trade and other Receivables

	Consolidated entity 2024 $	Consolidated entity 2023 $
Other receivables	49,000	49,000
Receivables – GST/HST	197,015	92,248
	246,015	**141,248**

There are no balances within trade and other receivables that are impaired and are past due. It is expected these balances will be received when due.

The Group has no significant concentration of credit risk with respect to any single counter party or group of counter party. The class of assets described as trade and other receivables is considered to be the main source of credit risk related to the Group.

9. Exploration and evaluation assets

	Consolidated entity 2024 $	Consolidated entity 2023 $
Opening balance	1,544,903	1,704,219
Asset acquisition [1]	272,532	1,026,045
Exploration capitalised	950,913	740,840
Provision for impairment [2]	-	(1,977,054)
Unrealised FX movement	(49,200)	50,853
Closing balance	**2,719,148**	**1,544,903**

1. During the period, the Group met its obligations under the Gorge Lithium Project binding agreement and Tango Lithium Project exclusive option agreement. For further detail on these agreements, refer to the 30 June 2023 annual report. During year, the Group paid the following consideration to the vendors of the Projects:

   Gorge Lithium Project

   - Issue of 666,667 shares at a deemed issue price of $0.15 in the Company to Ombabika (fair value of $100,000); and
   - $60,000 in cash consideration.

   Tango Lithium Project

   - Issue of 566,672 shares at a deemed issue price of $0.1484 in the Company to Exiro Minerals Corp (fair value of $84,094) (CAD75,000); and
   - $28,438 (CAD25,000) in cash consideration.

2. The Company's assessment of the carrying amount for the Group's exploration expenditures was made after considering prevailing market conditions together with previous expenditures, exploration success and work carried out on the Company's projects with focus on high value opportunities ahead. During the prior year, due to recent events in Serbia which led to the cancellation of the Company's proposed drilling Serbian campaign, the Company recognised a provision for impairment relating to its Serbian projects. The impairment expense recognised has been included within discontinued operations, per Note 25.

10. Controlled Entities

The Consolidated Entity incorporates the assets, liabilities and results of the following companies:

		Percentage Interest	
	Country of Incorporation	**2024**	**2023**
Centralist Pty Ltd	Australia	100%	100%
Balkan Istraživanja d.o.o	Republic of Serbia	100%	100%
Balkan Tango Inc	Canada	100%	100%
Balkan Mining Canada Inc	Canada	100%	100%

11. Trade and Other Payables

	Consolidated entity 2024	**Consolidated entity 2023**
Unsecured liabilities	**$**	**$**
Trade payables	136,705	380,391
	136,705	**380,391**

All amounts are short-term and the carrying values are considered to approximate fair value.

12. Share Capital

	June 2024 Shares	June 2024 $	June 2023 Shares	June 2023 $
Ordinary shares – fully paid	71,040,513	11,934,103	61,072,014	10,582,991

Movements in ordinary share capital

	No. of shares	Issue price	S
As at 1 July 2022	46,050,000		8,292,437
6 Oct 2022 – shares issued under placement	10,000,000	0.15	1,500,000
6 Oct 2022 – shares issued for asset acquisition	260,756	0.3835	100,000
22 Dec 2022 – shares issued under placement	1,333,333	0.30	400,000
22 Dec 2022 – shares issued for consulting services	30,000	0.30	9,000
22 Dec 2022 – shares issued for asset acquisition	397,925	0.287	114,204
11 April 2023 – shares issued for asset acquisition	3,000,000	0.225	675,000
Less share issue costs			*(522,650)*
As at 30 June 2023	**61,072,014**		**10,582,991**
As at 1 July 2023	61,072,014		10,582,991
30 Aug 2023 – shares issued under placement	7,735,160	0.17	1,314,977
6 Dec 2023 – shares issued under placement	1,000,000	0.17	170,000
6 Dec 2023 – shares issued for asset acquisition (a)	666,667	0.15	100,000
6 Dec 2023 – shares issued for asset acquisition (a)	566,672	0.1484	84,094
Less share issue costs (b)			*(317,959)*
As at 30 June 2024	**71,040,513**		**11,934,103**

(a) Refer to Note 14 for shares issued as part of asset acquisition.
(b) Refer to Note 16 for details of options issued to a broker in lieu of cash for capital raising services provided.

Ordinary shares have no par value and participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. Every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Capital management

Management controls the capital of the group in order to maintain a good debt to equity ratio, provide the shareholders with adequate returns and ensure that the group can fund its operations and continue as a going concern.

The group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

There are no externally imposed capital requirements.

Management effectively manages the group's capital by assessing the group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

13. Reserves

	Consolidated entity 2024 $	Consolidated entity 2023 $
Reserves		
Foreign currency reserve	57,630	75,695
Option reserve 8,500,000 (30 June 2023: 6,000,000)	924,972	850,164
Performance right reserve 10,400,000 (30 June 2023: 10,900,000)	1,250,734	563,749
Performance bonus reserve (30 June 2023: Nil)	3,584	30,249
	2,236,920	**1,519,857**

a) Foreign Currency Reserve	2024 $	2023 $
At the beginning of reporting period	75,695	(10,420)
Movement	(18,065)	86,115
At the end of reporting period	**57,630**	**75,695**

b) Share Based Payment Reserves

Option Reserve	$	$
At beginning of the reporting period	850,164	420,209
Issue of options	218,143	406,000
Transfer to accumulated losses on expiry of options	(143,335)	23,955
At the end of reporting period	**924,972**	**850,164**

	No. of options	No. of options
At beginning of the reporting period	6,000,000	4,000,000
Issue of options	3,000,000	2,000,000
Expiry of options	(500,000)	-
At the end of reporting period	**8,500,000**	**6,000,000**

Performance Right Reserve	$	$
At beginning of the reporting period	563,749	166,807
Vesting expense for the period	686,985	-
Performance rights expense	-	396,942
At the end of reporting period	**1,250,734**	**563,749**

	No. of performance rights	No. of performance rights
At beginning of the reporting period	10,900,000	2,100,000
Issue of performance rights	-	8,800,000
Expiry of performance rights	(500,000)	-
At the end of reporting period	**10,400,000**	**10,900,000**

c) Share Based Payment Reserves (continued)		
Performance Bonus Reserve	**$**	**$**
At beginning of the reporting period	30,249	-
Performance bonus expense	(26,665)	30,249
At the end of reporting period	**3,584**	**30,249**

Employee performance rights & options plan

The Company has adopted a Performance Rights and Option Plan to (a) establish a method by which directors or employees of the Company (Eligible Persons) can participate in the future growth and profitability of the Company; (b) provide an incentive and reward for Eligible Persons for their contributions to the Company; and (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

Each PR is exercisable for one ordinary share at nil consideration, upon satisfaction of certain performance hurdles set in the Performance Rights and Options Plan (refer to Note 16 for details).

During the year ended 30 June 2024 nil PRs were issued (2023: 8,800,000), nil PRs were exercised (2023: nil) and 500,000 PRs lapsed (2023: nil).

14. Asset Acquisitions

The acquisitions were not accounted for as a business combination as the assets acquired did not meet the definition of a business as per AASB 3 Business Combinations at the date of the acquisition. Namely, the assets did not constitute an integrated set of activities, and assets that are capable of providing goods to customers, generating investment income, or generating other income from ordinary activities at the time of the acquisitions.

For asset acquisitions settled via share-based payment arrangements, the Group measures the cost of the asset at the fair value of the asset acquired, or if this cannot be determined, at the fair value of the equity instruments. Consideration settled via issue of shares has been accounted under AASB 2 Share-based Payment. Given the nature of the assets acquired, the fair value of the assets were unable to be determined and the transactions were recorded at the fair value of the equity instruments granted at acquisition date. Deferred consideration attributable to the transactions has been deemed to be not probable hence recognised at nil at acquisition date.

Gorge Lithium Project, Canada

During the prior year, the Company entered into a binding agreement with Ombabika Group Inc. (a company incorporated under the laws of Canada and an unrelated party of the Company) to acquire 100% of the Gorge lithium Project (Transaction).

Under the Transaction, the Company has the option to acquire 100% in the Gorge Lithium Project via a staged earn-in acquisition over a period of up to 3.5 years (defined below) (each a Stage) and by satisfying the following conditions (Stage Conditions):

(a) Acquisition of 25% interest: The Group will acquire an initial 25% interest in the Project (Initial Interest) by: (i) making a cash payment of $50,000 to Ombabika within 5 days of execution of the formal option and earn-in agreement (Agreement Signing Date); (ii) funding $100,000 to complete an initial field work program focusing on high grade dykes within six months of the Agreement Signing Date; and (iii) issuing $50,000 worth of Shares to Ombabika, with the number of Shares based on the volume weighted average price (VWAP) of Shares, calculated over the 10 trading days before the date of issue of the Shares, subject to a floor price of $0.15 (Floor Price) (such that a maximum of 333,333 Shares may be issued), (together, Stage 1).

(b) Acquisition of 50% interest: The Group will acquire a further 25% interest in the Project (such that it holds a 50% interest) (50% Interest) by: (i) making a cash payment of $60,000 on or before the date that is 12 months after the Group earns the Initial Interest; (ii) funding exploration works of at least $250,000 on or before the date that is 12 months after the Group earns the Initial Interest; and (iii) issuing $100,000 worth of Shares to Ombabika, based on the VWAP of Shares, calculated over the 10 trading days before the date of issue of the Shares, subject to the Floor Price (such that a maximum of 666,667 Shares may be issued), (together, Stage 2).

(c) Acquisition of 75% interest: The Group will acquire a further 25% interest in the Project (such that it holds a 75% interest) (75% Interest) by: (i) making a cash payment of $75,000 on or before the date that is 12 months after the Group earns the 50% Interest; (ii) funding exploration works totalling of at least $300,000 on or before the date that is 12 months after the Group earns the 50% Interest; and (iii) issuing $100,000 worth of Shares to Ombabika, based on the VWAP of Shares, calculated over the 10 trading days before the date of issue of the Shares, subject to the Floor Price (such that a maximum of 666,667 Shares may be issued), (together, Stage 3).

(d) Acquisition of 100% interest: The Group will acquire a further 25% interest in the Project (such that it holds an 100% interest) by: (i) making a cash payment of $100,000 on or before the date that is 12 months after the Group earns the 75% Interest; (ii) funding exploration works totalling of at least $500,000 on or before the date that is 12 months after the Group earns the 75% Interest; and (iii) issuing $150,000 worth of Shares to Ombabika, based on the VWAP of Shares, calculated over the 10 trading days before the date of issue of the Shares, subject to the Floor Price (such that a maximum of 1,000,000 Shares may be issued), (together, Stage 4).

As of 30 June 2024, the Group had completed stage 1 and stage 2 cash payments and share issues.

Notwithstanding any other provisions of the Transaction, the Group can elect, at any time and at its sole and absolute discretion, to accelerate the Transaction and satisfy all of the Stage Conditions at one time with the effect that the Company will acquire an 100% interest in the Project in one stage.

Further, the Group can elect to withdraw from the Transaction at any time and at its sole and absolute discretion. If the Group elects to withdraw from the Transaction or does not satisfy the Stage Conditions in full, the Group will not retain any interest in the Project (and any interest acquired or deemed to have been acquired will be transferred back to Ombabika), any funds paid to Ombabika or expended on the Project pursuant to the Stage Conditions will not be refunded to the Company and any Shares issued to Ombabika pursuant to the Stage Conditions shall be retained by Ombabika and not subject to forfeiture or cancellation by the Company for any reason.

Upon the Group acquiring a 100% interest in the Gorge Lithium Project, Ombabika will be granted a 2% net smelter royalty on all lithium production from the Project. The Group will have the right, but not the obligation, to repurchase back 1% of the NSR for $1,000,000.

Details of the acquisition are as follows:

	Consolidated entity 2024 $	**Consolidated entity 2023 $**
Purchase consideration		
Share issue consideration	100,000	50,000
Cash consideration	60,000	50,000
Total purchase consideration	**160,000**	**100,000**

	Consolidated entity 2024 $	Consolidated entity 2023 $
Assets acquired		
Exploration and evaluation	160,000	100,000
Total assets acquired	**160,000**	**100,000**

Tango Lithium Project, Canada

During the prior year, the Company entered into an exclusive option agreement with Exiro Minerals Corp ("Exiro") (an entity incorporated in Canada) pursuant to the Company's exclusive 3 year option agreement to acquire 100% interest in the Tango Lithium Project on following key terms and conditions:

(a) The Group completing the following cash payments and share issuance of:

- (i) CAD$50,000 cash and CAD$100,000 in shares of BMM;
- (ii) CAD$25,000 cash and CAD$75,000 in shares of BMM on or before the 1st anniversary;
- (iii) CAD$30,000 cash and CAD$90,000 in shares of BMM on or before the 2nd anniversary;
- (iv) CAD$35,000 cash and CAD$105,000 in shares of BMM on or before the 3rd anniversary;

(BMM Shares to be priced at 20 day volume weighted average closing share price).

(b) Exiro retains a 2% net smelter return royalty; and

(c) should the Group elect not to proceed with the transaction during the period, and cash payments and share issuances are not paid by the stipulated dates, the Company's right to earn an interest in the Project will be extinguished and the Agreements will be terminated. Upon such termination, Exiro will be entitled to retain any cash and shares it has received prior to the date of termination. The Group also commits to returning the Property to Exiro in good standing for a minimum of 12 months from the date of lapse of the Option.

As of 30 June 2024, the Company had completed initial and 1st anniversary cash payment share issues.

Details of the acquisition are as follows:

	Consolidated entity 2024 $	Consolidated entity 2023 $
Purchase consideration		
Share issue consideration	84,094	114,204
Cash consideration	28,438	54,957
Total purchase consideration	**112,532**	**169,161**
Assets acquired		
Exploration and evaluation	112,532	169,161
Total assets acquired	**112,532**	**169,161**

Arrel Lithium Project, Canada

During the prior year, the Company acquired the Arrel Project in Ontario, Canada. In consideration for acquiring the claims, the Company agreed to a cash payment of CAD$54,000 and granting a 1.5% net smelter royalty to the vendors.

Details of the acquisition are as follows:

	Consolidated entity
	2023
Purchase consideration	**$**
Cash consideration	59,347
Total purchase consideration	**59,347**
Assets acquired	
Exploration and evaluation	59,347
Total assets acquired	**59,347**

Barbara Lithium Project, Canada

During the prior year, the Company acquired the Barbara Project in Ontario, Canada. In consideration for acquiring the claims, the Company issued 3,000,000 fully paid shares in the Company and agreed to granting a 1.5% net smelter royalty to the vendors.

Details of the acquisition are as follows:

	Consolidated entity
	2023
Purchase consideration	**$**
Share issue consideration	690,000
Total purchase consideration	**690,000**
Assets acquired	
Exploration and evaluation	690,000
Total assets acquired	**690,000**

Corvette North and Corvette Northwest

In the prior year, the Company directly staked two new projects, Corvette North, and Corvette Northwest, in emerging lithium district of James Bay in Quebec, Canada, for $7,537.

15. Key Management Personnel Disclosures

Aggregate Compensation	Consolidated entity 2024 $	Consolidated entity 2023 $
Short term employee benefits	499,287	578,082
Other	92,185	28,348
Share-based payments	633,651	537,398
	1,225,123	**1,143,828**

16. Share-based Compensation

	Consolidated entity 2024 $	Consolidated entity 2023 $
Options expense	-	23,955
Lead manager options	218,144	406,000
Performance rights expense	686,852	396,942
LTI performance bonus	(26,667)	30,250
Acquisition of assets [1]	184,094	854,204
Consulting services	-	59,000

1. Refer to note 14.

Movement and valuation of options

The movements in options during the financial year ended 30 June 2024 are as follows:

	2024		2023	
	No.	Weighted average grant date fair value $	No.	Weighted average grant date fair value $
Outstanding at the beginning of the period	6,000,000	0.142	4,000,000	0.110
Granted during the period	3,000,000	0.073	2,000,000	0.203
Lapsed during the period	(500,000)	0.086		
Exercised during the period	-	-	-	-
Outstanding at the end of the period	**8,500,000**	**0.109**	**6,000,000**	**0.142**
Exercisable at the end of the period	8,500,000	0.109	6,000,000	0.142

The following table details the number and weighted average grant fair value at grant date of options outstanding at the period end.

Grant date	Exercise price	Expiry date	No.	Weighted average grant date fair value
6/07/2021	$0.50	6/07/2024	3,500,000	$0.0860
6/10/2022	$0.30	6/10/2025	2,000,000	$0.2030
29/11/2023	$0.30	5/12/2026	3,000,000	$0.0727
			8,500,000	**$0.109**

Options Valuation

The fair value of the services received in return for options granted are measured by reference to the fair value of the options granted or the service provided. The fair value of the services is recognised as an expense on a straight-line basis over the vesting period.

In determining the fair value of options granted during the year ended 30 June 2024, the Company has applied Black-Scholes models, using the following inputs:

Valuation date	29/11/2023	Expiry Date	5/12/2026
No issued	3,000,000	Expected volatility	106%
Share price	$0.14	Risk free rate	4.01%
Exercise price	$0.30	Dividend yield	-

In determining the fair value of options granted during the year ended 30 June 2023, the Company has applied Black-Scholes models, using the following inputs:

Valuation date	6/10/2022	Expiry Date	6/10/2025
No issued	2,000,000	Expected volatility	100%
Share price	$0.32	Risk free rate	3.34%
Exercise price	$0.30	Dividend yield	-

Movement and valuation of performance rights

The movements in performance rights during the year ended 30 June 2024 are as follows:

	2024		2023	
	No.	**Weighted average grant date fair value $**	**No.**	**Weighted average grant date fair value $**
Outstanding at the beginning of the period	10,900,000	0.330	2,100,000	0.208
Granted during the period	-	-	8,800,000	0.409
Lapsed during the period	(500,000)	0.530		
Exercised during the period	-	-	-	-
Outstanding at the end of the period	**10,400,000**	**0.362**	**10,900,000**	**0.330**
Exercisable at the end of the period	-	-	-	-

The following table details the number and weighted average grant fair value at grant date of performance rights outstanding at the period end.

Grant date	Expiry date	Performance Hurdle	No.	Weighted average grant date fair value
6/07/2021	6/07/2024	(a)	800,000	0.118
6/07/2021	6/07/2024	(b)	800,000	0.098
13/02/2023	13/02/2026	(c)	3,000,000	0.401
13/02/2023	13/02/2026	(d)	1,800,000	0.341
13/02/2023	13/02/2026	(e)	4,000,000	0.445
			10,400,000	**$0.362**

The performance hurdles are summarised below:

(a) Absolute shareholder return: Performance Rights to be convertible into shares, subject to satisfaction of the Company achieving a VWAP of Shares of at least $1.20, calculated over 20 consecutive trading days on which the Company's Shares have traded;

(b) Absolute shareholder return: Performance Rights to be convertible into shares, subject to satisfaction of the Company achieving a VWAP of Shares of at least $1.80, calculated over 20 consecutive trading days on which the Company's Shares have traded;

(c) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $40,000,000;

(d) Absolute shareholder return: Performance Rights to be convertible into shares, subject to the satisfaction of the Company achieving a market capitalisation of no less than $80,000,000; and

(e) Operational: Performance Rights to be convertible into shares, subject to the Company achieving the successful return of a "commercial lithium drilling intersection". A commercial drilling intersection is defined to be an ore grade and width discovery metric of 4 meters (a standard underground continuous mining width) of mineralisation in the form of lithium mineral containing +1.0% Li2O.

Performance Rights Valuation

The fair value of the services received in return for PRs granted are measured by reference to the fair value of the PRs granted. The fair value of the services is recognised as an expense on a straight-line basis over the vesting period and is determined by multiplying the fair value per PR by the number of PRs expected to vest.

The probability of achieving market performance conditions is incorporated into the determination of the fair value per PR. No adjustment is made to the expense for PRs that fail to meet the market condition. The number of PRs expected to vest based on achievement of operational conditions, are adjusted over the vesting period in determining the expense to be recognised in the consolidated income statement. In order to convert PRs, the holders are required to be continually engaged with the Group at the time of achieving the performance hurdles.

In determining the fair value of PRs granted during the year ended 30 June 2024, the Company has applied a barrier up-and-in Trinomial pricing model with a Parisian barrier adjustment, Binomial option pricing and Monte Carlo Simulation models, used an exercise price of nil and a dividend yield of nil. Other inputs in relation PRs are:

Valuation date	13/02/2023	13/02/2023	13/02/2023
No issued	3,000,000	1,800,000	4,000,000
Share price	$0.445	$0.445	$0.445
Expiry Date	13/02/2026	13/02/2026	13/02/2026
Expected volatility	110%	110%	110%
Risk free rate	3.455%	3.455%	3.455%
Vesting Condition	(d)	(e)	(f)

Movement and valuation of LTI Performance Bonus

In the prior year, the Company has agreed the below LTI Performance Bonus for director, Karl Simich.

In the event the Company achieves a market capitalisation of AUD$80,000,000 before 13 February 2026, (Achievement), Mr Simich (or his nominees) will be entitled to a performance bonus to the value of 2,200,000 fully paid ordinary shares of the Company as at the date of the Achievement (LTI Performance Bonus). The LTI Performance Bonus is payable by the Company to Mr Simich (or his nominees) in cash or (subject to Shareholder approval) by the issuing of the shares. The Company has the option to seek Shareholder approval by calling a Shareholder meeting no later than 40 days following the Achievement date. In the absence of Shareholder approval within the 40-day time period, the Company must pay the Performance Bonus in cash. Should the Company not achieve the Achievement within the relevant period, this Performance Bonus shall lapse.

LTI Performance Bonus Valuation

The fair value of the services received in return for LTI Performance Bonus granted are measured by reference to the fair value of the LTI Performance Bonus shares granted. The fair value of the services is recognised as an expense on a straight-line basis over the vesting period and is determined by multiplying the fair value per LTI Performance Bonus by the number expected to vest.

The probability of achieving market performance conditions is incorporated into the determination of the fair value per LTI Performance Bonus. No adjustment is made to the expense for PRs that fail to meet the market condition.

In determining the fair value of LTI Performance Bonus granted during the year ended 30 June 2023, the Company has applied a barrier up-and-in Trinomial pricing model with a Parisian barrier adjustment, used an exercise price of nil and a dividend yield of nil, with other inputs including:

Valuation date:	13/02/2023	Expected volatility:	110%
No issued:	2,200,000	Risk free rate:	3.455%
Share price:	$0.445	Vesting Condition:	See above
Expiry Date:	13/02/2026		

17. Accumulated Losses

	Consolidated entity 2024 $	Consolidated entity 2023 $
Accumulated losses at the beginning of the financial year.	8,505,721	3,522,320
Loss during the current year	2,645,715	4,983,401
Transfer to accumulated losses on expiry of options	(143,333)	-
Accumulated losses at the end of the financial year	**11,008,103**	**8,505,721**

18. Segment Information

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (the chief operating decision makers) in assessing performance and in determining the allocation of resources.

The Group's reportable segments have been identified around geographical areas and regulatory environments. The following table presents revenue and result information and certain asset and liability information regarding the relevant segments for the year ended 30 June 2024 for the consolidated entity.

Segment Information	Serbia	Canada	Total
Year to 30 June 2024	**$**	**$**	**$**
Segment Results			
Other income	-	-	-
Supplier, consulting, investor relations and other expenses	(231,920)	(12,109)	(244,029)
Employee benefit expenses	(16,625)	-	(16,625)
Segment result	(248,545)	(12,109)	(260,654)
Corporate expenses, net of other income			(2,385,061)
Total			(2,645,715)
Segment assets and liabilities – at 30 June 2024			
Cash at bank, trade & other receivables	-	168,295	168,295
Segment other assets	-	-	-
Segment property, plant & equipment	-	-	-
Segment exploration assets	-	2,719,148	2,719,148
Segment liabilities	-	(1,187)	(1,187)
Segment total	-	2,886,256	2,886,256
Corporate assets			471,420
Corporate liabilities			(194,756)
Total			3,162,920

Segment Information	Serbia	Canada	Total
Year to 30 June 2023	**$**	**$**	**$**
Segment Results			
Other income	73	-	73
Supplier, consulting, investor relations and other expenses	(426,939)	(869)	(427,808)
Impairment provision	(1,977,054)	-	(1,977,054)
Employee benefit expenses	(151,825)	-	(151,825)
Segment result	(2,555,745)	(869)	(2,556,614)
Corporate expenses, net of other income			(2,426,787)
Total			(4,983,401)
Segment assets and liabilities – at 30 June 2023			
Cash at bank, trade & other receivables	4,448	83,448	87,896
Segment other assets	1,045	-	1,045
Segment property, plant & equipment	78,469	-	78,469
Segment exploration assets	-	1,544,903	1,544,903
Segment liabilities	(8,365)	(158,784)	(167,149)
Segment total	75,597	1,469,567	1,545,164
Corporate assets			2,352,221
Corporate liabilities			(300,258)
Total			3,597,127

19. Related Party Transactions

Directors and key management personnel

Disclosures relating to directors and key management personnel are set out in Directors' Report.

Other related party transactions

Purchases from and sales to related parties are made on terms equivalent to those that prevail in arm's length transactions. During the year ended 30 June 2024, there was no other related party transactions (30 June 2023, $nil).

20. Contingent Assets and Liabilities

During the year, the Company engaged two contractors to conduct and assist with a diamond drilling program at the Gorge Lithium Project in Canada. The Company believes that there were a number of invalid invoices raised. Since the date of these invoices, no attempt has been made by the creditor to follow up on payment, further questioning the validity of these outstanding invoices. Further, the contractor has been unable to deliver the drill core to the testing laboratory, nor hand over possession of the drill core to the Company. As a result, the Board resolved to write down these outstanding invoices to $nil as at 1 January 2024. The quantum of these invoices is C$586,914. The Company believe that $nil represents the best estimate of the amount likely to be settled. The Company notes that any future claim over these invoices would likely be met with a counter-claim for the non-completion of contractual obligations. As at the date of this report, the Company is not aware of any other information that would impact the net debt position, or result in a materially different settlement figure.

As at the date of this report there are no other claims or contingent liabilities that are expected to materially impact, either individually or in aggregate the company's financial position or results from operations, other than as set out above.

21. Cash Flow Information

Reconciliation of Loss after Income Tax to Net Cash Outflow from Operating Activities

	Consolidated entity 2024 $	Consolidated entity 2023 $
Loss after income tax	(2,645,715)	(4,983,401)
Adjustment for non-cash items		
Foreign exchange loss	60,522	10,695
Depreciation & amortisation	71,189	9,508
Impairment expenses	28,045	1,977,054
Share based payments	660,319	460,147
Increase/decrease in:		
Increase/(decrease) in receivables	57,486	(17,561)
(Decrease)/increase in trade and other payables	(99,726)	123,867
Net cash outflow from operating activities	**(1,867, 880)**	**(2,419,691)**

22. Parent Entity Disclosures

	2024 $	2023 $
Parent Entity		
Assets		
Current assets	441,652	2,255,989
Non-current assets	2,984,974	1,547,377
Total Assets	**3,426,626**	**3,803,366**
Liabilities		
Current liabilities	194,756	284,769
Non-current liabilities	-	15,488
Total Liabilities	**194,756**	**300,257**
Net Assets/(Liabilities)	**3,231,870**	**3,503,109**
Equity		
Issued capital	11,934,105	10,582,991
Reserves	2,179,290	1,444,163
Accumulated losses	(10,881,526)	(8,524,045)
Total Equity	**3,231,870**	**3,503,109**
Financial Performance		
Loss for the year	(5,213,167)	(5,243,641)
Other comprehensive income	-	-
Total comprehensive Loss	**(5,213,167)**	**(5,243,641)**

23. Subsequent Events

Subsequent to year end the following key events have occurred:

(a) On 6 July 2024, 3,500,000 options (exercise price of $0.50) and 1,600,000 performance rights expired unexercised; and

(b) On 1 August 2024, the Company completed a Placement of 15,000,000 fully paid ordinary shares at $0.05 each, to raise $750,000 (before costs). 7,500,000 free attaching unlisted options, exercisable at $0.075 and expiring three years from date of issue, will be issued subject to shareholder approval at the Annual General Meeting in November 2024.

There are no other significant matters subsequent to year end.

24. Contractual Commitments

	Consolidated entity 2024 $	Consolidated entity 2023 $
Exploration expenditure commitments:		
No longer than 1 year	401,741	217,267
Longer than 1 year and not longer than 5 years	-	852,177
	401,741	**1,069,444**

25. Discontinued Operations

During the year, the Company via its wholly owned subsidiary, Balkan Istraživanja d.o.o, relinquished the rights to tenements held in Serbia. The Group is currently in process of disposing Balkan Istraživanja d.o.o for a nominal sum. As a result, the financial performance of the discontinued operations is presented separately within this note. The carrying value of assets and liabilities has been impaired in full to $nil (2023: $nil).

Financial performance information

	Consolidated entity 2024 $	**Consolidated entity 2023 $**
Other income	-	73
Consulting & professional fees	(19,822)	(64,618)
Depreciation & amortisation	(4,936)	(13,171)
Employee benefits expenses	(16,625)	(151,825)
Impairment expense	-	(1,977,054)
Other expenses	(207,162)	(349,150)
Total expenses	(248,545)	(2,555,745)
Loss before income tax expense	(248,545)	(2,555,745)
Income tax expense	-	-
Loss after income tax expense from discontinued operations	**(248,545)**	**(2,555,745)**

Cash flow information

	Consolidated entity 2024 $	**Consolidated entity 2023 $**
Net cash used in operating activities	(180,378)	(647,919)
Net cash provided by/(used in) investing activities	35,863	(63,000)
Net decrease in cash and cash equivalents from discontinued operations	**(144,515)**	**(710,919)**

Balkan Mining and Minerals Limited is required by Australian Accounting Standards to prepare consolidated financial statements in relation to the Company and its controlled entities (the consolidated entity).

Entity Name	Entity Type	Place of business / Country of Incorporation	Ownership interest	Australian or Foreign Resident	Foreign Jurisdiction of Foreign Residents
Balkan Mining and Minerals Limited (the Company)	Body Corporate	Australia	N/A	Australian	-
Centralist Pty Ltd	Body Corporate	Australia	100%	Australian	-
Balkan Istraživanja d.o.o	Body Corporate	Serbia	100%	Australian / Foreign	Serbia
Balkan Mining Canada Inc	Body Corporate	Canada	100%	Australian / Foreign	Canada
Balkan Tango Inc	Body Corporate	Canada	100%	Australian / Foreign	Canada

Basis of preparation

The consolidated entity disclosure statement (CEDS) has been prepared in accordance with subsection Section 295 (3A) of the *Corporations Act 2001*. The entities listed in the statement are Balkan Mining and Minerals Limited and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

Key assumptions and judgements

Determination of tax residency

Section 295 (3A) Corporations Act requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In the context of an entity which was an Australian resident, "Australian resident" has the meaning provided in the Income Tax Assessment Act 1997 (Cth). The determination of tax residency involves judgment as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the Group has applied the following interpretations:

<u>Australian tax residency</u>

The Group has applied current legislation and judicial precedent, including having regard to the Commissioner of Taxation's public guidance in Tax Ruling TR 2018/5.

<u>Foreign tax residency</u>

The Group has applied current legislation and where available judicial precedent in the determination of foreign tax residency. Where necessary, the Group has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with.

PKF Perth
ABN 64 591 268 274
Dynons Plaza,
Level 8, 905 Hay Street,
Perth WA 6000
PO Box 7206,
Cloisters Square WA 6850
Australia

+61 8 9426 8999
perth@pkfperth.com.au
pkf.com.au

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BALKAN MINING AND MINERALS LIMITED

Report on the Financial Report

Opinion

We have audited the financial report of Balkan Mining and Minerals Limited (the "Company"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement, and the directors' declaration of the Company and the Group comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion the accompanying financial report of Balkan Mining and Minerals Limited is in accordance with the Corporations Act 2001, including:

i) Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the year ended on that date; and

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

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

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to the financial report which indicates the Group has incurred a loss of $2,645,715 and had net cash outflows from operating activities of $1,860,880 for the year ended 30 June 2024. These conditions along with other matters in note 1(c), indicate the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

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

Independence

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.

Key Audit Matter

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

Carrying value of capitalised exploration expenditure

Why significant

As at 30 June 2024 the carrying value of exploration and evaluation assets was $2,719,148 (2023: $1,544,903), as disclosed in Note 9.

The Group's accounting policy in respect of exploration and evaluation expenditure is outlined in Note 1(i) and 1(p).

Significant judgement is required:

- in determining whether facts and circumstances indicate that the exploration and evaluation assets should be tested for impairment in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources ("AASB 6"); and
- in determining the treatment of exploration and evaluation expenditure in accordance with AASB 6, and the Group's accounting policy. In particular:
    - whether the particular areas of interest meet the recognition conditions for an asset; and
    - which elements of exploration and evaluation expenditures qualify for capitalisation for each area of interest.

How our audit addressed the key audit matter

Our work included, but was not limited to, the following procedures:

- Conducting a detailed review of management's assessment of impairment trigger events prepared in accordance with AASB 6 including:
    - assessing whether the rights to tenure of the areas of interest remained current at reporting date as well as confirming that rights to tenure are expected to be renewed for tenements that will expire in the near future;
    - holding discussions with the Directors and management as to the status of ongoing exploration programmes for the areas of interest, as well as assessing if there was evidence that a decision had been made to discontinue activities in any specific areas of interest; and
    - obtaining and assessing evidence of the Group's future intention for the areas of interest, including reviewing future budgeted expenditure and related work programmes;
- considering whether exploration activities for the areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed;
- testing, on a sample basis, exploration and evaluation expenditure incurred during the year for compliance with AASB 6 and the Group's accounting policy; and
- assessing the appropriateness of the related disclosures.

Other Information

Those charged with governance are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024, 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, with the exception of the Remuneration Report.

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 Directors' for the Financial Report

The Directors of the Company are responsible for the preparation of:-

a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and
b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act2001; and

for such internal control as the Directors determine is necessary to enable the preparation of:-

i) the financial report (other than the consolidated entity disclosure statements) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability 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 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 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the group financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the Remuneration Report

Opinion

We have audited the Remuneration Report included in the Directors' Report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Balkan Mining and Minerals Limited for the year ended 30 June 2024, 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.

PKF Perth

PKF PERTH

SIMON FERMANIS
PARTNER

26 September 2024
PERTH, WESTERN AUSTRALIA

CORPORATE GOVERNANCE STATEMENT

The Board of Balkan Mining & Minerals Limited are committed to achieving and demonstrating the highest standards of corporate governance. As such, the Company has adopted what it believes to be appropriate corporate governance policies and practices having regard to its size and the nature of its activities.

The Board has adopted the ASX Corporate Governance Principles and Recommendations which are complemented by the Company's core principles of honesty and integrity. The corporate governance policies and practices adopted by the Board are outlined in the Corporate Governance section of the Company's website www.balkanmin.com.au/corporate-governance/.

BMM has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.

The 2024 corporate governance statement is dated 26 September 2024 and reflects the corporate governance practices in place throughout the 2024 financial period.

The 2024 corporate governance statement was approved by the Board on 26 September 2024. A description of the Company's current corporate government practices is set out in the Company's corporate governance statement which can be viewed on the Company's website.

The Company has also lodged an Appendix 4G with this Annual Report.

ADDITIONAL INFORMATION

Additional information required by Australian Securities Exchange Limited and not shown elsewhere in this Annual Report is as follows. The information is as at 23 September 2024.

ORDINARY SHAREHOLDERS

There are 86,040,513 fully paid ordinary shares on issue, held by 761 shareholders.

TWENTY LARGEST SHAREHOLDERS

	Fully Paid Ordinary Shares	
Ordinary Shareholders	**Number**	**Percentage**
MRS IFRAH NISHAT	10,675,000	12.41%
MR DAVID DOMINIC PEVCIC	7,300,000	8.48%
MR BILAL AHMAD	7,080,000	8.23%
KOBALA INVESTMENTS PTY LTD <FERNANDO EDWARD FAMILY A/C>	4,650,000	5.40%
KG VENTURE HOLDINGS PTY LTD <KG VENTURE HOLDINGS A/C>	3,550,000	4.13%
1361707 B C LTD	3,000,000	3.49%
KAPE SECURITIES PTY LTD <BLUE SEAS S/F A/C>	2,875,000	3.34%
CLAYTON CAPITAL PTY LTD	2,500,000	2.91%
MGL CORP PTY LTD	2,200,000	2.56%
MR FADI DIAB	2,165,000	2.52%
JGM PROPERTY INVESTMENTS PTY LTD	2,107,802	2.45%
ATATURK INVESTMENTS PTY LTD	1,684,300	1.96%
MARKOVIC FAMILY NO 2 PTY LTD	1,313,017	1.53%
KEYRATE ENTERPRISES PTY LTD	1,224,090	1.42%
SKYFLAKE INVESTMENTS PTY LTD <SKYFLAKE A/C>	1,200,000	1.39%
CLAYTON CAPITAL PTY LTD	1,000,000	1.16%
CHAUDHRY SAGHIR PTY LTD <CHAUDHRY SUPER FUND A/C>	750,000	0.87%
MS CHUNYAN NIU	730,390	0.85%
DR ZONAIR IKRAM	707,150	0.82%
MOUTIER PTY LTD	700,000	0.81%
	57,411,749	**66.73%**

VOTING RIGHTS

Each member entitled to vote may vote in person or by proxy or by attorney and on a show of hands. Every person who is a member or a representative or a proxy of a member shall have one vote and on a poll every member present in person or by proxy or attorney or other authorised representative shall have one vote for each share held.

UNMARKETABLE PARCELS

Minimum $500.00 parcel at $0.045 per unit is 461 holders with 1,922,049 shares.

DISTRIBUTION OF SHARE HOLDERS

	Number of Holders	Number of Shares	Percentage of Issued Share Capital
1 to 1,000	68	33,381	0.04%
1,001 to 5,000	247	632,748	0.74%
5,001 to 10,000	126	1,041,933	1.21%
10,001 to 100,000	222	8,164,657	9.49%
100,001 and over	98	76,167,794	88.53%
	761	**86,040,513**	**100.00%**

SUBSTANTIAL SHAREHOLDERS

As at report date, the following shareholders are recorded in the Register as a Substantial Shareholders:

Name	No. of Shares
David Dominic Pevcic	11,394,567
Bilal Ahmad	7,080,000
Kobala Investments Pty Ltd <Fernando Edward Family A/C>	3,575,000

SHARE BUY-BACKS

There is no current on-market buy-back scheme.

OPTIONS

As at 23 September 2024 the Company had 3,000,000 unlisted options on issue with an exercise price of $0.30 and an expiry date 5 December 2026 and 2,000,000 unlisted options on issue with an exercise price of $0.30 and an expiry date of 6 October 2025.

Unlisted options do not carry any voting rights.

DISTRIBUTION OF OPTION HOLDERS

$0.30, expiry 05/12/2026 unlisted options

	Number of Holders	Number of Options	Percentage of Issued
1 to 1,000	-	-	-
1,001 to 5,000	-	-	-
5,001 to 10,000	-	-	-
10,001 to 100,000	2	110,000	3.67%
100,001 and over	4	2,890,000	96.33%
	6	**3,000,000**	**100.00%**

Holders of greater than 20% or more of these unlisted options are as follows:

-	Shaw and Partners Limited	1,500,000	50.00%
-	Pareto Nominees Pty Ltd <The Damelle A/C>	750,000	25.00%

$0.30, expiry 06/10/2025 unlisted options

These unlisted options are held by 62 Capital Pty Ltd.

PERFORMANCE RIGHTS

As at 23 September 2024 the Company had a total of 8,800,000 Performance Rights on issue. Performance Rights do not carry any voting rights.

DISTRIBUTION OF PERFORMANCE RIGHTS HOLDERS

	Number of Holders	Number of Rights	Percentage of Issued
1 to 1,000	-	-	-
1,001 to 5,000	-	-	-
5,001 to 10,000	-	-	-
10,001 to 100,000	-	-	-
100,001 and over	2	8,800,000	100.00%
	2	**8,800,000**	**100.00%**

Holders of greater than 20% or more of these unlisted performance rights are as follows:

- Resource Development Company Pty Ltd	5,800,000
- Skyflake Investments Pty Ltd <Skyflake A/C>	3,000,000

ANNUAL MINERAL RESOURCES STATEMENT

As at 30 June 2024, the Group does not have any Mineral Resources Estimates.

The Company's Projects do not have defined Mineral Resources or Ore Reserves. The Projects are early stage "greenfields" exploration projects covering regions that are considered prospective for lithium and borate minerals. There has been insufficient exploration works at the Company's Projects to define a Mineral Resource or Ore Reserve.

SCHEDULE OF TENEMENTS

	Tenement ID	BMM Interest
Canadian Projects		
Arrel	752866 to 752871	100%
Corvette Northwest	2700709 to 2700732	100%
Corvette North	2700733 to 2700750	100%
Barbara	729134 to 729174 729180 to 729212 729217 to 729294 729309 to 729368	100%

** As announced, the Company satisfied the conditions precedent to the transaction with Ombabika Group Inc and commenced its first work program at the Gorge Project in Canada. Under the transaction, the Company has the option to acquire 100% in the Gorge Project via four equal 25% interested staged earn-in acquisition, over a period of 3.5 years by satisfying agreed staged consideration payments and satisfying staged project spending requirements. Please refer to Notice of General Meeting dated 22 August 2022 for further details. The Gorge Project tenements include claim numbers 547101, 570582, 618053, 618074, 636770, 722323 & 722324. Subsequently, the parties have added additional claim numbers 750117, 750118, 750119, 750120 & 750121 to the project area.

*** As originally announced on 31 October 2022, the Company acquired the exclusive option to acquire 100% of the Tango Lithium exploration project in Canada. Pursuant to the exclusive option agreement, the Company has a 3 year option to purchase a 100% interest in the Tango Project by satisfying agreed staged consideration payments. Should BMM elect not to proceed with this transaction during the option period, the Company's right to earn an interest in the project will be extinguished. The Tango Project tenements include claim numbers 563300 through to 563329 and 563331 through to 563341.