BLACK CANYON

ANNUAL REPORT 2024

For the year ended 30th June 2024

ASX: **BCA**

blackcanyon.com.au

CORPORATE DIRECTORY

Directors

Graham Ascough
Non-Executive Chairman

Brendan Cummins
Managing Director

Adrian Hill
Non-executive Director

Simon Taylor
Non-executive Director

Company Secretary

Jay Stephenson

Head Office and Registered Office

Registered Office and Principal Place of Business

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Share Registry

Computershare Investor Services

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ASX Code:	**BCA**

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Hall Chadwick Audit (WA) Pty Ltd

283 Rokeby Road, Subiaco WA 6008

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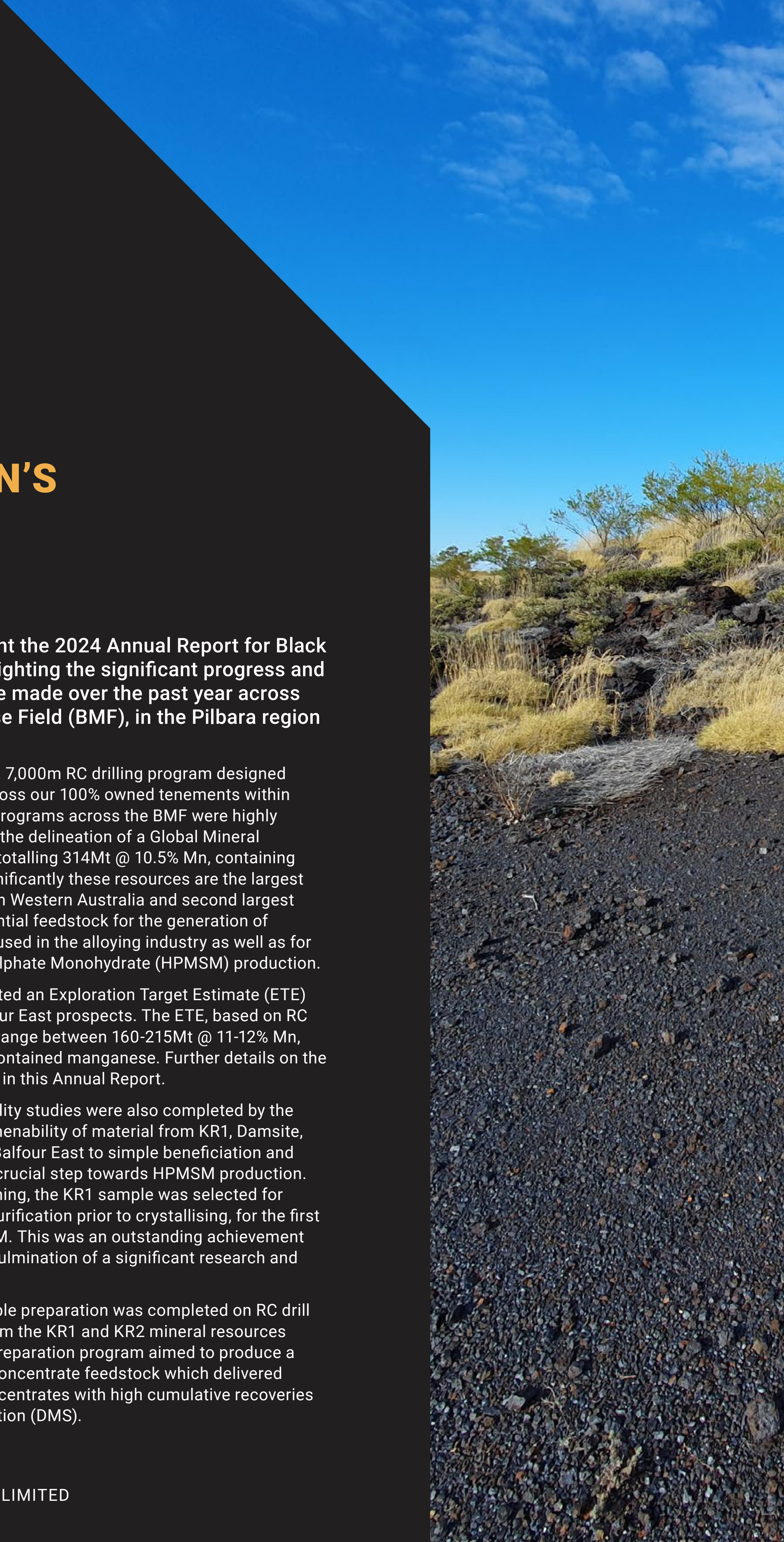
CHAIRMAN'S LETTER



Dear Shareholders,

I am pleased to present the 2024 Annual Report for Black Canyon Limited, highlighting the significant progress and achievements we have made over the past year across the Balfour Manganese Field (BMF), in the Pilbara region of Western Australia.

The Company completed a 7,000m RC drilling program designed to test multiple targets across our 100% owned tenements within the BMF. The exploration programs across the BMF were highly successful, culminating in the delineation of a Global Mineral Resource Estimate (MRE) totalling 314Mt @ 10.5% Mn, containing 33.1Mt of manganese. Significantly these resources are the largest by contained manganese in Western Australia and second largest in Australia and are a potential feedstock for the generation of manganese concentrates used in the alloying industry as well as for High Purity Manganese Sulphate Monohydrate (HPMSM) production.

Black Canyon also completed an Exploration Target Estimate (ETE) for the Pickering and Balfour East prospects. The ETE, based on RC drilling, was estimated as range between 160-215Mt @ 11-12% Mn, equivalent to 18-23Mt of contained manganese. Further details on the MRE and ETE are provided in this Annual Report.

HPMSM Feedstock variability studies were also completed by the Company to assess the amenability of material from KR1, Damsite, Pickering, Hurricane, and Balfour East to simple beneficiation and reductive acid leaching, a crucial step towards HPMSM production. Following successful leaching, the KR1 sample was selected for multistage precipitation/purification prior to crystallising, for the first time, battery grade HPMSM. This was an outstanding achievement for the Company and the culmination of a significant research and development program.

Further metallurgical sample preparation was completed on RC drill chip samples collected from the KR1 and KR2 mineral resources areas. The initial sample preparation program aimed to produce a beneficiated manganese concentrate feedstock which delivered consistent 31-32% Mn concentrates with high cumulative recoveries using dense media separation (DMS).

“The exploration programs across the BMF were highly successful, culminating in the delineation of a Global Mineral Resource Estimate (MRE) totalling 314Mt @ 10.5% Mn, containing 33.1Mt of manganese.”

This was also the first time the Company has used DMS at a larger scale to simulate processing used in manganese and iron ore mines in the Pilbara region and the results provided further processing confidence for flowsheet development.

Subsequent to the reporting period, the Company released a positive Scoping Study for the BMF deposits of KR1 and KR2. The study confirmed that the combined mineral resources for these deposits could generate attractive financial returns based on a 16-year mine life, with an average mine production rate of 3.0Mtpa, producing 12Mt of manganese concentrate over the Life of Mine (LOM). Production targets were estimated at 48.2Mt @ 10.9% Mn, with the project generating an average annual operating cashflow of A$46.1m over the LOM. This is achieved with a modest capital requirement of A$84m and a payback period of less than two years. The Company will continue to evaluate further cost savings opportunities across mining, processing and transport to improve margins and reduce project risk.

Manganese ore pricing was under the spotlight late in the March quarter when significant manganese producer Groote Eylandt (ASX:S32) went offline due to damage sustained to key infrastructure from a cyclonic event. The loss of this high-grade manganese ore producer drove the 44% Mn benchmark substantially above the 5 year cyclical lows that were encountered from late 2023. We will continue to monitor the market closely as we seek to further increase the understanding of our projects and the products we will produce.

Our progress and achievements this year reflect our commitment to advancing our projects and delivering value to our shareholders. We are excited about the future and the opportunities that lie ahead.

Thank you for your continued support.

Graham Ascough
NON-EXECUTIVE CHAIRMAN

Black Canyon Limited

REVIEW OF OPERATIONS - OVERVIEW

Since listing on the Australian Securities Exchange (ASX) in May 2021 Black Canyon Limited (ASX:BCA) ('Black Canyon', or the 'Company') has been exploring and developing manganese projects either owned 100% or in joint venture located in the mineral Pilbara region of Western Australia.

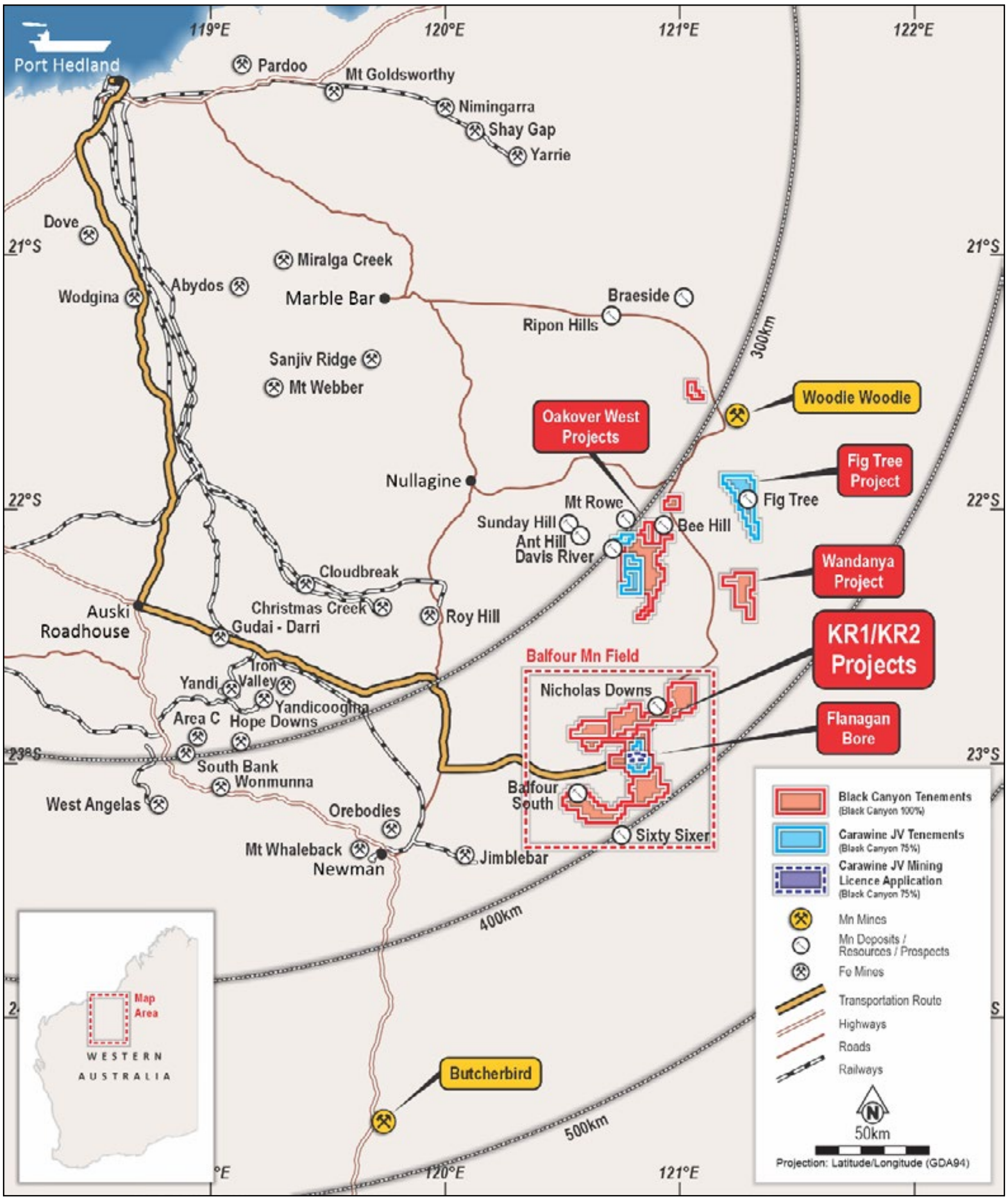


Figure 1 – Location of BCA's Manganese Projects in the Pilbara Region of WA

Balfour Manganese Field

Black Canyon has projects located in the mineral rich exporting hub of the Pilbara Region in Western Australia. The Company's projects extend over 2,100km^2 and contain several near-term development manganese deposits within the highly prospective tenement package.

Drilling across the BMF has been highly successful, delineating a Global Mineral Resource Estimate totalling **314Mt @ 10.5% Mn containing 33.1 Mt of manganese**, with the majority of the resource classified as Measured and Indicated (Table 3). Importantly, a higher-grade component has been established, totalling **99 Mt @ 12.9% Mn containing 12.8 Mt of Manganese.**[1] **The Company has discovered the largest contained manganese deposits in Western Australia and the second largest in Australia.**

Black Canyon has completed a Scoping Study for its KR1 and KR2 deposits (BCA 100%), which confirmed **strong financial returns over a 16-year mining life, with a pre-tax NPV of A$340 million and IRR of 70%**[2], highlighting the quality of the project.

[1] *BCA ASX Announcement 12 December 2023 – Global Manganese Mineral Resource Estimate Exceed 300Mt*

[2] *BCA ASX Announcement 2 July 2024 – Positive Results Confirmed from the KR1 and KR2 Scoping Study*

Global Mineral Resource Estimate

During the reporting period, the Company completed an extensive ~7,000m Reverse Circulation (RC) drilling program designed to drill test multiple targets across Black Canyon's 100% owned tenements within the Balfour Manganese Field for potential HPMSM feedstock and manganese concentrate sources used in the manganese alloying industry.

The Company announced several new discoveries across multiple drill targets that with significant assay results received from KR1, KR2, Balfour East, Pickering and Damsite target areas. The drill program encountered multiple thick manganese enriched shale mineralisation across these new discoveries. Significant results included:

KR1 Target[3]

- KRRC024 3m @ 19.2% Mn from surface
- KRRC025 15m @ 18.6% Mn from 2m, including: 7m @ 26% Mn from 10m
- KRRC027 23m @ 12.2% Mn from 11m, including: 4m @ 18.4% Mn from 12m

KR2 Target[4]

- KRRC099 27m @ 13.4% Mn from surface including: 15m @ 16.3% Mn from 5m
- KRRC101 24m @ 10.7% Mn from surface
- KRRC103 36m @ 15.5% Mn from surface, including:

Balfour East Target[5]

- BSRC032 33m @ 13.5% Mn from 2m, including: 17m @ 15.6% Mn from 2m
- BSRC033 32m @ 11.3% Mn from surface, including: 7m @ 14.6% Mn from 6m
- BSRC034 37m @ 11.5% Mn from 5m until end of hole

Following receipt of the highly successful drill program assays the Company announced several maiden Mineral Resource Estimates (MRE) across the Balfour Manganese Field projects delineating a Global Mineral Resource Estimate totalling 314Mt @ 10.5% Mn containing 33.1Mt of manganese. Importantly, a higher-grade component has been established, totalling 99 Mt @ 12.9% Mn containing 12.8 Mt of Manganese.[1]

Table 1: Summary of Balfour Manganese Field Mineral Resource

Summary of Mineral Resources (1-3)							
Deposit	**Mineral Resource Category**	**Material (Mt)**	**In Situ Mn (Mt)**	**Mn (%)**	**Fe (%)**	**Si (%)**	**Al (%)**
FB3[4]	Measured	52	5.5	10.5	10.4	16.9	4.3
LR1[4]	Measured	47	4.9	10.3	8.4	16.7	4.6
Total	Measured	100	10.4	10.4	9.4	16.8	4.4
KR1[5]	Indicated	79	7.8	10.0	7.9	18.0	5.4
FB3[4]	Indicated	63	6.3	10.0	9.6	16.8	4.4
LR1[4]	Indicated	8	0.9	11.3	9.4	6.9	1.8
Total	Indicated	150	15.1	10.1	8.7	16.9	4.8
KR2[5]	Inferred	24	2.9	11.9	10.6	19.2	5.0
Balfour East[5]	Inferred	32	3.9	11.9	8.5	18.6	4.9
Damsite[5]	Inferred	7	0.9	12.1	9.6	17.2	4.2
Total	Inferred	64	7.6	11.9	9.4	18.7	4.9
Grand Total		314	33.1	10.5	9.1	17.2	4.7

Notes

[1] *Mineral resources reported at a cut-off grade of 7% Mn.*

[2] *Appropriate rounding has been applied.*

[3] *Refer to JORC Table 1, Sections 1 to 3 and Appendix 2 for further details in ASX release 27/11/2023.*

[4] *Deposit under which BCA owns 75%*

[5] *Deposit under which BCA owns 100%*

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[3] *BCA ASX Announcement 12 September 2023 – Significant Manganese Discovery at KR1 Confirmed*

[4] *BCA ASX Announcement 12 October 2023 – Drill Results Confirm Manganese Discovery at KR2*

[5] *BCA ASX Announcement 26 September 2023 – Balfour East Discovery Confirms Thick Manganese Intersections*

Pickering and Balfour East Exploration Target Estimates

Exploration Target Estimates (ETE) for the Pickering and Balfour East prospects were also completed based on the July 2023 RC drill program. The ETE was estimated across the two prospects as a range:

160 – 215 Mt @ 11 – 12% Mn for between 18 – 23 Mt of contained manganese[6]

The potential tonnage, grade and quantity of the Exploration Target is conceptual in nature. There has been insufficient exploration to estimate a Mineral Resource for the target area reported. It is uncertain if further exploration will result in the estimation of a Mineral Resource

Summary of Exploration Targets[1-3]							
Deposit	**Category**	**Material (Mt)[2]**	**In Situ Mn (Mt)**	**Mn (%)**	**Fe (%)**	**Si (%)**	**Al (%)**
Pickering	Exploration Target	135 - 180	15 - 19	11 - 12	8	15	4
Balfour East	Exploration Target	25 – 37	3 - 4	11 - 12	8 - 9	19	5
Grand Total		**160 - 215**	**18 - 23**	**11 - 12**	**8**	**15**	**4**

Notes

[1] *Exploration Target reported at a cut-off grade range of 4% and 10% Mn.*

[2] *Appropriate rounding has been applied.*

[3] *Refer to JORC Table 1, Sections 1 to 3 and Appendix 2 for further details in ASX release 16/01/2024*

These ETE's can be further evaluated and potentially upgraded to Mineral Resources with additional exploration drilling, demonstrating significant upside to the 314 Mt @ 10.5% Mn3 Mineral Resources already discovered by the Company.

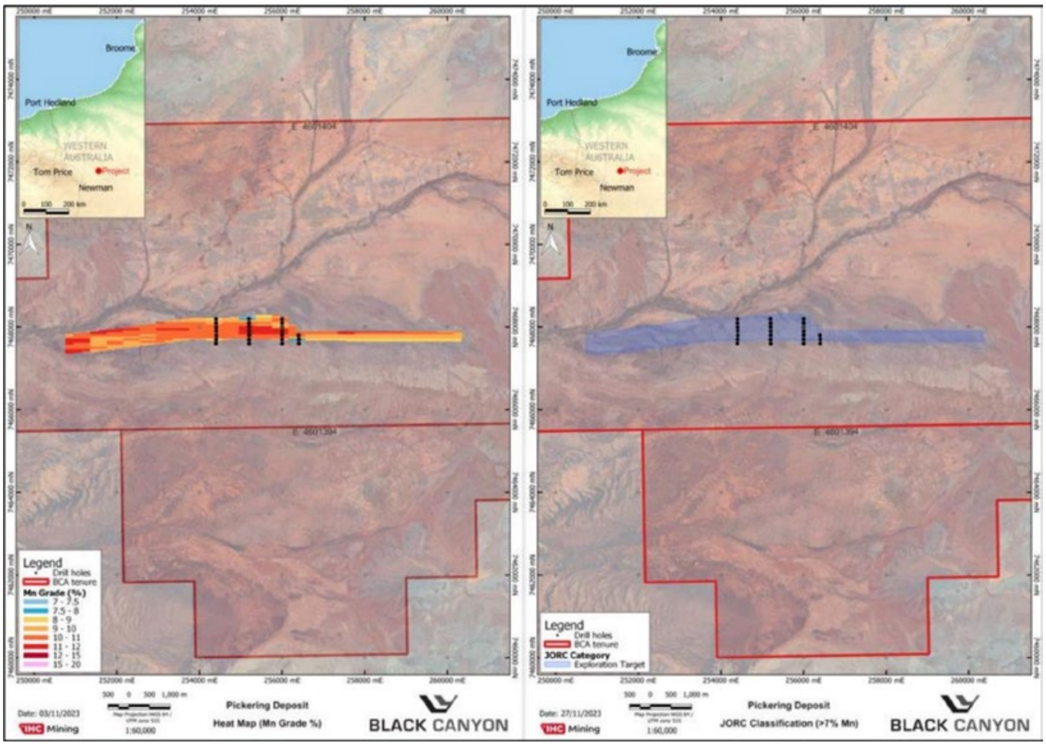

Figure 2: Pickering Exploration Target manganese grade distribution projected to surface and Exploration Target outline (4 -10% Mn)

[6] *BCA ASX Announcement 16 January 2024 – Substantial Manganese Potential Identified at Balfour*

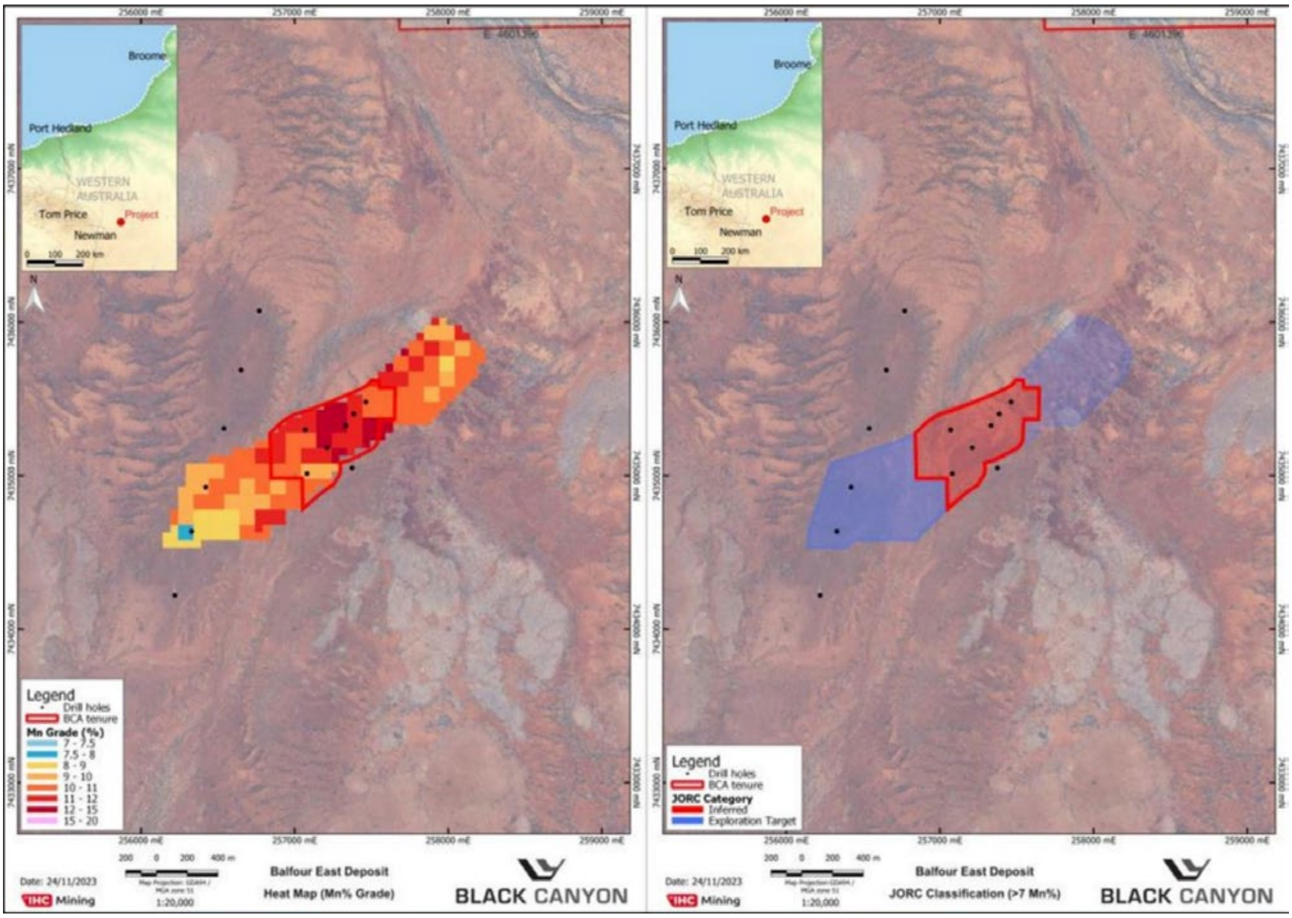

Figure 3: Balfour East deposit manganese grade distribution projected to surface and Inferred Mineral Resource (> 7% Mn) and adjacent Exploration Target outlines (4 -10% Mn)

Wandanya High-Grade Exploration Potential

Assay results were received from detailed sampling completed over the Wandanya Tenement, which delivered high-grade results including, 53.3%, 58.5%, 57.9% and 57.8% Mn.[7]

The samples confirmed the main body of bedded to massive mineralisation at the W2 prospect is ~300m long and 150m wide. Further mineralisation has been mapped and sampled to the north over a strike length of 1,750m.

Detailed mapping of mineralisation at the W2 prospect confirmed in situ shallow dipping high-grade bedded mineralisation locally overlain by a veneer of re-cemented residual lag and wider areas of transported manganese dominant sheetwash. The area is structurally complex, with NE and NW-trending.

A Heritage Survey was completed in the June quarter in preparation of a reverse circulation (RC) drill program in the September quarter.

[7] *BCA ASX Announcement 14 November 2023 – Wandanya High-Grade Manganese Rockchip Results*

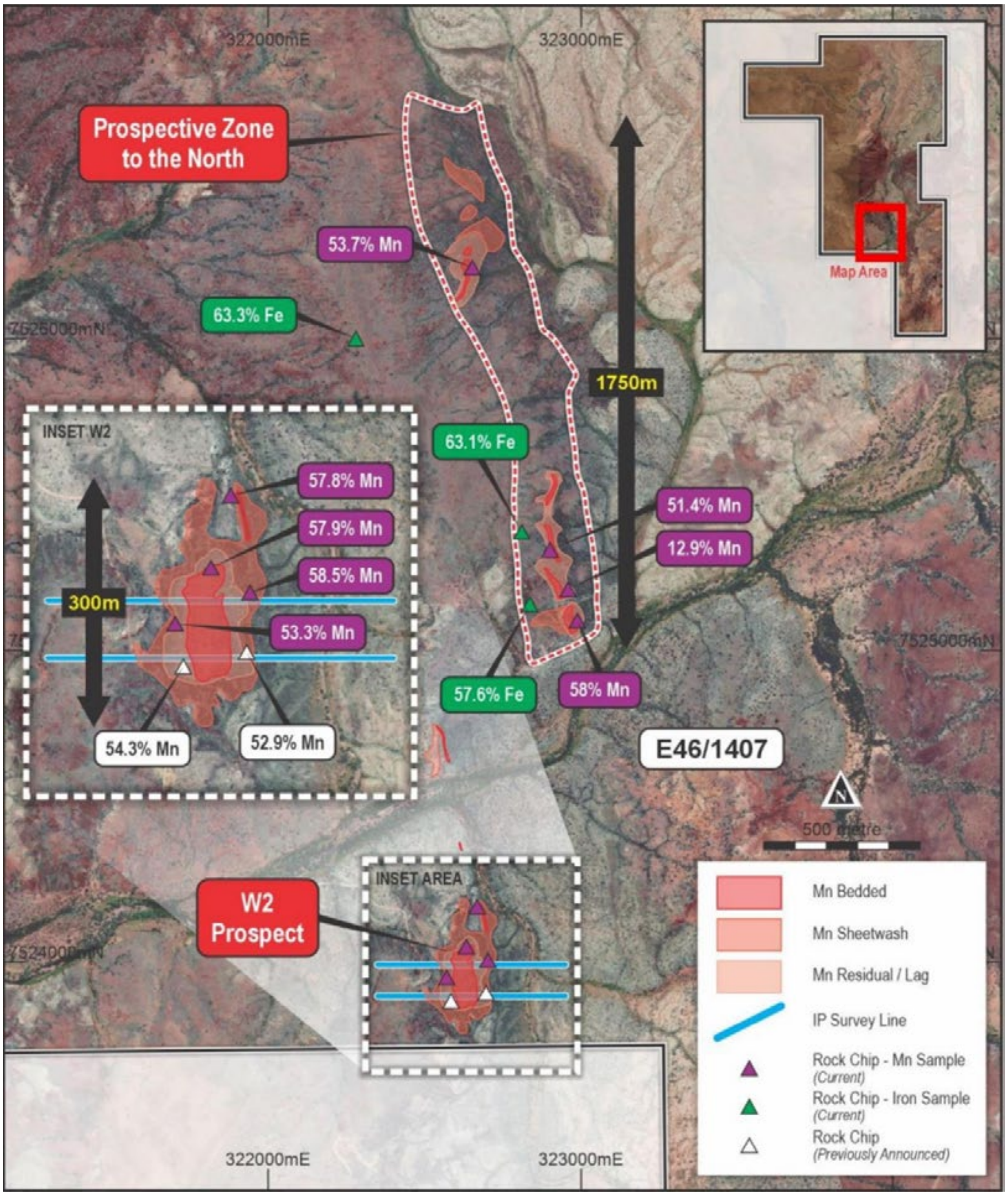

Figure 4: W2 prospect, Wandanya Project (E46/1407) showing high-grade manganese and iron results.

KR1 and KR2 Scoping Study

Subsequent to the reporting period, the Company released a positive Scoping Study for the KR1 and KR2 deposits, which form part of the broader BMF. The study concluded that the combined mineral resources for the KR1 and KR2 deposits can generate attractive financial returns based on a 16 year mine life, with an average mining production rate of 3.0Mtpa, producing 12Mt of manganese concentrate over the Life of Mine (LOM). Production Targets of 48.2 Mt @ 10.9% Mn were estimated with the project generating on average A$46.1m annual operating cashflow over the LOM, with a modest capital requirement of A$84m with a payback period of less than two years.

The Scoping Study is based on optimisations applied to the KR1 and KR2 JORC-2012 Indicated and Inferred MRE, comprising 103Mt @ 10.4% Mn. The operating costs for mining and concentrate transport have been derived from contractor quotations. The processing costs and other costs have been based on similar mining operations and mineral separation processes. The capital costs have been estimated based on quotes received from suppliers, which includes installation and a number of critical spares.

The KR1 and KR2 Scoping Study was reported on a CIF basis with an accuracy of +/- 35%.

Table 2: Financial Performance Summary[2]

Financial Performance Summary	Unit	LOM
Initial LOM	(years)	16
Total LOM Revenue	(A$ M, real)	2,781
Total LOM EBITDA	(A$ M, real)	654
NPV @ 8% - before tax	**(A$ M, real)**	**340**
IRR - before tax	**(%, real)**	**70%**
Project Capital Expenditure	(A$ M, real)	84
Payback Period - before tax	(years)	<2
Average Sales Price (LOM)	Product (A$/t)	227
	$US/dmtu	4.60
EX rate AUD:USD	$	0.67
CI Cash Costs (CIF)	(A$/t, real)	149
	$US/dmtu	3.02
AISC (CIF)	(A$/t, real)	166
	$US/dmtu	3.38

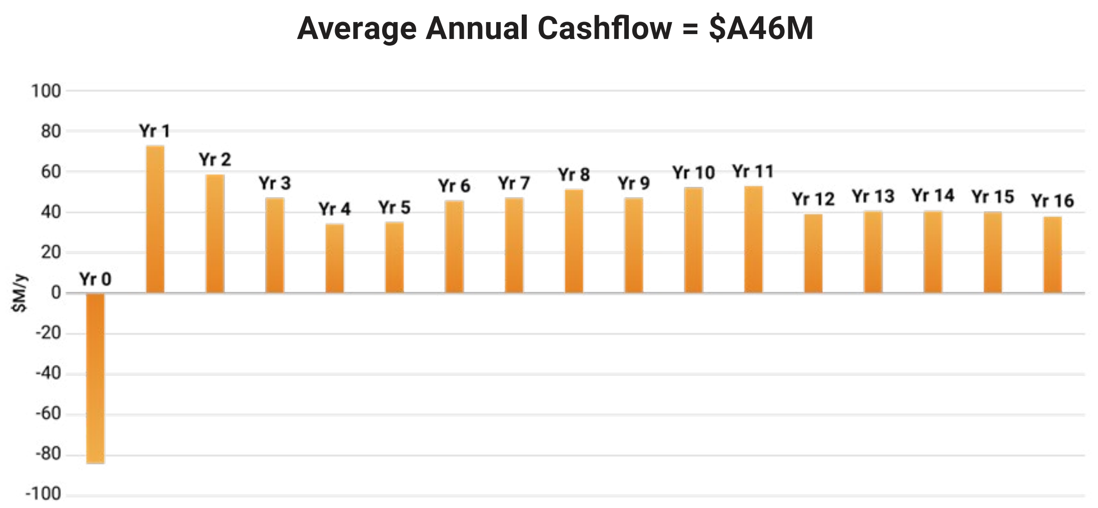

Figure 5: LOM Operating Cashflow[2]

A number of project enhancements to reduce operating costs will be evaluated further and include:

1. Mining - soft, laminated nature of the mineralisation may be highly favorable for cost-effective strip-mining using surface miners.
2. Processing - metallurgical optimisation to focus on increasing manganese grade by applying additional density-based separation techniques.
3. Haulage - The Scoping Study considered contract haulage, but future Feasibility Studies may consider transitioning to owner operator or a combination of fleet ownership and contract management to reduce costs.
4. Project Scale - Additional development of higher-grade, low-strip-ratio BCA controlled resources within a 20-30km radius. Additional resources may feed into a higher throughput operation to further increase manganese concentrate product.

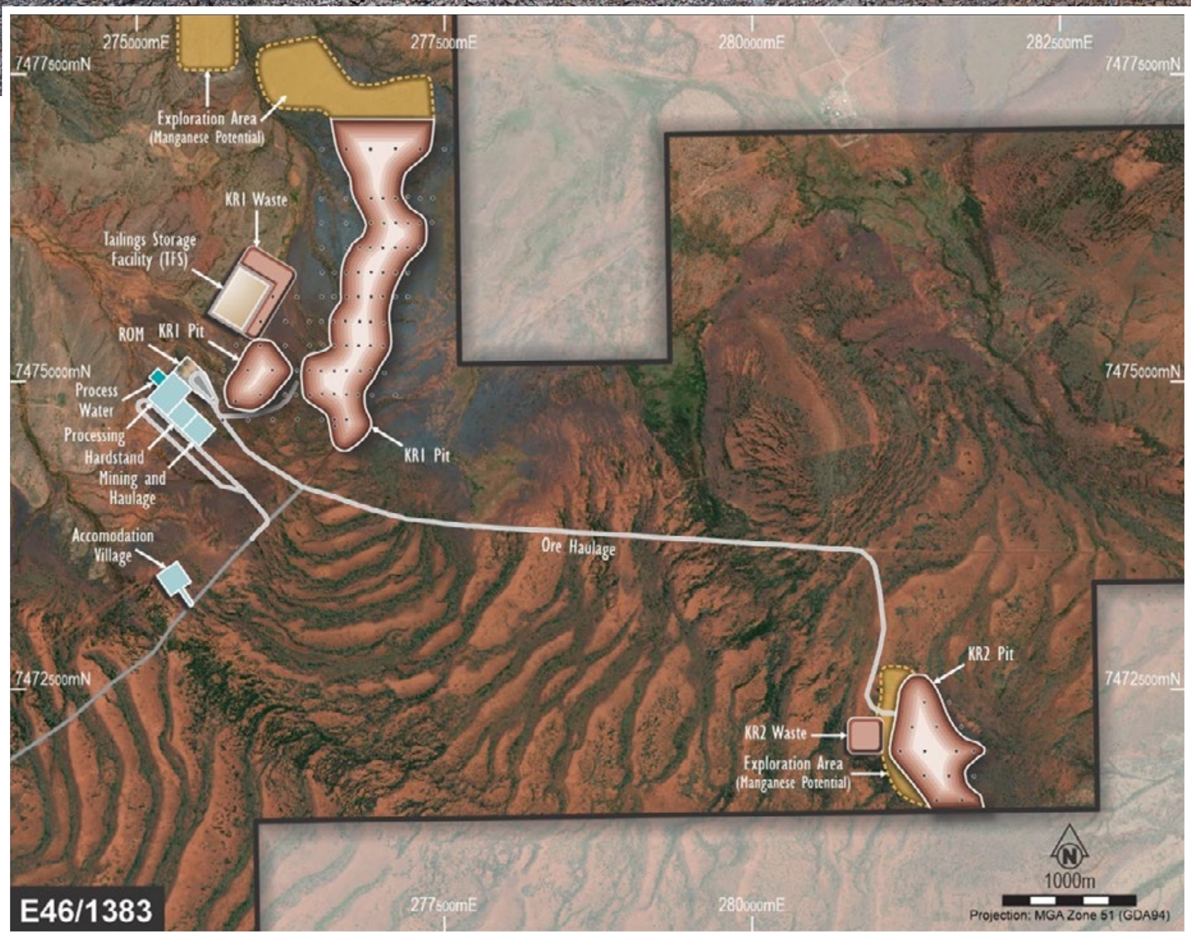

Figure 6: Overall KR1 and KR2 Project Site Layout[2]

Figure 7: DMS separated material from KR1 showing beneficiated manganese ore on the right side and waste to the left.

Figure 8: DMS separated material from KR2 showing beneficiated manganese ore on the right side and waste to the left.

Positive Metallurgical Testwork using Dense Media Separation (DMS)

Metallurgical sample preparation was completed on 400kg of RC drill chip samples collected from the BCA 100% owned KR1 and KR2 MRE areas in late 2023. The samples were selected from five holes located across each MRE area to depths of 10m. The sample preparation program was designed to produce a beneficiated manganese concentrate feedstock by applying DMS processing which is used in manganese and iron ore mines in the Pilbara region.

The results provided further confidence with the delivery of consistent 31-32% Mn concentrates with high cumulative recoveries. Further work is planned on the application of DMS and other low technology concentrating methods once a PQ3 diamond core program has been completed.[8]

Mineral Resource	Sample Type	East GDA94	North GDA94	*In situ* Mn Grade (%)	Crushed and Sized	Size Fraction	Calculated Feed Mn Grade (%)	Beneficiated Manganese Upgrade			
					Assayed Mn Grade (%)			Method	Parameter	Mn %	Mn Cumulative Recovery (%)
KR1	RC chip composite	276808	7475501	12.8	14.2	-0.5mm	7.6	Wifley Table	Con 1	37.1	1.9
						-0.5mm		Wifley Table	Con 2	33.4	14.5
						-0.5mm		Wifley Table	Con 3	29.9	27.1
KR1	RC chip composite	276808	7475501	12.8	14.2	+0.5mm -3.35mm	24.3	HLS	SG 3.4	**37.4**	47.4
						+0.5mm -3.35mm		HLS	SG 3.2	32.7	80.0
						+0.5mm -3.35mm		HLS	SG 3.0.	30.2	90.0
						+0.5mm -3.35mm		**DMS**	**SG 3.0**	**31.8**	**80.5**
						+0.5mm -3.35mm		**DMS**	**SG 2.8**	**29.9**	**88.7**
KR2	RC chip composite	281404	7472003	13.6	14.4	+0.5mm -3.35mm	21.7	HLS	SG 3.4	**35.3**	56.8
						+0.5mm -3.35mm		HLS	SG 3.2	31.7	79.7
						+0.5mm -3.35mm		HLS	SG 3.0.	29.2	92.3
						+0.5mm -3.35mm		**DMS**	**SG 3.0**	**31.3**	**80.7**
						+0.5mm -3.35mm		**DMS**	**SG 2.8**	**29.6**	**89.3**

[8] *BCA ASX Announcement 1 May 2024 – Dense Media Separation Delivers 32% Manganese Concentrate*

Figure 9: Battery Grade HPMSM crystal produced from the KR1 Prospect

High Purity Manganese Sulphate Monohydrate (HPMSM)

Black Canyon successfully completed feedstock variability studies on the amenability of material from KR1, Damsite, Pickering, Hurricane and Balfour East to simple beneficiation and reductive acid leaching, as a first step towards the production of HPMSM.

Following a successful leaching phase, the data was reviewed and the KR1 sample was selected for multistage precipitation/purification, followed by chemical extraction to concentrate the manganese in solution prior to crystallisation to generate HPMSM.

Significant HPMSM testwork outcomes include:

- Manganese enriched shale ores from the Company's 100% owned tenements can be upgraded with simple beneficiation and will likely be further upgraded through the application of DMS.
- Demonstrated that direct reductive acid leach methodology is suitable to extract manganese from manganese oxide ores as opposed to conventional low temperature roasting commonly utilised in China.
- Reductive acid leach recovery extraction rates ranged from 86% up to 99%, with KR1 yielding an extraction rate of 97%, demonstrating high efficiency from the chemical reaction.
- Multistage purification/precipitation utilising widely used industry technology can successfully produce HPMSM.
- Impurity levels within specification as benchmarked against FastMarkets HPMSM domestic Chinese specifications where greater than 95% of global HPMSM supply is currently produced.
- Battery Grade HPMSM with > 32% Mn and > 99% purity from the KR1 prospect exceeds minimum specifications of 32% Mn.

Carawine JV Tenements

The Carawine JV is a joint venture between Carawine Resources Ltd (25% interest) and Black Canyon (75% interest), with both parties contributing to joint venture expenditure according to their interests. Black Canyon is the JV manager.

A LIDAR survey was flown over the Oakover West Tenements (E46/1119 and E46/1069) with the results used to further refine field mapping, plan future access to a number of targets and surface geochemistry integration. Further detailed prospect mapping and sampling is planned in the coming year.

Additional geophysical surveys were completed in late 2023 at Fig Tree (E46/1116) which is located 30 km south of the Woodie Woodie manganese mine. The Company reported several discrete and stratigraphic chargeable anomalies detected from a gradient-array induced polarisation ('GAIP') survey completed on the Fig Tree tenement[10]. Additional GAIP surveying extending from previous years surveys and a new dipole-dipole induced polarisation (DDIP) survey were completed at Fig Tree subsequent to the reporting period[11]. The Company is targeting hydrothermal style manganese mineralisation commonly hosted by the prospective Carawine Dolomite and Pinjian Chert that are interpreted to be concealed below thin surface cover within the Fig Tree Tenement.

The results of various flora and fauna surveys across the potential operation disturbance envelope, and wider area of Flanagan Bore (E46/1301) project were received during the period. To date, no threatened flora, threatened terrestrial fauna, or stygofauna have been recorded within the proposed disturbance envelope over the deposit areas or immediate surrounds. Some unique troglofauna species have been identified within the disturbance envelope. Assessments of the potential impact of the project to these, and a mitigation strategy will be considered with further surveys likely to be required. Several priority terrestrial fauna species and one threatened fauna species were recorded within the broader tenement area and beyond the tenement boundary. Baseline data gathering on these is continuing, in parallel with an assessment of project impacts to the identified species, if any.

The Carawine JV is currently operating under a minimum tenement expenditure basis to ensure the tenements are maintained in good standing. The Carawine JV parties are yet to formally approve a current work program and budget for further activities with disagreement on the work program scope in relation to the proposed inclusion of high purity manganese sulphate monohydrate ("HPMSM") downstream test work into the Mining and Exploration JV. Until this matter is resolved, Black Canyon will maintain the tenements in good standing, and Carawine will contribute to joint venture expenditure according to its 25% interest.

TENEMENT SCHEDULE

As at the date of this report, the Group has the tenements detailed in the table below.

Project	Tenement	Beneficial Interest
Carawine Project Farm In	E46/1116-I	75%
	E46/1119-I	75%
	E46/1301	75%
	MLA46/546	75%
	E46/1069-I	75%
Davis Creek	EL46/1382	100%
Pickering Creek	EL46/1404	100%
Davis North	EL46/1406	100%
Wandanya	EL46/1407	100%
Warawagine	EL45/5954	100%
Bee Hill West	EL46/1422	100%
Balfour South	EL46/1396	100%
Hurricane	EL46/1394	100%
Billanooka	EL46/1488	100%
KR - Homestead	EL46/1383	100%

[10] *BCA ASX Announcement 31 October 2023 – September Quarterly Activities Report.*

[11] *BCA ASX Announcement 21 August 2024 – Fig Tree IP Survey Results.*

Table 4: Summary of Balfour Manganese Field Mineral Resource

Summary of Mineral Resources (1-3)							
Deposit	**Mineral Resource Category**	**Material** (Mt)	**In Situ Mn** (Mt)	**Mn** (%)	**Fe** (%)	**Si** (%)	**Al** (%)
FB3[4]	Measured	52	5.5	10.5	10.4	16.9	4.3
LR1[4]	Measured	47	4.9	10.3	8.4	16.7	4.6
Total	**Measured**	**100**	**10.4**	**10.4**	**9.4**	**16.8**	**4.4**
KR1[5]	Indicated	79	7.8	10.0	7.9	18.0	5.4
FB3[4]	Indicated	63	6.3	10.0	9.6	16.8	4.4
LR1[4]	Indicated	8	0.9	11.3	9.4	6.9	1.8
Total	**Indicated**	**150**	**15.1**	**10.1**	**8.7**	**16.9**	**4.8**
KR2[5]	Inferred	24	2.9	11.9	10.6	19.2	5.0
Balfour East[5]	Inferred	32	3.9	11.9	8.5	18.6	4.9
Damsite[5]	Inferred	7	0.9	12.1	9.6	17.2	4.2
Total	**Inferred**	**64**	**7.6**	**11.9**	**9.4**	**18.7**	**4.9**
Grand Total		**314**	**33.1**	**10.5**	**9.1**	**17.2**	**4.7**

Notes

[6] Mineral resources reported at a cut-off grade of 7% Mn.

[7] Appropriate rounding has been applied.

[8] Refer to JORC Table 1, Sections 1 to 3 and Appendix 2 for further details in ASX release 27/11/2023.

[9] Deposit under which BCA owns 75%

[10] Deposit under which BCA owns 100%

COMPETENT PERSON STATEMENT

The information in this report that relates to Exploration Results is based on, and fairly represents, information and supporting documentation reviewed by Mr Brendan Cummins, Managing Director of Black Canyon Limited. Mr Cummins is a member of the Australian Institute of Geoscientists, and he has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which has been undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Cummins consents to the inclusion in this release of the matters based on the information in the form and context in which they appear. Mr Cummins is a shareholder of Black Canyon Limited.

The information in this report that relates to Mineral Resources is based on, and fairly represents, information and supporting documentation prepared by Mr Greg Jones, (Consultant to Black Canyon and Commercial and Business Development Manager for IHC Mining). Mr Jones is a Fellow of the Australasian Institute of Mining and Metallurgy and has sufficient experience of relevance to the style of mineralisation and type of deposit under consideration, and to the activities undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Jones consents to the inclusion in this report of the matters based on the information in the form and context in which they appear.

DIRECTORS' REPORT

Your Directors present their report together with the financial statements of the Group, being the Company and its controlled entities, for the financial year ended 30 June 2024.

1. DIRECTORS AND COMPANY SECRETARY

The names, qualifications, experience and special responsibilities of the Directors in office at any time during or since year-end are as follows:

- **Mr. Graham Ascough** *Chairman (Non-Executive Chairman) (Non-independent) (appointed 2 September 2013)*

  BSc in Geological Engineering (Geophysics)

  Graham Ascough is a senior resources executive with more than 30 years of industry experience evaluating mineral projects and resources in Australia and overseas. He has had broad industry involvement ranging from playing a leading role in setting the strategic direction for significant country-wide exploration programs to working directly with mining and exploration companies. He is a member of AusIMM and is a Professional Geoscientist of Ontario, Canada.

  He is presently the Non-Executive Chairman of Geopacific Resources Ltd and a non-executive director of Patronus Resources Ltd following the merger of Patronus and PNX Metals in September 2024. He was previously non-executive Chairman of Musgrave Minerals Ltd and Sunstone Metals Ltd.

- **Mr Brendan Cummins** *Managing Director (Non-Independent) (appointed 3 May 2013)*

  BSc (Hons)

  Mr. Cummins has over 25 years' experience as both mine and exploration geologist. Mr Cummins is a Competent Person across a broad range of commodities with the majority of his experience being in mineral exploration, resource discovery and definition, feasibility related studies, project evaluation and acquisition. Mr Cummins has diversified experience in gold, copper, base metals, bulk and speciality minerals throughout Australian and overseas locations. He has been heavily involved in project development activities including associated technical studies, Stakeholder and Heritage Engagement, liaison with environmental regulatory bodies and other statutory approvals engaging with the EPA, DWER and DMIRS. He formerly served as a Non-Executive Director of Cradle Resources Ltd and Askari Metals Ltd

  He is a member of AIG (Member Id 2977).

- **Mr Adrian Hill** *Non-Executive Director (Non-Independent) (appointed 4 May 2011)*

  BComm , Chartered Accountant, Fellow of the Financial Institute of Australia

  Mr Hill is a senior executive with over 25 years Australian and International experience in strategic and finance roles in the resources, energy infrastructure and investment banking industries. He has an established record in strategy development, operational management, investment analysis, transaction management, corporate structuring and capital raising.

  Mr Hill holds a Bachelor of Commerce, is a Chartered Accountant, a Fellow of the Financial Institute of Australia and has a Certificate in Governance Practice from the Governance Institute of Australia

  Mr Hill has formerly served as a non-executive director of Southern Crown Resources Limited.

- **Mr Simon Taylor** *Non-executive Director (Non-Independent) (appointed 2 September 2013)*

  B.Sc, MAIG, Gcert AppFin

  Mr Taylor is a resources industry executive with over 30 years' experience in geology, finance and corporate management at CEO and Board levels. His direct operational and capital markets experience spans a wide range of commodities and jurisdictions including Africa, Australia, South and North America, Europe and China. In addition to his experience as a resource professional, he has advised companies at the corporate level on capital management, acquisitions, promotions and strategies to add shareholder value. Most recently, Simon was Managing Director of Oklo Resources Limited when it was acquired by B2Gold Corp in September 2022. Simon is a Member of the Australian Institute of Geoscientists (MAIG) and a graduate of Sydney University.

  He is presently Managing Director of Stellar Resources Limited and Petratherm Limited.

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

COMPANY SECRETARY

- **Mr Jay Stephenson**.

  MBA, FCPA, CA, CPA (Canada) CMA (Canada), FCIS, FGIA

  Mr Stephenson has been involved in business development for over 30 years, including approximately 24 years as Director, Chief Executive Officer, and Company Secretary of various listed and unlisted entities in resources, manufacturing, wine, hotels and property. He has been involved in business acquisitions, mergers, initial public offerings, capital raisings, and business restructuring, as well as managing all areas of finance for companies.

2. DIRECTORS' MEETINGS

The number of directors' meetings attended by each of the Directors of the Company who hold or held office during the financial year was:

	DIRECTORS' MEETINGS		AUDIT COMMITTEE		NOMINATION COMMITTEE		REMUNERATION COMMITTEE		FINANCE AND OPERATIONS COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
G. Ascough	6	6	*At the date of this report, the Remuneration, Audit, Nomination, and Finance and Operations Committees comprise the full Board of Directors. The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the full Board of Directors.*							
B. Cummins	6	6								
A. Hill	6	6								
S. Taylor	6	6								

3. DIRECTORS' INTERESTS

The relevant interests of Directors in the shares and options of the Company up to the date of this report were as follows:

	Shares No.	Options No.	Performance Rights No.
2024			
G. Ascough	1,641,992	178,571	-
B. Cummins	2,125,826	178,571	2,200,000
A. Hill	2,089,609	160,714	-
S. Taylor	1,513,419	89,286	-
	7,370,846	607,142	2,200,000
2023			
G. Ascough	1,284,849	-	-
B. Cummins	1,768,683	-	1,600,000
A. Hill	1,768,181	-	-
S. Taylor	1,334,848	-	-
	6,156,561	-	1,600,000

4. PRINCIPAL ACTIVITIES

The principal activity of the Consolidated Entity during the course of the financial year was focusing on mineral exploration activities.

5. OPERATING RESULTS

For the 2024 financial year the Group delivered a loss before tax of $1,993,629 (2023: $2,021,869 loss)

6. REVIEW OF OPERATIONS

Refer to the detailed review of operations - overview of the Annual Report.

7. DIVIDENDS

The Directors have not paid an interim dividend nor do they recommend the payment of a final dividend.

8. FINANCIAL POSITION

The net assets of the Group have increased from 30 June 2024 by $444,343 to $6,048,341 at 30 June 2024 (2023: $5,603,998).

As at 30 June 2024, the Group's cash and cash equivalents decreased from 30 June 2023 by $457,875 to $669,045 at 30 June 2024 (2023: $1,126,920) and had working capital of $468,285 (2023: $856,265 working capital), as noted in Note 10.

The consolidated entity's financial position has enabled the Group to limit its borrowings to internal parties and not to external financial institutions. This maintains a satisfactory working capital ratio.

The directors believe the Group is in a satisfactorily stable financial position to continue its current operations. Subsequent to June 30, the Company completed a placement of $850,000 to fund development studies and exploration across the Company's manganese portfolio

9. SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the year ended 30 June 2024.

10. EVENTS SUBSEQUENT TO REPORTING DATE

On 29 July 2024, the Company announced that it had completed a placement of $850,000 to fund development studies and exploration across the Company's manganese portfolio. The placement is to be completed over two tranches with Tranche 2 subject to shareholder approval which was received on 24 September 2024. The placement was for the issue of approximately 12.145 million new shares at $0.07 per share. Participants in the placement will receive 1 unlisted option exercisable 2 years from date of issue at an exercise price of $0.14 per option. The Company also announced it would undertake a Share Purchase Plan to raise up to an additional $500,000 on the same terms as the placement.

There were no other significant events after the end of the reporting period.

11. LIKELY DEVELOPMENTS AND EXPECTED RESULTS

Likely future developments in the operations of the Consolidated Entity are referred to in the review of operations - overview of the Annual Report.

12. DIRECTORS' SHAREHOLDINGS, CONTRACTS AND BENEFITS

Since the end of the previous financial year no Director of the Company has received, or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors shown in the accounts) by reason of a contract made by the Company with the Director or with a firm of which the Director is a member, or a Company in which the Director has a substantial financial interest, other than as disclosed in the remuneration report below.

13. BUSINESS RISKS AND EXTERNAL FACTORS

Black Canyon's business, operating and financial performance are subject to various risks and uncertainties, some of which are beyond the Company's reasonable control. The identification and, where possible, mitigation and management of these risks is central to achieving the objectives and targets of our Strategic Growth Plan.

The matters that have the potential to materially impact the Company's operating and/or financial results are set out below. The matters identified are not intended as an exhaustive list of all the risks and uncertainties associated with the Company's business.

Information that could result in unreasonable prejudice to the Group has been excluded, including that which is confidential or commercially sensitive, except where disclosure is required pursuant to our continuous disclosure obligations.

Future funding risk

In the future, the Company may require additional funds (whether by way of debt and/or equity), so as to, without limitation:

- carry out additional exploration activities at its projects;
- complete future feasibility studies on its projects;
- undertake the future development of a mining operation subject to the results of the feasibility studies; and
- fund corporate, administrative and working capital needs.

The ability of the Company to meet these future funding requirements, when they arise, will be dependent upon its continued capacity to access capital market funding sources and/or financing facilities. Funding via additional equity issues may be dilutive to existing Shareholders and, if available, debt financing may be subject to Black Canyon agreeing to certain debt covenants and encumbering the Company's assets.

If Black Canyon is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, delay, suspend and/or scale back its exploration programs and business strategies, as the case may be. There is however no guarantee that Black Canyon will be able to secure any additional funding as and when required on terms favourable to Black Canyon at all. The failure of which would thus have a material adverse effect on the Company's activities, its solvency and its reputation.

Exploration and Operating Risks

The projects of the Group are at various stages of exploration. The future exploration activities of the Group may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Group.

Environmental Regulation

The mining leases granted to the Company pursuant to Mining Acts are granted subject to various conditions, which include standard environmental requirements. The Company adheres to these conditions and the Directors are not aware of any contraventions of these requirements.

The Directors have considered compliance with the National Greenhouse and Energy Reporting Act 2007 which requires entities to report annual greenhouse gas emissions and energy use. For the first measurement period the directors have assessed that there are no current reporting requirements, but may be required to do so in the future.

Black Canyon is an active explorer and continues to progress its work programs subject to travel restrictions that maybe enforced.

14. REMUNERATION REPORT (AUDITED)

The remuneration report is set out under the following main headings:

(a) Principles used to determine the nature and amount of remuneration

(b) Details of remuneration

(c) Service agreements

(d) Equity instruments disclosure relating to Key Management Personnel

(e) Share-based compensation

(f) Loans to / from Key Management Personnel

(g) Transactions with Related Parties of Key Management Personnel

The information provided in this remuneration report has been audited as required by s308(3C) of the *Corporations Act 2001* (Cth).

(a) Principles used to determine the nature and amount of remuneration

The following report determines the principles used to determine the nature and amount of remuneration. The Board is responsible for determining and reviewing compensation arrangements for the Directors and the Executive team. The role also includes responsibility for share option schemes, superannuation entitlements, retirement and termination entitlements, fringe benefit policies, liability insurance policies and other terms of employment.

The Board will review the arrangements having regard to performance, relevant comparative information and at its discretion may obtain independent expert advice on the appropriateness of remuneration packages. Remuneration packages are set at levels intended to attract and retain Executives capable of managing the Company's activities.

The practices of negotiation and annual review of Executive Directors' performance and remuneration are carried out by the Non-Executive Directors of the Board. The Chairman of the Board who makes recommendations to the full board, undertakes, in an informal way, the review of the Non-Executive Directors remuneration.

The Board will meet at least annually or as required, usually on the anniversary date of each service agreement for the particular Director and or Executive. At these meetings, the particular Director and/or Executive will declare his/her interest and not vote, as well he/she will depart from the meeting, so as not to be present whilst the issue is being discussed.

Given the nature and size of the Company there has been no requirement to engage the services of a remuneration consultant for the year ended 30 June 2024.

i. Remuneration of Non-executive Directors

Total remuneration for Non-executive Directors is not to exceed $250,000 per annum, excluding options which are approved separately at a general meeting. Non-Executive Directors' fees are set with reference to fees paid to other Non-Executive Directors of comparable companies and are presently $65,000 per annum plus superannuation for the Non-Executive Chair and $45,000 per annum plus superannuation for the Non-Executive Directors. Non-Executive Director's remuneration is reviewed annually by the Directors of the Board.

ii. Share trading policy

The trading of shares issued to participants under any of the Company's employee equity plans is subject to, and conditional upon, compliance with the Company's employee share trading policy, publicly available via the ASX.

iii. Remuneration Framework

The executive remuneration framework has two components:

- base pay and benefits, including superannuation and bonuses where applicable; and
- long term incentives.

The executive remuneration mix is consistent with that of an exploration company in that pay is currently not based on the performance of the Company and both components of the executive's target pay are not at risk subject to achieving key performance indicators.

(b) Details of remuneration

Details of the nature and amount of each element of the emoluments of each of the key management personnel of the Company for the year ended 30 June 2024 are set out in the following tables.

	Short-term benefits		Post-employment benefits	Equity-settled share-based payments:		
	Cash, salary & fees and bonuses	Non- monetary	Super-annuation	Share Rights	Total	Performance Related
	$	$	$	$	$	%
2024						
Mr G. Ascough[1]	71,824	-	-	-	71,824	-
Mr. B. Cummins[2]	295,000	-	26,400	63,826	385,226	16.6%
Mr. A. Hill[3]	45,000	-	4,950	-	49,950	-
Mr. S. Taylor[4]	45,000	-	4,950	-	49,950	-
	456,824	-	36,300	63,826	556,950	11.5%

1. Graham Ascough is paid as a consultant a total annual fee of $71,824 per annum.
2. Brendan Cummins is paid as an employee an annual salary of $240,000 per annum plus Superannuation for an 80% workload. Days worked in excess of 80% are charged at $1,250 per day. Refer to part (e) within this report in regards to Rights issue.
3. Adrian Hill is paid as an employee an annual salary of $45,000 per annum plus Superannuation.
4. Simon Taylor is paid as an employee an annual salary of $45,000 per annum plus Superannuation.

	Short-term benefits		Post-employment benefits			
	Cash, salary & fees and bonuses $	Non- monetary[5] $	Super-annuation $	Equity-settled share-based payments: Options $	Total $	Performance Related %
2023						
Mr. G. Ascough	71,797	-	-	-	71,797	-
Mr. B. Cummins	289,374	-	37,800	39,726	366,901	10.8
Mr. A. Hill	49,736	-	435	-	50,171	-
Mr. S. Taylor	45,000	-	4,725	-	49,725	-
	455,908	-	42,960	39,726	538,594	7.4

(c) Service agreements

Each Director has entered into a service agreement with the Group. Refer to the footnote within Part B for detail.

(d) Equity instruments disclosure relating to Key Management Personnel

***i.* Shareholdings**

Number of shares held by Parent Entity Directors and other key management personnel of the Group, including their personally related parties, are set out below.

2024	Balance at start of year No.	Received during the year as compensation No.	Received during the year on conversion of performance rights No.	Other changes during the year No	Balance at end of year No.
Mr. G. Ascough	1,284,849	-	-	357,143	1,641,992
Mr. B. Cummins	1,768,683	-	-	357,143	2,125,826
Mr. A. Hill	1,768,181	-	-	321,428	2,089,609
Mr. S. Taylor	1,334,848	-	-	178,571	1,513,419
	6,156,561	-	-	1,214,285	7,370,846

(1) Other changes during the year represent shares acquired in the capital raise during the period.

2023	Balance at start of year No.	Received during the year as compensation No.	Received during the year on conversion of performance rights No.	Other changes during the year No	Balance at end of year No.
Mr G. Ascough	1,284,849	-	-	-	1,284,849
Mr. B. Cummins	1,768,683	-	-	-	1,768,683
Mr. A.Hill	1,768,181	-	-	-	1,768,181
Mr. S. Taylor	1,334,848	-	-	-	1,334,848
	6,156,561	-	-	-	6,156,561

ii. Options

2024	Balance at start of year No.	Granted as remuneration during the year No.	Exercised during the year No.	Other changes during the year No.	Balance at end of year No	Vested and exercisable No.	Not vested No.
Mr G. Ascough	-	-	-	178,571	178,571	-	-
Mr. B. Cummins	-	-	-	178,571	178,571	-	-
Mr. A. Hill	-	-	-	160,714	160,714	-	-
Mr. S. Taylor	-	-	-	89,286	89,286	-	-
	-	-	-	607,142	607,142	-	-

(1) Other changes during the year represent options that were as part of the capital raising during the period.

2023	Balance at start of year No.	Granted as remuneration during the year No.	Exercised during the year No.	Other changes during the year No.	Balance at end of year No	Vested and exercisable No.	Not vested No.
Mr G. Ascough	58,334			-58,334	-	-	-
Mr. B. Cummins	41,667			-41,667	-	-	-
Mr. A. Hill	41,667			-41,667	-	-	-
Mr. S. Taylor	58,333			-58,333	-	-	-
	200,001			-200,001	-	-	-

(1) Other changes during the year represent options that expired in June 2023.

iii. Equity Instruments issued on conversion of performance rights

There were no equity instruments issued during the period to Directors or other key management personnel as a result of the conversion of performance rights issued.

(e) Performance Rights

Mr Brendan Cummins was granted 1,200,000 Performance Rights at the 2021 Annual General Meeting (AGM) and 400,000 Performance Rights at the 2022 AGM and 600,000 Performance rights at the 2023 AGM.
The terms and conditions of the Performance Rights are found in the Notices of Meetings for the 2021 and 2022 and 2023 AGMs.

The vesting profile of the performance Rights of Mr B Cummins are detailed in the table below:

2024	Performance Right Numbers	Grant Date.	Vested in year %.	Net Change Other %	Measurement date of Performance Rights
2021 Deferred Rights Tranche 1	400,000	02/12/2021	-	-	(i)
2021 Deferred Rights Tranche 2	400,000	02/12/2021	100	-	30/06/2024
2021 Deferred Rights Tranche 3	400,000	02/12/2021	-	-	(i)
2022 Deferred Rights Tranche 1	400,000	30/11/2022	100	-	30/06/2024
2023 Deferred Rights Tranche 1	600,000	28/11/2023	70	-	30/06/2024

As at the reporting date, no performance rights have been converted to shares.

The Board has assessed the vesting conditions of these tranches as at 30 June 2024 and determined that they have not yet vested by that date. These tranches have not been measured or accounted for in the financial statements, and the Board considers it unlikely that they will meet their non-market conditions during 2024.

The vesting of these rights is conditional on market and non-market based performance conditions. The Board assessed these tranches unlikely for the attached vesting conditions to be met and have not measured nor accounted for these in 2024. Tranches where management have determined have vested during the year are conditional to non-market based performance conditions. These non-market performance rights were valued based on share price at grant date.

(f) Loans to / from Key Management Personnel

There were no loans owing to / from Key Management Personnel on 30 June 2024.

(g) Transactions with Related Parties of Key Management Personnel

There are no other significant related party transactions not already identified at the 30 June 2024 year end.

There are no other related party transactions other than those payments to Directors as disclosed in the remuneration report.

14. LOANS TO DIRECTORS AND EXECUTIVES

No loans have been made to Directors of Black Canyon Limited and the specified executives of the consolidated entity, including their personally-related entities.

15. SHARES UNDER OPTION

There were 7,714,306 options for ordinary shares of Black Canyon Limited at the date of this report.

16. LIABILITY INSURANCE

The Company has taken out an insurance policy to cover its Directors and Officers to indemnify them against any claims of negligence.

17. NON-AUDIT SERVICES

During the year, Hall Chadwick Audit (WA) Pty Ltd, the Group's auditor, only provided assurance services to the Group.

Details of remuneration paid to the auditor can be found within the financial statements at Note 17 Auditor's Remuneration.

In the event that non-audit services are provided by Hall Chadwick Audit (WA) Pty Ltd, the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the Corporations Act 2001. These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Group' and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

The Directors are satisfied that the provision of non-audit services by Hall Chadwick Audit (WA) Pty Ltd (or by another person or firm on Hall Chadwick Audit (WA) Pty Ltd's behalf) is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* (Cth).

18. PROCEEDINGS ON BEHALF OF THE COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

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

19. AUDITORS INDEPENDENCE DECLARATION

A copy of the auditors' independence declaration as required under s307C of the *Corporations Act 2001* (Cth) is set out on page 28.

20. AUDITORS

The auditor, Hall Chadwick Audit (WA) Pty Ltd continues in accordance with s327 of the *Corporations Act 2001* (Cth).

21. ROUNDING OF AMOUNTS

The Company is a type of Company referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to the nearest dollar.

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of directors made pursuant to s298(2) of the *Corporations Act 2001* (Cth).

GRAHAM ASCOUGH

Non-Executive Chairman

Dated 30 September 2024

AUDITORS INDEPENDENCE DECLARATION

HALL CHADWICK

To the Board of Directors

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE *CORPORATIONS ACT 2001*

As lead audit Partner for the audit of the financial statements of Black Canyon Limited for the year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully

Hall Chadwick

HALL CHADWICK AUDIT (WA) PTY LTD

Dated this 30th day of September 2024
Perth, Western Australia

NIKKI SHEN CA
Director

CORPORATE GOVERNANCE STATEMENT

This Corporate Governance Statement is current as at the date of this Annual Report and has been approved by the Board of the Company.

This Corporate Governance Statement discloses the extent to which the Company will, as at the date it is admitted to the official list of the ASX, follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4th Edition (Recommendations). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

The Company's Corporate Governance Plan is available on the Company's website at www.blackcanyon.com.au.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 (a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	YES	a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a director. In the event of an unsatisfactory check, a director is required to submit their resignation. b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a director.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	YES	The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has written agreements with each of its directors and senior executives.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the Chair, on all matters to do with the proper functioning of the board.	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 1.5 A listed entity should: (a) Have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	YES	a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish, achieve and measure diversity objectives, including in respect of gender diversity. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website. b) The Diversity Policy allows the Board to set measurable gender diversity objectives and to continually monitor both the objectives and the Company's progress in achieving them. c) The measurable diversity objectives for each financial year (if any), and the Company's progress in achieving them, will be detailed in the Company's Annual Report i. The Board does not anticipate there will be a need to appoint any new Directors or senior executives due to the limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; ii. If it becomes necessary to appoint any new Directors or senior executives, the Board will consider the application of the measurable diversity objectives and determined whether, given the small size of the Company and the Board, requiring specified objectives to be met will unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing the best person for the job;] and iii. The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes) for each financial year will be disclosed in the Company's Annual Report.
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website. b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for each financial year in accordance with the above process.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website. b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes. At this stage, due to the current size and nature of the existing Board and the magnitude of the Company's operations, the

Principle 2: Structure the board to be effective and add value

Recommendation	Compliance	Explanation
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	PARTIALLY	a) The Company does not have a Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director b) The Company does not have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: • devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and • all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules
Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	YES	Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills to discharge its obligations effectively and to add value and to ensure the Board has the ability to deal with new and emerging business and governance issues. The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. A copy will be available in the Company's Annual Report.

Board Skills Matrix	Number of Directors that meet the skill
Executive and Non-Executive experience	4
Industry experience and knowledge	4
Leadership	4
Corporate governance and risk management	4
Strategic thinking	4
Desired behavioural competencies	4
Geographic experience	4
Capital markets experience	4
Accounting	2
Capital management	3
Corporate financing	4
Industry taxation[1]	0
Risk management	4
Legal[2]	0
IT expertise[3]	0

1. Skill gap noticed however an external taxation firm is employed to maintain taxation requirements.
2. Skill gap noticed however an external legal firm is employed to maintain legal requirements.
3. Skill gap noticed however an external IT firm is employed on an ad hoc basic to maintain IT requirements.

		The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience will be available in the Company's Annual Report.
Recommendation 2.3 **A listed entity should disclose:** (a) the names of the directors considered by the board to be independent directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and the length of service of each Director	YES	a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers there are no independent Directors. b) There are no independent Directors and so this is not applicable. c) The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	NO	The Company's Board Charter requires that, where practical, the majority of the Board should be independent. The Board currently comprises a total of 4 directors, of whom zero are considered to be independent. As such, independent directors currently do not comprise the majority of the Board. The Board does not currently consider an independent majority of the Board to be appropriate given: (a) the speculative nature of the Company's business, and its limited scale of activities, means the Company only needs, and can only commercially sustain, a small Board of 4 Directors and no senior executives [other than the Managing Director; (b) the Company considers at least one Director needs to be an executive Director of the Company to be effectively managed; (c) The Company considers it necessary, given its speculative and small-scale activities to attract and retain suitable Directors by offering Directors an interest in the Company, and (d) the Company considers it appropriate to provide remuneration to its directors in the form of securities in order to conserve its limited cash reserves. Despite not having an independent majority of Directors, he Company has one executive Director and one non-Executive Chairperson. The Non-Executive Chairperson has the casting vote at board meetings
Recommendation 2.5 The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	NO	Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Chair of the Company is not an independent Director and is not the CEO/Managing Director. The Board does not have an independent Chair because it was not feasible due to the company's current size and Board structure.
Recommendation 2.6 A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.	YES	In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	(a) The Company are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees

		are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. (b) The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	YES	a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistle-blower policy; and (b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	YES	The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.	YES	The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.
Principle 4: Safeguard the integrity of corporate reports		
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	PARTIALLY	(a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment,. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: (i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk	YES	The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.

management and internal control which is operating effectively.		
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	The Company will include in each of its (to the extent that the information contained in the following is not audited or reviewed by an external auditor): (a) annual reports or on its website, a description of the process it undertakes to verify the integrity of the information in its annual directors' report; (b) quarterly reports, or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in its quarterly reports; (c) integrated reports, or in its annual report (if that is a separate document to its integrated report) or on its website, a description of the process it undertakes to verify the integrity of the information in its integrated reports; and (d) periodic corporate reports (such as a sustainability or CSR report), or in its annual report or on its website, a description of the process it undertakes to verify the integrity of the information in these reports.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	a) The Company's Corporate Governance Plan details the Company's Continuous Disclosure policy. b) The Corporate Governance Plan, which incorporates the Continuous Disclosure policy, is available on the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board will receive material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting. All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary

		at first instance.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	YES	a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. A copy of the Corporate Governance Plan is available on the Company's website. b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to oversee the entity's risk management framework, The Board devotes time at regular board meetings to fulfill the roles and responsibilities with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and (b) disclose in relation to each reporting period, whether such a review has taken place.	YES	a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. b) The Company's Corporate Governance Plan requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	YES	The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	YES	The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks. The Company's Corporate Governance Plan requires the Company to disclose whether it has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risk. Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board, and where appropriate benchmark the Company's environmental or social risk profile against its peers. The Company will disclose this information in its Annual Report.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose:	YES	a) The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are be independent Directors, and which must be chaired by an

(iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.		independent Director. b) The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive: The Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed in the remuneration report contained in the Company's Annual Report as well as being disclosed on the Company's website.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	YES	a) The Company does not have an equity-based remuneration scheme. The Company does not have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.
Additional recommendations that apply only in certain cases		
Recommendation 9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents		Not Applicable
Recommendation 9.2 A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.		Not Applicable
Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.		Not Applicable

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2024

	Note	2024 $	2023 $
Revenue and other income	2	513,243	40,625
Administration expense		(391,488)	(320,316)
Professional Fees and legal		(186,724)	(267,849)
Employee benefit expense	3.1	(650,584)	(686,528)
Share based payments	3.2	(63,826)	(39,726)
Tenements written off	3.3	-	(400,000)
Exploration and evaluation	3.4	(1,214,250)	(348,075)
Loss before income tax		(1,993,629)	(2,021,869)
Income tax expense/(benefit)	5	-	-
Loss for the year		(1,993,629)	(2,021,869)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(1,993,629)	(2,021,869)
Loss per share attributable to the ordinary equity holders of the Company			
Basic (loss) per share	18	(0.030)	(0.039)
Diluted (loss) per share		(0.027)	(0.036)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Note	2024 $	2023 $
Current assets			
Cash and cash equivalents	6.1	669,045	1,126,920
Trade and other receivables	6.2	50,935	269,877
Total current assets		719,980	1,396,797
Non-current assets			
Plant and equipment	7.1	50,862	69,811
Mineral exploration and evaluation assets	7.2	5,542,082	4,677,922
Total non-current assets		5,592,943	4,747,733
Total assets		6,312,923	6,144,530
Current liabilities			
Trade and other payables	6.3	251,694	540,532
Total current liabilities		251,694	540,532
Non-current liabilities			
Long Service leave		12,888	-
Total non-current liabilities		12,888	-
Total liabilities		264,582	540,532
Net assets		6,048,341	5,603,998
Equity			
Contributed equity	8.1.1	12,065,163	9,721,017
Reserves	8.3	240,122	146,296
Accumulated losses		(6,256,944)	(4,263,315)
Total equity		6,048,341	5,603,998

The consolidated statement of financial position is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2024

	Note	Contributed equity $	Share based payment reserve $	Accumulated Losses $	Total Equity $
Balance at 1 July 2022		9,521,017	106,570	(2,241,446)	7,386,141
Total comprehensive loss for the year		-	-	(2,021,869)	(2,021,869)
Share based payments		-	39,726	-	39,726
Contributions of equity, net of transaction costs	8.1.1	200,000	-	-	200,000
Balance at 30 June 2023		9,721,017	146,296	(4,263,315)	5,603,998
Balance at 1 July 2023		9,721,017	146,296	(4,263,316)	5,603,997
Total comprehensive loss for the year		-	-	(1,993,629)	(1,993,629)
Share based payments		-	63,826	-	63,826
Contributions of equity, net of transaction costs	8.1.1	2,344,146	30,000	-	2,374,146
Balance at 30 June 2024		12,065,163	240,122	(6,256,945)	6,048,340

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2024

	Note	2024 $	2023 $
Cash flow from operating activities			
Interests received		40,971	40,625
R&D Rebate		472,272	-
Payments to suppliers & employees		(1,246,861)	(1,266,437)
Net cash (outflow) from operating activities	6.1.1	(733,618)	(1,225,812)
Cash flow from investing activities:			
Purchase of property, plant, equipment		(663)	(1,249)
Payments for exploration expenditure assets		(1,521,827)	(2,395,589)
Net cash (outflow) from investing activities		(1,522,490)	(2,396,838)
Cash flow from financing activities:			
Proceeds from issue of shares (net of costs)		1,798,232	-
Net cash inflow from financing activities		1,798,232	-
Net increase / (decrease) in cash held		(457,876)	(3,622,649)
Cash and cash equivalents at the beginning of the period		1,126,920	4,749,569
Cash and cash equivalents at the end of period	6.1	669,045	1,126,920

The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2024

Note 1

In preparing the 2024 financial statements, Black Canyon Limited has grouped notes into sections under five key categories:

Significant accounting policies specific to each note are included within that note. Accounting policies that are determined to be non-significant are not included in the financial statements.

The financial report is presented in Australian dollars, except where otherwise stated.

SECTION A. HOW THE NUMBERS ARE CALCULATED

This section provides additional information about those individual line items in the financial statements that the directors consider most relevant in the context of the operations of the entity, including:

(a) accounting policies that are relevant for an understanding of the items recognised in the financial statements. These cover situations where the accounting standards either allow a choice or do not deal with a particular type of transaction

(b) analysis and sub-totals, including segment information

(c) *information about estimates and judgements made in relation to particular items.*

NOTE 2 REVENUE AND OTHER INCOME	2024 $	2023 $
From continuing operations:		
Interest – unrelated parties	40,971	40,625
R&D Rebate	472,272	-
Total revenue and other income	513,243	40,625

2.1.1 *Accounting Policy*

a. *Interest revenue*

Interest revenue is recognised in accordance with Note 4.1 Finance income and expenses.

b. *Other income*

Other income is recognised when the Group obtains control over the funds, which is at the time of receipt.

All revenue is stated net of the amount of GST (Note 22.3 Goods and Services Tax (GST)).

NOTE 3 LOSS BEFORE INCOME TAX	**Note**	2024 $	2023 $
Loss before income tax has been determined after including the following expenses:			
3.1 Employment Costs:			
• Salaries and Wages – Including Director Fees		596,087	621,647
• Superannuation		54,496	64,881
		650,584	686,528
3.2 Share Based Payments:			
•			
• Performance Rights issued to Managing Director		63,826	39,726
3.3 Tenements written off			
Tenements relinquished during the year.		-	400,000
3.4 Exploration costs			
• Exploration and evaluation assets written off		-	348,075
• Impairment provision		1,214,250	-

3.4.1 *Accounting Policy*

a. Wages and salaries, annual leave and sick leave

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

b. Retirement benefit obligations: Defined contribution superannuation funds

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions onto a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the income statement as incurred.

c. Long service leave

Any liability for employee benefits relating to long service leave represents the present value of the estimated future cash outflows to be made by the employer resulting from employees' services provided up to the reporting date.

NOTE 4 OTHER SIGNIFICANT ACCOUNTING POLICIES RELATED TO ITEMS OF PROFIT AND LOSS

4.1 Finance income and expenses

Finance income comprises interest income on funds invested (including available-for-sale financial assets), gains on the disposal of available-for-sale financial assets and changes in the fair value of financial assets at fair value through profit or loss. Interest revenue is recognised on a time proportionate basis that considers the effective yield on the financial asset.

Financial expenses comprise interest expense on borrowings calculated using the effective interest method, unwinding of discounts on provisions, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method

NOTE 5 INCOME TAX	**Note**	2024 $	2023 $
5.1 The prima facie tax on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:			
Loss before income tax		(1,993,629)	(2,021,869)
Prima facie tax payable on loss from ordinary activities before income tax at 25% (2023: 25%)		(498,407)	(505,467)
Non-deductible expenses		306,238	-
Tax effect of unrecognised tax losses utilised		192,169	505,467
		-	-

Net deferred tax assets have not been brought to account as it is not probable within the immediate future that tax profits will be available against which deductible temporary differences and tax losses can be utilised.

As at year end, tax losses carried forward amounted to $3,347,447 (2023: $2,578,771) that have the ability to be carried forward indefinitely for offset against future taxable profits of the Group. The recoupment of available tax losses as at 30 June 2024 are contingent upon the Group satisfying the following conditions:

- deriving future assessable income of a nature and of an amount sufficient to enable the benefit from the losses to be realised;

- the conditions for deductibility imposed by tax legislation continuing to be complied with and the company meeting either its continuity of ownership test or in the absence of satisfying that test the company can satisfy the same business test; and
- there being no changes in tax legislation which would adversely affect the Group from realising the benefits from the losses.

In the event that the Group fails to satisfy these conditions above or the Commissioner of Taxation challenges the Group's ability to utilise its losses, the Group may be liable for future income tax on assessable income derived by the company.

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates consider both the financial performance and position of the company as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents the directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

5.2 Accounting Policy

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

NOTE 6 FINANCIAL ASSETS AND FINANCIAL LIABILITIES

6.1 Cash and cash equivalents

	2024 $	2023 $
Cash at bank and on hand	669,045	1,216,920
	669,045	1,216,920

6.1.1 *Cash Flow Information*

	2024 $	2023 $
a. Reconciliation of cash flow from operations to (loss)/profit after income tax		
Operating loss after income tax	(1,993,629)	(2,021,869)
Add / (less) non-cash items:		
• Share based payments	63,826	39,726
• Depreciation	19,612	19,142
• Investment written off	-	400,000
• Exploration and evaluation impairment and write offs	1,214,250	348,075
Non-cash changes in assets & liabilities:		
• Decrease/(increase) in receivables & prepayments	213,989	5,881
• Increase/(decrease) in payables	(251,665)	(16,767)
Cash flow from operations	(733,618)	(1,225,812)

b. Non-cash Financing and investing activities

There are $545,914 in non-cash financing and investing activities for the year ended 30 June 2024 (2023: $200,000).

- Issue 349,991 shares to Impact Drilling @0.15 per share $49,988
- Issue 2,147,092 shares to Killi Resources @11.5c market price $246,915
- Deferred consideration of Panther Exploration 2m shares @12.5c market price $250,000

NOTE 5 FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT.)

6.1.2 *Accounting Policy*

For statement of cash flows presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

6.2 Trade and other receivables	2024 $	2023 $
6.2.1 *Current*		
Prepayments	25,834	30,788
Interest Receivable	4,890	
Accounts Receivable	-	180,324
GST refundable	20,210	58,765
	50,935	269,877

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable. Risk exposure arising from current receivables is set out in Note 9.

The primary objective of the Group's non-derivative financial instruments is to fund for operational activities. Given the short-term nature of current receivables, their carrying value is considered to closely approximate their fair value.

At reporting date, there are no receivables past their due date.

6.2.2 *Accounting Policy*

Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Group in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Group. The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original effective interest rate. Where receivables are short-term discounting is not applied in determining the allowance.

6.3 Trade and other payables	**Note**	2024 $	2023 $
6.3.1 *Current:*			
Unsecured			
Trade creditors		102,872	340,836
Accrued expenses		39,000	43,420
Other payables		109,823	156,276
Total unsecured liabilities		251,694	540,532

6.3.2 *Accounting Policy*

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Payables expected to be collected within 12 months of the end of the reporting period are classified as current liabilities. All other payables are classified as non-current liabilities.

Trade and other payables are classified as financial liabilities. Financial liabilities are measured at amortised cost using the effective interest method.

NOTE 7 NON-FINANCIAL ASSETS AND FINANCIAL LIABILITIES

7.1 Plant and equipment	Note	2024 $	2023 $
7.1.1 Non-current:			
Plant and equipment at cost		97,624	96,961
Less accumulated depreciation		(46,762)	(27,150)
		50,862	69,811
7.1.2 Movements in Carrying Amounts			
Owned plant & equipment at cost:			
Brought forward		96,961	95,712
Additions		663	1,249
Disposals / adjustments to cost		-	-
Closing Balance		97,624	96,961
Accumulated Depreciation:			
Brought forward		27,150	8,008
Depreciation expense		19,612	19,142
Disposals / adjustments to cost		-	-
Closing Balance		46,762	27,150

NOTE 7 NON-FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT.)

Plant and equipment (cont.)

7.1.3 *Accounting Policy*

7.1.3.1 Recognition and measurement

All property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

7.1.3.2 Subsequent costs

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

7.1.3.3 Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their cost or re-valued amounts, net of their residual values, over their estimated useful lives, as follows:

- Machinery 4-5 years
- Vehicles 3-8 years
- Furniture, fittings and equipment 5-11 years

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.

7.1.3.4 Derecognition and disposal

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss and other comprehensive income.

7.2 Mineral Exploration and Evaluation Assets	**Note**	2024 $	2023 $
7.2.1 *Non-current:*			
Exploration at cost:			
Balance at the beginning of the year		4,677,922	3,334,839
Tenements written off during year		-	(400,000)
Exploration and evaluation impairment provision		(1,214,250)	(348,075)
Share based payments for tenements		496,916	200,000
Expenditure during the year		1,581,494	1,891,158
Balance at the end of the financial year		5,542,082	4,677,922

NOTE 7 NON-FINANCIAL ASSETS AND FINANCIAL LIABILITIES (CONT.)

7.2.2 Recoverability of the carrying amount of exploration assets is dependent on the successful exploration of the areas of interest.

7.2.3 *Key Estimate – Impairment*

The Group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets and in particular exploration assets. Where an impairment trigger exists, the recoverable amount of the asset is determined and is dependent upon the ability of the Group to successfully continue exploration of all areas of interest and satisfy the requirements under AASB 6.

Specifically, the Company has reviewed its exploration tenements with regard to AASB 6 and have determined that:

- the period for which the Group has the right to explore in the exploration tenements has not expired during the period or will not expire in the near future, and is expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the exploration tenements is planned;
- exploration will be ongoing for some time and as such it is far too early to state that a discovery of commercially viable quantities of mineral resources has not occurred; and
- as the exploration is still ongoing, there is not sufficient data to conclude that the carrying amount of the exploration and evaluation asset is unlikely to be recovered.

7.2.4 Key Judgments – Exploration and evaluation expenditure

Exploration and evaluation costs are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at reporting date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, refer to the accounting policy stated below. The carrying value of capitalised expenditure at reporting date is $5,542,082 (2023: 4,677,922).

In accordance with AASB 6 'Exploration for and Evaluation of Mineral Resources' and AASB 136 'Impairment of Assets,' the Board has undertaken an impairment assessment as of 30 June 2024. Following a detailed review of the Company's exploration and evaluation assets, and taking into account the significant reduction in market capitalisation, which was $5.541 million compared to the carrying value of $6.754 million, the Board has recognised an impairment of $1.2 million. This decision was also influenced by declining manganese commodity prices, which negatively impacted the valuation of the Company’s assets. While all projects remain active and no significant adverse operational changes have occurred, the impairment was deemed necessary to reflect the current market conditions.

7.2.5 *Accounting Policy*

7.2.5.1 Exploration and evaluation expenditure

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made.

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

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

7.2.5.2 Impairment of exploration and evaluation assets

The recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively sale, of the respective area of interest.

NOTE 8 EQUITY

8.1 Issued capital	Note	2024 No.	2023 No.	2024 $	2023 $
Fully paid ordinary shares	8.1.1	71,039,036	52,613,382	12,065,163	9,721,017
8.1.1 Ordinary shares					
At the beginning of the year		52,613,382	51,715,808	9,721,017	9,521,017
Shares issued during the year:					
Shares issued as part of the acquisition of the Balfour Manganese project at a price of $0.224 per Share		-	897,574		200,000
Issued on 27th July 2023: Shares issued at $0.14		7,791,587		1,090,822	
Issued on 25th September 2023: Shares issued at $0.14		6,136,984		859,178	
Issued on 31st October 2023: Shares issued at $0.14 as consideration for drilling services		349,991		48,999	
Issued on 1st December 2023: Shares issued at $0.115 as payment of deferred consideration for Balfour Manganese Project (E46/1383)		2,147,092		246,916	
Issued on 20th December 2023: Shares issued at $0.125 as payment of deferred consideration for Panther Exploration Pty Ltd		2,000,000		250,000	
Transaction costs relating to share issues		-	-	(151,769)	-
At reporting date		71,039,036	52,613,382	12,065,163	9,721,017

8.1.2 Terms and Conditions

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders meetings each ordinary share is entitled to one vote when a poll is called otherwise each shareholder has one vote on a show of hands.

8.1.3 Accounting Policy

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are not included in the cost of the acquisition as part of the purchase consideration.

8.2 Options	**Note**	2024 No.	2023 No.
At the beginning of the year		1,000,000	3,040,006
Options issued during the year:			
• Options expired on 22 June 2023		-	(2,040,006)
• Options expired on 30 June 2024		(1,000,000)	-
• Options issued		7,714,306	
At reporting date		7,714,306	1,000,000

8.3 Reserves

	Note	2024 $	2023 $
Option reserve – Opening Balance	8.3.1	146,296	106,570
Share-based payments – share rights to director[1]		63,826	39,726
Capital Raising costs		30,000	-
Balance at the end of the financial year		240,122	146,296

1.

- Mr Brendan Cummins received 1,200,000 Performance Rights at the 2021 Annual General Meeting (AGM) and 400,000 Performance Rights at the 2022 AGM and 600,000 Performance Rights at the 2023 AGM.
- The terms and conditions of the Performance Rights are found in the Notices of Meetings for the 2021, 2022 and 2023 AGMs.
- The Share rights for 2024 have been valued on the following basis:

	Performance Right Numbers	Grant Date.	Vested in year %.	Value per Performance Right	Measurement date of Performance rights
2021 Performance Rights Tranche 1	400,000	02/12/2021	-	$0.1237	(i)
2021 Performance Rights Tranche 2	400,000	02/12/2021	100	$0.1237	30/06/2024
2021 Performance Rights Tranche 3	400,000	02/12/2021	-	$0.1237	(i)
2022 Performance Rights	400,000	30/11/2022	100	$0.25	30/06/2024
2023 Performance Rights	600,000	28/11/2023	70	$0.14	30/06/2024

As at reporting date, no performance rights have been converted to shares.

(i) The vesting of these rights is conditional on market and non-market based performance conditions. The Board assessed these tranches unlikely for the attached vesting conditions to be met and have not measured nor accounted for these in 2024. Tranches where management have determined have vested during the year are conditional to non-market based performance conditions. These non-market performance rights were valued based on share price at grant date.

Item	2021 Tranche 2 Performance Rights
Share price	$0.2500
Exercise price	$0.0000
Valuation date	19-Nov-21
Start of measurement/vesting period	19-Nov-21
Measurement/vesting date	19-Nov-24
Measurement/vesting period (years)	3.00
Remaining measurement/vesting period (years)	3.00
Expiry date	19-Nov-24
Life of the Performance Rights (years)	3.00
Volatility	88.24%
Risk-free rate	0.95%
Dividend yield	0.00%
Number of Performance Rights expected to vest	400,000
Value per Performance Right (@100% probability)	$0.1237
Value of Performance Rights	**$49,480**
Months to be recognised	**12**
Total Months	**36**
Total valuation at end of year	**$16,493**

Item	2022 Performance Rights
Share price	$0.2500
Exercise price	$0.0000
Valuation date	24-Nov-22
Start of measurement/vesting period	24-Nov-22
Measurement/vesting date	24-Nov-25
Measurement/vesting period (years)	3.00
Remaining measurement/vesting period (years)	3.00
Expiry date	24-Nov-25
Life of the Performance Rights (years)	3.00
Volatility	85.20%
Risk-free rate	3.24%
Dividend yield	0.00%
Number of Performance Rights expected to vest	400,000
Value per Performance Right (@100% probability)	$0.25
Value of Performance Rights	**$100,000**
Months to be recognised	**12**
Total Months	**36**
Valuation of performance rights at end of year	**$33,333**

Item	2023 Performance Rights
Share price	$0.1400
Exercise price	$0.0000
Valuation date	28-Nov-23
Start of measurement/vesting period	28-Nov-23
Measurement/vesting date	28-Nov-26
Measurement/vesting period (years)	3.00
Remaining measurement/vesting period (years)	3.00
Expiry date	28-Nov-26
Life of the Performance Rights (years)	3.00
Volatility	70%
Risk-free rate	4.22%
Dividend yield	0.00%
Number of Performance Rights expected to vest	600,000
Value per Performance Right (@70% probability)	$0.14
Value of Performance Rights	**$84,000**
Months to be recognised	**6**
Total Months	**36**
Total valuation at end of year	**$14,000**

8.3.1 *Option reserve*

The option reserve reflects the fair value of options granted to the Lead Manager of the Initial Public Offering, as well as the valuation of performance rights to the Managing Director and brokers involved in subsequent capital raises.

SECTION B. RISK

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

NOTE 9 FINANCIAL RISK MANAGEMENT

9.1 Financial Risk Management and Policies

The Group's financial instruments consist mainly of deposits with banks, short-term investments, and accounts receivable and payable, loans to and from subsidiaries. The main purpose of non-derivative financial instruments is to raise finance for Group operations. The Group does not speculate in the trading of derivative instruments.

Risk management has focused on limiting liabilities to a level which could be extinguished by sale of assets if necessary.

The Group's activities expose it to a variety of financial risks; market risk (including fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group is engaged in mineral exploration and evaluation, and does not currently sell product and derives only limited revenue from interest earned.

Risk management is carried out by the Board as a whole and no formal risk management policy has been adopted but is in the process of development.

The Group holds the following financial instruments:	2024 $	2023 $
Financial assets		
• Cash and cash equivalents	669,045	1,126,920
• Trade and other receivables	50,935	269,877
	719,980	1,396,797
Financial liabilities		
• Trade and other payables	251,694	540,532
	251,694	540,532
Net financial instruments	468,285	856,265

9.2 Specific Financial Risk Exposures and Management

9.2.1 Market risk

a. Price risk

The Group is not exposed to commodity price risk.

b. Interest rate risk

Refer to 9.2.4 below

9.2.2 Credit risk

Credit exposure represents the extent of credit related losses that the Group may be subject to on amounts to be received from financial assets. Credit risk arises from cash held at bank and principally from trade and other receivables including intercompany loans. The objective of the consolidated entity is to minimise the risk of loss from credit risk. Although revenue from operations is minimal, the Group trades only with creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is insignificant.

The Group's maximum credit risk exposure is limited to the carrying value of its financial assets as indicated above.

The credit quality of the financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available).

NOTE 9 FINANCIAL RISK MANAGEMENT (CONT.)

9.2.3 *Liquidity risk*

Liquidity risk is the risk that the entity will not be able to meet its financial obligations as they fall due. The objective of the consolidated entity is to maintain sufficient liquidity to meet commitments under normal and stressed conditions.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, and the availability of funding through an adequate amount of committed credit facilities. Due to the lack of material revenue, the Group aims at maintaining flexibility in funding by maintaining adequate reserves of liquidity.

The Group did not have access to any undrawn borrowing facilities at the reporting date.

All liabilities are current and will be repaid in normal trading terms

- *Contractual Maturities*

The following are the contractual maturities of financial assets and liabilities of the Group:

	Within 1 Year		Greater Than 1 Year		Total	
	2024 $	2023 $	2024 $	2023 $	2024 $	2023 $
Financial liabilities due for payment						
Trade and other payables	251,694	540,532	-	-	251,694	540,532
Total contractual outflows	251,694	540,532	-	-	251,694	540,532
Financial assets						
Cash and cash equivalents	669,045	1,126,920	-	-	669,045	1,126,920
Trade and other receivables	50,935	269,877	-	-	50,935	269,877
Total anticipated inflows	719,980	1,396,797	-	-	719,980	1,396,797
Net (outflow)/inflow on financial instruments	468,285	856,265	-	-	468,285	856,265

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts.

9.2.4 *Cash flow and interest rate risk*

From time to time the Group has significant interest-bearing assets, but they are as a result of the timing of equity raising 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 exposure to interest rates is limited to the cash and cash equivalents balances. As such, this is not considered a material exposure and no sensitivity analysis has been prepared.

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is below.

NOTE 9 FINANCIAL RISK MANAGEMENT (CONT.)

2024	Floating interest rate $	Fixed interest maturing in 1 year or less $	Non-interest bearing $	Total $
Financial assets				
Cash and deposits	343,944	325,101		669,045
Receivables	-	-	50,935	50,935
	343,944	**325,101**	**50,935**	**719,980**
Financial Liabilities				
Trade and other creditors	-	-	251,694	251,694
		-	**251,694**	**251,694**
2023				
Financial assets				
Cash and deposits	232,248	894,672	-	1,126,920
Receivables	-	-	269,877	269,877
	232,248	**894,672**	**269,877**	**1,396,797**
Financial Liabilities				
Trade and other creditors	-	-	540,532	540,532
	-	**-**	**540,532**	**540,532**

9.2.5 Net fair value of Financial Assets and Liabilities

The net fair value of cash and cash equivalents and non-interest-bearing monetary assets and financial liabilities approximates their carrying values.

NOTE 10 CAPITAL MANAGEMENT

Management controls the capital of the Group. Their objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders. The capital structure of the consolidated entity consists of equity attributable to equity holders of the parent comprising issued capital, reserves and accumulated losses.

Due to the nature of the Group's activities, being mineral exploration, the Group does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Group's capital risk management is the current working capital position against the requirements of the Group to meet exploration programs and corporate overheads. The Group's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

The consolidated entity is not subject to any externally imposed capital requirements.

The working capital position of the Group at 30 June 2024 and 30 June 2023 is as follows:

	Note	2024 $	2023 $
Cash and cash equivalents	6.1	669,045	1,126,920
Trade and other receivables	6.2	50,935	269,877
Trade and other payables	6.3	(251,694)	(540,532)
Working capital position		468,285	856,265

SECTION C. GROUP STRUCTURE

This section provides information which will help users understand how the group structure affects the financial position and performance of the group as a whole. In particular, there is information about:

(a) changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation

(b) transactions with non-controlling interests, and

(c) interests in joint operations.

A list of significant subsidiaries is provided in note 11. This note also discloses details about the group's equity accounted investments.

NOTE 11 INTEREST IN SUBSIDIARIES

Shares in controlled entities are unlisted and comprise:

	Place of Incorporation	2024 Holding %	2024 Amount $	2023 Holding %	2023 Amount $
• Zephyr Exploration Pty Ltd	WA	100	-	100	-
• Panther Exploration Pty Ltd	WA	100	510,000	100	260,000

Investments in subsidiaries are accounted for at cost.

The Group has no equity accounted investments at 30 June 2024 (30 June 2023: Nil)

SECTION D. UNRECOGNISED ITEMS

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

NOTE 12 COMMITMENTS

	2024 $	2023 $
12.1 **Capital expenditure commitments payable:**		
Within one year	507,295	629,640
After one year but not more than five years	1,623,000	2,277,403
After five years	0	-
Total Exploration tenement minimum expenditure requirements	2,130,295	2,907,043

NOTE 13 CONTINGENT ASSETS AND LIABILITIES

There are no contingent assets or liabilities at year end.

NOTE 14 EVENTS SUBSEQUENT TO REPORTING DATE

On 29 July 2024, the Company announced that it had completed a placement of $850,000 to fund development studies and exploration across the Company's manganese portfolio. The placement is to be completed over two tranches with Tranche 2 subject to shareholder approval that was received on 24 September 2024. The placement was for the issue of approximately 12.145 million new shares at $0.07 per share. Participants in the placement will receive 1 unlisted option exercisable 2 years from date of issue at an exercise price of $0.14 per option. The Company also announced it would undertake a Share Purchase Plan to raise up to an additional $500,000 on the same terms as the placement.

There were no other significant events after the end of the reporting period.

SECTION E. OTHER INFORMATION

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

NOTE 15 KEY MANAGEMENT PERSONNEL COMPENSATION

	2024 $	2023 $
Short term employee benefits	456,824	455,908
Share based payments	63,826	39,726
Post-employment benefits	36,300	42,960
	-	-
	556,950	538,594

The names and positions of the Key Management personnel are as follows:

Mr Graham Ascough - Non-Executive Chairman
Mr Brendan Cummins – Managing Director
Mr Adrian Hill – Non-Executive Director
Mr Simon Taylor – Non-Executive Director

NOTE 16 RELATED PARTY TRANSACTIONS

There are no other related party transactions other than those payments to Directors as disclosed in the remuneration report.

NOTE 17 AUDITORS' REMUNERATION

	2024 $	2023 $
Remuneration of the auditors, Hall Chadwick Audit (WA) of the Group for:		
• Auditing or reviewing the accounts	46,438	42,274
	46,438	42,274

NOTE 18 EARNINGS PER SHARE (EPS)

	2024 $	2023 $
18.1 Reconciliation of earnings to profit or loss		
Loss for the year	(1,993,629)	(2,021,870)
18.2 Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS	67,039,059	51,722,755
18.3 Earnings per share		
Basic EPS	(0.030)	(0.039)
Diluted EPS	(0.027)	(0.036)

18.4 **Accounting Policy**

18.4.1 *Basic earnings per share*

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year.

18.4.2 *Diluted earnings per share*

Potential shares as a result of options outstanding at the end of the year are dilutive and therefore have been included in the calculation of diluted earnings per share.

NOTE 19 SHARE-BASED PAYMENTS

	2024 $	2023 $
19.1 Share-based payments		
• Recognised as Share-based payment expense	63,826	39,726
Gross share-based payments	63,826	39,726

Gross share-based payments are based on the valuation of performance rights to the Managing Director. Refer to Note 8.3 for details.

NOTE 20 OPERATING SEGMENTS

The Group has identified its operating segments based on the internal reports that are provided to the Board of Directors on a regular basis and in determining the allocation of resources. Management continually assesses the Group's segments and has identified the operating segments based on the one principal location based on geographical areas and therefore different regulatory environments – Australia (2023: Australia). The Group operates predominantly in the minerals exploration and evaluation industry.

the Group currently operates materially in one business segment and one geographical segment as described above. Accordingly, the financial information presented in the statement of comprehensive income and statement of financial position is the same as that presented to the chief operating decision maker.

20.1 Accounting Policy

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components.

All operating segments' results are regularly reviewed by the Group's Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

NOTE 21 PARENT ENTITY DISCLOSURES

	2024 $	2023 $
21.1 Financial Position of Black Canyon Limited		
Current assets	719,980	1,396,797
Non-current assets	5,592,943	4,747,733
Total assets	6,312,923	6,144,530
Current liabilities	251,694	540,532
Non-current liabilities	12,888	-
Total liabilities	264,582	540,532
Net assets	6,048,341	5,603,998
Equity		
Contributed equity	12,065,163	9,721,017
Reserves	240,122	146,296
Accumulated losses	(6,256,944)	(4,263,315)
TOTAL EQUITY	6,048,341	5,603,998
21.2 Financial Performance of Black Canyon Limited		
Loss for the year	(1,993,629)	(2,021,869)
Total comprehensive loss	(1,993,629)	(2,021,869)

21.3 Guarantees entered into by Black Canyon Limited

There are no guarantees entered into by Black Canyon Limited for the debts of its subsidiaries as at 30 June 2024 (2023: none).

21.4 Contingent liabilities of Black Canyon Limited

There are no contingent liabilities as at 30 June 2024. (2023: none).

21.5 Commitments of Black Canyon Limited

The commitments of Black Canyon Limited are the same as those for the Group disclosed in note 12.

NOTE 22 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated.

22.1 Basis of preparation

22.1.1 *Reporting Entity*

Black Canyon Limited is a listed public company limited by shares, domiciled and incorporated in Australia. The Company's registered office is at 283 Rokeby Road, Subiaco WA. These are the consolidated financial statements and notes of Black Canyon Limited (the Company) and controlled entity (collectively the Group). The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. The Group is a for-profit entity and is primarily involved in the exploration, development and mining of minerals.

The separate financial statements of Black Canyon Limited, as the parent entity, have not been presented with this financial report as permitted by the Corporations Act 2001 (Cth).

22.1.2 *Basis of accounting*

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (AAS Board) and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), and the *Corporations Act 2001* (Cth).

Australian Accounting Standards (AASBs) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AASBs ensures that the financial statements and notes also comply with IFRS as issued by the IASB.

The financial statements were authorised for issue on 30 September 2024 by the directors of the Company.

22.1.3 *Going Concern*

The 30 June 2024 financial report has been prepared on the going concern basis that contemplates the continuity of normal business activities and the realization of assets and extinguishment of liabilities in the ordinary course of business.

The Group incurred a loss for the year of $1,993,629 (2023: $2,021,869 loss) and a net cash outflow from operating, investing, and financing activities of $457,876 (2023: $3,622,649 outflow).

As at 30 June 2024, the Company had working capital of $468,285 (2023: $856,265 working capital).

Post 30 June 2024, the Company raised $850,000 before costs though a placement to Sophisticated investors.

The Directors, in their consideration of the appropriateness of the going concern basis for the preparation of the financial report, have prepared a cash flow forecast for the next 12 months from the date of signing. The cash flow forecast reflects that further funding will be required, including the Group being able to secure additional funding by March quarter 2025, in order to meet the Group's ongoing working and investing capital requirements.

At the date of signing this report, the Directors have reasonable grounds to believe that the Group will be able to achieve the matters above and that it is appropriate to prepare the financial report on the going concern basis based on the following:

- The Group's ability to raise funds from external sources to meet ongoing working and investing capital requirements, as demonstrated by the successful completion of the recent placement in July 2024.
- The Group is currently undertaking a Share Purchase Plan which at the date of this report is still open.
- The Group's ability to reduce expenditure on non-essential activities and manage the timing of cash flows to meet the committed obligations of the business as and when they fall due.

Should the Group be unsuccessful in achieving the matters set out above, a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business at the amounts stated in the financial report.

22.1.4 *Comparative Figures*

Where required by AASBs comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

22.2 Principles of Consolidation

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the Consolidated Group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

22.2.1 *Subsidiaries*

The consolidated financial statements incorporate the assets, liabilities and results of the parent, Black Canyon Limited and its subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 11.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as non-controlling interests. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

22.3 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the consolidated statement of financial position

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow.

22.4 Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

22.4.1 *Critical Accounting Estimates and Judgements*

Judgements, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes assumptions concerning the future. All judgements, estimates and assumptions made are believed to be reasonable based on the most current set of circumstances available to management. The resulting accounting estimates will, by definition, seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts and assets and liabilities within the next financial year are discussed further at Note 7.2.3.

Impairment provisions for exploration and evaluation assets are made when there is an indication that the carrying amount of these assets may not be recoverable. In accordance with AASB 6, the Group assesses at each reporting date whether any impairment indicators are present. Key judgement is required to determine whether such indicators exist, which involves evaluating factors such as the Group's intention to continue exploration, the results of recent drilling, and the economic feasibility of projects. If an impairment trigger is identified, the carrying amount of the relevant asset is written down to its recoverable amount, which is the higher of fair value less costs of disposal and value in use.

The estimation of the recoverable amount involves significant judgement and estimation regarding factors such as commodity prices, future costs of extraction, and discount rates. Changes in these assumptions may lead to material adjustments to the impairment provision. Impairment provisions have been made in the current year relating to tenements and exploration and evaluation assets, as discussed in Note 7.2.3.

22.5 NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

Standards and interpretations applicable to 30 June 2024

In the period ended 30 June 2024, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for the current financial reporting period.

It has been determined by the Directors that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Company accounting policies.

Standards and interpretations on issue not yet effective and adopted

The Directors have also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the period ended 30 June 2024. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations issued but not yet effective and adopted on its business and, therefore, no further disclosures have been made in this regard.

NOTE 23 COMPANY DETAILS

The registered office of the Company is:

Address:

Street: 283 Rokeby Road
Subiaco WA 6008

Telephone: +61 (0)8 9426 0666

The principal place of business of the Company is:

Address:

Street: 283 Rokeby Road
Subiaco WA 6008

Consolidated Entity Disclosure Statement

AS AT 30 JUNE 2024

Set out below is relevant information relating to entities that are consolidated in the consolidated financial statements at the end of the financial year as required by the Corporation Acts 2001 (S. 295 (3A)(a)):

	Body Corporate, partnership, or Trust	Place incorporated	% held directly or indirectly by the Company in the Body Corporate	Australia or foreign tax resident	Jurisdiction for foreign residents
Parent entity:					
Black Canyon Limited	Body Corporate	Australia	-	Australian	N/A
Subsidiaries:					
Zephyr Exploration Pty Ltd	Body Corporate	Australia	100%	Australian	N/A
Panther Exploration Pty Ltd	Body Corporate	Australia	100%	Australian	N/A

BASIS OF PREPARATION

Determination of Tax Residency

Section 295 (3A) of the Corporation Acts 2001 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.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 consolidated entity has applied the following interpretations:

- Australian tax residency

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

- Foreign tax residency

The consolidated entity has no foreign jurisdiction tax residency.

Graham Ascough

NON-EXECUTIVE CHAIRMAN

30 September 2024

DIRECTORS' DECLARATION

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 28 to 56, are in accordance with the *Corporations Act 2001* (Cth) and:

   (a) comply with Accounting Standards;

   (b) are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in notes to the financial statements; and

   (c) give a true and fair view of the financial position as at 30 June 2024 and of the performance for the year ended on that date of the Company and Consolidated Group.

   (d) the Directors have been given the declarations required by s.295A of the *Corporations Act 2001* (Cth);

2. in the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

3. in the directors' opinion, the attached consolidated entity disclosure statement is true and correct.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

Graham Ascough
NON-EXECUTIVE CHAIRMAN
Dated 30 September 2024

HALL CHADWICK

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BLACK CANYON LIMITED

Report on the Financial Report

Opinion

We have audited the accompanying financial report of Black Canyon Limited ("the Company") and its controlled entity (collectively "the Group"), 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 director's declaration.

In our opinion, the accompanying financial report of Black Canyon 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.

The financial report also complies with International Financial Reporting Standards as disclosed in Note 22.1.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the Auditor's Responsibility section of our report.

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

Emphasis of Matter – Going Concern

We draw attention to Note 22.1.3 of the financial report, which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

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HALL CHADWICK

Independence

We are independent of the Group in accordance with the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current year. 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. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the below matter, provide the basis for our audit opinion on the accompanying financial report.

1. Carrying value of mineral exploration and evaluation assets – Note 7.2

Why significant	How our audit addressed the key audit matter
We identified the mineral exploration and evaluation assets of $5,542,082 as at 30 June 2024 to be a key audit matter due to its significance and the level of judgement required by us in evaluating management's application of the requirements of AASB 6 Exploration for and Evaluation of Mineral Resources. AASB 6 is an industry specific accounting standard requiring the application of significant judgements, estimates and industry knowledge. This includes specific requirements for expenditure to be capitalised as an asset and subsequent requirements which must be complied with for capitalised expenditure to continue to be carried as an asset. d as an asset and subsequent requirements which must be complied with for capitalised expenditure to continue to be carried as an asset. capitalised expenditure to continue to be carried as an asset. ture to continue to be carried as an asset. In addition, the assessment of impairment of capitalised exploration and evaluation assets can be inherently difficult particularly in uncertain or depressed market conditions.	Our work included, but was not limited to, the following procedures: • Assessing management's determination of its areas of interest for consistency with the definition in AASB 6. This involved analysing the tenements in which the Group holds an interest in, the budgeted and future exploration programmes planned for the areas, made inquiries of management, reviewed the Group's ASX announcements and the Directors' minutes as to the Group's future plans for the areas; • For the area of interest, we assessed the Group's rights to tenure by corroborating to government registries/correspondences and evaluating agreements in place with other parties; • We tested the additions to capitalised expenditure for the year by evaluating sample of recorded expenditure for consistency to underlying records, the requirements of the Group's accounting policy and requirements of AASB 6; • Evaluating the competence, capabilities and objectivity of management's experts in the evaluation of impairment triggers and considered the Director's assessment of potential indicators of impairment; and • Assessing that disclosures relating to the capitalised exploration and evaluation assets are in accordance with Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity'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.

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

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

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error, and the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error. In Note 22.1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

HALL CHADWICK

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity'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 Consolidated Entity'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 Consolidated Entity 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 Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity 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, related safeguards.

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.

HALL CHADWICK

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

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 Black Canyon 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.

Hall Chadwick

HALL CHADWICK AUDIT (WA) PTY LTD

NIKKI SHEN CA
Director

Dated this 30th day of September 2024
Perth, Western Australia

ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

1 SHAREHOLDING AS AT 26 September 2024

a. **Distribution of Shareholders**

Range	Total holders	Units	% Units
1 - 1,000	17	2,065	0.00
1,001 - 5,000	81	235,558	0.29
5,001 - 10,000	68	562,383	0.69
10,001 - 100,000	215	9,404,901	11.50
100,001 Over	132	71,550,557	87.52
Total	**513**	**81,755,464**	**100.00**

Unmarketable Parcels

	Minimum Parcel Size	Holders	Units
Minimum $ 500.00 parcel at $ 0.058 per unit	8,621	134	484,816

b. **Voting Rights**

The voting rights attached to each class of equity security are as follows:

- **Ordinary shares**: Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

c. **20 Largest Shareholders — Ordinary Shares as at 26 September 2024**

Rank	Name	Units	% Units
1	PALM BEACH NOMINEES PTY LIMITED	5,460,206	6.68
2	EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	3,699,133	4.52
3	KILLI RESOURCES LIMITED	3,044,666	3.72
4	MS LETITIA BURBURY	2,533,262	3.10
5	BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	2,214,982	2.71
6	MR NICHOLAS JOHN ROBERT SHANAHAN	2,200,000	2.69
7	MRS SIMONE ELIZABETH ARCHER	2,000,000	2.45
7	MR KENNETH JOSEPH HALL <HALL PARK A/C>	2,000,000	2.45
9	GP SECURITIES PTY LTD	1,832,178	2.24
10	ICON CUSTODIANS PTY LTD <CUMMINS FAMILY A/C>	1,617,168	1.98
11	SAMATZO HOLDINGS PTY LTD <HILL FAMILY A/C>	1,566,666	1.92
12	MULTITASK INTERNATIONAL PTY LTD	1,500,000	1.83
13	ABROLHOS EDGE PTY LTD <ABROLHOS EDGE SUPER A/C>	1,399,940	1.71
14	JETOSEA PTY LTD	1,376,755	1.68
15	SYMINGTON PTY LTD	1,310,779	1.60
16	CALAMA HOLDINGS PTY LTD <MAMBAT SUPER FUND A/C>	1,235,828	1.51
17	MR GRAHAM LESLIE ASCOUGH + MRS PATRICIA LYNN ASCOUGH <ASCOUGH S/F A/C>	1,091,992	1.34
18	JIMZBAL PTY LTD <JIMZBAL SUPER A/C>	988,419	1.21
19	SILVERPEAK NOMINEES PTY LTD <THE RGM HILL A/C>	900,000	1.10
20	NURRAGI INVESTMENTS PTY LTD	859,997	1.05
Top 20 holders of shares		38,831,971	47.50

2 COMPANY SECRETARY

The name of the Company Secretary is Jay Stephenson.

3 PRINCIPAL REGISTERED OFFICE

As disclosed in the Corporate Directory of this Annual Report.

4 REGISTERS OF SECURITIES ARE HELD AT THE FOLLOWING ADDRESSES

As disclosed in the Corporate Directory of this Annual Report.

5 STOCK EXCHANGE LISTING

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited, as disclosed in the Corporate Directory of this Annual Report.

6 UNQUOTED SECURITIES

a. Options over Unissued Shares

The Company currently has 7,714,306 options on issue (2023: 4,895,800).

7 USE OF FUNDS

The Company has used its funds in accordance with its initial business objectives.

BLACK CANYON

ASX: **BCA**
blackcanyon.com.au