

MAXIMUS

RESOURCES

Annual Report

2023

ABN 74 111 977 354



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These financial statements are the consolidated financial statements of the consolidated entity consisting of Maximus Resources Limited and its subsidiaries. The financial statements are presented in the Australian currency.

Maximus Resources Limited is a company limited by shares, is listed on the Australian Securities Exchange (ASX) under the code "MXR" and is incorporated and domiciled in Australia. The registered office and principal place of business is:

Maximus Resources Limited
Suite 12, 198 Greenhill Road
Eastwood
SA 5063

Registered postal address is:

Maximus Resources Limited
GPO Box 1167
Adelaide
SA 5001

A description of the nature of the Maximus Resources Limited's operations and its principal activities is included in the directors' report on pages 3 to 16.

The financial statements were authorised for issue by the directors on 25 September 2023. The directors have the power to amend and reissue the financial statements.

All press releases, financial reports and other information are available on our website: www.maximusresources.com.

Directors' Report

The directors present their annual financial report of the 'Consolidated Entity' or 'Group' being Maximus Resources Limited ('Maximus' or 'the Company') and its controlled entities (referred to hereafter as the Group) for the year ended 30 June 2023 (Period).

Board of Directors

The following persons were directors of the Company during the whole of the financial year and up to the date of this report unless otherwise indicated:

Directors	Position	Appointed/Resigned (if during the financial year)
Steven Evan Zaninovich	Chair	
Timothy James Wither	Managing Director	
Martin Simon Janes	Non-executive Director	
Graham McGarry	Non-executive Director	Appointed 7 February 2023
Gerard Anderson	Non-executive Director	Resigned 6 February 2023
Paul Mathew Cmrlec	Non-executive Director	Resigned 27 January 2023
Scott James Huffadine	Alternate Director – P Cmrlec	Resigned 27 January 2023

Officers of the Company

Rajita Alwis was Company Secretary of the Company for the financial year.

Principal Activities

During the Period, there were no significant changes in the nature of the Group's principal activities which continued to focus on mineral exploration and development activities.

Financial Result and Financial Position

The result of operations of the Group for the financial year was a loss of \$1,063,781 (2022: \$1,076,636).

The net assets of the Group have decreased by \$871,443 during the financial year from \$17,589,718 at 30 June 2022 to \$16,718,275 at 30 June 2023.

Dividends

There were no dividends declared or paid during the year (2022: Nil).



Operations Review

Maximus' primary focus is the Spargoville Project, located 25km from Kambalda, Western Australia's premier gold and nickel mining district.

The Company holds 48 square kilometres of tenements and a further 60 square kilometres in gold rights across the fertile Spargoville Shear Zone, which hosted the Wattle Dam Gold Mine (Wattle Dam). Mined until 2012, Wattle Dam was one of Australia's highest-grade gold mines producing ~286,000oz @ 10.1 g/t gold, highlighting the high-grade gold discovery potential. In addition to its gold prospects, the Company's Spargoville tenements are highly prospective for Kambalda-style komatiite-hosted nickel sulfide and lithium bearing mineralisation.

The Company's short-term strategy continues to be aimed at building value, by increasing gold resources and expanding the Company's future development options centred around the existing infrastructure at Wattle Dam, whilst actively advancing greenfield exploration across several prospective nickel and lithium projects.

Highlights of the Company's key projects are reported below:



Wattle Dam Gold Project

The Company completed several resource growth drill programmes across the Wattle Dam Gold Project area, which includes Wattle Dam, Redback, Golden Orb and the S5 prospects, which returned several significant gold intersections, highlighting strong resource upgrade potential.

Subsequent to the end of the Period the Company reported a 250% increase in gold resources at the Wattle Dam Gold Project with the updated JORC (2012) Mineral Resource Estimate (MRE) resulting in 5.4 Mt @ 1.45 g/t Au for 251,500 oz Au. The Company's total group gold resources - 6.4Mt @ 1.6 g/t Au for 320,600 oz Au

The Company completed a detailed geological and structural review of the Wattle Dam Gold Project area in collaboration with an expert structural geological consultant, aimed to identify potential repetitions of the high-grade Wattle Dam Gold Mine shoot. Drill testing of the target area intersects a geological sequence similar to that hosting the Wattle Dam high-grade lode, confirming a structural offset and potential for repetition of the Wattle Dam high-grade lode.

The Company advance development studies with the completion of initial metallurgical testwork under standard Western Australian "Goldfields" leach conditions. Results highlighted excellent recoveries with total extractable gold ranged from 91.5% to 97.3% from representative open-pit resource samples via conventional 24hr carbon in leach gold processing. Tests confirm favourable metallurgy with low sodium cyanide consumption and low oxygen demand, due to the rapid leach times.

Several near-term production opportunities continue to be reviewed.

Au

Regional Gold Exploration

Regionally the Company has focused on the shallow Hilditch gold deposit(Hilditch) with an existing resource of 7,500 oz @ 1.8 g/t Au. The Company completed a small programme at Hilditch which successfully extend several legacy holes defining two previously unknown parallel lodes, highlighting opportunity to quickly grow shallow mineralisation.

The Company holds 60 square kilometre of gold rights to the south of the Wattle Dam Gold Project. Improvements to the Company's geological dataset has resulting in the modelling of a porphyry contact and gold mineralisation along the 20km long trend south from Wattle Dam. This area will be the focus for future greenfield exploration programmes.

Ni

Nickel Exploration

Maximus continues to actively explore for nickel sulphides across the Company's highly prospective tenements being in one of the most prolific nickel sulphide belts in the world. The Company's tenements are located 25km from the BHP concentrator, currently processing Wyloo Metals Cassini Ore.

During the Period, the Company targeted and discovered the Misho Nickel Prospect. Initial Aircore drilling returned elevated platinum group of element across a 500m strike. Subsequent reverse circulation drilling intersected broad nickel mineralisation up to 13m wide @ 0.8% nickel at a basal contact position.

Following the Misho Discovery, the Company has been active in expanding the geo-chemistry sampling across several prospective ultramafic horizons, with several targets having been identified to be drill tested in the subsequent periods.

Li

Lithium Exploration

Maximus' Spargoville tenements are situated in the highly fertile Southern Yilgarn Li-Cs-Ta Province and located ~20km south of Mineral Resources Limited's (ASX:MIN) world-class Mt Marion lithium mine.

During the Period the Company has identified numerous shallow dipping pegmatites which were identified through an internal review of legacy geological mapping and fieldwork. Due to the prospectivity the Company has receive significant interest from third parties and has been in active discussions to determine the best path forward for the lithium projects.

Royalties

Flushing Meadows



Western Australia
Gold

The Yandal Project (also known as Flushing Meadows) is currently being progressed by Yandal Resources Ltd (Yandal).

The royalty obligation by Yandal to Maximus is: a) \$40 per ounce on the first 50,000 ounces of gold from the tenement area. Yandal must prepay the first \$200,000 of royalties (representing the first 5,000 ounces of gold production) upon commencement of gold production from all or any part of the tenement area; and b) \$20 per ounce for gold in excess of 50,000 ounces and less than 150,000 ounces in respect of gold from the tenement area. Additionally, there is a 3% net smelter return royalty for any gold by-product or co-product from the tenement area. The royalty is satisfied once there is 150,000 ounces of gold produced from any part of the tenement area and is capped at \$4,000,000.

Bird in Hand Gold Project



South Australia
Gold

The Company retains entitlement to two contingent \$1 million payments (totaling \$2 million) plus a gold production royalty in respect of the Bird in Hand Gold Project (BIHGP) with Terramin Australia Limited (Terramin). The first payment is due upon the environmental approval to mine (PEPR) from the South Australian Department for Energy (DEM) and Mining, and the second payment is payable on the commencement of bullion production from the site. Maximus also retains a 0.5% gross royalty on gold produced in excess of 50,000 ounces mined. The BIHGP has a resource base of 588,000 tonnes at 13.3g/t for 252,000 ounces of gold.

Terramin submitted a mining lease application (MLA) in respect of the BIHGP in June 2019. In early 2023, DEM completed an assessment report for the Minister for Energy and Mining (Minister) in which it supported the issue of Mining Lease (ML) for the BIHGP. In February 2023, Terramin was informed by the Minister of his decision to refuse to grant a ML in respect of the BIHGP.

In March 2023, the Minister issued a letter to Terramin advising of his intention to seek to reserve the land being the subject of the MLA thus preventing future applications for mining tenements in that area (Proclamation). The Government proceeded with the Proclamation of the MLA area in April 2023. Terramin has commenced legal action in the Supreme Court of South Australia against these decisions by the Minister in August 2023.

Canegrass Project



Western Australia
Vanadium

Maximus is entitled to a 2% Net Smelter Return (NSR) for all minerals produced from the Canegrass Project. Discovered by Maximus, the current JORC (2012) Vanadium Mineral Resource Estimate is 79 Mt @ 0.64% V_2O_5 . The Project is ~15km from Windimurra Vanadium operations.

Corporate

On 27 January 2023, Paul Cmrlec resigned as a Non-executive Director of the Company following the sale of Pantoro Limited (ASX:PNR) shareholding in the Company. As an Alternate Director to Mr Cmrlec, Scott Huffadine also submitted his resignation.

On 6 February 2023, Gerard Anderson resigned as a Non-executive Director of the Company.

On 7 February 2023, Graham McGarry was appointed as a Non-executive Director of the Company following Beacon Minerals Limited (ASX:BCN) purchase of a 19.8% interest in Maximus on 27 January 2022.

During the Period, Tim Wither's milestone 2 incentive rights vested resulting in 1,000,000 fully paid ordinary shares being issued to Mr Wither on 12 August 2022. During the Period, employee incentive rights vested on 23 December 2022 resulting in 150,000 fully paid ordinary shares being issued on 23 December 2022.

On 6 January 2023, 48,665,731 listed options (MXROE) expired.

On 30 June 2023 2,000,000 Performance Rights held by Tim Wither were forfeited as they did not meet the vesting conditions.



Significant changes in the state of affairs

There have been no significant changes in the above state of affairs from the 2022 financial year to the 2023 financial year.

Events arising since the end of the reporting period

On 31 July 2023, 1,200,000 Performance Rights vested resulting in 1,200,000 ordinary shares being issued on 31 July 2023.

There has been no other transaction or event of a material or unusual nature that has arisen in the interval between the end of the financial year and the date of this report that is likely, in the opinion of the directors, to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Future business developments, prospects and business strategies

During the Period the Company has added a new projects, which are prospective for Nickel – Copper – Cobalt – PGE mineralisation. The recently granted Southern Cross tenement comprise a combined area of 678km², located on the eastern margins of the Yilgarn craton, proximal to the Forrestania and Lake Johnston nickel belts, and close to the well-established mining town of Southern Cross, Western Australia.

The Company's short-term strategy continues to be aimed at building value, by increasing gold resources and expanding the Company's future development options centred around the existing infrastructure at Wattle Dam, whilst actively advancing greenfield exploration across several exciting nickel and lithium prospects.

Material Business Risks

The Board and Management of Maxmuis are mindful of the current business and economic environment and the impact this may have on the progress of future business operations.

The Company has adopted a risk management system in accordance with Principle 7 of the Company's Corporate Governance Statement. The Company's Audit, Risk and Corporate Governance Committee along with Management undertake a regular assessment of business risks that the Company is exposed to, which is communicated to the Board.

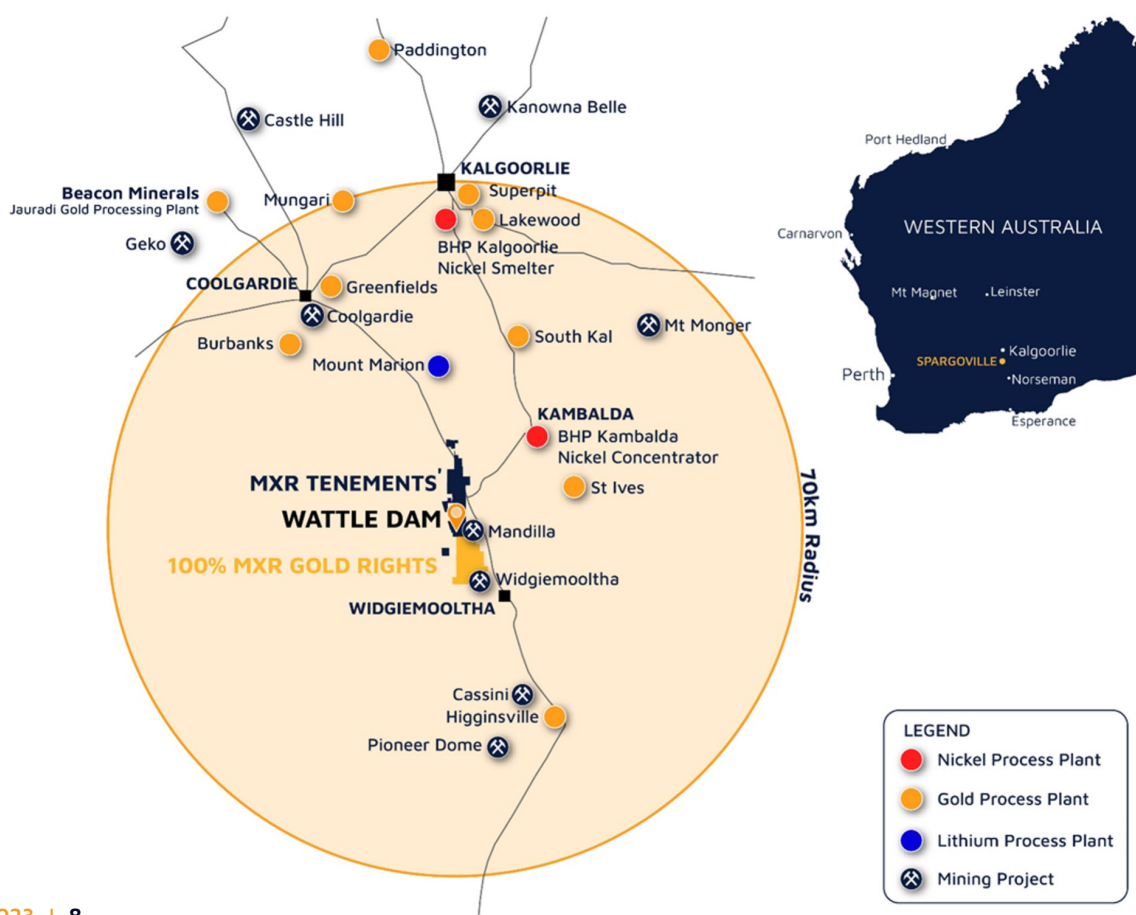
As such, the Board currently considers the most material business risks to be as follows:

- **Commodity Price** – the success of securing funding for the Company's project and the ongoing development and operation of the project is contingent on commodity prices that support the economic viability of the project.
- **Key management and personnel** – the success of the Company's operations is reliant on the ability to attract and retain experienced, knowledgeable, skilled and high performing key management and technical staff.
- **Environmental and Heritage Protection regulations** – The Group's operations are subject to significant environmental and heritage protection regulation under both Commonwealth and State legislation related to exploration or mine development activities. The Group believes it is in compliance with its environmental and heritage protection obligations.

Competent Person Statement

Information in this report that relates to Data and Exploration Results is based on information compiled and reviewed by Mr Gregor Bennett a Competent Person who is a Member of the Australian Institute Geoscientists (AIG) and Exploration Manager at Maximus Resources. Mr Bennett has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he has undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Bennett consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this release that relates to the Wattle Dam Gold Project Mineral Resource is based on information compiled by Mr Lynn Widenbar, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Widenbar is a full-time employee of Widenbar and Associates Pty Ltd. Mr Widenbar has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity that is being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'. Mr Widenbar consents to the inclusion in the release of the matters based on his information in the form and context that the information appears.



ASX Announcements

This report contains information extracted from ASX announcements reported in accordance with the 2012 edition of the "Australia Code for Reporting Explorations Results, Mineral Resources and Ore Reserves" (2012 JORC Code). Further details (including 2012 JORC Code reporting tables where applicable) of Mineral Resource Estimates and exploration results can be referenced in the following announcements lodged on the ASX, which are also available at www.maxmusresources.com

Date	Announcement Title
20/07/2022	Appendix 5B Cashflow Report
20/07/2022	Quarterly Activities Report
27/07/2022	Drill programme commences at Wattle Dam Project - Golden Orb
10/08/2022	MXR acquires gold and nickel Kemble prospect - Spargoville
30/08/2022	Drilling completed at Wattle Dam and Exploration Update
10/10/2022	Annual Report to shareholders
19/10/2022	Strong drill results expand Wattle Dam Gold Project
28/10/2022	Quarterly Activities/Appendix 5B Cash Flow Report
1/12/2022	Redback Gold Project - Mineral Resource Update
24/01/2023	Quarterly Activities/Appendix 5B Cash Flow Report
30/01/2023	Becoming a Substantial Holder from BCN
30/01/2023	BCN: Beacon to Acquire 19.8% Interest in Maximus Resources
30/01/2023	Change in substantial holding from PNR
1/02/2023	Gold and Nickel Exploration Update - Spargoville
8/02/2023	Director Appointment/Resignation
21/02/2023	Drilling commences at priority gold and nickel targets
8/03/2023	Drilling commences at Jibadji Ni-Cu-Co prospect
16/03/2023	Excellent metallurgical test results Redback/Wattle Dam
21/03/2023	High-grade nickel discovery - Misho Nickel Prospect
30/03/2023	Drilling Commences - Misho Nickel Prospect
19/04/2023	Quarterly Activities/Appendix 5B Cash Flow Report
20/04/2023	Nickel-bearing sulphides intersected at Misho
24/04/2023	Air-core drilling delivers additional Ni/Au targets
11/05/2023	RIU Sydney Resources Round-up Investor Presentation
15/05/2023	Widespread Rare Earth discovery at Jibadji AC drilling
19/05/2023	Encouraging assay results at Misho Nickel Prospect
31/05/2023	Drill Programme commences at Wattle Dam Gold Mine
7/07/2023	Wattle Dam Drilling Update
11/07/2023	Successful Junior Minerals Exploration Incentive Application
18/07/2023	Quarterly Activities/Appendix 5B Cash Flow Report
1/08/2023	AMEC Investor Briefing Presentation
1/08/2023	Wattle Dam Gold Project Resource increases by 250%

For full details, please refer to the announcement as tabled. The Company confirms it is not aware of any new information or data that materially affects the information included in the original market announcement(s), and in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original announcements.

Forward-Looking Statements

Caution regarding Forward-Looking Information. This document contains forward-looking statements concerning Maximus Resources Limited. Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward-looking statements as a result of a variety of risks, uncertainties and other factors. Forward-looking statements in this document are based on Maximus Resources' beliefs, opinions and estimates as of the dates the forward-looking statements are made, and no obligation is assumed to update forward-looking statements if these beliefs, opinions or estimates should change or to reflect other future developments.

Spargoville Mineral Resources

Spargoville Project Global Resources by Location								
Location	Updated	Indicated		Inferred		Total		Ounces
		Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	Tonnes (kt)	Grade (g/t Au)	
Eagles Nest	Feb-17	150	1.8	530	2.0	680	2.0	42,550
Larkinvile	Apr-17	112	2.9	7	4.6	120	3.0	11,600
5B	Nov-16	-	-	75	3.1	75	3.1	7,450
Hilditch	Apr-17	-	-	132	1.8	132	1.8	7,500
Wattle Dam Gold Project	Aug-23	3,400	1.4	2,000	1.5	5,400	1.4	251,500
TOTAL		3,662	1.5	2,745	1.7	6,407	1.6	320,600

Notes

1. Mineral Resources are classified in accordance with JORC code (2012). The Company confirms that it is not aware of any new information or data that materially affects the information included in the original announcement and that all material assumptions and technical parameters underpinning the estimates continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.
2. All tonnages reported are dry metric tonnes. Estimates are rounded to reflect the level of confidence in the Mineral Resources at the time of reporting.
3. Eagles Nest, Larkinvile, 5B and Hilditch Mineral Resource Estimate reported in the announcement dated 11 April 2017 titled Maximus achieves major Resource milestone and 30 June 2017, Quarterly report including Table 1.
4. The Eagles Nest Mineral Resource is reported as a combined resource with an applied 6 g/t Au top cut.
5. The Wattle Dam Gold Project Mineral Resource Estimate is reported by cut-off grade of 0.5 g/t within A\$2,800/oz optimised open pit shells, and above 1.5 g/t for the Mineral Resource below the open pit shell.

Information on Directors and Key Management Personnel

Steven Zaninovich B.Eng
Independent Non-executive Director, Chair
Appointed 14 July 2020

Special responsibilities

Chair of the Board

Member of the Audit, Risk and Corporate Governance Committee

Member of the Remuneration Committee

Interests in Shares, Options & Rights

Ordinary Shares – 460,526 (2022: 460,526)

Listed Options – nil (2022: 83 334)

Rights – nil (2022: nil)

Experience & expertise

Mr Zaninovich is a qualified engineer with over 25 years' experience in the mining industry. His career has encompassed all stages of the project development life cycle, from exploration and feasibility to constructions and operations. Mr Zaninovich has worked extensively in West Africa and Australia on a variety of projects and has spent more than 25 years on various project development, maintenance and operation roles. He served as COO with Gryphon Minerals ("Gryphon") before assuming the role of Vice President of Major Projects, and becoming part of the Executive Management Team, at Teranga Gold Corporation following its acquisition of Gryphon, where he was responsible for the bankable feasibility study for the Wahgnion Gold Project.

Current Listed Directorships

Mako Gold Limited (Appointed October 2020)

Sarama Resources Limited (Appointed June 2020)

Bellavista Resources Limited (Appointed November 2021)

Past Listed Directorships (last 3 years):

Canyon Resources Limited (Appointed January 2019 to August 2022)

Indiana Resources Limited (Appointed February 2019 to February 2021)

Timothy Wither MBA, BSc, GDip,
GradDipNatRs, GAICD, MAusIMM
Managing Director
Appointed 10 August 2020

Special responsibilities

Managing Director

Interests in Shares, Options & Rights

Ordinary Shares – 1,710,526 (2022: 710,526)

Listed Options – nil (2022: nil)

Rights – 3,500,000 (2022: 4,000,000)

Experience & expertise

Mr Wither has over 18 years in the resource industry both domestically and internationally, with key involvement in development of several greenfield base metal projects in Australia, India, Africa and South America. Mr Wither has held senior executive and strategic leadership roles. Mr Wither is a graduate of the Australian Institute of Company Directors, holds a Master of Business Administration from Curtin's Graduate School of Business (CGSB), Graduate Diploma in Mining (WASM) and Bachelor of Sciences in Mine Engineering, Surveying (WASM) and currently a candidate for Masters of Commercial and Resources Law at the University of Western Australia.

Mr Wither is a member of the Australian Institute of Company Directors and the Australian Institute of Mining and Metallurgy.

Current Listed Directorships

Nil

Past Listed Directorships (last 3 years):

Symbol Mining Limited (Appointed 1 March 2019 to 5 February 2021)

Martin Janes BEc GAICD
Independent Non executive Director
Appointed 1 August 2019

Special responsibilities

Chair of the Audit, Risk and Corporate Governance Committee

Member of the Remuneration Committee

Interests in Shares, Options & Rights

Ordinary Shares – 1,716,316 (2022: 1,716,316)

Listed Options – nil (2022: 83,334)

Rights – nil (2022: nil)

Experience & expertise

Mr Janes is a mining executive with over 30 years' experience. Mr Janes is Executive Officer of Terramin Australia Limited (ASX: TZN) a position he commenced in June 2013 having been that company's CFO from August 2006 to December 2010. Mr Janes was previously employed by ASX listed uranium company Toro Energy Limited (ASX: TOE) (May 2011 to October 2012) where he held the position of General Manager – Marketing & Project Finance.

Mr Janes has a strong finance background and specialty covering equity, debt & related project financing tools and commodity off-take negotiation. While employed by Newmont Australia (previously Normandy Mining) his major responsibilities included corporate & project finance, treasury management, asset sales and product offtake management. Mr Janes has a Bachelor of Economics and is member of the Australian Institute of Company Directors.

Current Listed Directorships

Nil

Past Listed Directorships (last 3 years):

Nil

Graham Mc Garry CPA, CD
Non executive Director
Appointed 7 February 2023

Special responsibilities

Nil

Interests in Shares, Options & Rights

Ordinary Shares – 63,254,972 (2022: nil)

Listed Options – nil (2022: nil)

Rights – nil (2022: nil)

Experience & expertise

Graham McGarry is an experienced and seasoned 'hands on' miner, with a track record in turning early-stage projects into viable and attractive investment propositions. Mr McGarry spent eight years with Amalg Resources NL as Managing Director and was responsible for the development of the Eloise Copper Mine in Queensland from 'barren paddock' to an underground mine producing 500,000 tpa of copper/gold ore. Mr McGarry has developed numerous successful mining projects across Australia.

Current Listed Directorships

Beacon Minerals Ltd (Appointed 19 March 2012)

Past Listed Directorships (last 3 years):

Nil

Gerard Anderson Assoc. Applied Geology, Grad
Dip Bus, MSc
Independent Non executive Director
Appointed 1 November 2018
Resigned 6 February 2023

Special responsibilities

Chair of the Remuneration Committee

Member of the Audit, Risk and Corporate
Governance Committee

Interests in Shares, Options & Rights

Ordinary Shares – N/A (2022: 680,156)

Listed Options – N/A (2022: 41,667)

Rights – N/A (2022: nil)

Experience & expertise

Mr Anderson is a geologist with 43 years' experience in exploration, mine and resource geology principally in iron ore, gold and base metals. Gerard's senior management positions have included as Exploration Superintendent Boddington Gold Mine, Chief Geologist Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures and as Managing Director of Croesus Mining Limited, Centrex Metals Limited, Archer Exploration Limited and Woomera Mining Limited.

In addition to his geology qualifications Mr Anderson has completed a post graduate degree in Business and a Masters in Mineral Economics.

Current Listed Directorships

Nil

Past Listed Directorships (last 3 years):

Woomera Mining Limited (Appointed March 2018 to October 2020)

Paul Cmrlec B.Eng
Non executive Director
Appointed 18 October 2021
Resigned 27 January 2023

Special responsibilities

Member of the Remuneration Committee

Interests in Shares, Options & Rights

Ordinary Shares – N/A (2022: 63,254,972)

Listed Options – N/A (2022: nil)

Rights – N/A (2022: nil)

Experience & expertise

Mr Cmrlec holds a Bachelor of Mining Engineering degree with Honours from the University of South Australia. He has more than 20 years experience in corporate and operational management of mining companies. Paul has held a number of operational and planning roles with several companies and was previously the Group Underground Mining Engineer for Harmony Gold Australia and the Group Mining Engineer for Metals X Limited. In addition to operational mining roles, Mr Cmrlec's experience includes the general management of major feasibility studies for the Wafi Copper- Gold deposit in Papua New Guinea, and the Wingellina Nickel-Cobalt deposit in the Central Musgraves region of Western Australia.

Current Listed Directorships

Pantoro Limited (Appointed 1 October 2010)

Past Listed Directorships (last 3 years):

Nil

Scott Huffadine BSc Eng
Alternate Director (P Cmrlec)
Appointed 18 October 2021
Resigned 27 January 2023

Special responsibilities

Alternate Director – P Cmrlec

Interests in Shares, Options & Rights

Ordinary Shares – N/A (2022: 63,254,972)

Listed Options – N/A (2022: nil)

Rights – N/A (2022: nil)

Experience & expertise

Mr Huffadine holds a Bachelor of Science with Honours. Mr Huffadine is a geologist with more than 20 years' experience in the resource industry, specifically project management, geology and executive management. Mr Huffadine has held several key management positions ranging from operational start-ups involving open pit and underground mining projects, through to large integrated operations in gold and base metals. He was previously Managing Director of Kingrose Mining Limited, and Executive Director of Metals X Limited and Managing Director of Westgold Resources Limited.

Current Listed Directorships

Pantoro Limited (Appointed 15 March 2016)

Kingfisher Mining Limited (Appointed 9 December 2020)

Past Listed Directorships (last 3 years):

Nil

Exploration Manager

Gregor Bennett BSc Geology & Geophysics
Appointed 10 January 2023

Interests in Shares, Options & Rights

Ordinary Shares – 1,500,000 (2022: N/A)

Listed Options – nil (2022: N/A)

Rights – 4,000,000 (2022: N/A)

Experience & expertise

Mr Bennett is an accomplished gold and nickel exploration geologist with over 12 years experience. At Rox Resources (ASX:RXL), Gregor led the geology team increasing the Youanmi Gold Project resource from 1,190koz to 3,200koz Au over a 3-year period and was integral in the discovery of the Fisher East nickel deposit and definition of the 50kt Ni resources. Gregor was also a key member of the team that defined the ~174kt Ni Odysseus nickel sulphide deposit in the the Leinster region of Western Australia.

Company Secretary

Rajita Alwis LLB B.Com, CA FGIA
Appointed 17 December 2019

Interests in Shares, Options & Rights

Ordinary Shares – nil (2022: nil)

Listed Options – nil (2022: nil)

Rights – nil (2022: nil)

Experience & expertise

Ms Alwis has over 25 years' experience in the accounting profession. Ms Alwis has provided company secretarial and CFO services to a number of ASX listed companies. She is highly experienced in governance, financial reporting, corporate advisory and corporate compliance. Ms Alwis has been a member of Chartered Accountants Australia and New Zealand for over 15 years and regularly facilitates workshops for the CA Program which covers risk, strategy, finance, analysis, corporate governance, corporate social responsibility and ethics.

Meetings of directors

The numbers of meetings of the Company's board of directors and of each board committee held during the year ended 30 June 2023, and the number of meetings attended by each director were:

Director name	Director Meetings		Audit, Risk & Corporate Governance Committee Meetings		Remuneration Committee Meetings	
	Held While Director	Attended	Held While Director	Attended	Held While Director	Attended
Steven Zaninovich	8	6	3	3	1	1
Timothy Wither	8	8	3	3	-	-
Martin Janes	8	8	3	3	1	1
Graham Mc Garry (Appointed 7 February 2023)	4	4	-	-	-	-
Gerard Anderson (Resigned 6 February 2023)	4	4	3	3	1	1
Paul Cmrlec (Resigned 27 January 2023)	4	4	-	-	1	1

Indemnification and insurance of officers

The Company has entered into deeds of indemnity with each director whereby, to the extent permitted by the *Corporations Act 2001*, the Company agreed to indemnify each director against all loss and liability incurred as an officer of the Company, including all liability in defending any relevant proceedings.

The Company is required to indemnify the directors and other officers of the Company against any liabilities incurred by the directors and officers that may arise from their position as directors and officers of the Company. No costs were incurred during the year pursuant to this indemnity.

Insurance premiums

Since the end of the previous year, the Group has paid insurance premiums to insure the directors and officers in respect of directors' and officers' liability and legal expenses insurance contracts.

Proceedings on Behalf of Group

No person has applied to the Court under section 237 of the *Corporations Act 2001* to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Group with leave of the Court under section 237 of the *Corporations Act 2001*.

Non audit services

The Board of Directors, in accordance with advice from the Audit, Risk and Corporate Governance Committee, is satisfied that the provision of non audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non audit services are reviewed and approved by the Audit, Risk and Corporate Governance Committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

Fees for non audit services paid or payable to the external auditors or its related practices during the year ended 30 June 2023 was \$9,364 (2022: \$6,700).

Share options

As at 30 June 2023 there were 12,000,000 (2022: 60,665,731) unissued ordinary shares under options. During the Period no options were exercised. (2022: 37,736).



Remuneration report

– Audited

The information provided in this remuneration report has been audited as required by section 308(3C) of the *Corporations Act 2001*.

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

- A Key management personnel
- B Remuneration Policy
- D Details of remuneration
- E Employment Contracts
- F Service agreements
- G Share based compensation
- H Shareholding of key management personnel
- I Transactions with Key Management personnel



A. Key management personnel (KMP)

Key management personnel are those persons having authority and responsibility for planning, direction and controlling the activities of the entity, directly or indirectly, including all directors.

Non-Executive Directors	Position	Period position was held during the year
Steven Zaninovich	Independent Non-Executive Director, Chair	Full Year
Martin Janes	Independent Non-Executive Director	Full Year
Graham Mc Garry	Non-Executive Director	Appointed 7 February 2023
Gerard Anderson	Independent Non-Executive Director	Resigned 6 February 2023
Paul Cmrlec	Non-Executive Director	Resigned 27 January 2023
Scott Huffadine	Alternate Director – P Cmrlec	Resigned 27 January 2023
Executive Directors	Position	
Timothy Wither	Managing Director	Full Year
Executives	Position	
Rajita Alwis	Company Secretary	Full Year
Gregor Bennett	Exploration Manager	Appointed 10 January 2023

Individuals above are considered key management personnel as they meet the definition being identified as KMP. In particular personnel other than Directors have authority and responsibility, whether directly or indirectly, for the planning, operations and strategic direction of the Group's activities and operations.

B. Remuneration Policy

The Group's policy for determining the nature and amounts of emoluments of board members and other key management personnel of the Group is outlined below:

The Company's Constitution specifies that the total amount of remuneration of non-executive directors shall be fixed from time to time by a general meeting. The current maximum aggregate remuneration of non-executive directors was set at \$300,000 per annum in October 2006 and remains at that same level. Directors may apportion any amount up to this maximum amount amongst the non-executive directors as they determine. Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in performing their duties as directors.

The remuneration of the Managing Director, Mr Tim Wither, is determined by the non-executive directors on the Board as part of the terms and conditions of his employment which are subject to review from time to time. The remuneration of other executive officers and employees is determined by the Managing Director subject to the approval of the Board. Mr Wither was appointed Managing Director on 10 August 2020.

Rajita Alwis is engaged under a service contract with Alwis & Alwis Pty Ltd. During the year, fees paid or payable for service provided by Ms Alwis was \$78,000.

Graegor Bennett was appointed as Exploration Manager on 10 January 2023.

Non-executive director remuneration is by way of fees and/or statutory superannuation contributions. Non-executive directors do not participate in schemes designed for remuneration of executives nor do they receive options or bonus payments and are not provided with retirement benefits other than salary sacrifice and statutory superannuation.

The Group's remuneration structure is based on a number of factors including the particular experience and performance of the individual in meeting key objectives of the Group. The Board is responsible for assessing relevant employment market conditions and achieving the overall, long-term objective of maximising shareholder benefits, through the retention of high-quality personnel.

The Group does not presently emphasise payment for results through the provision of cash bonus schemes or other incentive payments based on key performance indicators of the Group given the nature of the Group's business as a junior listed mineral exploration entity and the current status of its activities.

However, the Board may approve the payment of cash bonuses from time to time in order to reward individual executive performance in achieving key objectives as considered appropriate by the Board.

The Group also has an Employee Incentive Option and Performance Rights Plan approved by shareholders that enables the Board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Group's eligible employees as determined by the Board in accordance with the terms and conditions of the Plan.

The objective of the Plan is to align the interests of employees and shareholders by providing employees of the Group with the opportunity to participate in the equity of the Company as a long-term incentive to achieve greater success and profitability for the Group and to maximise the long-term performance of the Group.

The employment conditions of the Managing Director have been formalised in a contract of employment. The base salary as set out in the employment contract is reviewed annually. The Managing Director's contract may be terminated at any time by mutual agreement and in instances of serious misconduct the Company may terminate his agreement without notice.

The employment conditions of the Exploration Manager have been formalised in a contract of employment. The base salary as set out in the employment contract is reviewed annually. The Exploration Manager's contract may be terminated at any time by mutual agreement and in instances of serious misconduct the Company may terminate his agreement without notice.

No remuneration consultants were engaged for the year ending 30 June 2023.

C. Details of Remuneration

2023	Short-term employee benefits			Post employment benefits	Long-term employee benefits	Share-Based payments		Total
	Name	Fees \$	Salary \$	Annual leave accrued \$	Super-annuation \$	Long service leave accrued \$	Options \$	Rights \$
	Steven Zaninovich*	50,000	-	-	-	-	-	-
	Timothy Wither	-	275,000	8,039	28,875	-	-	130,338
	Martin Janes**	50,000	-	-	-	-	-	-
	Graham Mc Garry***	19,792	-	-	-	-	-	-
	Gerard Anderson****	27,203	-	-	2,856	-	-	-
	Paul Cmrlec*****	12,954	-	-	1,360	-	-	-
	Scott Huffadine*****	12,954	-	-	1,360	-	-	-
	Rajita Alwis	78,000	-	-	-	-	-	-
	Gregor Bennett	-	104,667	7,650	10,990	-	-	36,474
	Total	250,903	379,667	15,689	45,441	-	-	166,812

Ms Alwis is engaged under a service contract with Alwis & Alwis Pty Ltd. During the year, fees paid or payable for service provided by Ms Alwis was \$78,000.

Mr Bennett commenced employment on 10 January 2023.

*As at 30 June 2023, non-executive director fees of \$12,500 were unpaid to Mr Zaninovich

**As at 30 June 2023, non-executive director fees of \$12,500 were unpaid to Mr Janes

*** Mr Mc Garry was appointed as a director on 7 February 2023. As at 30 June 2023, non-executive director fees of \$12,500 were unpaid.

****Mr Anderson resigned on 6 February 2023.

*****Mr Cmrlec & Mr Huffadine resigned on 27 January 2023.

2022	Short-term employee benefits			Post employment benefits	Long-term employee benefits	Share-Based payments		Total
	Name	Fees \$	Salary \$	Annual leave accrued \$	Super-annuation \$	Long service leave accrued \$	Options \$	Rights \$
	Steven Zaninovich*	50,000	-	-	-	-	-	-
	Timothy Wither	-	268,750	12,058	26,875	-	-	276,044
	Gerard Anderson**	45,455	-	-	4,545	-	-	-
	Martin Janes***	50,000	-	-	-	-	-	-
	Paul Cmrlec****	16,098	-	-	1,610	-	-	-
	Scott Huffadine*****	16,098	-	-	1,610	-	-	-
	Rajita Alwis	86,640	-	-	-	-	-	-
	Travis Murphy*****	-	195,000	9,975	19,500	-	-	(17,797)
	Total	264,291	463,750	22,033	54,140	-	-	258,247

Ms Alwis is engaged under a service contract with Alwis & Alwis Pty Ltd. During the year, fees paid or payable for service provided by Ms Alwis was \$86,640.

*As at 30 June 2022, non-executive director fees of \$4,167 were unpaid to Mr Zaninovich.

**As at 30 June 2022 non-executive director fees of \$4,167 were unpaid to Mr Anderson.

***As at 30 June 2022 non-executive director fees of \$4,167 were unpaid to Mr Janes.

**** Mr Cmrlec was appointed as a director on 18 October 2021. As at 30 June 2022, non-executive director fees of \$2,084 were unpaid to Mr Cmrlec

*****Mr Huffadine was appointed as an Alternate Director to Mr Cmrlec on 18 October 2021. As at 30 June 2022, non-executive director fees of \$2,084 were unpaid to Mr Huffadine.

*****Incentive Rights did not vest due to failure to satisfy service conditions

C. Details of Remuneration

The relative proportions of remuneration that fixed and those that are at risk are as follows:

Name	At risk - STI*	At risk - STI*	At risk - LTI**	At risk - LTI**
	2023 %	2022 %	2023 %	2022 %
Timothy Wither	-	-	30	47
Gregor Bennett	-	N/A	23	N/A
Travis Murphy	N/A	-	N/A	-

*Short-term incentives (STI) include cash incentive payments (bonuses) linked to company and/or individual performance.

**Long-term incentive (LTI) includes equity grants issued via the Company's Employee Incentive Option and Performance Rights Plan. This plan is designed to provide long term incentives for executives to deliver long term shareholder returns.

E. Employment Contracts

The Board negotiated an employment contract with Mr Wither with no fixed term at a salary of \$250,000 per annum plus superannuation guarantee contributions. The termination notice period is 3 months for both the Company and employee and the contract makes allowance for a 6-month base salary with a change of control benefit.

Mr Bennett is engaged under an employment contract with no fixed term at a salary of \$220,000 per annum plus superannuation guarantee contributions. The termination notice period is 12 weeks for the Company or 4 weeks from the employee.

F. Service Agreements

All non-executive directors were engaged as directors with formal agreements per the ASX Corporate Governance Principles and Recommendations Fourth Edition.

Ms Alwis is engaged under a service contract with Alwis & Alwis Pty Ltd. The notice period is one month as outlined in the service contract.

G. Share based compensation

Incentive & Performance rights

The Company has an Employee Incentive Option and Performance Rights Plan approved by shareholders that enables the Board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Company's eligible employees as determined by the Board in accordance with the terms and conditions of the Plan.

The table below show a reconciliation of all Incentive and Performance Rights held by KMP at the beginning and end of the period, reflecting the overall exposure of each KMP to the Company's performance and share value. It also shows the amount of distributions received during the period. Other changes show forfeited and cancelled rights.

KMP	Type	Held at 1 July 2022	Granted during the year	Exercised	Other changes	Held at 30 June 2023
Tim Wither	Incentive Rights	2,000,000	-	(1,000,000)	-	1,000,000
	Performance Rights (Market)	2,000,000	1,000,000	-	(2,000,000)	1,000,000
	Performance Rights (KPI)	-	1,500,000	-	-	1,500,000
Gregor Bennett	Incentive Rights	-	2,000,000	-	-	2,000,000
	Performance Rights (KPI)	-	2,000,000	-	-	2,000,000

Fair value of Rights

Incentive Rights

The Fair Value of the Incentive Rights were valued on the basis that the one incentive rights has the same value as one ordinary share. The Board then makes a determination annually as to the probability of the rights vesting. The Rights with an assessed probability of greater than 50% are recognised in the accounts. The Rights with an assessed probability of less than 50% have not been recognised in the accounts. The fair value of such Incentive rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

The Vesting Conditions for the Incentive Rights are as follows:

- Tranche 1 Rights will vest on the first anniversary of employment with the Company;
- Tranche 2 Rights will vest on the second anniversary of employment with the Company; and
- Tranche 3 Rights will vest on the date the Company's directors resolve (in their discretion), the Company has advanced a project to initial gold production and the employee is still employed with the Company.

The key inputs to determine the fair value of the Incentive Right is as follows:

KMP	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share price at Grant Date	Fair Value
Tim Wither	Second year anniversary	1,000,000	14 October 2020	10 August 2022	10 August 2022	\$0.175	\$175,000
	Initial gold production	1,000,000	14 October 2020	Initial gold production	variable*	\$0.175	\$175,000
Gregor Bennett	First year anniversary	340,000	1 February 2023	1 February 2024	1 February 2024	\$0.041	\$13,940
	Second year anniversary	860,000	1 February 2023	1 February 2025	1 February 2025	\$0.041	\$35,260
	Initial gold production	800,000	1 February 2023	Initial gold production	variable*	0.041	\$32,800

*The Initial gold production has a variable expiry date as the rights expire upon the employee no longer being employed by the Company, an unknown/variable date for each employee.

Performance Rights (Market)

These Performance Rights were independently valued under the Monte Carlo method. This is considered the most appropriate valuation method due to the consideration of market based conditions influencing the vesting of the performance rights. The fair value of such Performance Rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

1. **Total Shareholder Return (TSR) Performance Rights**

The Rights are subject to the following vesting conditions:

Tranche 1: 2,000,000 Performance Rights

The Holder (or if the Holder is a nominee of a person, that person) must remain an Eligible Participant until 30 June 2022.

- 1,000,000 Performance Rights will vest conditional upon the Company achieving a TSR of 15% or more at the end of the performance period.
- Up to 1,000,000 Performance Rights will vest in accordance to the Relative TSR Performance** conditions as detailed under the Total Shareholder Return section.

Tranche 2: 2,000,000 Performance Rights

The Holder (or if the Holder is a nominee of a person, that person) must remain an Eligible Participant until 30 June 2023.

- 1,000,000 Performance Rights will vest conditional upon the Company achieving a TSR of 15% or more at the end of the performance period.
- Up to 1,000,000 Performance Rights will vest in accordance to the Relative TSR Performance** conditions as detailed under the Total Shareholder Return section.

* Total Shareholder Return (TSR)

Total Shareholder Return (TSR) is the percentage growth in shareholder value from holding Shares over the relevant Performance Periods, calculated as follows:

$$\text{TSR} = ((B-A) + C) / A$$

- A = the Market Value of the Shares at the start of the Performance Period;
- B = the Market Value of the Shares at the end of each Performance Period;
- C = the aggregate dividend amount per Share paid during the Performance Period;
- Market Value is calculated as the 20-day volume weighted average market price of the Shares on the ASX ending on the day prior to the start or end of the Performance Period, as applicable.
- Performance Period means: For Tranche 1: 1 July 2021 to 30 June 2022, and for Tranche 2: 1 July 2022 to 30 June 2023.

**The Relative TSR performance condition measures the Company's ability to deliver superior shareholder returns relative to its peer companies by comparing the TSR performance of the Company against the performance of the S&P/ASX 300 Metals and Mining (Industry) - Market Index (ASX:XXM). The vesting schedule for the Relative TSR measure is as follows:

Relative TSR Performance	% Contribution to the Number of Employee Performance Rights to Vest
Below Index	0%
Equal to the Index	50%
Above Index and below 15% above the Index	Pro-rata from 50% to 100%
15% above the Index	100%

The key inputs to determine the fair value of the Performance Rights utilizing the Monte Carlo methods is as follows:

KMP	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share Price at Grant Date	Volatility	Discount rate	Fair Value
Tim Wither	Tranche 1	1,000,000	17 December 2021	30 June 2022	30 June 2022	\$0.070	86.5%	2.94%	\$39,559
	Tranche 2	1,000,000	17 December 2021	30 June 2022	30 June 2022	\$0.070	86.5%	2.94%	\$54,161
	Tranche 1	1,000,000	17 December 2021	30 June 2023	30 June 2023	\$0.070	86.5%	2.94%	\$45,893
	Tranche 2	1,000,000	17 December 2021	30 June 2023	30 June 2023	\$0.070	86.5%	2.94%	\$50,942

2. Target Share Price Performance Rights

1,000,000 Performance Rights will vest conditional on the Company's 20 day VWAP Share Price up to and including 30 June 2025 being equal or greater than \$0.11 per ordinary share. Any unvested Performance Rights will lapse if the Holder ceases employment with the Company.

The key inputs to determine the fair value of these Performance Rights are as follows:

KMP	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share Price at Grant Date	Volatility	Discount rate	Fair Value
Tim Wither	Share price \$0.11	1,000,000	11 November 2022	30 June 2025	30 June 2025	\$0.046	86.5%	2.94%	\$10,328

Performance Rights (KPI)

The Fair Value of these Performance Rights were valued on the basis that the one incentive rights has the same value as one ordinary share. The Board then makes a determination annually as to the probability of the rights vesting. The Rights with an assessed probability of greater than 50% are recognized in the accounts. The Rights with an assessed probability of less than 50% have not been recognized in the accounts. The fair value of such performance rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

The Vesting Conditions for these Performance Rights are as follows:

- Conditional upon the Company achieving a Total JORC Mineral Resource of at least 300,000oz gold or
- Conditional upon the Company achieving a Total JORC Mineral Resource of at least 500,000oz gold or equivalent.

The key inputs to determine the fair value of the Performance Rights is as follows:

KMP	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share price at Grant Date	Fair Value
Tim Wither	300,000 oz JORC	500,000	11 November 2022	300,000 oz JORC Mineral Resource	11 November 2025	\$0.046	\$23,000
	500,000 oz JORC	1,000,000	11 November 2022	500,000 oz JORC Mineral Resource	30 June 2025	\$0.046	\$46,000
Gregor Bennett	300,000 oz JORC	500,000	1 February 2023	300,000 oz JORC Mineral Resource	30 June 2025	\$0.041	\$20,500
	500,000 oz JORC	1,500,000	1 February 2023	500,000 oz JORC Mineral Resource	30 June 2025	\$0.041	\$61,500

H Directors interests in shares and options

The number of shares in the Company held during the financial year by each director and key management personnel of Maximus Resources Limited, including their personally related parties, are set out below.

Ordinary shares

2023

Name	Balance as the start of the year	Received as compensation	Acquired / disposed	Other	Balance at the end of the year
Steven Zaninovich	460,526	-	-	-	460,526
Timothy Wither	710,526	1,000,000	-	-	1,710,526
Martin Janes	1,176,316	-	-	-	1,176,316
Graham McGarry*	-	-	63,254,972	-	63,254,972
Gerard Anderson**	680,156	-	-	(680,156)	-
Paul Cmrlec***	63,254,972	-	(63,254,972)	-	-
Scott Huffadine***	63,254,972	-	(63,254,972)	-	-

*Appointed 7 February 2023. Shares are held in Beacon Minerals Limited (ASX:BCN). The share were purchased on-market prior to Mr McGarry being appointed a director of the Company.

**Resigned 6 February 2023.

***Resigned 27 January 2023. Shares were held in Pantoro Limited (ASX:PNR)

2022

Name	Balance as the start of the year	Received as compensation	Acquired / disposed	Other	Balance at the end of the year
Steven Zaninovich	210,526	-	250,000	-	460,526
Timothy Wither	210,526	500,000	-	-	710,526
Gerard Anderson	555,156	-	125,000	-	680,156
Martin Janes	926,316	-	250,000	-	1,176,316
Paul Cmrlec*	-	-	63,254,972	-	63,254,972
Scott Huffadine*	-	-	63,254,972	-	63,254,972

* Appointed 18 October 2021. Shares are held in Pantoro Ltd (ASX:PNR)

Options

2023

Name	Balance as the start of the year	Received as compensation	Acquired / disposed	Ceased	Balance at the end of the year
Steve Zaninovich	83,334	-	-	(83,334)*	-
Gerard Anderson	41,667	-	-	(41,667)*	-
Martin Janes	83,334	-	-	(83,334)*	-

The options expired on 6 January 2023.

2022

Name	Balance as the start of the year	Received as compensation	Acquired / disposed	Ceased	Balance at the end of the year
Steve Zaninovich	-	-	83,334*	-	83,334
Gerard Anderson	4,807	-	41,667*	(4,807)	41,667
Martin Janes	-	-	83,334*	-	83,334

The options are quoted on the ASX and carry no dividend or voting rights.

*The options were acquired as Messrs. Zaninovich, Anderson and Janes participated in a Placement Entitlement Issue in April 2021 which included a 1 for 3 free attaching option to all placement holders.

I Transactions with key management personnel

During the year ending 30 June 2023 there were no transactions with related parties.

As at 30 June 2023, the following non-executive director fees totalling \$37,500 were outstanding as follows:

- S Zaninovich \$12,500 (2022: \$4,167)
- M Janes \$12,500 (2022: \$4,167)
- G McGarry \$12,500 (2022: N/A)
- G Anderson N/A (2022: \$4,167)
- P Cmrlec N/A (2022: \$2,084)
- S Huffadine N/A (2022: \$2,084)

END OF AUDITED REMUNERATION REPORT

Auditors independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 27.

This report is signed and dated in Adelaide on this 25th day of September 2023 and made in accordance with a resolution of the directors.



Tim Wither
Managing Director

Auditors independence declaration



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Auditor's Independence Declaration

To the Directors of Maximus Resources Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Maximus Resources Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.


GRANT THORNTON AUDIT PTY LTD
Chartered Accountants


I S Kemp
Partner – Audit & Assurance

Adelaide, 25 September 2023

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Financial Statements

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Consolidated statement of profit or loss and other comprehensive income

For the year ended 30 June 2023

		Consolidated 30 June 2023 \$	30 June 2022 \$
	Notes		
Other income			
Other income	3	127,795	474,028
Expenses			
Compliance expenses	4	(171,017)	(276,591)
Consulting expenses	4	(130,843)	(158,375)
Depreciation expense		(5,273)	(4,509)
Employee expenses		(428,186)	(525,033)
Legal expenses		(60,038)	(124,845)
Marketing expenses	4	(68,337)	(78,508)
Finance expense		(12)	(6)
Share based payments	12	(195,925)	(258,247)
Exploration expenditure written off	4	(46,597)	(19,597)
Other expenses	4	(85,348)	(104,953)
(Loss) before income tax		(1,063,781)	(1,076,636)
Income tax expense	5	-	-
Profit/(Loss) for the year		(1,063,781)	(1,076,636)
Other comprehensive income for the year (net of tax)		-	-
Total comprehensive loss for the year		(1,063,781)	(1,076,636)
Earnings per share	21	Cents	Cents
Basic and diluted earnings/(loss) per share		(0.334)	(0.402)

This statement should be read in conjunction with the notes to the financial statements.

Consolidated statement of financial position

For the year ended 30 June 2023

		Consolidated	
	Notes	30 June 2023 \$	30 June 2022 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	3,631,540	7,145,660
Trade and other receivables	7	87,650	30,048
Prepayments		85,460	80,170
Total current assets		3,804,650	7,255,878
Non-current assets			
Plant and equipment	8	125,893	182,704
Exploration and evaluation	9	13,516,368	10,485,555
Total non-current assets		13,642,261	10,668,259
Total assets		17,446,911	17,924,137
LIABILITIES			
Current liabilities			
Trade and other payables	10	672,763	272,222
Provisions		55,873	62,198
Total current liabilities		728,636	334,420
Total liabilities		728,636	334,420
Net assets		16,718,275	17,589,718
EQUITY			
Contributed equity	11	56,316,652	56,138,939
Reserves	12	763,615	1,099,060
Accumulated losses	13	(40,361,992)	(39,648,281)
Total equity		16,718,275	17,589,718

This statement should be read in conjunction with the notes to the financial statements.

Consolidated statement of changes in equity

For the year ended 30 June 2023

Consolidated	Notes	Contributed equity \$	Reserves	Accumulated losses \$	Total equity \$
Balance at 1 July 2022		56,138,939	1,099,060	(39,648,281)	17,589,718
Total comprehensive profit for the year:					
Loss for the year		-	-	(1,063,781)	(1,084,599)
Other comprehensive income		-	-	-	-
		<u>56,138,939</u>	<u>1,099,060</u>	<u>(40,712,062)</u>	<u>16,525,937</u>
Transactions with owners in their capacity as owners:					
Share based payment expense	12	-	195,925	-	195,925
Employee Rights exercised	12	181,300	(181,300)	-	-
Employee Rights lapsed	12	-	(96,998)	96,998	-
Options lapsed	12	-	(253,072)	253,072	-
Transaction costs	11	(3,587)	-	-	(3,587)
		<u>56,316,652</u>	<u>763,615</u>	<u>(40,361,992)</u>	<u>16,718,275</u>
Balance at 30 June 2023					
Balance at 1 July 2021		45,369,857	1,739,342	(40,081,102)	7,028,097
Total comprehensive loss for the year:					
Loss for the year		-	-	(1,076,636)	(1,076,636)
Other comprehensive income		-	-	-	-
		<u>45,369,857</u>	<u>1,739,342</u>	<u>(41,157,738)</u>	<u>5,951,461</u>
Transactions with owners in their capacity as owners:					
Broker Option Reserve	12	-	600,176	-	600,176
Share based payment reserve	12	-	258,247	-	258,247
Employee Rights exercised	12	104,348	(104,348)	-	-
Employee Rights lapsed	12	-	(93,689)	93,689	-
Contributions of equity	11	12,054,150	115,100	-	12,169,250
Broker options lapsed	12	-	(1,415,768)	1,415,768	-
Transaction costs	11	(1,389,417)	-	-	(1,389,417)
		<u>56,138,939</u>	<u>1,099,060</u>	<u>(39,648,281)</u>	<u>17,589,718</u>
Balance at 30 June 2022					

This statement should be read in conjunction with the notes to the financial statements.

Consolidated statement of cash flows

For the year ended 30 June 2023

	Notes	Consolidated 30 June 2023 \$	30 June 2022 \$
Cash flows from operating activities			
Other receipts		10,966	471,663
Payments to suppliers and employees		(848,396)	(1,150,169)
Interest received		43,746	1,862
Interest paid		(12)	(6)
Net cash (outflows)/inflows from operating activities	20	(793,696)	(676,650)
Cash flows from investing activities			
Proceeds from sale of plant & equipment		4,698	-
Payments for plant & equipment		(8,854)	(139,995)
Payments for exploration and evaluation		(2,712,681)	(4,745,500)
Net cash (outflows)/inflows from investing activities		(2,716,837)	(4,885,495)
Cash flows from financing activities			
Proceeds from issues of shares and other equity securities		-	12,169,250
Transaction costs associated with equity issues		(3,587)	(789,240)
Net cash inflows/(outflows) from financing activities		(3,587)	11,380,010
Net increase in cash and cash equivalents		(3,514,120)	5,817,865
Cash and cash equivalents at the beginning of the financial year		7,145,660	1,327,795
Cash and cash equivalents at the end of the financial year	6	3,631,540	7,145,660

This statement should be read in conjunction with the notes to the financial statements.

Notes to the financial statements

For the year ended 30 June 2023

1 Summary of significant accounting policies

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of Maximus Resources Limited and its subsidiaries.

a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. Maximus Resources Limited is a for-profit entity for the purpose of preparing the financial statements.

(i) Compliance with IFRS

The consolidated financial statements of the Maximus Resources Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRSs ensures that the financial statements and notes comply with International Financial Reporting Standards (IFRS).

(ii) Historical cost convention

These financial statements have been prepared in accordance with the historical cost convention, unless a different measurement basis is specifically disclosed in the notes associated with the item measured on a different basis.

(iii) Critical accounting estimates

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

b) Basis of consolidation

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2022. The Parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June 2022.

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

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

c) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of gold and or other minerals is measured at fair value of the consideration received or receivable. Revenue is recognised when gold and or other minerals is delivered to the buyer.

Interest revenue is recognised using the effective interest rate method.

d) Employee Benefits

Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Notes to the financial statements

Other long-term employee benefits

The Group's liabilities for annual leave and long service leave are included in other long-term benefits as they are not expected to be settled wholly within twelve (12) months after the end of the period in which the employees render the related service. They are measured at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds (2021: government bonds) that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur.

The Group presents employee benefit obligations as current liabilities in the statement of financial position if the Group does not have an unconditional right to defer settlement for at least twelve (12) months after the reporting period, irrespective of when the actual settlement is expected to take place.

e) Segment reporting

The Board has considered the requirements of AASB 8 Operating Segments and the internal reports that are reviewed by the Board allocating resources and has concluded at this time that there are no separate identifiable segments.

f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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 Company 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The Company and its subsidiaries are not part of a consolidated tax group.

AASB Interpretation 23 Uncertainty over Income Tax Treatment

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of AASB 112 Income Taxes. It does not apply to taxes or levies outside the scope of AASB 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- 1 Whether an entity considers uncertain tax treatments separately
- 2 The assumptions an entity makes about the examination of tax treatments by taxation authorities

Notes to the financial statements

3. How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates
4. How an entity considers changes in facts and circumstances

An entity has to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty needs to be followed. The Company applies significant judgement in identifying uncertainties over income tax treatments. Since the Group operates in a complex multinational environment, it assessed whether the Interpretation had an impact on its consolidated financial statements.

g)

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

h) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, 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 3 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.

i) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit losses. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

The Group uses a simplified approach in accounting for trade and other receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. The Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix. The Group has assessed the impact of the impairment model and no adjustment was required in Group's financial statements.

j) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

k) Earnings per share (EPS)

(i) 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, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary

Notes to the financial statements

- shares, and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

l) Exploration and evaluation expenditure

Exploration and evaluation costs related to an area of interest are written off as incurred except they may be carried forward as an item in the statement of financial position where the rights of tenure of an area are current and one of the following conditions is met:

- the costs are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
- exploration and/or evaluation activities in the area of interest have not at the end of each reporting period reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Capitalised costs include costs directly related to exploration and evaluation activities in the relevant area of interest. General and administrative costs are allocated to an exploration or evaluation asset only to the extent that those costs can be related directly to operational activities in the area of interest to which the asset relates.

Capitalised exploration and evaluation expenditure is written off where the above conditions are no longer satisfied.

All capitalised exploration and evaluation expenditure is assessed for impairment if facts and circumstances indicate that an impairment may exist. Exploration and evaluation assets are also tested for impairment once commercial reserves are found, before the assets are transferred to development properties.

m) 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 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 flows.

n) Comparative figures

Comparative figures are adjusted to conform to Accounting Standards when required.

o) Contributed equity

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.

p) Key estimates

The preparation of the financial statements requires management to make estimates and judgments. These estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Notes to the financial statements

Impairment

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Exploration and Evaluation

The Group's policy for exploration and evaluation is discussed in Note 1(m). The application of this policy requires management to make certain assumptions as to future events and circumstances. Any such estimates and assumptions may change as new information becomes available. If, after having capitalised exploration and evaluation expenditure, management concludes that the capitalised expenditure is unlikely to be recovered by future sale or exploration, then the relevant capitalised amount will be written off through the statement of profit or loss and other comprehensive income.

q) Adoption of the new and revised accounting standards

There were no new and amended standards application to the Group for the annual reporting period ended 30 June 2023.

r) Recently issued accounting standards to be applied in future accounting periods

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2023. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Notes to the financial statements

2 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity 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.

Risk management is carried out by management under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, the use of financial instruments and investment of excess liquidity.

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable.

The Group holds the following financial instruments:

	Consolidated	
	30 June 2023	30 June 2022
	\$	\$
Financial assets		
Cash and cash equivalents	3,631,540	7,145,660
Trade and other receivables	87,150	30,048
	<u>3,658,690</u>	<u>7,175,708</u>
Financial liabilities		
Trade and other payables	672,763	272,222
	<u>672,763</u>	<u>272,222</u>

(a) Market risk

(i) Price risk

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market prices (other than those arising from foreign exchange or interest rate risk). The Group is not exposed to any material price risk.

(ii) Cash flow and fair value interest rate risk

Interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted interest rates on classes of financial assets and financial liabilities. Interest rate risk is managed by the Company with the use of rolling short-term deposits.

The Company has no long term financial liabilities upon which it pays interest.

As at the end of the reporting period, Maximus Resources Limited had the following variable rate cash and cash equivalent holdings:

	30 June 2023	30 June 2023	30 June 2022	30 June 2022
	Weighted average interest rate %	Balance \$	Weighted average interest rate %	Balance \$
Cash and cash equivalents	0.96	<u>3,631,540</u>	0.03	<u>7,145,660</u>
Net exposure to cashflow interest rate		<u>3,631,540</u>		<u>7,145,660</u>

Notes to the financial statements

Interest rate sensitivity analysis

At 30 June 2023, the effect on profit and equity as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	Carrying amount \$	Interest rate risk			
		Increase 2%		Decrease 2%	
		Profit \$	Equity \$	Profit \$	Equity \$
30 June 2023					
Financial assets					
Cash and cash equivalents	3,631,540	27,685	27,685	(27,685)	(27,685)
Total increase/ (decrease)		27,685	27,685	(27,685)	(27,685)
	Carrying amount \$	Increase 2%		Decrease 2%	
		Profit \$	Equity \$	Profit \$	Equity \$
30 June 2022					
Financial assets					
Cash and cash equivalents	7,145,660	3,800	3,800	(3,800)	(3,800)
Total increase/ (decrease)		3,800	3,800	(3,800)	(3,800)

(b) Credit risk

Credit risk is the risk of default by borrowers and transactional counterparties as well as the loss of value of assets due to deterioration in credit quality. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board.

(c) Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in settling its debts or otherwise meeting its obligations. The Group manages liquidity risk by monitoring cash flows and ensuring that adequate funds are available to meet cash demands.

The table summarises the maturity profile of the Company's financial liabilities as of 30 June 2023 and 2022 based on contractual undiscounted payments.

	30 June 2023			
	< 1 year	1 to < 2 years	2 to < 3 years	Total
Trade Creditors	624,231	-	-	624,231
Accruals	48,532	-	-	48,532
	672,763	-	-	672,763
	30 June 2022			
	< 1 year	1 to < 2 years	2 to < 3 years	Total
Trade Creditors	209,983	-	-	209,983
Accruals	62,239	-	-	62,239
	272,222	-	-	272,222

Notes to the financial statements

3. Other income

	Consolidated	
	30 June 2023	30 June 2022
	\$	\$
Interest income	44,946	1,862
Fuel tax rebate	22,849	31,663
Settlement funds*	-	440,000
Bad debt recovered*	60,000	-
Profit on sale of assets	-	503
	<u>127,795</u>	<u>474,028</u>

*Amounts relates to funds received for matters and disputes relating to the Burbanks Mill operation.

4. Expenses

	Consolidated	
	30 June 2023	30 June 2022
	\$	\$
Other		
Short term lease expenses	17,105	17,051
Project acquisition expenses	25,611	57,603
Office expenses	6,749	5,844
Subscriptions	8,723	3,049
Travel & Accommodation	25,807	20,012
Other expenses	1,353	1,394
	<u>85,348</u>	<u>104,953</u>
Consulting expenses		
Tax agent fees	9,364	6,700
Company secretarial and accounting services	78,000	86,640
Corporate advisory	6,000	60,000
Human resources	37,479	5,035
	<u>130,843</u>	<u>158,375</u>
Compliance expenses		
Share registry fees	18,878	81,830
ASIC fees	5,861	12,100
ASX fees	41,796	45,370
Audit fees	61,287	74,439
Insurance	43,195	62,852
	<u>171,017</u>	<u>276,591</u>
Marketing		
Investor relations	68,337	78,508
	<u>68,337</u>	<u>78,508</u>
Exploration expenses		
Exploration expenditure	46,597	19,597
	<u>46,597</u>	<u>19,597</u>

Notes to the financial statements

5. Income Tax Expense

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
(a) Income tax expense:		
Current tax	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	(1,063,782)	(1,076,636)
Tax at the Australian tax rate of 30% (2022: 30%)	(1,063,782)	(279,925)
<i>Tax effect of amounts which are not deductible (assessable) in calculating taxable income:</i>		
Temporary differences not brought to account	319,135	279,925

Income tax expense

A deferred tax asset (DTA) has not been recognised in respect of temporary differences as they do not meet the recognition criteria as outlined in Note 1(f) of the financial statements. A DTA has not been recognised in respect of tax losses either as realisation of the benefit is not regarded as probable.

The Company has unrecognised DTAs of \$12,885,773 (2022: \$12,566,638) that are available indefinitely for offset against future taxable profits, subject to meeting the Same Business and Continuity of Ownership tests.

The tax rates applicable to each potential tax benefit are as follows:

- timing differences – 30%
- tax losses – 30%

6. Current assets - Cash and cash equivalents

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
Cash at bank and in hand	3,631,540	7,145,660
	3,631,540	7,145,660

(a) Risk exposure

The Group's exposure to interest rate risk is discussed in note 2. The maximum exposure to credit risk at the end of each reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

Notes to the financial statements

7. Current assets - Trade and other receivables

	Consolidated 30 June 2023 \$	30 June 2022 \$
Net trade receivables		
Trade and other receivables	87,650	350,797
Provision for doubtful debts	-	(322,099)
GST receivable/(payable)	-	1,350
	<u>87,650</u>	<u>30,048</u>

Trade and other receivables includes an outstanding amount from Lloyd George Mining Pty Ltd for milling charges relating to a toll treatment campaign at Burbanks during June 2019. Following debt recover action, the Company has negotiated a settlement payment with receipt of the final payment made on 17 September 2023. The Company had previously recorded a provision against this outstanding amount.

8. Plant & Equipment

Consolidated	Other plant and equipment \$	Exploration equipment \$	Motor Vehicles \$	Total \$
Cost				
At 1 July 2021	11,536	19,041	47,278	77,855
Additions	2,166	168,406	-	170,572
Disposals	(3,409)	(4,732)	-	(8,141)
At 30 June 2022	<u>10,293</u>	<u>182,715</u>	<u>47,278</u>	<u>240,286</u>
Additions	5,494	3,360	-	8,854
Disposals	-	-	-	-
At 30 June 2023	<u>15,787</u>	<u>186,075</u>	<u>47,278</u>	<u>249,140</u>
Depreciation				
At 1 July 2021	(2,767)	(2,220)	(4,769)	(9,756)
Depreciation charge for the year	(4,509)	(39,964)	(6,754)	(51,227)
Disposals	2,289	1,111	-	3,400
At 30 June 2022	<u>(4,987)</u>	<u>(41,073)</u>	<u>(11,523)</u>	<u>(57,583)</u>
Depreciation charge for the year	(5,273)	(53,637)	(6,754)	(65,664)
Disposals	-	-	-	-
At 30 June 2023	<u>(10,260)</u>	<u>(94,710)</u>	<u>(18,277)</u>	<u>(123,247)</u>
Net book value				
At 30 June 2022	<u>5,306</u>	<u>141,643</u>	<u>35,755</u>	<u>182,704</u>
At 30 June 2023	<u>5,527</u>	<u>91,365</u>	<u>29,001</u>	<u>125,893</u>

Useful lives

The useful lives of the assets are estimated as follows:

Other plant & equipment	2 to 3 years
Exploration equipment	2 to 5 years
Motor Vehicles	7 years

Notes to the financial statements

9. Non-current assets - Exploration and evaluation

	Consolidated	
	30 June 2023	30 June 2022
<i>Exploration and evaluation</i>		
Movement:		
Opening balance	10,485,555	6,113,693
Expenditure incurred	3,077,410	4,391,459
Impairment charge for the year	(46,597)	(19,597)
Closing balance	13,516,368	10,485,555

10. Current liabilities - Trade and other payables

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
Trade payables	624,231	209,983
Other payables and accruals	48,532	62,239
	672,763	272,222

Notes to the financial statements

11. Contributed equity

	Consolidated		Consolidated	
	30 June 2023	30 June 2022	30 June 2023	30 June 2022
(a) Share capital			\$	\$
Ordinary shares				
Fully paid	319,055,768	315,905,768	56,316,652	56,138,939

(b) Movements in ordinary share capital:

Date	Details	Number of shares	Issue price	\$
1 July 2021	Opening balance	140,096,946		45,369,857
12 Aug 2021	Issue of Shares – incentive rights vested	500,000	-	87,500
25 Aug 2021	Issue of Shares – placement	12,182,343	\$0.068	828,399
12 Oct 2021	Issue of shares – incentive rights vested	175,500	-	16,848
13 Oct 2021	Issue of Shares – director placement	625,000	\$0.08	50,000
15 Oct 2021	Issue of Shares – placement	164,288,246	\$0.068	11,171,600
5 Jan 2022	Issue of Shares – exercise of listed options	1	0.11	-
7 Jan 2022	Issue of Shares – exercise of listed options	37,491	0.11	4,124
28 Jan 2022	Issue of Shares – exercise of listed options	244	\$0.11	27
	Less: Transaction costs arising on share issues			(1,868,209)
				12,158,499
	Less: Transaction costs arising on share issues			(1,389,417)
30 June 2022	Balance	317,905,768		56,138,939
10 Aug 2022	Issue of Shares – incentive rights vested/exercised	1,000,000	-	175,000
23 Dec 2022	Issue of Shares – performance rights vested/exercised	150,000	-	6,300
				181,300
	Less: Transactions costs arising on share issues			(3,587)
30 June 2023	Balance	319,055,768		56,316,652

(c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

At shareholders' meetings, on a show of hands every holder of ordinary shares present in person or by proxy is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(d) Capital risk management

The Group has no debt which has externally imposed capital requirements.

The Group's debt and capital includes ordinary share capital, supported by property, plant and equipment.

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

Notes to the financial statements

12. Reserves

Reserves includes an option reserve arising from the issue of broker options and a share based payments for incentive rights issued to employees. The breakdown of reserves is as follows:

(a) Option Reserve

Date	Details	Number of options	Valuation	Option Reserve \$
1 July 2021	Opening balance – unlisted options	1,000,000	-	-
1 July 2021	Opening balance – listed options	<u>42,366,433</u>		<u>1,553,741</u>
		43,366,433		1,553,741
18 Oct 2021	Allotment – broker options (unlisted)	12,000,000	\$0.0500	600,176
29 Oct 2021	Allotment – attaching options placement	6,299,542	-	-
5 Jan 2022	Exercise of listed options	(1)	-	-
7 Jan 2022	Exercise of listed options	(37,491)	-	-
7 Jan 2022	Broker options expired (MXROD)	(21,000,000)	-	(1,415,768)
7 Jan 2022	Expiry of options (MXROD)	(17,328,941)	-	-
7 Jan 2022	Allotment – Priority offer (MXROE)	38,366,433	-	115,100
8 Jan 2022	Expiry of unlisted options	(1,000,000)	-	-
28 Jan 2022	Exercise of listed options	(244)	-	-
				<u>(700,492)</u>
30 June 2022	Balance – unlisted options	12,000,000		600,176
30 June 2022	Balance – listed options	<u>48,665,731</u>		<u>253,073</u>
		60,665,731		853,249
6 Jan 2023	Broker options expired (MXROE)	(4,000,000)	-	(137,973)
6 Jan 2023	Expiry of listed options (MXROE)	(44,665,731)	-	<u>(115,100)</u>
				(253,073)
30 June 2023	Balance – unlisted options	12,000,000		600,176

No adjustments have been made to the life of the option. Accordingly, the expected life of the option has been taken to the full period of time from grant date to expiry date, which may fail to eventuate in the future.

On 6 January 2022 MXROE options expired in accordance with their option terms. Option holders who participated in the priority offer to subscribe for MXROE options paid \$115,100 to subscribe for the new options. 4,000,000 MXROE options were issued in previous years to brokers for consideration of completion on capital raises. As the MXROE options expired unexercised the option reserve is reduced by \$253,073.

The fair value of the options at measurement date were measured using the Black Scholes option valuation methodology. The inputs used in the valuation are as follows:

Measurement Date	Expiry Date	Share price at Grant Date	Exercise Price	Expected Volatility	Risk-free Interest Rate	Fair Value at Grant Date
27 May 2020	7 January 2022	\$0.07	\$0.11	80%	0.15%	\$0.0178
19 October 2020	7 January 2022	\$0.18	\$0.11	80%	0.15%	\$0.087
21 April 2021	6 January 2023	\$0.096	\$0.11	80%	0.15%	\$0.0345
15 October 2021	31 October 2024	\$0.082	\$0.085	100%	0.51%	\$0.0500

Notes to the financial statements

No adjustments has been made to the life of the option based on no past history regarding expected exercise or any variation of the expiry date. Accordingly, the expected life of the option has been taken to the full period of time from grant date to expiry date, which may fail to eventuate in the future.

(b) Share based payment reserve

Incentive & Performance rights

The Company has an Employee Incentive Option and Performance Rights Plan approved by shareholders that enables the Board to offer eligible employees rights to acquire ordinary fully paid shares in the Company. Under the terms of the Plan, rights to acquire ordinary fully paid shares at no cost may be offered to the Company's eligible employees as determined by the Board in accordance with the terms and conditions of the Plan.

The table below show a reconciliation of all Incentive and Performance Rights held by KMP at the beginning and end of the period, reflecting the overall exposure of each KMP to the Company's performance and share value. It also shows the amount of distributions received during the period. Other changes show forfeited and cancelled rights.

Employee	Type	Held at 1 July 2022	Granted during the year	Exercised	Other changes	Held at 30 June 2023
Tim Wither	Incentive Rights	2,000,000	-	(1,000,000)	-	1,000,000
	Performance Rights (Market)	2,000,000	1,000,000		(2,000,000)	1,000,000
	Performance Rights (KPI)	-	1,500,000	-	-	1,500,000
Gregor Bennett	Incentive Rights	-	2,000,000	-	-	2,000,000
	Performance Rights (KPI)	-	2,000,000	-	-	2,000,000

Fair value of Rights

Incentive Rights

The Fair Value of the Incentive Rights were valued on the basis that the one incentive rights has the same value as one ordinary share. The Board then makes a determination annually as to the probability of the rights vesting. The Rights with an assessed probability of greater than 50% are recognized in the accounts. The Rights with an assessed probability of less than 50% have not been recognized in the accounts. The fair value of such Incentive rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

The Vesting Conditions for the Incentive Rights are as follows:

- Tranche 1 Rights will vest on the first anniversary of employment with the Company;
- Tranche 2 Rights will vest on the second anniversary of employment with the Company; and
- Tranche 3 Rights will vest on the date the Company's directors resolve (in their discretion), the Company has advanced a project to initial gold production and the employee is still employed with the Company.

The key inputs to determine the fair value of the Incentive Right is as follows:

Employee	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share price at Grant Date	Fair Value
Tim Wither	Second year anniversary	1,000,000	14 October 2020	10 August 2022	10 August 2022	\$0.175	\$175,000
	Initial gold production	1,000,000	14 October 2020	Variable	Variable	\$0.175	\$175,000

Notes to the financial statements

Gregor Bennett	First year anniversary	340,000	1 February 2023	1 February 2024	1 February 2024	\$0.041	\$13,940
	Second year anniversary	860,000	1 February 2023	1 February 2025	1 February 2025	\$0.041	\$35,260
	Initial gold production	800,000	1 February 2023	Initial gold production	Variable*	0.041	\$32,800
Employee Incentive Rights	First year anniversary	150,000	31 October 2022	23 December 2022	23 December 2022	\$0.042	\$6,300
	Second year anniversary	350,000	31 October 2022	8 October 2023	8 October 2023	\$0.042	\$14,700
	Initial gold production	500,000	31 October 2022	Initial gold production	Variable*	\$0.042	\$21,000

*The Initial gold production has a variable expiry date as the rights expire upon the employee no longer being employed by the Company, an unknown/variable date for each employee.

Performance Rights (Market)

These Performance Rights were independently valued under the Monte Carlo method. This is considered the most appropriate valuation method due to the consideration of market based conditions influencing the vesting of the performance rights. The fair value of such Performance Rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

The Rights are subject to the following vesting conditions:

1. Total Shareholder Return (TSR) Performance Rights

The Rights are subject to the following vesting conditions:

Tranche 1: 2,000,000 Performance Rights

The Holder (or if the Holder is a nominee of a person, that person) must remain an Eligible Participant until 30 June 2022.

- 1,000,000 Performance Rights will vest conditional upon the Company achieving a TSR of 15% or more at the end of the performance period.
- Up to 1,000,000 Performance Rights will vest in accordance to the Relative TSR Performance** conditions as detailed under the Total Shareholder Return section.

Tranche 2: 2,000,000 Performance Rights

The Holder (or if the Holder is a nominee of a person, that person) must remain an Eligible Participant until 30 June 2023.

- 1,000,000 Performance Rights will vest conditional upon the Company achieving a TSR of 15% or more at the end of the performance period.
- Up to 1,000,000 Performance Rights will vest in accordance to the Relative TSR Performance** conditions as detailed under the Total Shareholder Return section.

Total Shareholder Return (TSR)

Total Shareholder Return (TSR) is the percentage growth in shareholder value from holding Shares over the relevant Performance Periods, calculated as follows:

$$TSR = ((B-A) + C) / A$$

Where:

- A = the Market Value of the Shares at the start of the Performance Period;
- B = the Market Value of the Shares at the end of each Performance Period;

Notes to the financial statements

- C = the aggregate dividend amount per Share paid during the Performance Period;
- Market Value is calculated as the 20-day volume weighted average market price of the Shares on the ASX ending on the day prior to the start or end of the Performance Period, as applicable.
- Performance Period means: For Tranche 1: 1 July 2021 to 30 June 2022, and for Tranche 2: 1 July 2022 to 30 June 2023.

**The Relative TSR performance condition measures the Company's ability to deliver superior shareholder returns relative to its peer companies by comparing the TSR performance of the Company against the performance of the S&P/ASX 300 Metals and Mining (Industry) - Market Index (ASX:XXM). The vesting schedule for the Relative TSR measure is as follows:

Relative TSR Performance	% Contribution to the Number of Employee Performance Rights to Vest
Below Index	0%
Equal to the Index	50%
Above Index and below 15% above the Index	Pro-rata from 50% to 100%
15% above the Index	100%

The key inputs to determine the fair value of these Performance Rights are as follows:

	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share Price at Grant Date	Volatility	Discount rate	Fair Value
Tim Wither	Tranche 1	1,000,000	17 December 2021	30 June 2022	30 June 2022	\$0.070	86.5%	2.94%	\$39,559
	Tranche 2	1,000,000	17 December 2021	30 June 2022	30 June 2022	\$0.070	86.5%	2.94%	\$54,161
	Tranche 1	1,000,000	17 December 2021	30 June 2023	30 June 2023	\$0.070	86.5%	2.94%	\$45,893
	Tranche 2	1,000,000	17 December 2021	30 June 2023	30 June 2023	\$0.070	86.5%	2.94%	\$50,942

2. Target Share Price Performance Rights

1,000,000 Performance Rights will vest conditional on the Company's 20 day VWAP Share Price up to and including 30 June 2025 being equal or greater than \$0.11 per ordinary share. Any unvested Performance Rights will lapse if the Holder ceases employment with the Company.

The key inputs to determine the fair value of these Performance Rights are as follows:

	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share Price at Grant Date	Volatility	Discount rate	Fair Value
Tim Wither	Share price \$0.11	1,000,000	11 November 2022	30 June 2025	30 June 2025	\$0.046	86.5%	2.94%	\$10,328

Performance Rights (KPI)

The Fair Value of these Performance Rights were valued on the basis that the one incentive rights has the same value as one ordinary share. The Board then makes a determination annually as to the probability of the rights vesting. The Rights with an assessed probability of greater than 50% are recognized in the accounts. The Rights with an assessed probability of less than 50% have not been recognized in the accounts. The fair value of such performance rights is amortised and disclosed as part of remuneration on a straight-line basis over the vesting period.

The Vesting Conditions for these Performance Rights are as follows:

- Conditional upon the Company achieving a Total JORC Mineral Resource of at least 300,000oz gold or
- Conditional upon the Company achieving a Total JORC Mineral Resource of at least 500,000oz gold or equivalent.

Notes to the financial statements

The key inputs to determine the fair value of the Performance Rights is as follows:

Employee	Type	No. or Rights	Grant Date	Vesting Date	Expiry date	Share price at Grant Date	Fair Value
Tim Wither	300,000 oz JORC	500,000	11 November 2022	300,000oz JORC Mineral Resource	11 November 2025	\$0.046	\$23,000
	500,000 oz JORC	1,000,000	11 November 2022	500,000oz JORC Mineral Resource	30 June 2025	\$0.046	\$46,000
Gregor Bennett	300,000 oz JORC	500,000	1 February 2023	300,000oz JORC Mineral Resource	30 June 2025	\$0.041	\$20,500
	500,000 oz JORC	1,500,000	1 February 2023	500,000oz JORC Mineral Resource	30 June 2025	\$0.041	\$61,500
Employee Performance Rights (KPI)	300,000 oz JORC	200,000	31 October 2022	300,000oz JORC Mineral Resource	30 June 2025	\$0.042	\$8,400
	500,000 oz JORC	300,000	31 October 2022	500,000oz JORC Mineral Resource	30 June 2025	\$0.042	\$12,600

Date	Details	Number of Rights	Valuation* \$	Share Based Payment Reserve \$
1 July 2021	Opening balance	3,670,000		185,601
10 August 2021	Employee rights vested	(500,000)	-	(87,500)
1 October 2021	Employee rights vested	(175,500)	-	(16,848)
17 December 2021	Issue of performance rights	4,000,000	190,555	-
30 June 2022	Share based payment expense	-	-	258,247
30 June 2022	Employee rights forfeited	(994,500)	-	-
30 June 2022	Employee rights lapsed	(2,000,000)	-	(93,690)
30 June 2022	Balance	4,000,000		245,810
10 August 2022	Employee rights vested	(1,000,000)	-	(175,000)
15 November 2022	Issue of performance rights	4,000,000	142,328	-
23 December 2022	Employee rights vested	(150,000)	-	(6,300)
31 December 2022	Share based payment expense	-	-	70,273
1 February 2023	Issue of performance rights	4,000,000	164,000	-
30 June 2023	Share based payment expense	-	-	125,653
30 June 2023	Employee rights lapsed	(2,000,000)	-	(96,998)
30 June 2023	Balance	8,850,000		163,438

*The rights issued during the period measured at fair value are recognised and amortised as an expense with a corresponding increase in equity over the vesting period.

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
Reserves		
Balance 1 July	1,099,060	1,739,342
Option reserve (a)	(253,073)	(700,492)
Share based payment reserve (b)	(82,372)	60,209
Balance 30 June	763,615	1,099,059

Notes to the financial statements

13. Accumulated losses

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
<i>Retained Earnings</i>		
Balance 1 July	(39,648,281)	(40,081,102)
Net profit/(loss) for the year	(1,063,781)	(1,076,636)
Broker options lapsed	253,072	1,415,768
Employee rights lapsed	96,998	93,689
	<hr/>	<hr/>
Balance 30 June	(40,361,992)	(39,648,281)

14. Key management personnel disclosures

(a) Key management personnel compensation

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
Short-term employee benefits	646,259	750,074
Post-employment benefits	45,441	54,140
Share based payment	166,812	258,247
Termination benefits	-	-
	<hr/>	<hr/>
	858,512	1,062,461

Detailed remuneration disclosures and interests held by key management personnel are provided in sections A to I of the remuneration report, within the Directors Report.

(b) Transactions with key management personnel

During the year ending 30 June 2023 there were no transactions with related parties.

As at 30 June 2023, the following non-executive director fees totalling \$37,500 were outstanding as follows:

- S Zaninovich \$12,500 (2022: \$4,167)
- M Janes \$12,500 (2022: \$4,167)
- G McGarry \$12,500 (2022: N/A)
- G Anderson N/A (2022: \$4,167)
- P Cmrlec N/A (2022: \$2,084)
- S Huffadine N/A (2022: \$2,084)

Notes to the financial statements

15. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the Company and its related practices:

	Consolidated 30 June 2023 \$	30 June 2022 \$
Grant Thornton		
Audit and review of financial reports	73,939	69,072
Taxation Services	9,364	6,700
Total auditors' remuneration	83,303	75,772

16. Contingencies

(a) Contingent liabilities

The Group had no known contingent liabilities as at 30 June 2023. (30 June 2022 nil)

(b) Contingent assets

The Group had no known contingent assets as at 30 June 2023. (30 June 2022 nil)

17. Commitments

Commitments for exploration and joint venture expenditure

For the following 12 months in order to maintain current rights of tenure to exploration tenements the Group is required to outlay amounts of approximately \$780,940 (2022: \$1,306,300) to keep these in good standing.

18. Subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(b):

Name of entity	Country of incorporation	Class of shares	Equity holding 2023 %	2022 %
MXR Minerals Pty Ltd	Australia	Ordinary	100	100
SX Minerals Pty Ltd	Australia	Ordinary	100	100
Eastern Goldfields Milling Services Pty Ltd	Australia	Ordinary	100	100

Notes to the financial statements

19. Events occurring after the reporting period

On 31 July 2023 1,200,000 Performance Rights vested resulting in 1,200,000 ordinary shares being issued on 31 July 2023.

There are no other events or circumstances that have occurred subsequent to the end of the reporting period that have or will significantly affect the operations of the Group.

20. Reconciliation of loss after income tax to net cash inflow from operating activities

	Consolidated	
	30 June 2023 \$	30 June 2022 \$
Profit/(Loss) for the year	(1,063,782)	(1,076,636)
Depreciation	5,273	4,509
Share based payments	195,925	258,247
<i>Change in operating assets and liabilities:</i>		
Decrease/(increase) in trade and other receivables	(62,391)	17,190
(Decrease)/increase in trade and other payables	137,604	168,970
(Decrease)/increase in provisions	(6,325)	(48,930)
Net cash (outflow)/inflow from operating activities	(793,696)	(676,650)

21. Earnings per share

	30 June 2023	30 June 2022
Loss from continuing operations attributable to the ordinary equity holders	(1,063,782)	(1,076,636)
Basic earnings per share		
Weighted average number of ordinary shares outstanding during the year used to calculate basic earnings per share	318,871,110	267,566,539
Basic earnings per share (cents) – continuing operations	(0.334)	(0.402)

Notes to the financial statements

22. Parent Entity

	Parent	
Statement of financial position	2023	2022
	\$	\$
Current Assets	3,674,108	7,196,336
Non-current Assets	13,302,167	10,620,726
Total Assets	16,976,275	17,817,062
Current Liabilities	720,348	333,615
Non-Current Liabilities	-	-
Total Liabilities	720,348	333,615
Net Assets	16,255,927	17,483,447
Shareholder's Equity		
Contributed Equity	56,316,652	56,138,939
Reserves	763,615	1,099,059
Retained Losses	(40,824,340)	(39,754,551)
Capital and reserves attributable to owners	16,255,927	17,483,447
Statement of profit or loss and other comprehensive income		
Loss for the year	(1,069,789)	(1,178,601)
Other comprehensive income	-	-
Total comprehensive income	(1,069,789)	(1,178,601)

Parent Entity Contingencies

Contingent liabilities

The parent entity had no known contingent liabilities as at 30 June 2023 (2022: \$NIL).

Contingent assets

Refer to Note 16 of the financial report.

Parent Entity Commitments

(a) Commitments for mining and exploration tenements

Refer to Note 17 of the financial report.

Directors' declaration

In the directors' opinion:

- (a) the consolidated financial statements and notes set out on pages 29 to 53 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and
 - (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of their performance for the financial year ended on that date, and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable, and
- (c) the financial statements comply with International Financial Reporting Standards as confirmed in note 1(a).

The directors have been given the declarations by the Managing Director and Company Secretary required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.



Timothy Wither
Managing Director

25 September 2023

Tenement Schedule

Tenement No.	Project	Registered Holder	Maximus Resources Limited Interest
Spargoville Project			
M 15 / 1475	Eagles Nest	Maximus Resources Ltd	MXR - 100% of all Minerals
M 15 / 1869	Eagles Nest South	Maximus Resources Ltd	MXR - 100% of all Minerals
L 15 / 128	Kambalda West	Maximus Resources Ltd	MXR - 100% all minerals, except Ni rights
L 15 / 255	Kambalda West	Maximus Resources Ltd	MXR - 100% all minerals, except Ni rights
M 15 / 395	Kambalda West	Maximus Resources Ltd	MXR - 100% all minerals, except Ni rights
M 15 / 703	Kambalda West	Maximus Resources Ltd	MXR - 100% all minerals, except Ni rights
M 15 / 1448	Hilditch	Maximus Resources Ltd & Bullabulling Pty Ltd	MXR - 90% of all minerals
M 15 / 1449	Larkinville	Maximus Resources Ltd & Essential Metals Ltd	MXR - 75% All minerals + MXR 80% Ni rights
M 15 / 1101	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1263	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1264	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1323	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1338	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1474	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals
M 15 / 1769	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1770	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1771	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1772	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1773	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals + 80% Ni rights
M 15 / 1774	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals
M 15 / 1775	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals
M 15 / 1776	Wattle Dam	Maximus Resources Ltd	MXR - 100% all minerals
P 15 / 6241	Kemble	Maximus Resource Ltd	MXR - 100% all minerals
E 15 / 1835	Highway	Maximus Resource Ltd	MXR - 100% of all Minerals under application
E 15 / 1836	Highway	Maximus Resource Ltd	MXR - 100% of all Minerals under application
E 15 / 1837	Highway	Maximus Resource Ltd	MXR - 100% of all Minerals under application
Maximus Resources - 100% Gold Rights			
M 15 / 97	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 99	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 100	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 101	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 102	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 653	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
M 15 / 1271	Widgiemooltha	Mt Edwards Critical Metals Pty Ltd	MXR - 100% gold rights
Southern Cross Gold / Base Metal Project			
E 77 / 2889	Karalee	SX Minerals Pty Ltd	MXR - 100% of all Minerals
E 15 / 1849	Boorabbin	SX Minerals Pty Ltd	MXR - 100% of all Minerals
E 63 / 2147	Jilbadji West	SX Minerals Pty Ltd	MXR - 100% of all Minerals
E 63 / 2148	Jilbadji East	SX Minerals Pty Ltd	MXR - 100% of all Minerals

Independent auditor's report to the members



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Independent Auditor's Report

To the Members of Maximus Resources Limited

Report on the audit of the financial report

Opinion

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

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

- a giving a true and fair view of the Group's financial position as at 30 June 2023 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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Independent auditor's report to the members

Key audit matters

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

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Exploration and evaluation assets - Notes 1(l) & 9	
<p>At 30 June 2023 the carrying value of exploration and evaluation assets was \$13,516,368.</p> <p>In accordance with AASB 6 Exploration for and Evaluation of Mineral Resources, the Group is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value.</p> <p>The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement.</p> <p>This area is a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none">• Reviewing management's area of interest considerations against AASB 6;• Conducting a detailed review of management's assessment of trigger events prepared in accordance with AASB 6, including:<ul style="list-style-type: none">– Tracing projects to exploration licenses and statutory registers to determine whether a right of tenure existed;– Enquiring management regarding their intentions to carry out exploration and evaluation activity in the relevant exploration area, including reviewing management's budgeted expenditure;– Understanding whether any data exists to suggest that the carrying value of these exploration and evaluation assets are unlikely to be recovered through development or sale;• Assessing the accuracy of any impairment recorded for the year as it pertained to exploration interests;• Evaluating the competence, capabilities and objectivity of management's experts in the evaluation of potential impairment triggers; and• Reviewing the appropriateness of the related financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

Independent auditor's report to the members

Responsibilities of the Directors for the financial report

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

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

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf. This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in the Directors' report for the year ended 30 June 2023.

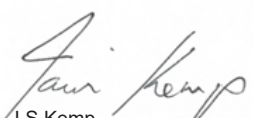
In our opinion, the Remuneration Report of Maximus Resources Limited, for the year ended 30 June 2023 complies with section 300A of the Corporations Act 2001.

Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



I S Kemp
Partner – Audit & Assurance

Adelaide, 25 September 2023

ASX additional information

The shareholder information set out below was applicable as at 30 September 2023.

A Distribution of equity securities

Analysis of numbers of equity security holders by size of holding:

ORDINARY SHARES

Range	Total holders	Units	% of Issued Capital
1 - 1,000	1,104	228,468	0.07
1,001 - 5,000	515	1,443,159	0.45
5,001 - 10,000	358	2,725,229	0.85
10,001 - 100,000	868	33,223,543	10.37
100,001 - 9,999,999,999	354	282,635,369	88.25
Rounding			0.01
Total	3,199	320,255,768	100.00

There were 2,196 holders of less than a marketable parcel of ordinary shares. At a share price of \$0.029, an unmarketable parcel is 17,242 shares.

ASX additional information

B Equity Security Holders

Twenty largest quoted equity security holders

ORDINARY SHARES

Rank	Name	Units	% Units
1	BEACON MINERALS LIMITED	63,254,972	19.75
2	BELL POTTER NOMINEES LTD <BB NOMINEES A/C>	13,490,726	4.21
3	KITARA INVESTMENTS PTY LTD <KUMOVA #1 FAMILY A/C>	10,526,316	3.29
4	CITICORP NOMINEES PTY LIMITED	6,559,229	2.05
5	SANCOAST PTY LTD	5,000,000	1.56
6	ALISSA BELLA PTY LTD <THE C&A TASSONE SF NO 2 A/C>	4,823,182	1.51
7	SYRACUSE CAPITAL PTY LTD <TENACITY A/C>	4,720,679	1.47
8	GOLDFIRE ENTERPRISES PTY LTD	3,700,000	1.16
9	ROOKHARP CAPITAL PTY LTD	3,676,470	1.15
10	HUSTLER INVESTMENTS PTY LTD	3,625,000	1.13
11	SHOWCITY PTY LTD	3,454,108	1.08
12	MS KYLIE ANNE BALDACCHINO	3,378,714	1.06
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,314,014	1.03
14	MR IAN WILLIAM ADAMS	3,009,647	0.94
15	JMARC HOLDINGS PTY LTD	3,004,710	0.94
16	ROBMAR INVESTMENTS PTY LTD	3,000,000	0.94
17	LMPACB PTY LTD <LMPAC2 SUPER FUND A/C>	2,990,110	0.93
18	MISS MELISSA TASSONE	2,929,373	0.91
19	MISS RABIA YIGIT	2,800,000	0.87
20	PERSEVERANT INVESTMENTS PTY LTD <THE GOOD LIFE CAPITAL A/C>	2,695,250	0.84
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		149,952,500	46.82
Total Remaining Holders Balance		170,303,268	53.18

ASX additional information

C Substantial holders

As at 30 September 2023 the following were substantial shareholders:

Shareholder	Units	% of Units
Beacon Minerals Limited	63,254,972	19.75

D Voting Rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary Shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have once vote.

Options

No voting rights.

Corporate directory

Directors

Steve Zaninovich
(Non-Executive Chair)

Tim Wither
(Managing Director)

Martin Janes
(Non-Executive Director)

Graham McGarry
(Non-Executive Director)

Company Secretary

Rajita Alwis

Registered office

Suite 12
198 Greenhill Road
Eastwood SA 5063

Telephone: +61 08 7324 3172

Facsimile: +61 08 8312 5501

Email: info@maximusresources.com

Website: <http://maximusresources.com/>

ASX codes

MXR

Share Registry

Computershare Investor Services Pty Limited
Level 5

115 Grenfell Street
Adelaide SA Australia 5000

Telephone: +61 08 8236 2300

Facsimile: +61 03 9473 2408

Website: <https://www.computershare.com/au>

Auditor

Grant Thornton
Grant Thornton House
Level 3, 170 From Street
Adelaide SA 5000

Solicitors

EMK Lawyers
Suite 1
519 Stirling Hwy
Cottesloe WA 6011



Registered Office

Suite 12, 198 Greenhill Road
Eastwood SA 5063

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