



ANNUAL REPORT

**20
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CAPRICORN METALS LTD

ABN 84 121 700 105

Financial Report for the year ended 30 June 2024

Directors

Mark Clark	Executive Chairman
Mark Okeby	Non-Executive Director
Myles Ertzen	Non-Executive Director
Bernard De Araugo	Non-Executive Director
Jill Irvin	Non-Executive Director

Company Secretary

Kim Massey

Registered Office & Principal Place of Business

Level 3, 40 Kings Park Road

WEST PERTH WA 6005

Telephone: +61 8 9212 4600

Email: enquiries@capmet.com.au

Website: capmetals.com.au

Share Registry

Automic Pty Ltd

Level 2, 191 St Georges Terrace

PERTH WA 6000

Telephone: +61 2 9698 5414 or 1300 288 664

Auditors

KPMG Perth

235 St Georges Terrace

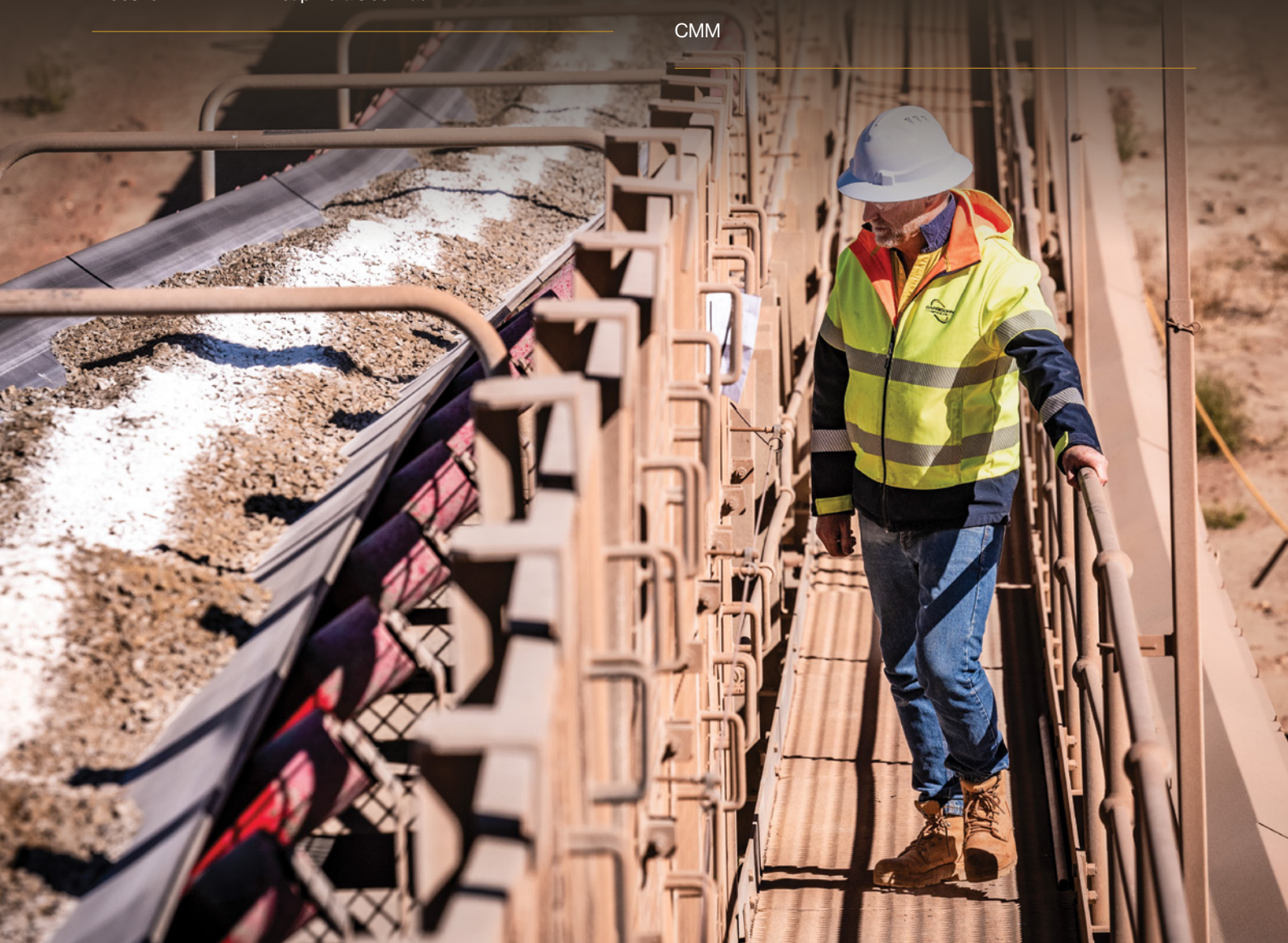
PERTH WA 6000

Securities Exchange Listing

Capricorn Metals Ltd shares are listed on the Australian Securities Exchange (ASX).

Code

CMM



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Chairman's report

Dear Shareholder

As we reflect on another successful year for Capricorn Metals, I am pleased to share the significant progress we have made in 2024. It has been a year marked by operational success, strategic growth, and continued value creation for our shareholders. These achievements reinforce Capricorn's position as an industry leading low-cost Australian gold producer, with a promising outlook for growth.

In its third year of operations, our cornerstone Karlawinda Gold Project ('KGP') delivered record cash flow from operations and EBITDA. Meanwhile, at the Mt Gibson Gold Project ('MGGP'), we made substantial progress with a significant upgrade to the ore reserve, which now stands at 1.83 million ounces. We are committed to developing the project, investing over \$19 million in early construction works during the year.

KGP produced 113,007 ounces of gold, in line with revised guidance, at an all-in sustaining cost of \$1,421 per ounce, despite the impacts of weather events and industry-wide cost pressures. With record gold sales, the project generated over \$150 million in operating cash flow, contributing to a record EBITDA of \$168.3 million. Over three years of operations, the KGP has produced more than 350,000 ounces of gold and delivered \$445 million in operating cash flow. Following an increase in the KGP gold reserve to 1.43 million ounces, we have initiated a study to consider expanding the plant's processing capacity by 2-2.5 million tonnes per annum.

The consistent cash flow generation at Karlawinda has strengthened Capricorn's net cash position to \$69.3 million, enabling a \$32.0 million investment in exploration. A total of 159,886 metres were drilled across the KGP and MGGP tenement packages, with over 100,000 metres drilled at Mt Gibson, underpinning the significant upgrade to the ore reserve. The updated prefeasibility study, completed in April 2024, reaffirmed MGGP as a large-scale, robust project with projected annual gold production exceeding 150,000 ounces and a mine life of over 10 years.

Our ongoing investment in early construction works demonstrates our commitment to accelerate project design and long lead purchasing in parallel with progressive receipt of development and environmental permits where it is expected to be advantageous to the ultimate development schedule and cost to do so.

In June 2024, the Company took the opportunity to close-out our gold hedging commitments for FY25, repeating a strategy first initiated in FY23. A total of 52,000 ounces of gold hedging contracts were closed for a cost of \$69.6 million in FY24, which also included the purchase of gold put options at A\$3,432 per ounce over the same period. This strategy safeguards against downside risk while providing full exposure to any upside in the A\$ gold price during FY25. Since the close-out, the gold price has risen by over A\$300 per ounce, illustrating the potential value of this decision in just four months.

As we look to 2025 and beyond, we remain focussed on maintaining consistent production and cash flow generation at KGP, advancing the high-quality MGGP, and continuing strong shareholder returns through disciplined financial management.

I would like to thank the Board, our management team, and all employees for their hard work and dedication during the year. I also wish to express my appreciation to our shareholders for your ongoing support of Capricorn as we continue to strive to build a high quality, multi-mine Australian gold business that delivers long-term value for all stakeholders.



Mark Clark
Executive Chairman





Net cash increased by

\$13.4m to \$69.3m

(after payment of \$69.6m to partially close out hedge book)



Record revenue of

\$359.8m



Net profit after tax of

\$87.1m



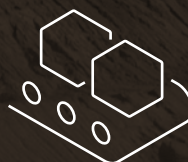
Record operating
cashflow from
Karlawinda of

\$158.2m



Record EBITDA of

\$168.3m up from
\$161.9m in FY23.



Gold production at
Karlawinda of

113,007oz

at AISC of

\$1,421/oz



Group Ore Reserves
increased by

565,000oz

to

3.26moz

Highlights | 2024

Corporate

- + Record revenue of \$359.8m includes the sale of 112,853 ounces of gold at an average realised price of \$3,185 per ounce.
- + Profit after tax was \$87.1m, up from \$4.4 million in FY23 which was affected by gold hedge closure costs and hedge accounting adjustments.
- + Underlying profit after tax (before gold hedge closure cost and hedge accounting adjustments) of \$87.1m was in line with the FY23 result of \$85.8m.
- + Strong cashflow generation continued at the KGP with record cashflow from operating activities of \$158.2 million and record EBITDA of \$168.3 million.
- + Net cash position increased by \$13.4m to \$69.3m (FY23: net cash \$55.9m) after payment of \$69.6m to close-out 52,000 ounces of the hedge book (and buy gold put options), \$32.0m in exploration expenditure and feasibility studies at KGP & MGGP and \$19.4m of early spend against the \$260 million capital estimate at MGGP.

Financial results	FY24 \$'000	FY23 \$'000	Change
Revenue	359,834	320,840	38,994
EBITDA	168,330	161,925	6,405
Gross Profit	157,014	149,270	7,744
Profit before tax	125,687	9,166	116,521
Profit after tax	87,138	4,399	82,739
Underlying profit after tax	87,138	85,796	1,342
Earnings per share (cents)	23.13	1.18	21.95
EBITDA margin	46.8%	50.5%	(3.7%)
Cashflow from operating activities	158,184	152,560	5,624

Karlawinda Gold Project (KGP)

Operations

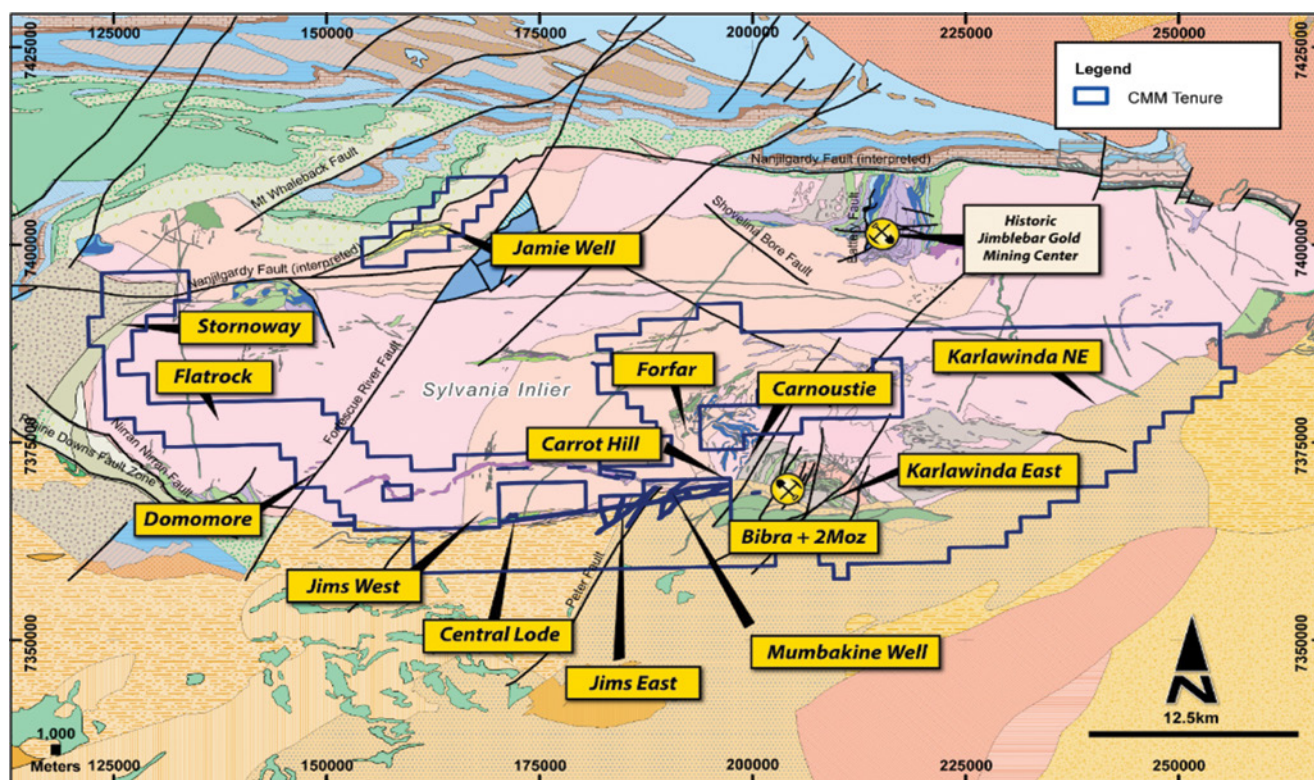
- + Gold production of 113,007 ounces for the year (FY23: 120,014oz) despite the significant impact of rainfall on operations in the March 2024 quarter.
- + The all-in-sustaining-cost ('AISC') of gold production for FY24 at Karlawinda of \$1,421/oz (FY23: \$1,208/oz) continues to be amongst the lowest in the Australian gold industry.
- + Cashflow from operating activities of \$158.2m, up 4% from FY23 reflects the strong operational and financial performance of the KGP.

Operating results		FY24	FY23
Ore mined	BCM (000's)	2,023	2,443
Waste mined	BCM (000's)	10,546	10,129
Operating strip ratio	w:o	4.45	4.15
Ore mined	tonnes (000's)	5,276	5,807
Ore milled	tonnes (000's)	4,063	4,219
Head grade	g/t	0.97	0.96
Recovery	%	90	93
Gold production	ounces	113,007	120,014
All-in-sustaining-cost (AISC)	\$/oz	1,421	1,208

Capricorn expects to continue its strong operational performance in FY25 with gold production guidance of 110,000-120,000 ounces at an AISC range of \$1,370-\$1,470 per ounce and growth capital of \$10-20 million.

Exploration

- + During the year a total of 430 holes for 57,829 metres were drilled across the KGP tenement package.
- + Multiple near mine and regional exploration projects were advanced during the year focussing on areas situated proximal to either the Nanjilgardy Fault or the Sylvania Inlier and Pilbara Craton margin.
- + A reserve conversion drilling programme of 24,063 metres was also completed, including at Berwick, to allow the conversion of Inferred Resources to Indicated category which resulted in a significant update to the KGP Ore Reserve Estimate in August 2024 to 1,428,000 ounces.
- + Regional exploration programmes consisting of drilling, soil surveys rock chipping, heritage surveys were undertaken during the year.
- + Rock chip sampling at Jim's Vein returned multiple high grade results including 240g/t, 228g/t and 91g/t.
- + In addition, a 2,098-line km regional airborne gravity gradiometer and gravity survey was completed during the year. The survey identified geological settings prospective for Bibra style and intrusion related mineralisation including multiple gravity-high anomalies identified along magnetic corridors in proximity to known gold occurrences.
- + An extensive, regional drilling programme comprising 25,000m of Aircore and 18,000m of RC drilling commenced in Q1FY25. The drill targets are interpreted to be in similar geological settings prospective for Bibra style and intrusion related mineralisation and include multiple gravity-high and surface sample anomalies along magnetic corridors with known gold occurrences.



Karlawinda regional and near mine exploration targets

Highlights | 2024

Details of the drilling programmes undertaken during the year are set out below.

Near mine

Exploration – Drilling programmes

Exploration drilling was completed at Vendas, Belhaven and Carnoustie, with further drilling expected to continue into FY25.

Exploration – Drilling results

Best results received from drilling in FY24 included:

- | | |
|--|--|
| + 7 metres @ 13.53g/t from 144 to 151m | + 4 metres @ 2.64g/t from 72 to 76m |
| + 3 metres @ 6.82g/t from 80 to 83m | + 2 metres @ 17.11g/t from 134 to 136m |
| + 10 metres @ 6.61g/t from 137 to 147m | + 12 metres @ 0.79g/t from 176 to 188m |

Resource conversion – Drilling programmes

Resource conversion drilling programme was completed across the Bibra, Southern Corridor Vendas and Berwick.

Resource conversion – Drilling results

Best results received from drilling in FY24 included:

- | | |
|--|---|
| + 7 metres @ 54.10g/t from 54 to 61m | + 5 metres @ 23.64g/t from 39 to 44m |
| + 6 metres @ 23.89g/t from 100 to 106m | + 4 metres @ 20.59g/t from 266 to 270m* |
| + 4 metres @ 29.69g/t from 82 to 86m* | + 34 metres @ 1.50g/t from 59 to 93m |

* intercept is outside of current resource pit shell

Regional

Exploration – Drilling programmes

Regional drilling was completed at Carrot, Central Lode, Donomore, Jamie Well East and Fofar prospects during the year.

Exploration – Drilling results

Best results received from drilling in FY24 included:

- | | |
|-------------------------------------|---------------------------------------|
| + 5 metres @ 4.72g/t from 89 to 94m | + 18 metres @ 0.87g/t from 90 to 108m |
| + 8 metres @ 5.90g/t from 27 to 35m | + 11 metres @ 1.87g/t from 30 to 41m |

Mineral Resources and Ore Reserves

- + Updated Mineral Resource Estimate ('MRE') of 98.6 million tonnes at 0.7g/t for 2.25 million ounces of gold, an increase of 176,000 ounces, after taking into account mining depletion, from the March 2023 MRE.
- + Extensive drilling campaign at Bibra, Southern Corridor and Berwick has contributed to a significant increase in the Ore Reserve Estimate ('ORE') to 1,428,000 ounces of gold.
- + Updated ORE of 57.7 million tonnes at 0.8g/t Au for 1.43 million ounces of gold as at 30 June 2024, an increase of 333,000 ounces after taking into account mining depletion, from the March 2023 MRE.



Mt Gibson Gold Project (MGGP)

Exploration

- + During the year a total of 1,053 holes for 102,057 metres were drilled across the MGGP tenement package.
- + Exploration activities at the MGGP focussed on extensional and infill drilling as well as near mine exploration at prospects immediately adjacent to the Mt Gibson trend. Resource drilling has continued under the S2, Orion and Lexington pits and the unmined areas across both the Mt Gibson and Taurus trends.
- + During the year, a diamond drilling programme was completed to test the underground mining potential under the Orion and Lexington pits. Drilling returned broad high-grade intercepts demonstrating that mineralisation extends significantly at depth and shows the potential for underground mine operations.
- + Continued resource extension and near mine exploration drilling will continue in FY25 in parallel with permitting and development work with a view to increasing reserves given the shallow depth of the reserve pits and significant untested strike north of the current resources.
- + A follow up 4,500 metre underground focussed diamond programme has been designed and commenced in Q1FY25.

Details of the drilling programmes undertaken during the year are set out below.

Near mine

Exploration – Drilling programmes

Exploration drilling was completed at the Comanche, Lexington, Saratoga and Orion North prospects as well as the historic mineralised heap leach dump.

Exploration – Drilling results

Best results received from drilling in FY24 included:

- | | |
|--|-------------------------------------|
| + 12 metres @ 3.73g/t from 94m to 106m | + 11 metres @ 3.27g/t from 0 to 11m |
| + 2 metres @ 5.00g/t from 136m to 138m | + 6 metres @ 2.83g/t from 0 to 6m |
| + 5 metres @ 4.88g/t from 0 to 5m | + 11 metres @ 1.04g/t from 0 to 11m |

Resource conversion – Drilling programmes

A drilling programme of 41,635 metres of extensional and infill resource drilling was completed during the year.

Resource conversion – Drilling results

Best results received from drilling in FY24 included:

- | | |
|---|--|
| + 2 metres @ 37.13g/t from 62 to 64m | + 30 metres @ 5.00g/t from 254 to 284m |
| + 3 metres @ 23.70g/t from 74 to 77m | + 20 metres @ 4.50g/t from 284m to 304m* |
| + 9 metres @ 8.10g/t from 134 to 143m | + 19 metres @ 4.42g/t from 276 to 295m |
| + 19 metres @ 5.71g/t from 139m to 158m | + 20 metres @ 3.80g/t from 218m to 238m |
| + 18 metres @ 5.52g/t from 230 to 248m* | + 19 metres @ 3.75g/t from 177 to 196m* |

* intercept is outside of current resource pit shell

Regional

Exploration – Drilling programmes

Exploration drilling was completed at the Ace High, Big Whisky, Capricorn, Gunslinger Mexicola and Sundance prospects during the year.

Exploration – Drilling results

Best results received from drilling in FY24 included:

- | | |
|--|---|
| + 3 metres @ 30.13g/t from 56 to 59m [#] | + 12 metres @ 3.86g/t from 16 to 28m [#] |
| + 16 metres @ 17.16g/t from 32 to 48m [#] | + 12 metres @ 3.86g/t from 48 to 60m [#] |
| + 13 metres @ 12.49g/t from 24 to 37m [#] | + 12 metres @ 3.35g/t from 16 to 28m [#] |
| + 16 metres @ 10.57g/t from 24 to 40m [#] | + 12 metres @ 2.74g/t from 40 to 52m [#] |
| + 12 metres @ 8.07g/t from 42 to 54m [#] | + 12 metres @ 1.78g/t from 60 to 72m [#] |

[#] Regional 4m Composite drilling

Highlights | 2024

Underground potential

Underground – Drilling programmes

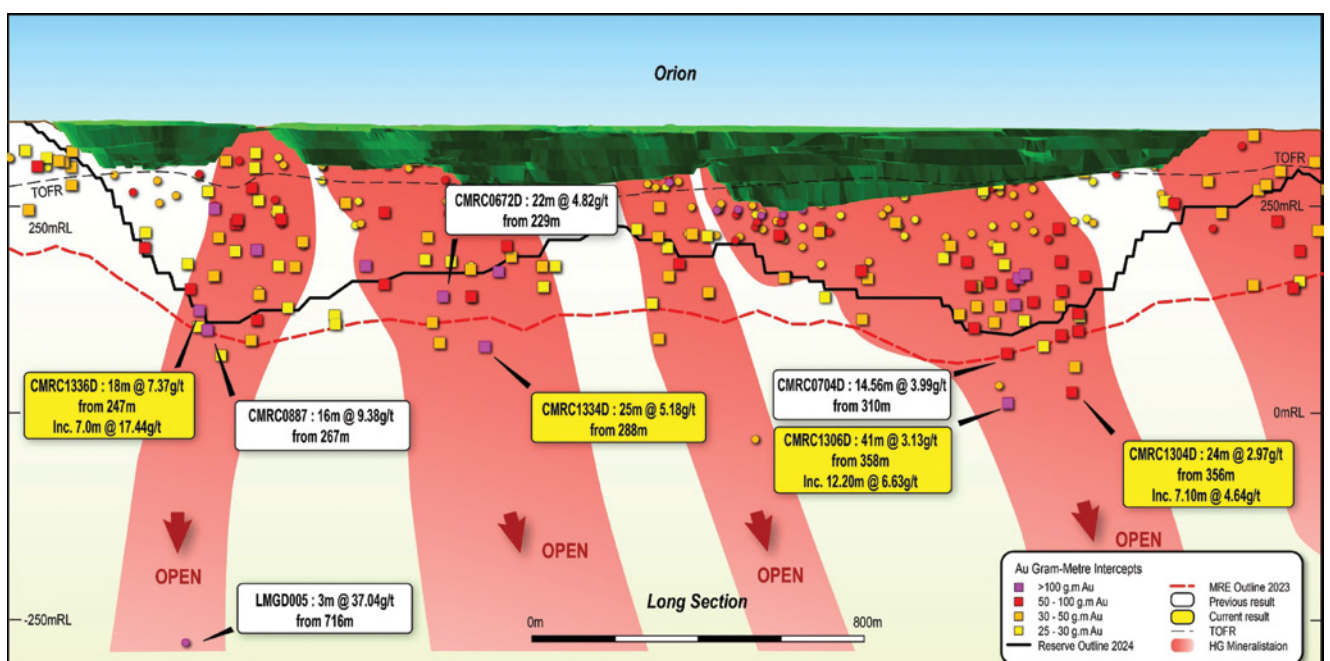
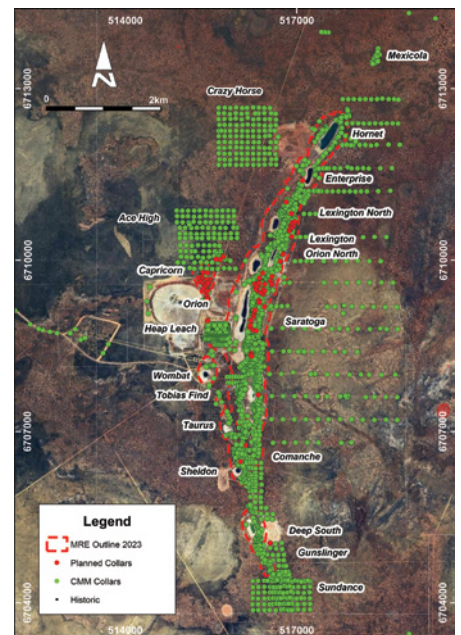
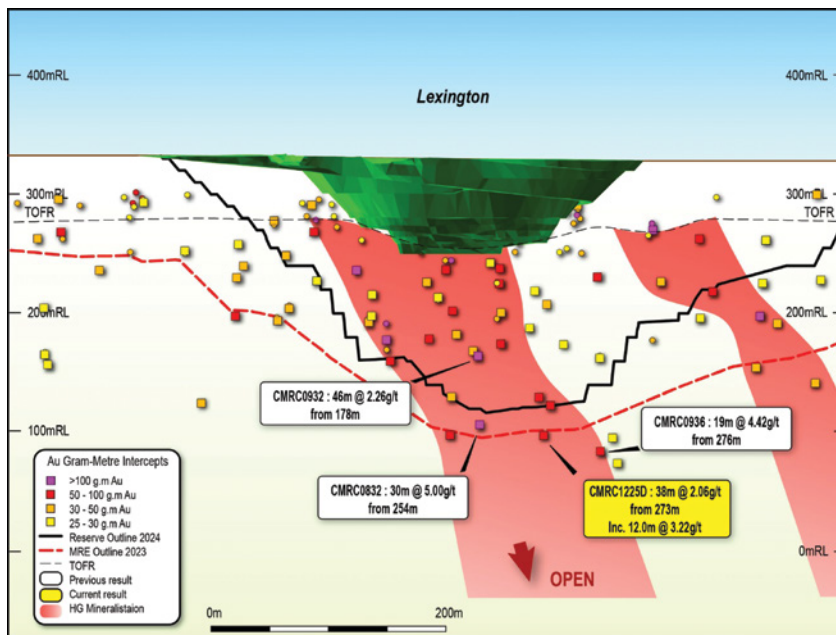
Diamond drilling in FY24 under the Orion and Lexington pits has returned broad high-grade gold intercepts demonstrating that mineralisation extends significantly at depth. Results indicate the potential for underground mining operations.

Underground – Drilling results

Best results received from drilling in FY24 included:

- + 7 metres @ 17.44g/t from 251 to 258m
- + 12 metres @ 6.63g/t from 378 to 390m*
- + 5.43 metres @ 7.40g/t from 359.57 to 365m*
- + 22 metres @ 4.82g/t from 229 to 251m
- + 8 metres @ 4.71g/t from 221 to 229m
- + 7.10 metres @ 4.64g/t from 302.90 to 309m*
- + 14.56 metres @ 3.99g/t from 310 to 324.56m
- + 12 metres @ 3.22g/t from 298 to 310m
- + 18 metres @ 3.04g/t from 294 to 312m*
- + 14 metres @ 2.23g/t from 252 to 266m

* intercept is outside of current resource pit shell



Mineral Resources and Ore Reserves

- + Updated MRE of 125.1 million tonnes at 0.8g/t for 3.31 million ounces of gold, an increase of 560,000 ounces from the March 2023 MRE.
- + Updated ORE of 61.6 million tonnes at 0.9g/t Au for 1.83 million ounces of gold completed in April 2024, an increase of 380,000 ounces from the Maiden ORE.

Project approvals

- + In December 2023, Capricorn referred the development of the MGGP to the Commonwealth Department of Climate Change, Energy, the Environment and Water (DCCEEW) under the Environmental Protection and Biodiversity Conservation Act 1999 (EPBC Act), based on comprehensive environmental assessment work over the last two and a half years.
- + In June 2024, Capricorn received advice from DCCEEW relating to the assessment of the MGGP referral. As expected, the project will be assessed as a Controlled Action via Public Environment Report, with an issue of guidelines for the Report to be completed by Capricorn.
- + In May 2024 Capricorn lodged the referral of the MGGP to the Environmental Protection Authority under Part IV of the WA EP Act to commence the WA assessment process, which will run parallel with the Commonwealth assessment.

Early construction works

- + During the year, the installation of 400-room accommodation units and associated infrastructure buildings required for the operation commenced.
- + Tenders were issued for mining services, power supply and process plant design contracts with a number of site visits conducted for potential service providers.
- + Capricorn's strategy is to expedite the accommodation village construction, project design and long lead purchasing in parallel with progressive receipt of development and environmental permits where it is expected to be advantageous to the ultimate development schedule and cost to do so.



Mt Gibson Gold Project – accommodation village installation

Environmental, social and governance report

FY24 Sustainability Achievements

Zero environmental incidents in FY24	Zero Lost Time Injury safety incidents in FY24	Established a Risk Management & Sustainability Committee
Over 84% of supervisors completed safety leadership training	Updated our comprehensive water operating strategy at KGP	Completed 13 cultural heritage surveys with our Traditional Owners
Strengthened governance framework with new social and environmental policies	Over 88% procurement spend from Western Australia	Delivered our second Capricorn ESG Report and expanded baseline sustainability data

OUR SUSTAINABILITY APPROACH & SCOPE

We are pleased to share our FY24 Environmental, Social and Governance (“ESG”) Report, which brings together the sustainability topics and performance data that are material to Capricorn and its stakeholders. The report covers our Karlawinda Gold operations in the Pilbara (“KGP”), our Mt Gibson development project in the Murchison (“MGDP”) and our corporate head office in Perth (“HO”).

This year we have significantly expanded our baseline ESG data, incorporating our business strategies, stakeholder priorities and regulatory updates in our reporting. We recognise that responsible stewardship of environmental, social and governance activities are not only important to our shareholders, but shape the relationship we have with our employees, our communities, and the impact on the natural environment where our projects are located.

This report is prepared with guidance from the Global Reporting Initiative (“GRI”) 2021 Standards and covers the period from 1 July 2023 to 30 June 2024. The report has been approved by the Capricorn’s Board of Directors and should be read in conjunction with the financial and governance information from this Annual Report.

STAKEHOLDER ENGAGEMENT

Capricorn is committed to open and constructive communication with our different internal and external stakeholders. They are critical to the success of our projects and form the basis for our social license to operate. As part of our FY24 Materiality Review, we mapped our key stakeholder groups and summarise the purpose and priorities of our engagement in the table below. Depending on the purpose, we communicate with our stakeholders using formal and informal channels.



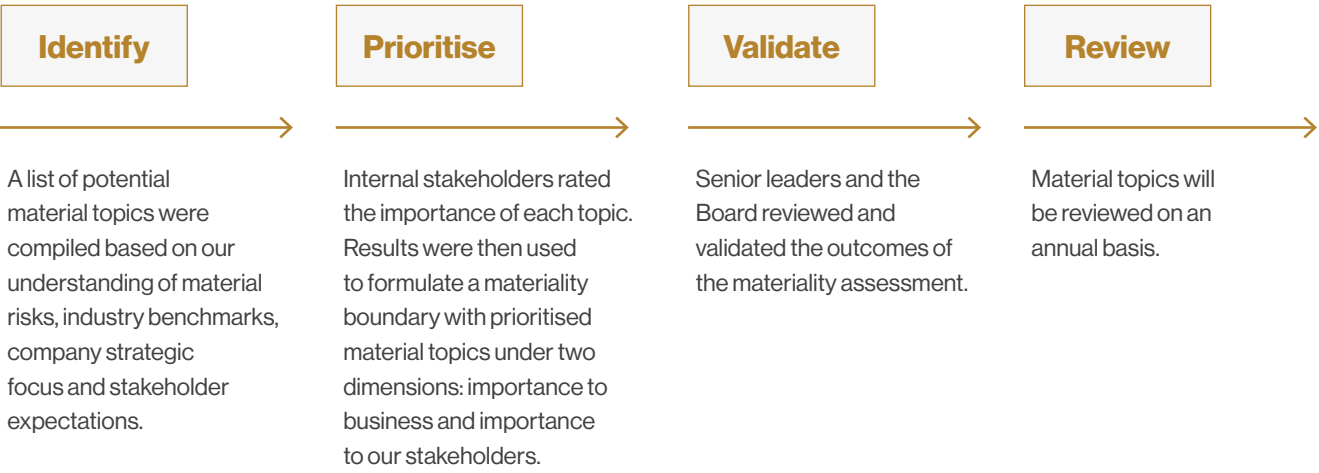


Stakeholder Group	Priorities	Engagement
Internal stakeholders		
Employees and contractors	Safe, healthy and happy workplace; employee retention and development; professional development and training opportunities	Regular communication and consultation; Training and development programmes; Social function programme
Board	Prudent and transparent corporate governance; risk management; return on investment	Regular Board meetings; AGM; Annual Report; direct and open communication lines between executive and Board
External stakeholders		
Shareholders & investors	Return on investment and equity; Sensible allocation of capital and management of risk	ASX releases, investor briefings, road shows, presentations, annual, half yearly and quarterly financial reports, direct engagement, AGM, Annual Report
Niyiyaparli, Ngarlawangga, Badimia Traditional Owners and their communities	Respect for local customs and laws; cultural heritage preservation; land agreements; land care	Face-to-face meetings, cultural surveys and mapping, Heritage, Land Access and Compensation Agreements
Local communities	Social investment with local community; environmental impact and performance; employment; access to pastoral land	Community engagement and consultation; direct engagement to link resources with opportunities; Whistleblower Policy
State, federal government and local shires	Regulatory compliance with laws and policies; land access and approvals	Direct engagement and consultation
Regulatory agencies	Compliance reporting	Regular submission of data and requests for information; direct engagement
Financial providers and analysts	Transparent reporting of company updates and ESG program; prudent risk management; financial performance; governance	Regular investor presentations; annual, half yearly and quarterly financial reports; direct engagement; ASX releases
Suppliers	Quality goods & services; prompt payment; responsible sourcing	Direct engagement; communications; training
Pastoralists	Social investment with local community; environmental impact and performance; access to pastoral land	Community engagement; direct engagement; Whistleblower Policy and Agreements.
General public and partners	Community engagement and support	Direct engagement; Whistleblower Policy
Media	Risk management; environmental performance; community engagement	Transparent public reporting and media engagement; ASX releases
Community organisations and local businesses	Local procurement and support; social investment	Business procurement support; community engagement, meetings and correspondence as required
Peers and industry groups	Industry knowledge and networking	Regular engagement and collaboration
Educational institutions	Employment, training and industry pathways	Communication and consultation; research and collaboration

MATERIALITY ASSESSMENT

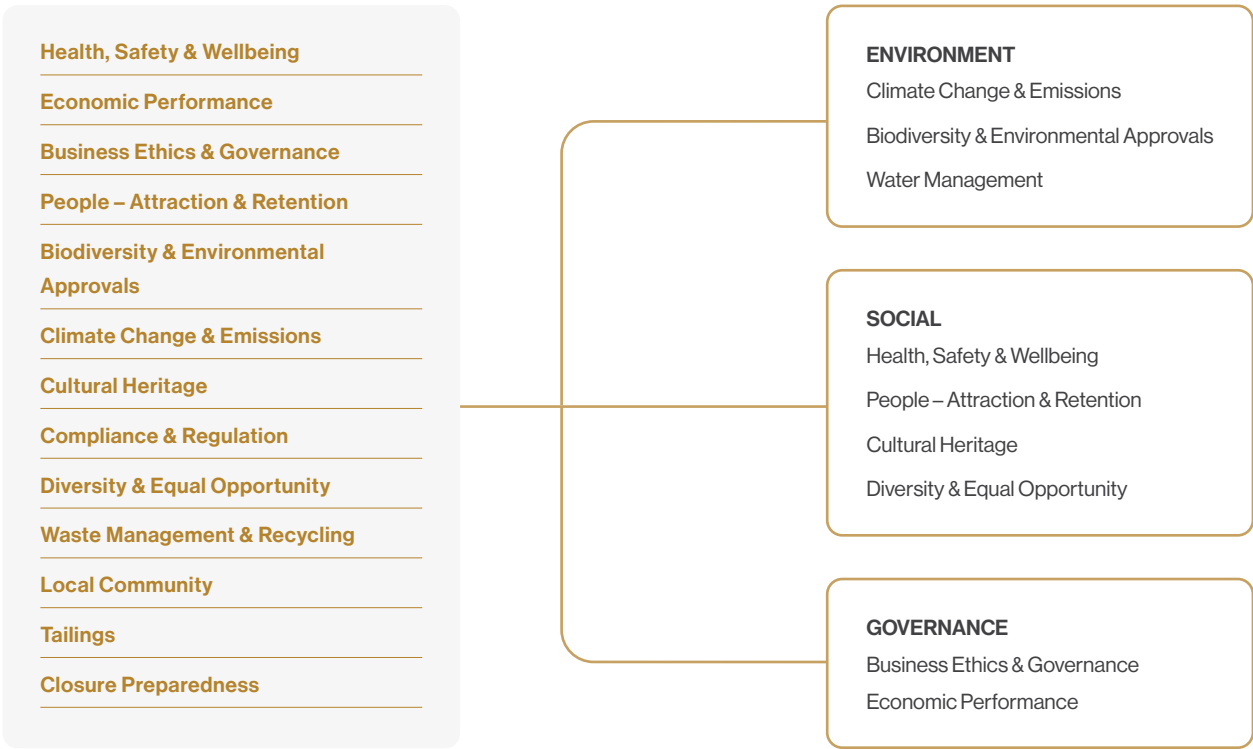
As a follow up to our first materiality assessment last year, we conducted a review of our material priorities in FY24 to re-evaluate material topics and identify any new ones. According to the Global Reporting Initiative, material issues are those topics that reflect its most significant impacts on the economy, environment and people.

The Company's ESG project team, comprising members of senior management, the Risk Management and Sustainability Committee ("RMSC"), the Board and external ESG consultants, considered sustainability risks and opportunities across our business, aligned with our strategic focus and reporting obligations. The ESG team prioritised the most important topics, with the results reviewed and approved by Capricorn's Risk Management and Sustainability Committee and the Board.



MATERIAL TOPICS

Our top nine material topics as selected by Capricorn for reporting in FY24 are listed in the pillars below. These topics reflect the current focus of the company and inform the content of this report.



REPORTING STANDARDS



Global Reporting
Initiative

Capricorn has chosen to incorporate disclosure guidance from the Global Reporting Initiative Standards, as well as metrics from the GRI principles of organisational context, structure and materiality assessment and prioritisation.



ENVIRONMENT

Material topic: Biodiversity and Environmental Approvals

We recognise that our operations, particularly through clearing, ground disturbance, vehicle movement and waste disposal can have a significant impact on the ecosystems within our tenement areas in the Pilbara (KGP) and Murchison (MGGP).

Our environmental stewardship is guided by our Environment, Community and Heritage Policy and Environment Management System to address and avoid any potential significant impacts on the natural environment, including waterways, vegetation and fauna species. There were no material environmental incidents in FY24.

Environmental Management System

Capricorn implements an Environmental Management System ("EMS") to manage environmental impacts and to identify and address any compliance risks at our operations.

The Environment Management Plan ("EMP") is a key element of the EMS. The EMP outlines the programme for Capricorn to effectively manage environmental factors in all our activities and to meet our legal obligations across its projects.

As well as managing the risk of unintended or unnecessary environmental impact, the EMP also seeks to reduce or eliminate the business risk associated with poor environmental outcomes at its operations.

The EMS is aligned with ISO14001:2015, the international standard for environmental management systems, and is continuously updated and amended to ensure:

- + Capricorn's objectives and targets are met.
- + Legal obligations are understood and adhered to.
- + Our environmental management activities are clearly defined.
- + A commitment to successful environmental management is demonstrated.
- + Environmental improvement is driven using the Plan-Do-Check-Act ("PDCA") model.



Environmental, social and governance report

Vegetation

The biannual Groundwater Dependant Vegetation ("GDV") assessment at four locations on the Weelarrana pastoral station adjacent to the KGP was again undertaken in FY24. A new site was added to the programme to monitor any potential threatened species which could be affected by dewatering activity in the surrounding area.

The results of the assessment indicated that the project's activities were unlikely to impact the surrounding vegetation habitat.

The MGGP weed management plan was actioned with targeted spraying for Ruby Dock in September 2023. A similar programme planned for October 2024.

Fauna

We continue to train our employees and contractors in measures to protect native fauna at our projects. This includes an environmental and cultural awareness induction and certified snake and fauna handler training.

Rehabilitation Performance

During the year there was an additional 51ha of land disturbed at our projects taking the total land area to be rehabilitated to 1,656ha. An area totalling 205ha is currently under rehabilitation representing 12% of total land disturbance at our operations.

Land disturbance & rehabilitation	Unit	KGP	MGGP	Total
Land disturbed at the beginning of the reporting period	Hectare	1,117	692	1,809
Newly disturbed land	Hectare	35	16	51
Gross land disturbed at the end of the reporting period	Hectare	1,152	708	1,860
Newly rehabilitated land to agreed end use	Hectare	0	0	0.00
Total land rehabilitated to date	Hectare	142	63	205
Total current land disturbed (for future rehabilitation)	Hectare	1,010	646	1,656
Total land disturbance rehabilitated to date	%	12	9	12

Rehabilitation

During the year we continued a topsoil rehabilitation inspection programme involving 20 stockpile points spread across the KGP, including the Tailings Storage Facility ("TSF"), waste dump, processing plant, run-of-mine ("ROM") and aerodrome.

The programme consists of the biannual inspection of the locations which aims to evaluate changes of pioneer and succession vegetation species in the stockpiles and verify the good condition of the soils.

An extra 9,755m³ of topsoil was identified and stockpiled during the reporting period taking the total topsoil available for rehabilitation at closure to 602,048m³.



Tailings Storage Facility

Capricorn operates a TSF at KGP under a licence with DWER and in accordance with the KGP TSF Operation Management Plan.

The KGP TSF Operation Management Plan outlines procedures for the controlled discharge of tailings and recovery of supernatant to ensure safe and efficient storage of tailings, in accordance with the TSF design and its regulatory and corporate policy obligations.

In addition, the TSF is inspected daily and is subject to annual audits by external specialists. The FY24 audit concluded that the facility was being well operated, managed and monitored adequately in accordance with site operating licence conditions and tenement requirements.

Waste Management & Recycling

We encourage responsible waste management at all our operations.

At the KGP the following initiatives were implemented:

- + A reduction of disposable paper cups and cutlery use by providing reusable cups and cutlery to all Capricorn personnel on site.
- + The continuation of our recycling programme for cardboard, aluminium cans, PET bottles and glass reduced our waste volumes and has raised over \$28,000 for our designated charity, the Perth Children's Hospital (PCH). Capricorn's cardboard recycling initiative also prevented 18 tonnes ending up as landfill.

Mt Gibson Gold Project Approvals

In FY24, the Company continued to advance the environmental approvals process for the MGGP, working collaboratively with regulatory bodies and environmental consultants to ensure the project adhered to rigorous environmental standards.

The development of the MGGP was referred to the Commonwealth Department of Climate Change, Energy, the Environment and Water ("DCCEEW") under the Environmental Protection and Biodiversity Conservation Act 1999 (EPBC Act), based on comprehensive environmental assessment work completed over the last two and a half years. As expected, the DCCEEW advised that the project will be assessed as a Controlled Action via a Public Environmental Report, with an issue of guidelines for the report to be completed by Capricorn.

Additionally, the referral of the MGGP was lodged to the Environmental Protection Authority (EPA) under Part IV of the Western Australia EP Act to initiate the WA assessment process, which will run parallel with the Commonwealth assessment. The referral was validated by the EPA and will be assessed based on the referral information.

Special attention has been given to minimising the project's footprint on local ecosystems, protecting native flora and fauna, and ensuring sustainable water use throughout the approvals process. These efforts demonstrate Capricorn's ongoing commitment to environmental stewardship and responsible project development.

FY25 Focus

- + Rehabilitation of two sections of waste dumps at KGP.
- + Continue with GDV assessments, including the potential for a new Groundwater Dependent Ecosystem ("GDE") assessment.
- + Completion of a KGP Expansion Study to consider the merits of accelerating the mining schedule by delivering an increase in direct ROM ore. The expansion study has the potential to minimise land disturbance and reduce emissions and energy from the use of fossil fuels by limiting double handling of ore. Studies include the consideration and assessment of renewables as part of energy generation.
- + Continue to work collaboratively with regulatory bodies to advance environmental approvals at the MGGP.

Material topic: Water Management

Water is a vital natural resource and an essential requirement for ore processing. Responsible water management is a priority at Capricorn. We understand the importance of conserving our water use and minimising any impact from our operations on this precious resource.

Our commitment to responsible water stewardship and sourcing are outlined in our Environment, Community and Heritage Policy and Environmental Management System.

At KGP, we also abide by our Water Operating Strategy, while at MGGP all water is currently being sourced from third parties.

Water Operating Strategy

This year our Water Operating Strategy at KGP was updated and submitted to the Department of Water and Environmental Regulation ("DWER") in May 2024 and is currently being implemented.

The conceptual water balance governs water usage at KGP. We continuously monitor programmes at our operations to assess potential impacts, evaluate and refine the hydrogeological conceptualisation and inform modelling of the groundwater regime.

Environmental, social and governance report

The specific objectives of our monitoring programme includes:

- + Early identification of potentially adverse environmental impacts.
- + Assessment and refining of the hydrogeological conceptualisation.
- + Understanding and communicating the impact of the operation on the groundwater regime.

Water Efficiencies

KGP was able to recover 42% of the water sent to the TSF in FY24. We have 'low-to-no' risk from water stress in our operational areas at KGP because we do not compete with others for water allocation, nor do we use surface water in our operations.

- + Other practices undertaken to ensure the efficient use of water around site, include:
- + Water recovery and recycling from vehicle maintenance activities.
- + The treatment of washdown water to be re-used for dust suppression purposes.

- + Daily visual inspections of TSF delivery and water return pipes and containment corridor for any visible leakage or damage.
- + Weekly inspections of all pipelines, including regular maintenance and emphasis on correct operation of borefield infrastructure.
- + Review of site water balance to identify opportunities to improve water use efficiencies if significant change occurs to operational demand or overall water use.
- + Water use efficiency initiatives are continually reviewed and reported on in the annual monitoring reports.

Water Management Performance

There were no incidents or compliance breaches with respect to water management in FY24.

During the year 3,335.6ML of water was consumed across our operations. Recycled and reused water accounted for 43% of total water consumption.

The consumption at KGP was within its licensed volume of 4,000ML per year.

Water management performance Karlawinda Project

Withdrawn water	Unit	HO	KGP	MGGP	Total
Surface water withdrawn	MI	0	0	0	0
Borefield water withdrawn	MI	0	3,151.4	0	3,151.4
De-watering	MI	0	180.2	0	180.2
Third party water withdrawn	MI	0.4	0	3.6	4
Total	MI	0.4	3,331.6	3.6	3,335.6

Recycled water	Unit	HO	KGP	MGGP	Total
Water reused – reverse osmosis	MI	0	52.4	0	52.4
Other	MI	0	0	0	0
Total	MI	0	52.4	0	52.4

Reused water	Unit	HO	KGP	MGGP	Total
Tailing decant return	MI	0	2,457.6	0	2,457.6
Other	MI	0	0	0	0
Total	MI	0	2,457.6	0	2,457.6

FY25 Focus

- + As part of the updated Water Operating Strategy at KGP we are looking to minimise our dewatering needs and evaluating options to return any remaining water to the environment.
- + Water management and recycling systems will be key focus areas in the KGP expansion study, enabling more efficient use of water resources as we continue with our 'low-to-no' risk water approach at KGP.
- + Capricorn will also be seeking approvals to increase the volume of water it can extract under its licence as part of the KGP Expansion Study.
- + At the MGGP, the largely hypersaline groundwater resource has been the subject of H3 Level Hydrogeological testing and modelling for the life of the project. This information, including a life of mine water balance model, has been included in the referrals to the DCCEE and EPA mentioned above. In FY25, further test work at the MGGP is planned to assess additional water resource potential.



Material topic: Climate Change and Emissions

As the global climate shifts, we are committed to reducing our carbon footprint by addressing emissions and adapting our business practices to support a low-carbon future.

We manage these risks through our Risk Management and Sustainability Committee, whose roles and responsibilities are outlined in our Risk Management & Sustainability Charter, available on our website.

We aim to align our climate risk disclosure with the proposed Australian Sustainability Reporting Standards. The new Standards will incorporate the recommendations of the Taskforce for Climate-Related Financial Disclosures ("TCFD") and cover key areas including governance, strategy, risk management and metrics and targets.

Emissions & Energy Efficiencies

Emissions and energy at our operations are generated from two main sources of non-renewable fuels, gas and diesel.

At the KGP, Capricorn has chosen to utilise gas over diesel as a primary energy source to minimise greenhouse gas emissions. This approach is also planned at the MGGP.

During the year optimisation studies continued at the MGGP to maximise operational efficiencies in plant design, pit design and waste material movement with the aim of reducing power and diesel consumption.

The studies are also exploring the use of solar array and/or wind turbines to provide an economically viable contribution from this type of renewable power.

Dust Management

Dust management is undertaken on a continuous basis across our operations to prevent impacts to our people, the environment and to ensure safe operations for mining activities.

During FY24, we committed to upgrade the dust suppression system throughout the KGP process crushing circuit and commenced a road dust treatment trial using the Dust Stop additive. Project capital received Board approval in December 2023, installation commenced in February 2024, and was commissioned in September 2024.

Other dust controls include:

- + Water carts (applying dewatering water to roads and other areas at risk of generating dust).
- + Upgraded return scrapers on conveyor belts.
- + Restricted traffic areas.
- + Speed limits and signage in designated work areas.
- + Regular road maintenance and formal inspections and audits.

Environmental, social and governance report

Energy and Emissions Performance

We report our annual emissions to the *National Environmental Protection (National Pollution Inventory)* and the *National Greenhouse and Energy Reporting Act 2007*.

Energy consumption	Unit	Head Office	KGP*	MGGP	Total
Diesel	GJ	0	668,216	36,991	705,207
Liquefied Natural Gas	GJ	0	825,596	0	825,596
Oils and Grease	GJ	0	25,681	0	25,681
Electricity purchased and consumed	GJ	89	309,755	0	309,844
Total	GJ	89	1,829,248	36,991	1,866,328
Percentage from renewable sources	%	0	0	0	0

* Data includes Contractors

Energy consumption	Unit	Head Office	KGP*	MGGP	Total
Total Scope 1 emissions	t CO2 -e	0	89,857	2,604	92,461
Total Scope 2 emissions	t CO2 -e	13	0	0	13
Total	t CO2 -e	13	89,857	2,604	92,474

* Data includes Contractors

Air emissions	Unit	KGP	Total*
Carbon monoxide	kg	223,000	223,000
Lead & compounds	kg	129	129
Mercury & compounds	kg	2	2
Oxides of nitrogen	kg	437,000	437,000
Particulate Matter 10.0 um	kg	3,420,000	3,420,000
Particulate Matter 2.5 um	kg	26,900	26,900
Sulphur Dioxide	kg	253	253
Total volatile organic compounds	kg	22,000	22,000

* Includes KGP only. Data is not required for MGGP as the project is not in production

FY25 Focus

- + Completion of the KGP Expansion Study which has the potential to reduce emissions and energy from fossil fuels by limiting the double handling of ore and including renewables as part of energy generation.
- + The continuation of the MGGP power generation study, which has the potential to reduce the dependence on fossil fuels by maximising operational efficiencies and including renewables as part of the energy generation mix.



SOCIAL

Material topic: Health, Safety & Wellbeing

A safe and healthy workplace is a human right and underpins all aspects of our business operations at Capricorn. We want all our employees, contractors and visitors to return home safely.

As a Company, we seek to continuously improve our health and safety practices while encouraging everyone to be responsible for a safe and healthy work environment. Health management and monitoring plans cover all employee and contractor groups, and we encourage discussion and action on feedback.

Our commitment to minimising both physical and psychosocial harm is supported by our Company policies, Risk Management Framework and our project-specific Mine Safety Management Systems. Company policies that support the health, safety and wellbeing of our employees and contractors include:

- + Bullying, Harassment and Discrimination Policy
- + Mental Health and Wellbeing Policy
- + Diversity & Inclusion Policy
- + Noise Control Policy
- + Fitness for Work Policy
- + Privacy Policy
- + Health and Safety Policy
- + Workplace Rehabilitation Policy

These policies help embed an inclusive and supportive culture, guide the provision of a safe workplace and safe systems of work, and include measures that support the mental health and wellbeing of our people.

Health and Safety Management Systems

Our project-specific Mine Safety Management Systems are aligned to international standard ISO45001. All employees and contractors are covered under the system.

These comprise:

- + Robust hazard and incident reporting practices and systems that ensure appropriate action is taken to eliminate or minimise potential hazards.
- + Pre-defined role-specific training needs.
- + The implementation of a new Work Health and Safety (WHS) Audit and Assurance framework.

In FY24 we extended our commitment to effective WHS management through implementation of the PeopleTray WHS Software System and a revised contractor management framework which is reviewed externally. The PeopleTray system will strengthen our reporting and assurance activities through automated workflows and reduce our reliance on paper-based assurance activities.



Environmental, social and governance report

Safety and Training

Safety and training initiatives in FY24 include:

- + The commencement of our safety leadership training programme inclusive of both external and in-house training, focus on understanding WHS legislation and responsibilities, critical risk controls and supervisor skills. 84.2% of supervisors and step-up supervisors have now completed this training.
- + WHS training completed as per position requirements. Over 10,000 hours of internal, online and external training were recorded.
- + The continuation of the safety reward system for those demonstrating exceptional commitment to WHS reporting and improvement initiatives.

Health and Wellbeing

Health and Wellbeing initiatives in FY24 included:

- + Regular company-wide social club events.
- + An agreement signed with a Registered Training Organisation (RTO) for the in-house delivery of accredited First Aid Courses to employees and contractors.
- + Significant capital expenditure on industry leading patient monitoring equipment.
- + Ongoing support through our Employee Assistance Program (EAP).

Emergency Preparedness

We have maintained a proactive approach to emergency preparedness by:

- + Engaging external industry leading trainers to conduct training in vehicle extrication, hazardous materials and aerodrome emergency response, with involvement of external stakeholders such as the Western Australia Police Force, Department of Fire and Emergency Services and the Royal Flying Doctors Service.
- + Conducting weekly scenario-based team training.
- + Continuing with Cert III Mine Emergency Response and Rescue courses for selected ERT members.



Health and Safety Performance

In FY24, Capricorn achieved a zero Lost Time Injury Frequency Rate (LTIFR).

There were eight recordable injuries at the KGP resulting in a Total Recordable Injury Frequency Rate (TRIFR) of 9.74. Seven of the eight recordable injuries were considered of low severity and duration, whilst one of the eight is musculoskeletal related and still under management.

There were no fatalities or cases of recordable work-related ill health among our employees or contractors in FY24.

All injuries have been supported in accordance with the Company's Workplace Rehabilitation Policy and Procedure.

Health & Safety Statistics ¹ – Employees & Contractors at all projects	Unit	FY24
Fatalities	Number	0
High consequence work-related injuries	Number	0
Lost time injuries (LTI)	Number	0
Lost time injury frequency rate (LTIFR)	Rate	0
Medical treatment injuries (MTI)	Number	3
Medical treatment injury frequency rate (MTIFR)	Rate	3.31
First aid injuries (FAI)	Number	27
Restricted work injuries (RWI)	Number	0
Restricted work injury frequency rate (RWIFR)	Rate	0
Total recordable injuries (TRI)	Number	8
Total recordable injury frequency rate (TRIFR)	Rate	9.74
Total hours worked	Number	905,376

¹ Capricorn fatality rates, LTIFR, MTIFR, TRIFR and RWIFR are calculated by the number of injuries/fatalities divided by the total hours worked x 1,000,000 hours worked.

FY25 Focus

- + In FY25 we plan to build on our existing mental health and wellness support programme with an external specialist, delivery of internal workshops to raise mental health awareness and improve access to practical information for workers, their families and workmates.
- + We will continue to progress statutory training in FY25 as well as our supervisor and step-up supervisor development training in partnership with AREEA.



Environmental, social and governance report

Material topic: Cultural Heritage

We recognise the importance of respecting and preserving the cultural heritage of our Traditional Owners, the Nyiyaparli, Ngarlawangga (at the KGP) and the Badimia people (at the MGGP) which is central to our social license to operate.

By safeguarding cultural heritage, Capricorn contributes to the long-term sustainability of our operations through careful management of the environment, preservation of historical sites, and the cultural identity of our surrounding communities.

Our commitment to safeguarding cultural heritage is outlined in our Environment, Community and Heritage Policy. In addition, Australian law requires us to consult with Traditional Owners and obtain their consent for exploration and mining activities with the potential to impact cultural heritage sites. Compliance with these laws is critical to avoid legal issues and project delays.

Cultural Heritage

Land Access Agreements with our Traditional Owners are in place with agreed terms and shared objectives upheld to ensure compliance with our access obligations.

The following measures and programmes are also in place:

- + Communication of cultural awareness information to onsite personnel.
- + Annual meetings with Traditional Owners.
- + Continuous engagement on heritage surveys.
- + Heritage sites are kept confidential with no markings or attention brought to them as requested by our Traditional Owners.

At the KGP, seven cultural heritage surveys were conducted in FY24. At the MGGP, we carried out six heritage surveys, including well and water archaeological surveys with significant input from Traditional Owners. Heritage monitoring, notices and consultation requests were completed at both projects to facilitate access for exploration activities.



FY25 Focus

- + Enhance the site induction process to better communicate cultural awareness information for site personnel at both KGP & MGGP.
- + We will continue heritage surveys across the Company's tenement area, ensuring all necessary consultation permission requests are completed. This will facilitate access for planned activities while upholding our commitment to regulatory compliance and respecting the cultural significance of Traditional Owners.

Material topic: People – Attraction, Retention & Engagement

Capricorn is focused on building a work culture that attracts, develops and retains great people. We aim to achieve this by offering competitive remuneration and benefits, providing opportunities for career growth and by creating a positive and collaborative work environment.

These commitments are governed by Capricorn's Remuneration, Nomination and Diversity Committee, who are responsible for policy review, strategy oversight and recommendations to support this goal.

Policies currently in place include:

- + Remuneration, Nomination and Diversity Committee Charter;
- + Code of Conduct;
- + Diversity Policy;
- + Bullying Harassment and Discrimination Policy; and
- + Performance Evaluation Policy.

Strategic Workforce Planning

Strategic workforce planning was undertaken in FY24 to identify talent needs associated with the organisation's future goals.

We are focussed on developing a strategy to ensure we have the right mix of talent, technologies and employment models to achieve these goals.

Some of the key elements of our strategic workforce planning includes:

- + Development of a talent acquisition strategy
- + Development of a leadership training programme
- + Consideration of new positions for future needs
- + The expansion of our operations, services or products
- + Talent retention planning

Other initiatives in place include:

- + A Graduate Programme open to students in their final year of university or recent graduates of a relevant degree, designed to give participants experience in a wide range of business, site operations and technical roles. Graduates receive ongoing training and development, mentoring by our leaders and access to a strong network so they can share experiences, learn from each other and develop connections.
- + A Vacation Programme offering tertiary students the opportunity to work at our operations in a hands-on environment. As part of the programme, students are assigned to a sector and paired with a team member who provides mentoring and supervision. During the 12-month to four-year structured training period, we offer apprentices the opportunity to expand their knowledge and skillset as well as obtaining a nationally recognised trade qualification.

Attraction, Retention & Engagement

Our integrated approach to attracting, recruiting and retaining employees defines a clear value proposition and incorporates ongoing engagement, compensation and effective rewards.

All employees received a performance and career development review in FY24. We are committed to providing our employees with continuous training and education programmes, including graduate internships and apprenticeships, to support them to realise their full potential.



Other employee attraction retention and engagement activities include:

- + Competitive remuneration rates and industry benchmarking.
- + Retention incentives providing employees the opportunity to obtain equity in the Company.
- + Other incentives, including the award of a 2-ounce gold bar to employees with over 12 months of service to celebrate Company milestones (see picture below).
- + Development of career progression and advancement opportunities.
- + People-first workplace, retention, employee wellness programmes, skills training, and clear opportunities for advancement.
- + Regular company recognition of hard work, commitment and dedication of employees with timely recognition and appreciation of their hard work.

Attraction, Retention & Engagement and Training Performance

All of our employees received a performance and career development review in FY24.

During FY24 we hired 43 new employees and our turnover rate was 28% which is consistent with the WA mining industry.

A total of 6,304 hours of training was undertaken by employees during the year, resulting in average training hours per employee of 38 hours.



Environmental, social and governance report

Employment Summary

Total employees by employment category	Unit	FY24
Total senior management employees	Number	4
Total general employees	Number	151
Total employees	Number	155

New Employee Hires and Turnover by Gender and Age

New employee hires by gender	Unit	FY24
Male	Number	33
Male	%	77%
Female	Number	10
Female	%	23%

New employee hires by age	Unit	FY24
Under 30	Number	8
Under 30	%	19%
30-50	Number	29
30-50	%	67%
Over 50	Number	6
Over 50	%	14%

Employee turnover by gender	Unit	FY24
Male	Number	28
Male	%	78%
Female	Number	8
Female	%	22%

Employee turnover by age	Unit	FY24
Under 30	Number	12
Under 30	%	33%
30-50	Number	18
30-50	%	50%
Over 50	Number	6
Over 50	%	17%

Training

Training hours	Unit	FY24
Total training hours – employees	Hours	6,304
Total training hours – contractors	Hours	3,954
Average training hours per employee	Hours	38
Average training hours per contractor	Hours	6

Total training hours by gender	Unit	FY24
Employees – Male	Hours	5,317
Employees – Female	Hours	987
Contractors – Male	Hours	3,465
Contractors – Female	Hours	489

Total training hours by employment category	Unit	FY24
Senior Management	Hours	73
Middle Management	Hours	756
General Workforce	Hours	5,475
Contractor Workforce	Hours	3,954

Material topic: Diversity & Equal Opportunity

Capricorn is focused on building an inclusive, culturally capable and diverse workforce where everyone is given equal opportunities and treated with fairness and respect. We recognise that a diverse and inclusive workplace is not only ethical practice but help foster employee engagement, satisfaction, innovation and productivity.

Workplace diversity and inclusion is everyone's responsibility. Building and modelling positive, respectful, and inclusive behaviour, as well as valuing diversity and diverse opinions within our workforce is vital for ensuring a constructive work culture.

Our commitment to promote diversity in all its forms, from hiring to offboarding is outlined in Capricorn's Remuneration, Nomination and Diversity Committee Charter which is responsible for reviewing and recommending policies that will promote Board and workplace diversity and inclusion. In FY24 we appointed our first female Non-Executive Director to the Board, Ms Jill Irvin.

At the governance level, diversity and equal opportunity is addressed by our Code of Conduct, Diversity Policy, Bullying Harassment and Discrimination Policy and Performance Evaluation Policy.

The following measures and programmes are also in place:

- + The HR department, with the support of all managers, ensures that employees receive information on diversity awareness.
- + We evaluate remuneration regularly using industry benchmarking and provide like-for-like pay for all positions.
- + A peer monitoring programme among colleagues.
- + We encourage and promote local employment by advertising job openings within the local community and sponsoring overseas candidates on Temporary Skills Shortage (TSS) visa.
- + Our monthly reporting includes gender ratio data for corporate and site-based personnel positions in all areas of the Company.
- + All Capricorn employees are entitled to parental leave.

Diversity and Equal Opportunity Performance

Gender Diversity

Total workforce by gender	Unit	FY24
Total male	Number	119
Total female	Number	36
General employees by gender		
Total male	Number	115
Total female	Number	36
Senior management by gender		
Male	Number	4
Female	Number	0
Board team by gender		
Male	Number	4
Female	Number	1

Age Diversity

General employees by age	Unit	FY24
Under 30	Number	37
30-50	Number	78
Over 50	Number	36
Senior management by age		
Under 30	Number	0
30-50	Number	2
Over 50	Number	2
Board team by age		
Under 30	Number	0
30-50	Number	2
Over 50	Number	3

Employment Type and Gender

Employees by employment type and gender	Unit	FY24
Full-time, Male	Number	102
Full-time, Female	Number	32
Part-time, Male	Number	0
Part-time, Female	Number	1

FY25 Focus

Capricorn is currently developing a Diversity and Inclusion survey module with the purpose of obtaining data on diversity and information about the demographic mix of our team. The inclusion data will capture the inclusion and exclusion experiences of the workforce.

Development of specific diversity training and awareness programmes that model constructive workplace behaviours to promote diversity and inclusion, raise awareness about the benefits of diversity and highlight the negative impacts of discrimination and bias.

GOVERNANCE

Material Topic: Business Ethics & Governance

We seek to uphold the highest standards of integrity and accountability across all levels of our business.

To maintain strong ethical conduct, our governance framework comprises charters, policies, procedures and responsibilities to ensure that we comply with our Company values and stakeholder obligations. Our Corporate Governance framework is outlined under the subheadings below.

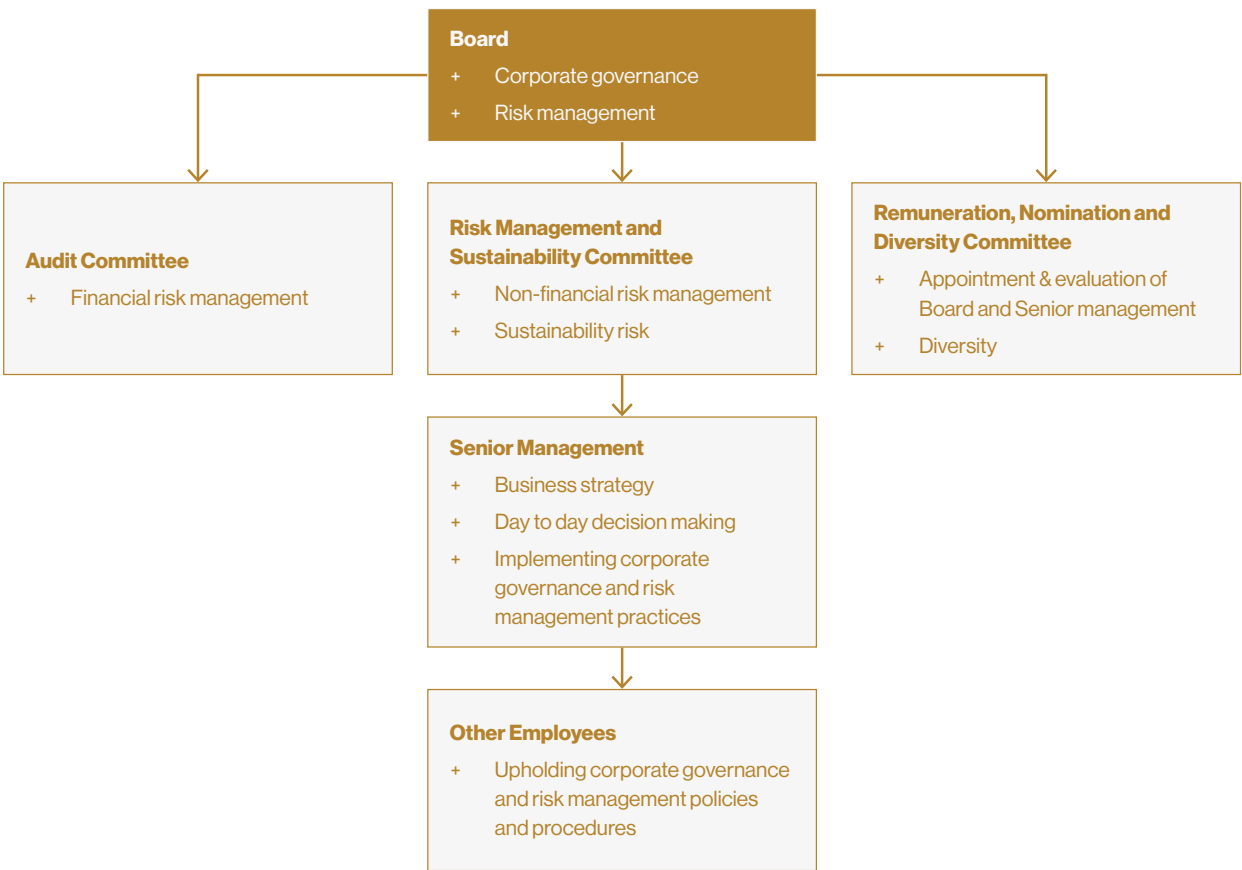
Corporate Governance Structure

The Capricorn Board, which meets on a regular basis, is responsible for corporate governance and risk management oversight, and delegates business strategy and executive decision-making to our senior management team.

Executive responsibility lies with the Executive Chairman, who in turn, is accountable to the Board. There are clear lines of communication between the Executive Chairman and the Board. These roles are outlined in the Board Charter on our website.

While the Board has overall accountability for establishing and delivering an effective governance framework, all Capricorn employees share responsibility for upholding our corporate governance standards which are outlined in our Corporate Code of Conduct.

Capricorn Metals Governance Framework



Risk Management & Sustainability Committee

The Audit and Risk Management Committee was restructured in FY24 into two separate Committees: An Audit Committee and a Risk Management and Sustainability Committee (RMSC).

The Audit Committee Charter and RMSC Charter were developed in FY24, and clearly outline the roles and responsibilities of the Committees.

Climate Risk

We recognise the impact of the warming climate on our operations. Climate risk and emissions is one of our material topics and is overseen at the Board level by our Risk Management and Sustainability Committee. A Working Group comprising of seven senior employees, including the Chair of the RMSC, attended a workshop in April to review material topics for FY24 and the latest climate risk requirements, including the proposed Australian Sustainability Reporting Standards. The standards will guide our climate reporting.

As part of our preparation for mandatory climate reporting, we plan to conduct a climate risk assessment workshop next year.

Corporate Code of Conduct

Our Corporate Code of Conduct, available on our website, outlines our commitment to integrity and fair dealing in our employment and business approach. It sets out the duty of care to our employees, contractors and other stakeholders and the standards and expectations of appropriate conduct in different contexts.

Legal and Regulatory Framework

The ASX Listing Rules and ASX Corporate Governance Principles require us to address significant corporate governance risk and report our progress. We are also subject to regulatory obligations under the Corporations Act 2001 (Cth).

Anti-Bribery & Corruption Policy

Capricorn has a zero-tolerance approach to bribery and corruption. Our Anti-Bribery and Corruption Policy describes our responsibilities to uphold our position on these matters and how to recognise and deal with any possible breaches and suspicious activity. The policy also provides strict guidelines with respect to financial benefits such as gifts, travel and hospitality. Any breach is regarded as a serious matter and may result in disciplinary action. There were no reported incidents of corruption in FY24.

Whistleblower Policy

Directors, employees, contractors and suppliers of Capricorn are expected to act with honesty and integrity. Our Whistleblower Policy, available on our website, is the formal procedure which enables any person to report concerns of misconduct.

Modern Slavery Statement

Modern Slavery risks are overseen by the Company's Risk Management & Sustainability Committee. In FY23, we developed a Modern Slavery Statement to guide our principles and risks with respect to our business and supply chain.

Memberships & Associations

Industry associations play a valuable role to promote knowledge sharing and advocacy across the mining sector. Capricorn proudly participates in the following associations and networks: Association of Mining and Exploration Companies (AMEC), Chamber of Minerals and Energy (CME), Gold Industry Group and the Australian Resources & Energy Employer Association (AREEA).



Material Topic: Economic Performance

A strong financial performance is integral to the long-term success and resilience of our business and the creation of shared, sustainable value for our stakeholders.

Our focus continues to be on the efficient management of our operations to ensure that we advance our projects and contribute to local communities and the Australian economy.

The Capricorn Board provides overarching financial performance oversight. The Audit Committee manages financial risk and compliance while the RMSC manages non-financial and sustainability risk and compliance. The Audit Committee Charter and RMSC Charter outline the roles and responsibilities of the Committees.

Our senior management team, led by the Executive Chairman, Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, are responsible for day-to-day management of operations and administration.

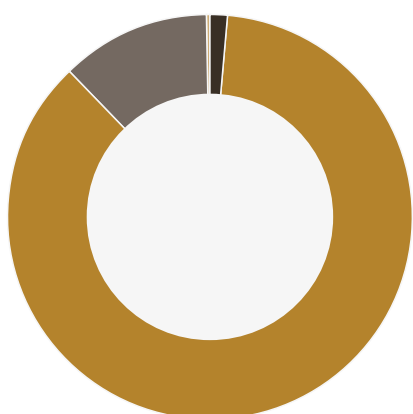
Economic Contribution

Capricorn is committed to supporting the local communities in which we operate and is a significant contributor to the Australian economy, both direct and indirectly through employment opportunities, supplier payments, taxes and royalties.

Capricorn takes great pride in a 'support local' procurement strategy. In FY24, 99.96% of our total procurement expenditure was in Australia.

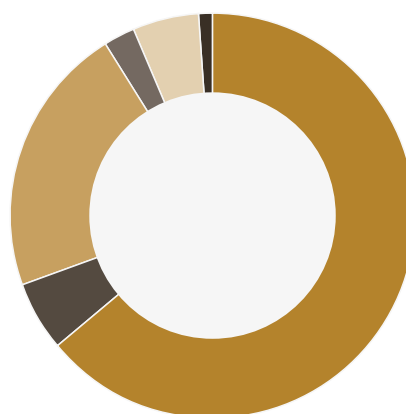
As a proportion of total spend, Western Australian businesses received the majority of these contributions, representing 88% of total procurement expenditure.

Supplier Spend by Region	Unit	2024
Local area	\$M	3.2
Western Australia	\$M	199.5
Rest of Australia	\$M	27.6
International	\$M	0.1
Total	\$AUD	230.4



■ Local Area ■ Western Australia ■ Rest of Australia ■ International

Economic Contribution by Type	Unit	FY24
Supplier payments	\$M	227.1
Employee wages, salaries, and benefits	\$M	20.5
Finance costs	\$M	76.2
Taxes	\$M	9.7
Royalties	\$M	18.6
Local community contributions	\$M	3.2
Total	\$AUD	355.3



■ Supplier payments ■ Employee wages, salaries, and benefits ■ Finance costs
■ Taxes ■ Royalties ■ Local community contributions

Tax transparency

We are fully compliant with all tax regulations. Our Audit Committee and Board oversees our tax risk management, with responsibilities outlined in the Audit Committee Charter. An overview of the company's tax position for FY24 can be found in this Annual Report.

Financial Performance

During the year we continued our strong period of growth, while operating efficiently, sustainably and in compliance with all relevant laws and regulations.

The following is a summary of Capricorn's performance for FY24:

- + Record revenue of \$359.8m includes the sale of 112,853 ounces of gold at an average realised price of \$3,185 per ounce.
- + Strong cashflow generation continued at the KGP with record cashflow from operating activities of \$158.2m and record EBITDA of \$168.3m.
- + Net cash position increased by \$13.4m to \$69.3m after the payment of \$69.6m to partially close-out the hedge book (and buy gold put options), \$32.0m in exploration and \$19.6m in early spend at the MGGP.
- + Increase in net cash position driven by the production of 113,007oz at an AISC of \$1,421/oz from the KGP.

Please refer to our Financial Report for a full summary of our FY24 financial performance.

FY25 Focus

- + Continue profitability and returns for our shareholders.
- + We expect KGP to continue its strong operational performance by producing 110,000-120,000 ounces at an AISC range of \$1,370-\$1,470 per ounce and growth capital of \$10-20 million.
- + Completion of the KGP Expansion Study.
- + Commence a study to evaluate the underground potential of the MGGP.
- + Continue to progress the development of our MGGP and seek to obtain the necessary permits and approvals to commence construction of the project.



Directors' report

The Directors submit the financial report of the Consolidated Group ("the Group" or "Capricorn"), consisting of Capricorn Metals Ltd (referred to in these financial statements as "Parent" or "Company") and its wholly owned subsidiaries for the year ended 30 June 2024 and the audit report thereon, made in accordance with a resolution of the Board.

Directors

The Directors of the Company who held office since 1 July 2023 and up to the date of this report are set out below. Directors were in office for the entire year unless stated otherwise.

Mr Mark Clark

B.Bus, CA

Executive Chairman

Appointed 8 July 2019

Mr Clark has over 30 years' experience in corporate advisory and public company management.

He was a director of successful Australian gold miner Equigold NL ("Equigold") from April 2003 and was Managing Director from December 2005 until Equigold's \$1.2 billion merger with Lihir Gold Ltd in June 2008. Equigold successfully developed and operated gold mines in both Australia and Ivory Coast.

Mr Clark also served as Managing Director of Regis Resources Limited ("Regis") from May 2009 until November 2016 when he was appointed Executive Chairman. He retired as a director of Regis in October 2018. Mr Clark oversaw the development of Regis' three operating gold mines at the Duketon Gold Project, which culminated in the project producing well over 300,000 ounces of gold per annum.

Mr Clark joined Capricorn Metals in July 2019 and has overseen the successful development and commissioning of the Karlawinda Gold Project and the acquisition of the Mt Gibson Gold Project.

Mr Clark is a member of the Chartered Accountants Australia and New Zealand.

Mr Clark is not an independent director.

During the past three years Mr Clark has not held any other listed company directorships.

Mr Mark Okeby LLM

Non-Executive Director

Appointed 8 July 2019

Mr Okeby began his career in the resources industry in the 1980's as a corporate lawyer advising companies on resource project acquisitions, financing, and development. He has a Masters of Law (LLM) and over 35 years' experience as a director of ASX listed mining and exploration companies.

Mr Okeby is currently a director of Red Hill Iron Limited (appointed in 2015) and is also Non-executive Chairman of Peel Mining Limited (appointed in 2022). Previously Mr Okeby has been a director of Hill 50 Ltd, Abelle Limited, Metals X Limited, Westgold Resources Limited, Lynas Corporation Ltd and Regis Resources Limited.

Mr Okeby is an independent director.

During the past three years Mr Okeby has held the following other listed company directorships:

- Non-Executive Chairman of Peel Mining Limited (March 2022 to present)
- Non-Executive Director of Red Hill Iron Limited (August 2015 to present)

Mr Myles Ertzen

B.Sc Grad Dip App Fin

Non-Executive Director

Appointed 13 September 2019

Mr Ertzen was from 2009 until December 2018 a senior executive at Regis Resources Limited having held project and business development roles, culminating in the role of Executive General Manager – Growth, from which he resigned in December 2018.

Prior to Regis, Myles held a number of senior operations roles for gold mining and development companies and has significant experience in the permitting, development and operations of gold projects in Western Australia. Myles has various regulatory and technical qualifications in mining, management and finance.

Mr Ertzen is an independent director.

During the past three years Mr Ertzen has not held any other listed company directorships.

Directors' report (Continued)

Mr Bernard De Araugo

B.App.Sc (Metallurgy)

Non-Executive Director

Appointed 26 May 2021

Mr De Araugo is a qualified metallurgist with over 30 years' experience in mining and processing including senior management and technical roles at several gold mining operations in Australia and overseas. He has held senior leadership roles across a range of business disciplines including operations, commercial management and technical functions at Orica Mining Services and leading processing consumables supplier Donhad Pty Ltd where he was an Executive Director for over 12 years.

Mr De Araugo is an independent director.

During the past three years Mr De Araugo has not held any other listed company directorships.

Ms Jillian Irvin

B.Sc (Geology)

Non-Executive Director

Appointed 12 October 2023

Ms Irvin is an experienced geologist with over 25 years' experience in the Australian mining industry. She has a strong operating background having worked for several Australian gold and base metals companies performing a variety of roles including resource estimation, near mine exploration and mining geology.

Ms Irvin is currently the Principal Geologist at Entech, a West Perth based, international mining consultant specialising in resource geology, mining engineering and geotechnical services.

Ms Irvin is an independent director.

During the past three years Ms Irvin has not held any other listed company directorships.

Company Secretary

The Company Secretary of the Company during the year and up to the date of this report is set out below.

Mr Kim Massey

B.Com, CA

Company Secretary

Appointed 4 March 2021

Mr Massey is a Chartered Accountant with significant experience in financial management and corporate advisory services, particularly in the resources sector, as a corporate advisor and company secretary for a number of ASX and AIM listed companies.

Committee membership

During the year, the Audit and Risk Management Committee was restructured into two separate committees. At the date of this report, the Company had an Audit Committee, a Risk Management and Sustainability Committee, and a Remuneration, Nomination and Diversity Committee. The directors acting on the Committee's during the year were:

Director	Audit Committee	Risk Management and Sustainability Committee	Remuneration, Nomination and Diversity Committee
M Okeby ⁽¹⁾	✓	✓	✓
M Ertzen	Chair	✓	✓
B De Araugo	✓	Chair	Chair
J Irvin	✓	✓	✓

(1) M Okeby retired from each of the Board Committees on 15 November 2023.

Directors' meetings

The number of Board and Committee meetings held and attended by directors during the year were as follows:

Director	Board		Audit & Risk Management ⁽¹⁾		Audit ⁽¹⁾		Risk Management and Sustainability ⁽¹⁾		Remuneration, Nomination and Diversity	
	No. held	No. attended	No. held	No. attended	No. held	No. attended	No. held	No. attended	No. held	No. attended
M Clark	9	9	-	-	-	-	-	-	-	-
M Okeby	9	9	2	2	-	-	-	-	1	1
M Ertzen	9	9	2	2	1	1	2	2	2	2
B De Araugo	9	9	2	2	1	1	2	2	2	2
J Irvin	7	7	-	-	1	1	2	2	1	1

(1) The Audit & Risk Management Committee was restructured into two separate committees during the year.

Principal Activities

The principal activities of Capricorn during the financial year were:

- exploration, evaluation, development and production at the Karlawinda Gold Project ("KGP"); and
- exploration and evaluation of the Mt Gibson Gold Project ("MGGP").

Strategy/Objectives

The Group's strategy is to be a profitable mid-tier gold company that delivers superior returns to shareholders over the long term.

The focus of the Company during the year was the operation of the KGP. In addition, the Company actively pursued its strategy of developing into a multi operational gold company undertaking an extensive resource drilling programme at the MGGP culminating in an updated mineral reserve and ore reserve estimate.

The Company's objectives are to:

- Continue operations at KGP by mining and processing ore safely and responsibly;
- Organically increase the reserves and resources of the Company through systematic exploration activity across both the KGP and MGGP tenement packages;
- Continue the technical, environmental and other studies required to advance the permitting and development of the MGGP in due course; and
- Actively pursue inorganic growth opportunities.

Operating and Financial Review

Overview

Capricorn Metals Ltd is an Australian based gold producer and exploration company with two distinct project areas located in Western Australia.

The KGP is located 65 kilometres south-east of Newman in the Pilbara region of Western Australia. The KGP commenced operations in June 2021 and has a 13-year mine life on current reserves. The KGP completed its third full year of operations producing 113,007 ounces of gold at an all-in-sustaining-cost ("AISC") of \$1,421 per ounce.

The Company's second project is the MGGP, located in the Mid-West region of Western Australia, 280 kilometres north-east of Perth. Capricorn acquired the MGGP in July 2021 at an acquisition cost of \$39.6 million and a 1% net smelter royalty on all minerals produced from the project including gold production in excess of 90,000 ounces. The Company continued an extensive resource drilling programme at MGGP during the year and announced an updated ore reserve estimate of 1.83 million ounces in April 2024.

Financial summary

Key financial data	2024 \$'000	2023 \$'000	Change \$'000	Change %
Sales revenue	359,834	320,840	38,994	12
Cost of sales (excluding D&A) ⁽¹⁾	(176,106)	(146,429)	(29,677)	20
Other income	26	34	(8)	(24)
Corporate, admin and other costs	(15,424)	(12,520)	(2,904)	23
EBITDA ⁽¹⁾	168,330	161,925	6,405	4
Depreciation & amortisation (D&A)	(28,723)	(27,510)	(1,213)	4
Net finance costs	(13,920)	(125,249)	111,329	(89)
Profit before tax	125,687	9,166	116,521	1,271
Income tax expense	(38,549)	(4,767)	(33,782)	709
Profit/(loss) after tax	87,138	4,399	82,739	1,881
Cashflow from operating activities	158,184	152,560	5,624	4
Cash and cash equivalents	119,917	106,471	13,446	13
Borrowings	(50,658)	(50,613)	(45)	0
Net cash	69,260	55,858	13,402	24
Net assets	309,265	256,537	52,728	21
Basic earnings per share (cents per share)	23.13	1.18	21.95	1,860

1 EBITDA is an adjusted measure of earnings before interest (finance income/(expenses)), taxes, depreciation and amortisation. Cost of sales (excluding D&A) and EBITDA are non-IFRS financial information and are not subject to audit. These measures are included to assist investors to better understand the performance of the business.

Capricorn achieved a net profit after tax of \$87.1 million for the full year to 30 June 2024, up from \$4.4 million in the previous year, primarily due to one-off finance costs associated with the restructuring of gold forward contracts in FY23 (see "Net finance costs" below).

EBITDA increased 4% to \$168.6 million for the full year to 30 June 2024 as higher gold sales revenue were offset by increases in operating and overhead costs.

Performance summary

Sales

Gold revenue for the financial year was \$359.4 million from the sale of 112,853 ounces of gold at an average realised price of \$3,185 per ounce (2023: \$320.8 million from 120,320 ounces at \$2,665 per ounce). During the year, Capricorn had no gold forward contract obligations (2023: 16,947 ounces at \$2,777 per ounce).

As at 30 June 2024, Capricorn's gold forwards hedging programme totalled 55,000 ounces of flat forward contracts at an average delivery price of \$2,327 per ounce and a 16,700 ounce sold gold call option with a strike price of \$2,260 per ounce and expiry date of 30 June 2025.

The Company has no gold hedging delivery obligations until 31 December 2025.

Cost of sales

Cost of sales, excluding depreciation and amortisation, for the year increased 20% to \$176.1 million from the previous year mainly due to higher unit mining rates as the Bibra open pit deepens and the effect of industry wide cost pressures.

Net finance costs

The restructure of the gold forwards in June 2023 led to the adoption of hedge accounting from 1 July 2024. The remaining gold forwards are now valued through the Company's reserves and recognised in the profit and loss statement on the designated delivery dates of the contracts. These contracts previously qualified as future inventory sales contracts with the sales value recognised as revenue at the time of sale, also known as the "own use" exemption.

In June 2024, the Company announced that it had reduced its gold forward contracts by 52,000 ounces to provide further exposure to any increase in the A\$ gold price. The closure of the gold forwards means the Company does not have any gold hedging delivery obligations until December 2025. As part of the closure Capricorn also purchased gold put options (for the same volume and maturity as the closed hedge contracts) which gives Capricorn the right (but not the obligation)

Directors' report (Continued)

to sell the previously hedged ounces at a price of A\$3,432 per ounce. The cost of reducing the hedge book and the purchase of gold put options was \$69.6 million, this was paid in cash.

The implementation of hedge accounting resulted in a reduction in net finance costs by \$50.3 million, bringing the total down to \$13.9 million compared to the previous year. The closures of the June 2024 gold forward contracts will be recognised in the profit and loss statement on the designated delivery dates of the contracts.

Cashflow

Statutory operating cash flow for the year was \$158.2 million which delivered a \$13.4 million increase (to \$119.9 million) in cash and cash equivalents for the year. Key cash flow movements for the year included:

- Net cash inflow from operations (excluding interest paid) of \$164.8 million
- Payments for the partial closure of the gold forwards hedge book and purchase of gold put options of \$69.6 million
- \$32.0 million on exploration activities at KGP and MGGP
- \$16.8 million on the camp construction at the MGGP

Net cash

The Company had net cash of \$69.3 million at the end of the financial year (2023: net cash of \$55.9 million) an increase of \$13.4 million from the prior year after the \$69.6 million payment to partially close the hedge book (2023: \$36.8 million).

The Company had outstanding debt at the end of the financial year of \$50 million (2023: \$50 million). In July 2022, Macquarie Bank agreed to convert the \$50 million outstanding debt to a general-purpose corporate loan facility with a single bullet repayment in June 2025.

Project summary

Karlawinda Gold Project

Operations

Operating results for the 2024 financial year were as follows:

	Unit	30 June 2024	30 June 2023
Ore mined	BCM ('000)	2,023	2,443
Waste mined	BCM ('000)	10,546	10,129
Stripping ratio	w:o	4.45	4.15
Ore mined	Tonnes ('000)	5,276	5,807
Ore milled	Tonnes ('000)	4,063	4,219
Head grade	g/t	0.97	0.96
Recovery	%	90	93
Gold production	Ounces	113,007	120,014
Cash cost ⁽¹⁾	A\$/oz	\$1,275	\$1,038
Cash cost inc. royalties	A\$/oz	\$1,448	\$1,186
All-in-sustaining-cost ⁽¹⁾	A\$/oz	\$1,421	\$1,208

1 Cash cost and all-in sustaining costs ("AISC") are non-IFRS financial information and not subject to audit. These are comparable measures commonly used in the mining industry and in particular the gold mining industry. The Company calculates cash costs and AISC on a per ounce production basis.

KGP produced 113,007 ounces from its third year of operation. This was within the revised annual production guidance range of 112,000 – 115,000 ounces. The all-in-sustaining-cost ("AISC") for the financial year was \$1,421 per ounce which was 4% above the top end of the AISC guidance range for the year of \$1,270 - \$1,370 per ounce, due to the impacts of weather events in March 2024 on production and mining activities.

A total of 12.6 million BCM of material was mined from the Bibra open pit during the year at a waste-to-ore strip ratio of 4.45. Mining focussed on delivering ore to the ROM primarily from Stage 3 of the open pit and mining waste to open up ore zones in stage 2 and 4 of the open pit. Mining was affected by two significant rainfall events in Q3 which disrupted ore supply to the ROM.

The processing plant maintained consistent levels of production throughout the year. Mill throughput was impacted by the blending of a higher proportion of fresh ore compared to previous years. Additionally, optimisation of the oxygen

Exploration

The Pilbara region of Western Australia has not had a significant historical exploration focus on gold and as a result very little modern and meaningful gold exploration has been completed outside of the immediate Bibra deposit, the focus of current mining operations.

During the year a total of 430 holes for 57,829 metres were drilled across the KGP tenement package.

Multiple near mine and regional exploration projects were advanced during the year focussing on areas situated proximal to either the Nanjilgardy Fault or the Sylvania Inlier and Pilbara Craton margin (refer Figure 1 below). Near mine drilling was completed at Veda, Belhaven, Berwick and Carnoustie, with further drilling expected to continue into FY25. A reserve conversion drilling programme was also completed, including at Berwick, to allow the conversion of Inferred Resources to Indicated category which resulted in a significant update to the KGP Ore Reserve Estimate in August 2024 to 1,428,000 ounces.

An extensive, regional drilling programme comprising 25,000m of Aircore and 18,000m of RC drilling is scheduled to commence in Q1FY25. The drill targets are interpreted to be in similar geological settings prospective for Bibra style and intrusion related mineralisation, and include multiple gravity-high and surface sample anomalies along magnetic corridors with known gold occurrences.

In August 2024 the Company announced an annual resource and reserve update for KGP.

The updated KGP Ore Reserve Estimate (“ORE”) of 1,428,000 ounces (2023: 1.25 million ounces) was an increase of 333,000 ounces after accounting for mining depletion in the 15 months to 30 June 2024.

The updated Mineral Resource Estimate ("MRE") of 2,252,000 ounces (2023: 2.23 million ounces) was an increase of 176,000 ounces after accounting for mining depletion in the 15 months to 30 June 2024.



Mt Gibson Gold Project

In July 2021 Capricorn announced the acquisition of the MGGP located approximately 280 kilometres northeast of Perth in the Mid-West region of WA. At the time of acquisition the project had a JORC 2012 compliant Inferred MRE of 2,083,000 ounces of gold.

In April 2024 the Company announced an updated ORE for the MGGP. The updated JORC 2012 compliant ORE is 61.6 million tonnes @ 0.9g/t Au for 1.83 million ounces (2023: 1.45 million ounces). This ORE is based on a MRE of 125.1 million tonnes @ 0.8g/t Au for 3.31 million ounces (2023: 2.76 million ounces). The ORE was estimated using a A\$1,900 per ounce gold price with the reserve pits having a shallow average depth of 160 metres, down to a maximum depth of 260 metres and an operating strip ratio of 4.2.

During the year a total of 1,053 holes for 102,057 metres were drilled across the MGGP tenement package.

Exploration activities at the MGGP focussed on extensional and infill drilling as well as near mine exploration at prospects immediately adjacent to the Mt Gibson trend. Resource drilling has continued under the S2, Orion and Lexington pits and the unmined areas across both the Mt Gibson and Taurus trends.

During the year, a diamond drilling programme was completed to test the underground mining potential under the Orion and Lexington pits. Drilling returned broad high-grade intercepts demonstrating that mineralisation extends significantly at depth and shows the potential for underground mine operations.

Continued resource extension and near mine exploration drilling will continue in FY25 in parallel with permitting and development work with a view to increasing reserves given the shallow depth of the reserve pits and significant untested strike north of the current resources.

The updated ORE is based on updates to the prefeasibility study that indicates the MGGP is a robust, large scale open pit gold mine with gold production averaging 155,000 ounces per annum over the project's first 9 years at a forecast all-in-sustaining-cost of \$1,450 - \$1,550 per ounce.

In December 2023, Capricorn referred the development of the MGGP to the Commonwealth Department of Climate Change, Energy, the Environment and Water (DCCEEW) under the Environmental Protection and Biodiversity Conservation Act 1999 (EPBC Act), based on comprehensive environmental assessment work over the last two and a half years. In June 2024, Capricorn received advice from DCCEEW relating to the assessment of the MGGP referral. As expected, the project will be assessed as a Controlled Action via Public Environment Report, with an issue of guidelines for the Report to be completed by Capricorn.

In May 2024, Capricorn lodged the referral of the MGGP to the Environmental Protection Authority (EPA) under the Part IV of the Western Australian EP Act to commence the WA assessment process, which will run parallel with the Commonwealth assessment. The referral was validated by the EPA in July 2024, and will be assessed on referral information.

During the year, the installation of 400-room accommodation units and associated infrastructure buildings required for the operation commenced. Tenders were issued for mining services, power supply and process plant design contracts with a number of site visits conducted for potential service providers.

Capricorn's strategy is to expedite the accommodation village construction, project design and long lead purchasing in parallel with progressive receipt of development and environmental permits where it is expected to be advantageous to the ultimate development schedule and cost to do so.

Material business risks

The material business risks of the Company include:

- *Gold price and foreign exchange currency:* The Company is exposed to fluctuations in the Australian dollar gold price which can impact on revenue streams from operations. To mitigate downside in the gold price, the Board has implemented a hedging program to assist in offsetting variations in the Australian dollar gold price. This involves forward contracts as well as call and put options.
- *Reserves and Resources:* The Mineral Resource Estimates and Ore Reserve Estimates for the Company's assets are estimates only and no assurance can be given that they will be realised. The estimates are determined in accordance with JORC and compiled or reviewed by a qualified competent person.
- *Government regulation:* The Company's mining, processing, development and exploration activities are subject to various laws and statutory regulations governing prospecting, development, production, taxes, royalty payments, labour standards and occupational health, mine safety, toxic substances, land use, water use, communications, land claims of local people and other matters.

No assurance can be given that new laws, rules and regulations will not be enacted or that existing laws, rules and regulations will not be applied in a manner which could have an adverse effect on the group's financial position and results of operations. Any such amendments to current laws, regulations and permits governing operations and activities of mining and exploration, or more stringent implementation thereof, could have a material adverse impact on the Company.

- *Operating risk:* The Company's gold mining operations are subject to operating risks that could result in decreased production, increased costs & reduced revenues. To manage this risk the Company seeks to attract and retain high calibre employees and implement suitable systems and processes to ensure production targets are achieved.
- *Exploration and development risk:* An ability to sustain or increase the current level of production in the longer term is in part dependent on the success of the group's exploration activities and development projects, and the expansion of existing mining operations. The exploration for, and development of, mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored subsequently have economic deposits of gold identified, and even fewer are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to establish rights to mine the ground, to receive all necessary operating permits, to develop metallurgical processes and to construct mining and processing facilities at a particular site.
- *Climate Change:* Capricorn acknowledges that climate change effects have the potential to impact our business. The highest priority climate related risks include reduced water availability, extreme weather events, changes to legislation and regulation, reputational risk, and technological and market changes. The group is committed to understanding and proactively managing the impact of climate related risks to our business. This includes integrating climate related risks, as well as energy considerations, into our strategic planning and decision making.
- *Environmental:* The Company has environmental liabilities associated with its tenements which arise as a consequence of mining operations, including waste management, tailings management, chemical management, water management and energy efficiency. The Company monitors its ongoing environmental obligations and risks, and implements rehabilitation and corrective actions as appropriate, through compliance with its environmental management system.
- *People risks:* The Company seeks to ensure that it provides a safe workplace to minimise risk of harm to its employees and contractors. It achieves this through an appropriate safety culture, safety systems, training and emergency preparedness.

Significant changes in state of affairs

Other than as set out below and elsewhere in the report, there were no significant changes in the state of affairs.

Dividends paid or recommended

No dividends were paid or recommended to be paid during the financial year (2023: Nil).

Subsequent events

There were no material events arising subsequent to 30 June 2024, to the date of this report which may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in the future.

Likely developments

There are no likely developments of which the Directors are aware which could be expected to significantly affect the results of the Group's operations in subsequent financial years not otherwise disclosed in the Principal Activities and Operating and Financial Review or the Subsequent events sections of the Directors' Report.

Environmental issues

The Group's current activities generally involve disturbance associated with mining activities and exploration drilling programmes in Australia. Mining and exploration operations in Australia are subject to environmental regulation under the laws of the Commonwealth and the State of Western Australia. The Group holds various environmental licences issued under these laws, to regulate its mining and exploration activities.

All environmental performance obligations are subjected from time to time to Government agency audits and site inspections. The Company is not aware of any material breaches of the Group's licenses and all mining and exploration activities have been undertaken in compliance with the relevant environmental regulations.

Directors' interests

As at the date of this report, the interests of the Directors in shares and options of the Company are set out in the table below:

Director	Number of shares	Number of unquoted rights
M Clark	17,292,000	316,084
M Okeby	4,615,385	-
M Ertzen	1,600,000	-
B De Araugo	74,550	-
J Irvin	-	-

Share options

Unissued shares

At the date of this report, the Company had no unissued shares under listed and unlisted options.

Shares issued on exercise of options

The Company had no shares issued under options for the year.

Performance rights

Unissued shares

At the date of this report, the Company had the following unissued shares under unvested performance rights.

Vesting date	Number outstanding
30 June 2024	188,907
18 September 2024	50,000
4 October 2024	139,909
10 December 2024	485,000
30 June 2025	266,242
10 July 2025	16,000
18 September 2025	40,000
10 December 2025	180,760
30 June 2026	77,335
10 July 2026	16,000
18 September 2026	30,000
10 December 2026	201,655

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

Details of performance rights granted to directors and other key management personnel during the year are set out in the remuneration report.

Indemnification and insurance of directors and officers

The Company has established an insurance policy insuring Directors and officers of the Company against any liability arising from a claim brought by a third party against the Company or its Directors and officers, and against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in their capacity as a Director or officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

In accordance with a confidentiality clause under the insurance policy, the amount of the premium paid to insurers will not be disclosed. This is permitted under s300(9) of the Corporation Act 2001.

No indemnity has been obtained for the auditor of the Group.

Auditor independence and non-audit services

No fees were paid or payable to KPMG Australia for non-audit services during the year ended 30 June 2024 (2023: Nil).

A copy of the auditor's independence declaration as required under Section 307C of the Corporations Act 2001 for the year ended 30 June 2024 is attached to the Directors' Report.

Proceedings on behalf of the Company

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

Rounding off

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Director's Reports) Instrument 2016/191 and in accordance with that Instrument, amounts in the consolidated financial statements and Director's report have been rounded off to the nearest thousand dollars, unless otherwise stated.

Remuneration report (Audited)

This remuneration report for the year ended 30 June 2024 outlines the remuneration arrangements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The report details the nature and amount of remuneration for each Key Management Personnel (“KMP”) of Capricorn Metals Ltd who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and Group, directly or indirectly, including any Director (whether executive or otherwise) of the parent company.

For the purpose of this report, the term “executive” includes the Executive Chairman, senior executives and company secretaries of the Parent and the Group.

Remuneration principles

The Remuneration, Nomination and Diversity Committee (“RNDC”) was appointed in June 2021 following the rapid growth of the Group. The RNDC is responsible for formulating the Group’s remuneration policy, setting each Director’s remuneration and reviewing the Executive Chairman’s remuneration recommendations for KMPs to ensure compliance with the remuneration Policy and consistency across the Group. Recommendations of the RNDC are put to the Board for approval.

In determining KMP remuneration the Board aims to ensure remuneration levels are set that attract, retain and incentivise executives and directors that are appropriately qualified and of a high calibre. Executives are rewarded with a level and mix of remuneration appropriate to their position, responsibilities and performance in a way that aligns with the Group’s business strategy. For the 2024 financial year the Company has implemented an Executive Remuneration Incentive Plan for Executives which sets out the performance hurdles for both Short Term Incentives (“STI”) and Long Term Incentives (“LTI”).

The objectives and principles of the Company’s remuneration policy include:



- To align the objectives of the KMP’s with the Company’s strategic and business objectives and the creation of shareholder value;
- To provide competitive and reasonable remuneration to attract and retain high calibre talent;
- To provide remuneration that is transparent, easily understood and acceptable to shareholders; and
- To provide remuneration that is structured to have a suitable mix of fixed remuneration and at-risk performance based elements using appropriate STI and LTI components.

Executive remuneration levels are reviewed annually by the RNDC to ensure alignment to the market and the Company’s objectives.

The Company’s remuneration policy provides for a combination of fixed and variable pay with the following components:

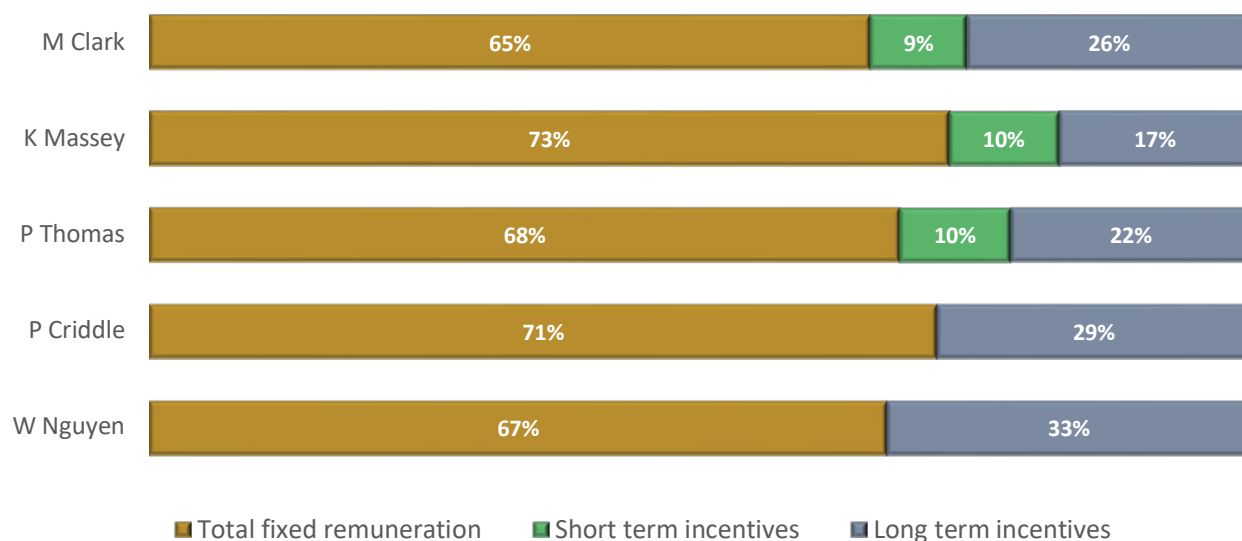
- Fixed remuneration in the form of base salary, superannuation and benefits; and
- Variable remuneration in the form of STI’s and LTI’s.

The table below provides a summary of the structure of executive remuneration:

<i>Fixed Remuneration</i>		<ul style="list-style-type: none">- Base salary- Superannuation- Other benefits
<i>Variable Remuneration</i>		<ul style="list-style-type: none">- STI (cash bonuses)- LTI (performance rights)

Remuneration report (Audited) (Continued)

The relative proportion of FY24 total remuneration packages split between the fixed and variable remuneration achieved for the executives is shown below:



(1) Mr P Thomas was no longer considered KMP from 20 May 2024 but remained an employee of the Company at 30 June 2024.

Elements of Remuneration

Fixed remuneration

Fixed remuneration consists of base remuneration (including fringe benefits tax charges related to employee benefits), as well as employer contributions to superannuation funds and salary sacrifice superannuation contributions.

Remuneration levels are reviewed annually by the RNDC through a process that considers market conditions, individual performance and the overall performance of the Group. Industry remuneration surveys and data are utilised to assist in this process as well as benchmarking against ASX listed companies within the gold mining sector.

At the end of the 2024 financial year, executive annual base salaries were:

- Mark Clark \$900,000
- Kim Massey \$600,000
- Paul Criddle ⁽¹⁾ \$550,000
- William Nguyen ⁽²⁾ \$315,000

(1) Mr Paul Criddle commenced on 20 May 2024

(2) Mr William Nguyen commenced on 18 June 2024

Short term incentives

Under the STI plan, all executives have the opportunity to earn an annual incentive which is delivered in cash if certain financial and non-financial key performance indicators ('KPI's') are met. The STI recognises and rewards annual performance and links the achievement of key short term Company targets with the remuneration received by those executives charged with meeting those targets. STI awards are capped at 100% of the target opportunity which in FY24 was 40% of the fixed remuneration of the executive.

Each year the RNDC set KPI targets for executives. For FY24 the KPI's included:

- operating targets including gold production and AISC measured against budgets;
- safety, environmental and heritage targets measured against internal objectives;
- additions to Company ore reserves net of mining depletion; and
- company performance measured as Total Shareholder Returns ('TSR') versus a comparator peer group of companies.

The Board has the discretion in the event of a significant safety, environment or heritage incident of not awarding any STI's in the relevant financial year.

A summary of the KPI targets set for FY24 and their respective weightings and achievements are as follows:

Remuneration report (Audited) (Continued)

Key Performance Indicator	Weighting	Measure	% of KPI achieved	Award
Production	25%	Gold production in line or greater than budget	0%	0%
Costs	25%	AISC in line or less than budget	0%	0%
Safety, environment & heritage	10%	Safety, environment and heritage internal targets	100%	10%
Reserve growth	15%	Addition to the Company's reserve base net of depletion through mining	100%	15%
Company performance	25%	TSR performance against comparator group	60%	15%
Total	100%			40%

In assessing the achievement of the KPI's the Committee made the following assessments:

Production – Following two significant rainfall events in the March quarter, annual gold production of 113,007 ounces was below the FY24 budgeted production, and subsequently, the metric was not achieved;

Costs – AISC's of \$1,421 per ounce achieved was above FY24 budgeted AISC's due to the below budgeted production, and subsequently, the metric was not achieved;

Safety, environment & heritage – The Company continues its commitment to high standards of safety, environmental performance and heritage obligations, a satisfactory performance was achieved for the year, and a 10% weighting was awarded;

Reserve growth – The Company's reserves increased by 38% to 3.1 million ounces. The stretch target was achieved and a 15% weighting was awarded;

Company performance – The Company achieved a total shareholder return of 19% for the 12 months to 30 June 2024 which was at the 50th percentile of the comparator group. Accordingly, the base target was achieved and a 15% weighting was awarded.

Based on the above assessment, 40% of the target opportunity of 40% of fixed remuneration was achieved with the following STI payments made to executives for FY24:

Executive	Maximum STI opportunity	% KPI achieved	STI awarded ⁽¹⁾	STI awarded
Mark Clark	40% of TFR	40%	16% of TFR	\$144,000
Paul Thomas	40% of TFR	40%	16% of TFR	\$96,000
Kim Massey	40% of TFR	40%	16% of TFR	\$112,000

(1) STIs that are not awarded are deemed to be forfeited.

Long term incentives

The Board has established the Employee Incentive Plan ("Incentive Plan") as a means for motivating senior employees to pursue the long-term growth and success of the Group. LTI's are provided to executives under the Capricorn Performance Rights Plan. Executives are eligible to receive performance rights (being entitlements to shares in Capricorn subject to satisfaction of vesting conditions) as long-term incentives as determined by the Board in accordance with the terms and conditions of the plan.

In the 2024 financial year, under the Performance Rights Plan, the number of rights granted to executives range from 50% to 70% of the executives fixed remuneration and is dependent on the individual's skills, responsibilities and ability to influence financial or other key objectives of the Company. The number of rights granted is calculated by dividing the LTI remuneration dollar amount by the Capricorn share price on the date of the grant.

The performance rights issued in FY24 were subject to one performance hurdle being total shareholder return ("TSR") measured against a benchmark peer group.

Remuneration report (Audited) (Continued)

The following companies were identified by Capricorn to comprise the peer group for LTI purposes from 1 July 2023:

Peer Group		
Alkane Resources Limited	Bellevue Gold Limited	Calidus Resources Limited
Dacian Gold Limited (removed)	De Grey Mining Limited	Emerald Resources NL
Evolution Mining Limited	Genesis Minerals Limited	Gold Road Resources Limited
Northern Star Resources Limited	OceanaGold Corporation (removed)	Ora Banda Mining Ltd
Pantoro Limited	Perseus Mining Limited	Ramelius Resources Limited
Red 5 Limited	Regis Resources Limited	Resolute Mining Limited
Silver Lake Resources Limited (removed)	St Barbara Limited	Westgold Resources Limited
West African Resources Limited		

This peer group provides a broad and representative comparative for Australian investors. The peer group will be adjusted if members are delisted (for reasons other than financial failure) or a company merges with or is acquired by another company in the peer group – in which case the resulting company remains in the peer group and the acquired company is removed. The Board has the discretion to adjust the peer group in other circumstances.

The proportion of executive rights that vest is dependent on how Capricorn's TSR compares to the peer group as follows:

Relative TSR for Measurement Period	Proportion of Performance Rights that will vest
Below the 50 th percentile	0%
At the 50 th percentile	50%
Between the 50 th and 75 th percentile	Pro-rata between 50% and 100%
At and above the 75 th percentile	100%

The measurement period for:

- 50% of the performance rights is the 24-month period commencing on 1 July 2023 and ending on 30 June 2025 (Tranche 1); and
- The other 50% of the performance rights is the 36-month period commencing on 1 July 2023 and ending on 30 June 2026 (Tranche 2).

The following executives were awarded LTI's during the reporting period:

Executive	Maximum LTI Opportunity	Number of performance rights granted during FY24
Mark Clark	70%	154,670

Shareholders approved the issue of performance rights to Mr Clark at the Company AGM in November 2023.

Remuneration report (Audited) (Continued)

Performance rights that were granted to KMPs as compensation during the current and previous years and which have vested during or remain outstanding at the end of the year are provided as follows:

KMP	Incentives	No. of rights	Grant date	FV at grant date	Test date	% Vested during the year	% forfeited during the year
M Clark	TSR	120,000	24/11/2021	\$2.042	4/10/2023	100%	0%
	TSR	80,707	29/11/2022	\$3.197	30/6/2024	0%	0%
	TSR	80,707	29/11/2022	\$3.297	30/6/2025	0%	0%
	TSR	77,335	29/11/2023	\$4.276	30/6/2024	0%	0%
	TSR	77,335	29/11/2023	\$4.276	30/6/2026	0%	0%
K Massey	TSR	57,340	4/10/2021	\$1.780	30/6/2023	100%	0%
	TSR	57,340	4/10/2021	\$1.872	30/6/2024	0%	0%
	TSR	44,344	19/6/2023	\$2.562	30/6/2024	0%	0%
	TSR	44,344	19/6/2023	\$2.867	30/6/2025	0%	0%
P Thomas	TSR	82,569	4/10/2021	\$1.780	30/6/2023	100%	0%
	TSR	82,569	4/10/2021	\$1.872	30/6/2024	0%	0%
	TSR	63,856	19/6/2023	\$2.562	30/6/2024	0%	0%
	TSR	63,856	19/6/2023	\$2.867	30/6/2025	0%	0%
		932,302					

The value of rights granted during the year is the fair value of the rights calculated at grant date. The total value of the rights granted during the year is \$661,369. This amount is allocated to remuneration over the vesting period (i.e. in years 1 July 2023 to 30 June 2026).

The total performance rights expense recognised for KMP during the year is \$834,676.

There were 120,000 performance rights with a grant date 24 November 2021 that vested and were exercised during the year. There were 139,909 performance rights with a grant date 4 October 2021 that vested and were exercised during the year.

Options

There were no options granted to KMP's during the current year.

There were no movements in options during the year.

Remuneration report (Audited)

Movements in rights over equity instruments

The movement during the reporting period in the number of performance rights over ordinary shares in the Company held, directly, indirectly or beneficially, by KMP, including their related parties is as follows:

	Held as at 1 July 2023	Granted as remuneration	Exercised	Net change other ⁽¹⁾	Held as at 30 June 2024	Total vested	Exercisable	Not exercisable
Rights								
M Clark	281,414	154,670	(120,000)	-	316,084	-	-	316,084
K Massey	114,680	-	(57,340)	88,688	146,028	-	-	146,028
P Thomas	165,138	-	(82,569)	127,712	210,281	-	-	210,281
Total	561,232	154,670	(259,909)	216,400	672,393	-	-	672,393

Unvested rights are forfeited immediately on cessation of employment.

Vested rights lapse 30 days after the cessation of employment if the options have not been exercised prior.

(1) Net change other refers to rights granted in FY23 but issued in FY24.

Remuneration report (Audited)

Non-executive directors

Total remuneration for all Non-Executive Directors, last voted upon by shareholders at the 2023 Annual General Meeting, is not to exceed \$800,000 per annum. Directors' fees cover all main Board activities and committee memberships. The base fee for a Non-Executive Director is \$120,000 per annum excluding superannuation. An additional amount of \$15,000 is also paid to the Chairman of each of the Remuneration, Audit and Risk Committees. From time to time, Non-Executive Directors may provide additional services to the Company and in these cases, they are paid fees in line with industry rates.

Key management personnel

The following table outlines the movements in KMP during the year ended 30 June 2024.

Name	Position	Term as KMP
Mr Mark Okeby	Non-Executive Director	Full Year
Mr Myles Ertzen	Non-Executive Director	Full Year
Mr Bernard De Araugo	Non-Executive Director	Full Year
Ms Jillian Irvin	Non-Executive Director	From 12 October 2023
Mr Mark Clark	Executive Chairman	Full Year
Mr Kim Massey	Chief Executive Officer & Company Secretary	Full Year
Mr Paul Thomas	Chief Operating Officer	To 20 May 2024 ⁽¹⁾
Mr Paul Criddle	Chief Operating Officer	From 20 May 2024
Mr William Nguyen	Chief Financial Officer	From 18 June 2024

(1) Mr Paul Thomas was no longer considered KMP from 20 May 2024 but remained an employee of the Company at 30 June 2024.

The following table outlines the termination provisions for each current KMP:

	Notice period	Payment in lieu of notice	Entitlement to options and rights on termination
Mark Clark, Executive Chairman			
Notice Period by Capricorn:			
- With or without reason	2 months	Up to 2 months	(1)
- Serious misconduct	Nil	Nil	
Notice Period by Executive:	2 months	Up to 2 months	As above
Fundamental change:	n/a	n/a	n/a
Kim Massey, Chief Executive Officer			
Notice Period by Capricorn:			
- With or without reason	6 months	Up to 6 months	(1)
- Serious misconduct	Nil	Nil	
Notice Period by Executive:	3 months	3 months	As above
Fundamental change:	1 month	12 months	n/a
Paul Criddle, Chief Operating Officer			
Notice Period by Capricorn:			
With or without reason:	6 months	Up to 6 months	(1)
Serious misconduct:	Nil	Nil	
Notice Period by Executive:	3 months	3 months	As above
Fundamental change:	1 month	12 months	n/a
William Nguyen, Chief Financial Officer			
Notice Period by Capricorn:			
With or without reason:	6 months	Up to 6 months	(1)
Serious misconduct:	Nil	Nil	
Notice Period by Executive:	3 months	3 months	As above
Fundamental change:	1 month	12 months	n/a

(1) Due to resignation or termination for cause, any unvested rights and options will automatically lapse on the date of the cessation of employment. For those performance rights or options that have vested, they lapse one (1) month after cessation of employment. These terms can be extended at the Board's discretion.

Remuneration report (Audited) (Continued)

Remuneration for Key management personnel of the Group during the year ended 30 June 2024

FY2024	Short term benefits			Non-Cash Benefits*	Post-employment benefits	Long-term benefits	Share-based payments	Termination Payments	Total	Performance Related
	Salary and Fees	Other [^]			Superannuation	Accrued annual & long service leave #	Options & Rights			
	\$	\$	\$	\$	\$	\$	\$	\$	\$	%
Non-Executive Directors										
M Okeby	131,167	-	-	-	14,428	-	-	-	145,595	-
M Ertzen	129,417	-	-	-	14,236	-	-	-	143,653	-
B De Araugo	138,833	-	-	-	15,272	-	-	-	154,105	-
J Irvin ⁽²⁾	86,462	-	-	-	9,511	-	-	-	95,973	-
Executive Directors										
M Clark ⁽¹⁾	971,500	144,000	5,112	27,500	66,980	-	422,863	-	1,637,955	34.61%
Other Executives										
K Massey ⁽¹⁾	638,500	96,000	5,112	27,500	28,549	-	168,775	-	964,436	27.45%
P Thomas ^{(1), (3)}	684,750	112,000	5,112	27,500	38,907	-	243,038	-	1,111,307	31.95%
P Criddle ⁽⁴⁾	66,988	-	587	7,369	6,093	-	32,422	-	113,459	28.58%
W Nguyen ⁽⁵⁾	10,904	-	182	1,145	1,078	-	6,588	-	19,896	33.11%
	2,858,521	352,000	16,105	144,461	141,607	-	873,686	-	4,386,379	27.94%

[^] Other short term benefits refer to a cash bonus payable to KMP for meeting STI targets.

^{*} Non-monetary benefits are presented at actual cost plus any fringe benefits tax paid or payable by the Company.

[#] Long term benefits for accrued annual and long service leave are the movements in the provision, net of any leave taken.

(1) Mr Clark, Mr Massey and Mr Thomas elected to receive a portion of their superannuation entitlements above the statutorily required maximum amount as salary.

(2) Ms Irvin commenced on 12 October 2023.

(3) Mr Thomas was no longer considered KMP from 20 May 2024 but remained an employee of the Company at 30 June 2024.

(4) Mr Criddle commenced on 20 May 2024. Share-based payment expenses relate to unissued performance rights pending approval.

(5) Mr Nguyen commenced on 18 June 2024. Share-based payment expenses relate to unissued performance rights pending approval.

Remuneration report (Audited) (Continued)

Remuneration for Key management personnel of the Group during the year ended 30 June 2023

FY2023	Short term benefits			Post-employment benefits		Long-term benefits		Share-based payments		Termination Payments	Salary and Fees	Performance Related
	Salary and Fees	Other [^]	Non-Cash Benefits [*]	Superannuation	Accrued annual & long service leave #	Options & Rights	Options & Rights	Options & Rights	Options & Rights			
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	%
Non-Executive Directors												
M Okeby	150,000	-	-	17,125	-	-	-	-	-	-	167,125	-
M Ertzen	120,000	-	-	13,700	-	-	-	-	-	-	133,700	-
B De Araugo	120,000	-	-	13,700	-	-	-	-	-	-	133,700	-
Executive Directors												
M Clark ⁽¹⁾	713,875	252,000	4,295	27,500	74,832	413,090	-	-	-	-	1,485,592	44.77%
Other Executives												
K Massey ⁽¹⁾	534,250	168,000	4,295	27,500	36,296	277,796	-	-	-	-	1,048,137	42.53%
P Thomas ⁽¹⁾	644,750	196,000	4,295	27,500	64,147	359,214	-	-	-	-	1,295,906	42.84%
	2,282,875	616,000	12,885	127,025	175,275	1,050,100	-	-	-	-	4,264,160	39.07%

[^] Other short term benefits refer to a cash bonus paid to KMP for meeting STI targets.

^{*} Non-monetary benefits are presented at actual cost plus any fringe benefits tax paid or payable by the Company.

[#] Long term benefits for accrued annual and long service leave are the movements in the provision, net of any leave taken.

⁽¹⁾ Mr Clark, Mr Massey and Mr Thomas elected to receive a portion of their superannuation entitlements above the statutorily required maximum amount as salary.

Movements in share holdings

The movement during the reporting period in the number of ordinary shares in the Company held, directly, indirectly or beneficially, by KMP, including their related parties, is as follows:

	Held as at 1 July 2023	Issued on exercise of options/rights	Net change other*	Held as at 30 June 2024
Non-Executive Directors				
M Okeby	6,615,385	-	(2,000,000)	4,615,385
M Ertzen	3,611,539	-	(2,011,539)	1,600,000
B De Araugo	74,550	-	-	74,550
J Irvin	-	-	-	-
Executive Directors				
M Clark	22,172,000	120,000	(5,000,000)	17,292,000
Other Executives				
K Massey	2,553,847	57,340	(457,340)	2,153,847
P Thomas	3,000,000	82,569	(1,500,000)	1,582,569
P Criddle	-	-	-	-
W Nguyen ⁽¹⁾	-	-	30,000	30,000
	38,027,321	259,909	(10,938,879)	27,348,351

* Unless stated otherwise, "Net change other" relates to on market purchases and sales of shares.

(1) W Nguyen was appointed as Chief Financial Officer effective 18 June 2024. He held 30,000 shares at that date.

Related Party Transactions with Key Management Personnel

Loans to Key Management Personnel and their related parties

There were no loans made to any Director, KMP and/or their related parties during the current or prior years.

Other transactions with Key Management Personnel

No Director has entered into contracts with the Group since the end of the previous financial year and there were no material contracts involving Directors' interests existing at year end. Transactions between related parties are on usual commercial terms and on conditions no more favourable than those available to other parties unless otherwise stated.

Other than the ordinary accrual of personnel expenses at balance date and transactions disclosed above, there are no other amounts receivable from and payable to KMP and their related parties.

Company Performance

Capricorn aims to align our executive remuneration to our strategic and business objectives and the creation of shareholder wealth. The table below shows measures of the Group's financial performance over the last five years as required by the Corporations Act 2001. However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs, as discussed above. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

	Restated 2020 \$'000	2021 \$'000	2022 \$'000	2023 \$'000	2024 \$'000
Revenue	122	110	287,043	320,840	359,834
Net profit/(loss) after tax	(17,947)	(4,765)	89,483	4,399	87,138
Share price at year-end	1.79 ⁽¹⁾	1.90	3.13	4.03	4.78
Dividends paid	-	-	-	-	-
Basic earnings/(loss) per share	(4.30)	(1.39)	24.27	1.18	23.13
Net assets	95,508	130,460	247,535	256,537	309,265

(1) A share consolidation of one for every five shares was approved by shareholders in November 2019.

Remuneration report (Audited) (Continued)

The Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

- END OF AUDITED REMUNERATION REPORT -

Signed in accordance with a resolution of the Board of Directors.



Mr Mark Clark

Executive Chairman

Perth, Western Australia

4 September 2024



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To the Directors of Capricorn Metals Ltd

I declare that, to the best of my knowledge and belief, in relation to the audit of Capricorn Metals Ltd for the financial year ended 30 June 2024 there have been:

- i. No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- ii. No contraventions of any applicable code of professional conduct in relation to the audit.

KPMG.

KPMG

R Gambitta
Partner
Perth
4 September 2024

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Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2024

	Note	2024 \$'000	2023 \$'000
Revenue	2	359,834	320,840
Cost of goods sold	3	(202,820)	(171,570)
Gross profit		157,014	149,270
Other income	2	26	34
Personnel costs	3	(7,570)	(5,175)
Share-based payment expense	29	(4,966)	(4,712)
Depreciation	3	(513)	(341)
Amortisation	3	(1,496)	(2,028)
Administrative expense		(2,797)	(2,567)
Exploration and evaluation expenditure		(91)	(66)
Net finance costs	4	(13,920)	(125,249)
Profit before income tax expense		125,687	9,166
Income tax expense	6	(38,549)	(4,767)
Profit attributable to members of the parent entity		87,138	4,399
Other comprehensive income:			
<i>Items that may be re-classified to profit or loss:</i>			
Exchange differences on translation of foreign operations		13	(7)
Movement in hedge reserve (net of tax)		(39,264)	-
Other comprehensive gain/(loss) for the year, net of tax		(39,251)	(7)
Total comprehensive income for the year attributable to members of the parent entity		47,887	4,392
Earnings per share:			
Basic profit/(loss) per share (cents per share)	5	23.13	1.18
Diluted profit/(loss) per share (cents per share)	5	23.02	1.17

The accompanying notes form part of these financial statements

Consolidated statement of financial position
For the year ended 30 June 2024

	Note	2024 \$'000	2023 \$'000
Current assets			
Cash and cash equivalents	7	119,917	106,471
Receivables	8	3,255	2,535
Other assets		1,174	356
Inventories	9	16,073	16,619
Other financial assets	10	4,865	3,517
Assets classified as held for sale	11	2,500	2,500
Total current assets		147,784	131,998
Non-current assets			
Inventories	9	77,909	47,546
Other financial assets	10	1,294	2,790
Plant and equipment	12	149,951	153,302
Right of use assets	13	39,883	45,364
Deferred exploration and evaluation costs	14	137,028	105,723
Mine properties under development	15	18,819	-
Mine properties	16	50,891	49,762
Total non-current assets		475,775	404,487
Total assets		623,559	536,485
Current liabilities			
Trade and other payables	18	50,293	33,226
Lease liabilities	19	9,633	9,428
Borrowings	20	50,658	613
Provisions	21	2,031	1,457
Total current liabilities		112,615	44,724
Non-current liabilities			
Lease liabilities	19	23,819	31,769
Borrowings	20	-	50,000
Provisions	21	32,762	30,452
Other financial liabilities	22	97,282	97,103
Deferred tax liabilities	23	47,816	25,900
Total non-current liabilities		201,679	235,224
Total liabilities		314,294	279,948
Net assets		309,265	256,537
Equity			
Issued capital	24	203,297	203,422
Reserves	25	(35,786)	3,134
Retained earnings	26	141,754	49,981
Total equity		309,265	256,537

The accompanying notes form part of these financial statements

Consolidated statement of changes in equity
For the year ended 30 June 2024

	Note	Issued capital \$'000	Retained earnings \$'000	Foreign currency translation reserve \$'000	Hedge reserve \$'000	Share-based payment reserve \$'000	Total \$'000
Balance as at 1 July 2022		203,524	37,910	(1,048)	-	7,149	247,535
Profit/(loss) for the year		-	4,399	-	-	-	4,399
Other comprehensive income		-	-	(7)	-	-	(7)
Total comprehensive income		-	4,399	(7)	-	-	4,392
Issue of shares	24	-	-	-	-	-	-
Cost of capital raised	24	(102)	-	-	-	-	(102)
Share based payments	29	-	-	-	-	4,712	4,712
Transfer	25	-	7,672	-	-	(7,672)	-
Balance as at 30 June 2023		203,422	49,981	(1,055)	-	4,189	256,537
Balance as at 1 July 2023		203,422	49,981	(1,055)	-	4,189	256,537
Profit/(loss) for the year		-	87,138	-	-	-	87,138
Other comprehensive income		-	-	13	(39,264)	-	(39,251)
Total comprehensive income		-	87,138	13	(39,264)	-	47,887
Issue of shares	24	100	-	-	-	-	100
Cost of capital raised	24	(225)	-	-	-	-	(225)
Share based payments	29	-	-	-	-	4,966	4,966
Transfer	25	-	4,635	-	-	(4,635)	-
Balance as at 30 June 2024		203,297	141,754	(1,042)	(39,264)	4,520	309,265

The accompanying notes form part of these financial statements

Consolidated statement of cash flows
For the year ended 30 June 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Receipts from gold sales		359,727	320,747
Payments to suppliers and employees		(200,835)	(164,124)
Interest received		5,669	2,028
Interest paid		(6,633)	(6,218)
Other income		256	127
Net cash from operating activities	7	158,184	152,560
Cash flows from investing activities			
Payments for property, plant and equipment		(16,872)	(11,474)
Payments for capitalised exploration expenditure		(31,982)	(35,606)
Payments for mine properties under development		(16,786)	(23)
Payment for acquisition of assets		-	(200)
Net cash used in investing activities		(65,640)	(47,303)
Cash flows from financing activities			
Transaction costs from issue of shares		-	135
Repayment of borrowings		-	(15,000)
Payment of lease liabilities		(9,515)	(8,644)
Payments for gold put options		(5,235)	(3,674)
Payments for gold forward contracts		(64,348)	(33,105)
Net cash flows used in financing activities		(79,098)	(60,288)
Net increase in cash held		13,446	44,969
Cash and cash equivalent at the beginning of the year		106,471	61,502
Effect of exchange rates on cash holdings in foreign currencies		-	-
Cash and cash equivalents at the end of the year	7	119,917	106,471

The accompanying notes form part of these financial statements

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BASIS OF PREPARATION

Capricorn Metals Ltd is a for profit company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange.

The Company's registered office and principal place of business is:

Level 3, 40 Kings Park Road

WEST PERTH WA 6005

The nature of the operations and principal activities of the Company and its subsidiaries are described in the Directors Report.

The consolidated financial statements were authorised for issue by the Board of Directors on 4 September 2024.

The consolidated financial statements are general purpose financial statements which:

- have been prepared in accordance with Australian Accounting Standards adopted by the Australian Accounting Standards Board ("AASB") and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards adopted by the International Standards Board;
- have been prepared on a historical cost basis except for assets and liabilities and share based payments which are required to be measured at fair value;
- are presented in Australian dollars with all values rounded to the nearest thousand (\$'000) unless otherwise stated in accordance with ASIC Instrument 2016/191;
- adopts all new, revised and amended Accounting Standards and Interpretations issued by the AASB that are mandatory for the current reporting period (see details below); and
- presents reclassified comparative information where required for consistency with the current year's presentation.

Principles of consolidation

The consolidated financial statements comprise the financial statements of the Group. A list of controlled entities (subsidiaries) at year end is contained in Note 30.

The consolidated financial statements incorporate the financial statements of the Parent and Entities controlled by the Parent (its subsidiaries). The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Functional and presentation currency

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

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

Exchange differences arising on the translation of monetary items are recognised in the statement of profit or loss and other comprehensive income.

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

Key estimate and judgements

In the process of applying the Group's accounting policies, management has made a number of judgements and applied estimates of future events. Judgements and estimates which are material to the financial report are found in the following notes.

Note 3	Expenses	Page 60
Note 9	Inventories	Page 65
Note 14	Deferred exploration and evaluation costs	Page 70
Note 17	Impairment	Page 72
Note 21	Provisions	Page 74
Note 22	Other Financial Liabilities	Page 76
Note 29	Share-based payments	Page 84

New standards and interpretations adopted

The Group has not elected to early adopt any new or amended standards or interpretations that are issued but not yet effective.

The Group has not adopted any new standard and amendments or interpretation to standards from 1 July 2023 which had a material effect on the financial position or performance of the Group.

New standards and interpretations issued but not yet effective

Refer to Note 37

Notes to the financial statements

The notes include information which is required to understand the financial statements and is material to the operations and the financial position and performance of the Group.

The notes are organised into the following sections:

- Performance for the year
- Assets
- Liabilities
- Equity
- Financial instruments and risk management
- Other disclosures

PERFORMANCE FOR THE YEAR

This section focuses on the results and performance of the Group, covering profitability, return to shareholders via earnings per share combined with cash generation.

1. SEGMENT INFORMATION

Operating segments are reported in a manner that is consistent with the internal reporting provided to the Board and the executive management team (the chief operating decision makers).

The Group has two reportable segments which comprise the Karlawinda Gold Project and the Mt Gibson Gold Project.

Unallocated items mainly comprise of corporate administrative costs.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

	Karlawinda		Mt Gibson		Unallocated		Total	
	30 Jun 2024 \$'000	30 Jun 2023 \$'000	30 Jun 2024 \$'000	30 Jun 2023 \$'000	30 Jun 2024 \$'000	30 Jun 2023 \$'000	30 Jun 2024 \$'000	30 Jun 2023 \$'000
Revenue								
Revenue	359,727	320,747	-	-	107	93	359,834	320,840
Other income	-	-	-	-	26	34	26	34
	359,727	320,747	-	-	133	127	359,860	320,874
Result								
Profit/(loss) before income tax	141,103	22,270	(168)	(35)	(15,248)	(13,069)	125,687	9,166
Net finance costs	(13,852)	(125,237)	16	7	(84)	(19)	(13,920)	(125,249)
Depreciation	(22,434)	(21,274)	(165)	(49)	(508)	(335)	(23,107)	(21,658)
Amortisation	(5,790)	(5,911)	-	-	-	-	(5,790)	(5,911)
Assets/Liabilities								
Segment assets	474,675	433,908	137,317	93,441	11,567	9,136	623,559	536,485
Segment liabilities	(250,481)	(240,421)	(12,652)	(11,752)	(51,161)	(27,775)	(314,294)	(279,948)

2. REVENUE AND OTHER INCOME

Accounting policies

Gold Sales

The Group recognises revenue from gold sales when it satisfies the performance obligation of transferring control of gold inventory to the bank. The Group has determined that this generally occurs when the sales contract has been entered into and the bank has physical possession of the gold, as this is the point at which the bank obtains control of the asset. The transaction price is determined based on the agreed price and the number of ounces delivered. Payment is due upon delivery into the sales contract.

Interest

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Rental Income

Rental income is recognised on a straight-line basis over the period of the lease term so as to reflect a constant periodic return on the property.

Other Revenue

Other revenue is recognised when it is received or when the right to receive payment is established. All revenue is stated net of the amount of goods and services tax ("GST").

Government Grants

Government grants are recognised when there is reasonable assurance that conditions attached to the grant will be complied with and that the grant will be received.

	2024 \$'000	2023 \$'000
Revenue and other income		
<i>Revenue</i>		
Gold sales	359,727	320,747
Rental income	107	93
	359,834	320,840
<i>Other income</i>		
Other	26	34
	26	34

Gold forward contracts

As part of the risk management policy of the Group and in compliance with the conditions required by the Group's financier Macquarie, the Group has entered into gold forward contracts to manage the gold price of a proportion of anticipated sales of gold.

In June 2024 the Company announced that it had cash settled 52,000 ounces of gold forward contracts it held, consequently in accordance with accounting standards the remaining gold forwards are recognised in the balance sheet at fair value (refer Note 22).

Set out below is the settlement timeframe for the remaining gold forward contracts as at 30 June 2024.

	Gold for physical delivery ounces	Average Contracted gold sale price \$	Value of committed sales \$'000	Mark-to- market \$'000
Between one and five years				
- Fixed forward contracts	55,000	2,327	127,985	(74,921)

The average contracted sales price is rounded to the nearest dollar. Mark-to-market has been calculated using the average forward price per ounce of \$3,492 (2023: \$2,885). Mark to market represents the value of the open contracts at balance date, calculated with reference to the gold average forward price at that date. A negative amount reflects a valuation in the counterparty's favour.

3. EXPENSES

Accounting policies

Cash costs of production

Cash costs of production is a component of costs of goods sold and includes direct costs incurred for mining, milling, laboratory and mine site administration, net of costs capitalised to pre-strip. This category includes movements in the cost of inventory and any net realisable value write downs.

Defined contribution superannuation benefits

All employees of the Group, located in Australia, receive defined contribution superannuation entitlements, for which the Group pays the fixed superannuation guarantee contribution (currently 11% of the employee's average ordinary salary) to the employee's superannuation fund of choice. All contributions in respect of employees' defined contribution entitlements are recognised as an expense when they become payable. The Group's obligation with respect to employees' defined contribution entitlements is limited to its obligation for any unpaid superannuation guarantee contributions at the end of the reporting period. All obligations for unpaid superannuation guarantee contributions are measured at the (undiscounted) amounts expected to be paid when the obligation is settled and are presented as current liabilities in the Group's statement of financial position.

Depreciation

Depreciation of mine specific plant, equipment, buildings and infrastructure with useful lives the same or greater than the expected life of mine are charged to the statement of profit and loss and other comprehensive income on a unit-of-production basis over the life of the mine using tonnes of ore milled.

Depreciation of other assets with useful life shorter than the life of mine are charged to the statement of comprehensive income over the assets useful life using the straight line method as follows:

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

Furniture and equipment	2 - 5 years
Plant and equipment	2 - 10 years
Mobile plant and equipment	2 - 5 years
Buildings and infrastructure	2 - 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of the reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

Amortisation

Mine properties are amortised on a unit-of-production bases over the run of mine ore included in the life of mine plan.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs have been expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

	2024 \$'000	2023 \$'000
Expenses		
<i>Costs of goods sold</i>		
Cash costs of production	(156,952)	(128,749)
Royalties	(19,154)	(17,680)
Depreciation of mine plant and equipment	(22,420)	(21,258)
Amortisation of mine properties (refer Note 16)	(4,294)	(3,883)
	(202,820)	(171,570)
<i>Personnel costs</i>		
Salaries and wages	(23,620)	(20,658)
Defined contribution superannuation	(2,291)	(1,945)
Employee bonuses	(1,090)	-
Other employee benefits expense	(1,896)	(2,131)
Less: Amounts capitalised	5,189	4,290
Less: Amounts included in cost of goods sold	16,138	15,269
	(7,570)	(5,175)
<i>Depreciation</i>		
Plant and equipment depreciation (refer to Note 12)	(15,920)	(14,757)
Right of use asset depreciation (refer to Note 13)	(7,187)	(6,901)
Less: Amounts capitalised	174	59
Less: Amounts included in cost of goods sold	22,420	21,258
	(513)	(341)
<i>Amortisation</i>		
Mine properties amortisation (refer note 16)	(4,294)	(3,883)
Financial asset amortisation (refer note 10)	(1,496)	(2,028)
Less: Amounts included in cost of goods sold	4,294	3,883
	(1,496)	(2,028)

Key estimates and judgements – Unit-of-production method of depreciation and amortisation

The group uses the unit-of-production basis when depreciating/amortising life-of-mine specific assets which results in a depreciation/amortisation charge proportionate to the depletion of the anticipated remaining life-of-mine production. Each item's economic life, which is assessed annually, has due regard for both its physical life limitations and to present assessments of the available resource of the mine property at which it is located.

4. NET FINANCE COSTS

Accounting policies

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs have been expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

	2024 \$'000	2023 \$'000
Net finance costs		
Interest revenue	5,783	2,287
Option Premium Income	123	-
Interest on borrowings	(3,893)	(3,127)
Interest on lease liabilities (refer to Note 19)	(2,809)	(3,318)
Unwinding of discount on provisions (refer Note 21)	(802)	(718)
Fair value loss on equity investments (refer Note 10)	(214)	(595)
Fair value loss on gold put options (refer Note 10)	(3,673)	(1,110)
Fair value loss on gold call options (refer Note 22)	(8,435)	(2,386)
Fair value loss on gold forwards ⁽¹⁾	-	(83,177)
Cost of gold forwards ⁽²⁾	-	(33,105)
	(13,920)	(125,249)

- 1) Fair value loss on gold forwards represents the non-cash cost of fair valuing the remaining gold forwards held by the Company at year end. The initial recognition of the gold forwards at fair value during the year was required due to the company no longer being able to apply on the "own use" exemption in AASB 9 Financial instruments.
- 2) Cost of gold forwards represents the settlement of 51,000 ounces of gold forward contracts held by the Company in cash as announced on 26 June 2023.

5. EARNINGS PER SHARE

Accounting policy

Basic earnings per share ("BEPS") is calculated by dividing the income or loss attributable to the members of the Company for reporting period, after exclusion of any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the period adjusted for any bonus elements.

Diluted earnings per share ("DEPS") adjusts the figures used in the determination of BEPS to take into account the after-tax effect of interest recognised associated with the dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares adjusted for any bonus elements.

	2024 Cents	2023 Cents
Earnings per share		
Basic earnings per share (BEPS)	23.13	1.18
Diluted earnings per share (DEPS)	23.02	1.17

	2024 \$'000	2023 \$'000
Earnings used in calculating BEPS and DEPS		
Profit attributable to members of the parent entity	87,138	4,399

	2024 Number	2023 Number
Weighted average number of ordinary shares		
Weighted average number of ordinary shares used to calculate BEPS	376,764,998	373,757,298
Adjustments for calculation of DEPS:		
Performance rights	1,691,808	1,963,732
Weighted average number of ordinary shares used to calculate DEPS	378,456,806	375,721,030

There have been no transactions involving ordinary shares between the reporting date and the date of completion of these financial statements which would impact the above calculations.

6. INCOME TAX

Accounting policy

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the reporting date.

	2024 \$'000	2023 \$'000
Amounts recognised in profit and loss		
(a) Tax expense		
Current tax	-	-
Deferred tax	38,549	4,767
Total tax expense for the period	38,549	4,767
(b) Numerical reconciliation between tax expense and pre-tax net profit or (loss)		
Net profit before tax	125,687	9,166
Corporate tax rate applicable	30%	30%
Income tax expense on above at applicable corporate rate	37,706	2,750
Increase/(decrease) income tax due to tax effect of:		
Non-deductible expenses	1,546	1,425
Movement in unrecognised temporary differences	(488)	829
Deductible equity raising costs	(215)	(237)
Income tax expense attributable to entity	38,549	4,767
(c) Amounts charged or (credited) directly to equity		
Relating to equity raising costs	194	237
Relating to hedge liabilities	(16,827)	-
	(16,633)	237

7. CASH AND CASH EQUIVALENTS

Accounting policy

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

	2024 \$'000	2023 \$'000
Cash and cash equivalents		
Cash at bank	119,917	106,471
Reconciliation of profit after tax to net cash flow from operations:		
Profit after income tax	87,138	4,399
Adjustments for:		
Depreciation	22,933	21,599
Amortisation	5,790	5,911
Unwinding of discount on provisions	802	718
Unrealised loss on derivatives	12,108	86,672
Fair value loss on financial assets	214	595
Share based payment	5,077	4,712
Unrealised foreign exchange gain	3	(6)
Payments for gold derivatives	-	33,105
Changes in assets and liabilities		
Increase in receivables	(719)	(300)
Increase in other current assets	(737)	(61)
Increase in inventories	(29,817)	(19,369)
Increase in payables and accruals	16,008	9,228
Increase in provisions	835	590
Increase in deferred tax liabilities	38,549	4,767
Cashflow from operating activities	158,184	152,560

Non-cash investing and financing activities

There were no non-cash investing and financing activities during the year ended 30 June 2024 (2023: Nil).

ASSETS

This section shows the assets used to generate the Group's trading performance.

8. RECEIVABLES

Accounting policy

Receivables include amounts due from customers for services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. Other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

The Group applies the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue. Receivables are recognised at amortised cost, less any allowance for expected credit losses.

	2024 \$'000	2023 \$'000
Receivables		
GST receivable	2,237	1,647
Security deposits	311	386
Fuel tax credit receivable	142	150
Interest receivable	472	283
Other receivables	93	69
	3,255	2,535

9. INVENTORIES

Accounting policy

Gold bullion, gold in circuit and ore stockpiles are physically measured or estimated and valued at the lower of cost and net realisable value. Cost is determined by the weighted average method and comprises direct purchase costs and an appropriate portion of fixed and variable overhead costs, including depreciation and amortisation, incurred in converting ore into gold bullion. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs of selling the final product, including royalties.

Consumable stores are valued at the lower of cost and net realisable value. The cost of consumable stores is measured on a first-in first-out basis at weighted average cost.

Inventories expected to be sold (or consumed in the case of stores) within 12 months after the balance sheet date are classified as current assets, all other inventories are classified as non-current. The following balances are carried at cost.

	2024 \$'000	2023 \$'000
Inventories		
Current		
Ore stockpiles	7,455	9,460
Gold in circuit	4,725	3,972
Bullion on hand	2,571	1,805
Consumable stores	1,322	1,382
	16,073	16,619
Non-Current		
Ore stockpiles	77,909	47,546

Key estimates and judgements – Inventories

Net realisable value tests are performed at each reporting date and represent the estimated forecast sales price of the gold contained in inventories with reference to externally published forecast prices, when it is expected to be realised, less estimated costs to complete production and bring the product to sale in accordance with the approved mine plan which includes the blending of ores. Stockpiles are measured by estimating the number of tonnes added and removed from the stockpile, the number of contained gold ounces based on assay data, and the estimated recovery percentage. Stockpile tonnages are verified by periodic surveys.

10. OTHER FINANCIAL ASSETS

Accounting policy

The Group's other financial assets include equity investments, gold call options and gold put options.

Recognition and initial measurement

All financial assets are initially recognised when the Group becomes party to the contractual provisions of the instrument except trade receivables which are initially recognised when they are originated.

A financial asset (excluding trade receivables) is initially measured at fair value plus or minus transaction costs that are directly attributable to its acquisition or issue, except where the instruments are classified 'at fair value through profit or loss' ("FVTPL"), in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at:

- at amortised cost;
- 'fair value in other comprehensive income' ("FVOCI") – equity investment; or
- FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the changes.

A financial asset is measured at amortised costs if it meets both of the following conditions and is not designated as FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

On initial recognition of an equity investment that is not being held for trading, the Group may irrevocably elect to present subsequent changes to the investment's fair value in OCI. This election is made on an investment -by-investment basis.

All financial assets not measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Amortised cost

Amortised cost is calculated as:

- the amount at which the financial asset is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and
- less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carry amount of the financial asset.

Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interest in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial statements.

Fair values

The carrying amounts and estimated fair values of all the Group's financial assets recognised in the financial statements are materially the same. The methods and assumptions used to estimate the fair value of the financial assets are disclosed in the respective notes.

Derecognition

The Group derecognises a financial asset when:

- the contractual rights to receive the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

	2024 \$'000	2023 \$'000
Other financial assets		
Current		
Gold put options at FVTPL	4,126	2,564
Equity investments at FVTPL	739	953
	4,865	3,517
Non-current		
Gold call options at FVTPL	1,294	2,790

Gold option assets

Gold option assets represent the fair value gold call option contracts entered into on 6 January 2020 and gold put option contracts purchased on 14 June 2024.

	2024 \$'000	2023 \$'000
Gold option assets		
As at 1 July	5,354	4,818
Additions	5,235	3,674
Amortisation (refer Note 3)	(1,496)	(2,028)
Fair value adjustments (refer Note 4)	(3,673)	(1,110)
As at 30 June	5,420	5,354

Equity investments

Equity investments represent the fair value of shares held by the Company in ASX listed Companies.
On 30 May 2024 DiscovEx completed consolidation of capital on a one share for every 100 shares held basis.

	2024 \$'000	2023 \$'000
Equity investments		
As at 1 July	953	1,348
Additions	-	200
Fair value adjustments (refer Note 4)	(214)	(595)
As at 30 June	739	953

	2024	2023
Fair value of listed shares and assumptions		
<i>Evion Group NL (formerly BlackEarth Minerals NL)</i>		
Fair value per listed share	\$0.018	\$0.036
Closing quoting bid price per share	\$0.018	\$0.036
<i>Latitude 66 Limited (formerly DiscovEx Resources Limited)</i>		
Fair value per listed share	\$0.200	\$0.250 ⁽¹⁾
Closing quoting bid price per share	\$0.200	\$0.250 ⁽¹⁾

(1) Share price reflected on a 100:1 basis due to a share consolidation.

11. ASSETS HELD FOR SALE

Accounting policy

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through the sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets, except deferred tax assets, employee benefits assets or investment property, which continue to be measured in accordance with the Group's other accounting policies.

Impairment losses on initial classification as held-for-sale or held-for-distribution and subsequent gains and losses on remeasurement are recognised in profit or loss. Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity-accounted investee is no longer equity accounted.

The held-for-sale property is subject to review and revalued on the basis of independent valuations. Any revaluation adjustment to the carrying amount is recognised in other comprehensive income and accumulated in equity under the heading of asset revaluation reserve.

	2024	2023
	\$'000	\$'000
Assets held for sale		
Property asset	2,500	2,500
	2,500	2,500

The Group has put its freehold property asset located in Antananarivo, Madagascar up for sale. The property covers an area of 19,373m² containing several buildings, including offices, warehouses and villa accommodation.

A valuation was completed by Cabinet D'Expertise Audit Techniques Et Conseils Qualities in June 2023 of 9,019,164,000 Ariary which translates to AUD \$3,047,262 as at 30 June 2024 (2023: AUD \$3,027,733). Based on the current valuation, the Directors considered the carrying value appropriate for the year ended 30 June 2024. The fair value of the freehold land was determined based on the market comparable approach that reflects recent transaction prices for similar properties.

12. PLANT AND EQUIPMENT

Accounting policy

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

Property

Land and Buildings are measured using a cost model in accordance with paragraph 31 of AASB 116 Property, Plant and Equipment. Any revaluation adjustment to the carrying amount of land and buildings is recognised in other comprehensive income and accumulated in equity under the heading of asset revaluation reserve.

Infrastructure, mobile plant and equipment, plant and equipment and furniture and equipment

The value of infrastructure, mobile plant and equipment, plant and equipment and furniture and equipment is measured as the cost of the asset, less accumulated depreciation and impairment. The cost of the asset also includes the cost of assembly and replacing parts that are eligible for capitalisation, the cost of major inspections and an initial estimate of the cost of dismantling and removing the item from site at the end of its useful life.

Capital work in progress ("CWIP")

The value of capital WIP is measured as the cost of the asset less impairment. The cost of the asset also includes the cost of assembly and replacing parts that are eligible for capitalisation, the cost of major inspections and an initial estimate of the cost of dismantling and removing the item from site at the end of its useful life.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

	Buildings & Infrastructure	Plant & Equipment	Mobile Plant & Equipment	Furniture & Equipment	Capital WIP	Total
Plant and equipment	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Net carrying amount at 1 July 2022	43,049	103,270	3,148	7,009	2,645	159,121
Additions	1,738	1,656	1,263	1,509	2,808	8,974
Depreciation	(3,505)	(9,032)	(1,149)	(1,071)	-	(14,757)
Amounts written off	-	(36)	-	-	-	(36)
Net carrying amount at 30 June 2023	41,282	95,858	3,262	7,447	5,453	153,302

As at 30 June 2023

Cost	49,832	116,817	5,243	9,886	5,453	187,231
Accumulated depreciation	(8,550)	(20,959)	(1,981)	(2,439)	-	(33,929)
Net carrying amount at 30 June 2023	41,282	95,858	3,262	7,447	5,453	153,302

	Buildings & Infrastructure	Plant & Equipment	Mobile Plant & Equipment	Furniture & Equipment	Capital WIP	Total
Plant and equipment	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Net carrying amount at 1 July 2023	41,282	95,858	3,262	7,447	5,453	153,302
Additions	1,475	3,822	2,771	791	5,560	14,419
Transfer to mine properties under development	-	-	-	-	(1,850)	(1,850)
Depreciation	(3,597)	(9,585)	(1,525)	(1,213)	-	(15,920)
Net carrying amount at 30 June 2024	39,160	90,095	4,508	7,025	9,163	149,951

As at 30 June 2024

Cost	51,307	120,639	8,014	10,677	9,163	199,800
Accumulated depreciation	(12,147)	(30,544)	(3,506)	(3,652)	-	(49,849)
Net carrying amount at 30 June 2024	39,160	90,095	4,508	7,025	9,163	149,951

13. RIGHT-OF-USE ASSETS

Accounting policy

Right-of-use ("ROU") assets are measured at cost comprising the following:

- The amount of the initial measurement of the lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs;
- Any restoration costs.

The right-of-use asset is subsequently depreciated using the straight-line method over the term of the lease. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for remeasurements of the lease liability.

Payments associated with short-term leases that have terms of 12 months or less and leases of low-value assets that have a replacement value of less than \$5,000 are recognised on a straight-line basis as an expense in profit or loss. Assets arising from a lease are initially measured on a present value basis.

	2024 \$'000	2023 \$'000
Right of use assets		
As at 1 July	45,364	47,972
Additions to right-of-use assets	1,706	4,293
Depreciation charge for the year (refer to Note 3)	(7,187)	(6,901)
As at 30 June	39,883	45,364

Payments associated with short-term leases and leases of low value assets for the year were \$1,045,000 (2023: \$1,523,000).

14. DEFERRED EXPLORATION AND EVALUATION COSTS

Accounting policy

Exploration and evaluation expenditure incurred is capitalised only when that expenditure is attributable to a defined area of interest for which the Group has the rights to explore, evaluate and develop. Tenement acquisition costs are initially capitalised. Costs are only carried forward to the extent that they are expected to be recouped through the successful development of the area, sale of the respective areas of interest or where activities in the area have not yet reached a stage, which permits reasonable assessment of the existence of economically recoverable reserves.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mine properties under development. No amortisation is charged during the exploration and evaluation phase.

Exploration and evaluation assets are assessed for impairment if:

- the period for which the right to explore in the area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration and evaluation of mineral resources is neither budgeted nor planned;
- sufficient data exists to determine technical feasibility and commercial viability; and
- facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units ("CGUs") to which the exploration activity relates. The CGU is not larger than the area of interest.

	2024 \$'000	2023 \$'000
Deferred exploration and evaluation costs		
As at 1 July	105,723	77,297
Expenditure for the period	35,209	35,160
Acquisition of tenements	305	-
Transfer to mine properties	(4,209)	(6,734)
As at 30 June	137,028	105,723

Key estimates and judgements – Exploration and evaluation expenditure

Exploration expenditure

Tenement acquisition costs are initially capitalised together with other exploration and evaluation expenditure. Costs are only carried forward to the extent that they are expected to be recouped through the successful development of a defined area of interest for which the Group has the rights to explore, evaluate and develop, the sale of the respective areas of interest or where activities in the area of interest have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

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

Planned exploration expenditure

Exploration expenditure commitments represent tenement rentals and expenditure requirements that may be required to be met under the relevant legislation should the Group wish to retain tenure on all current tenements in which the Group has an interest.

The terms and conditions under which the Group retains title to its various tenements require it to meet tenement rentals and minimum levels of exploration expenditure as gazetted by the Western Australian government, as well as local government rates and taxes.

	2024 \$'000	2023 \$'000
Exploration commitments at reporting date not recognised as liabilities		
Within one year	4,008	3,582
	4,008	3,582

Annual exploration expenditure after one year will be a similar commitment to that within one year, however this amount is increased if new exploration tenements are added to the Group's portfolio or reduced, if exploration tenements are removed from the Group's portfolio.

15. MINE PROPERTIES UNDER DEVELOPMENT

Accounting policy

Mine properties under development represents the costs incurred in preparing mines for production and includes plant and equipment under construction and operating costs incurred before commercial production commences. These costs are capitalised to the extent they are expected to be recouped through successful exploitation of the related mining leases.

Once production commences, these costs are transferred to property, plant and equipment and mine properties, as relevant, and are depreciated and amortised using the units-of-production method based on the estimated economically recoverable reserves to which they relate or are written off if the mine property is abandoned.

	2024 \$'000	2023 \$'000
Mine properties under development		
As at 1 July	-	-
Construction Expenditure	16,969	-
Transfers from CWIP	1,850	-
As at 30 June	18,819	-

Construction expenditure relates to the Mt Gibson Gold Project camp construction.

16. MINE PROPERTIES

Accounting policy

Mine properties represent expenditure in respect of exploration, evaluation, feasibility, pre-production operating costs incurred by the Group prior to the commencement of production and rehabilitation assets. All expenditure is carried forward to the extent that it is expected to be recouped from future revenues. If additional expenditure is incurred in respect of a mine property after production has commenced such expenditure is carried forward as part of the cost of the mine property if it is expected to be recouped from future revenues otherwise the expenditure is classified as part of the cost of production and expensed as incurred.

Mine properties are amortised on a unit-of production basis over the life of the mine using tonnes of ore milled.

	Other \$'000	Pre-production \$'000	Rehabilitation \$'000	Total \$'000
Mine properties				
Net carrying amount at 1 July 2023	19,238	15,567	14,957	49,762
Additions	-	-	1,213	1,213
Transfers from Exploration	4,210	-	-	4,210
Amortisation (refer note 3)	(1,677)	(1,335)	(1,282)	(4,294)
Net carrying amount at 30 June 2024	21,771	14,232	14,888	50,891

	Other \$'000	Pre-production \$'000	Rehabilitation \$'000	Total \$'000
As at 30 June 2024				
Cost	26,422	18,865	19,469	64,756
Accumulated amortisation	(4,651)	(4,633)	(4,581)	(13,865)
Net carrying amount at 30 June 2024	21,771	14,232	14,888	50,891

17. IMPAIRMENT OF NON-FINANCIAL ASSETS

Accounting policy

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

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

There have been no impairment indicators during the year.

Key estimates and judgements – Determination of mineral resources and reserves

The Group estimates its Mineral Resources and Ore Reserves in accordance with the *Australasian Code of Reporting for Mineral Resources and Ore Reserves 2012* (the "JORC Code"). The information on mineral resources and ore reserves was prepared by or under supervision of Competent Persons as defined under the JORC Code.

The determination of mineral resources and ore reserves impacts the accounting for asset carrying values.

There are numerous uncertainties inherent in estimating mineral resources and ore reserves, and assumptions that are valid at the time of estimation may change significantly when new information becomes available.

Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of Reserves and may ultimately result in Reserves being restated

LIABILITIES

This section shows the liabilities incurred as a result of the trading activities of the Group.

18. TRADE AND OTHER PAYABLES

Accounting policy

Trade and other payables are initially recognised at fair value through profit or loss and subsequently measured at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

	2024 \$'000	2023 \$'000
Trade and other payables		
Trade payables	31,995	17,141
Accrued expenses	11,850	10,260
Other payables	6,448	5,825
	50,293	33,226

19. LEASE LIABILITIES

Accounting policy

The nature of the Group's leasing activities includes contracts for mining services, drilling, haulage, and power generation contracts. Additionally, office leases and office equipment have also been included.

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in AASB 16.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Liabilities arising from a lease are initially measured on a present value basis.

Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate;
- Amounts expected to be payable by the lessee under residual value guarantees;
- The exercise price of a purchase option if the lessee is reasonably certain to exercise that option;
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

Payments associated with short-term leases that have a term of 12 months or less and leases of low-value assets that have a replacement value of \$5,000 or less are recognised on a straight-line basis as an expense in profit or loss.

	2024 \$'000	2023 \$'000
Lease liabilities		
Current		
Lease liabilities	9,633	9,428
Non-Current		
Lease liabilities	23,819	31,769

Interest expense in relation to lease liabilities for the year ended 30 June 2024 was \$2,809,000 (2023: \$3,318,000) (refer to Note 4).

Total cash outflows relating to leases during the year were \$12,322,000 (2023: \$11,962,000) comprising, principal (\$9,515,000) and interest (\$2,807,000) payments.

The Group's contracts that contain leases that are structured as variable payments are not included in the measurement of lease liabilities under AASB 16. Variable lease payments for the year ended 30 June 2024, including non-lease components such as labour, totalled \$108,805,000 (2023: \$77,223,000).

Payments associated with short-term leases and leases of low value assets for the year were \$1,045,000 (2023: \$1,706,000).

20. BORROWINGS

Accounting policy

Interest bearing borrowings are initially measured at fair value, net of directly attributable transaction costs. After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the effective interest rate method.

Borrowings which are due to be settled within 12 months after the balance sheet date are included in current borrowings in the balance sheet even though the original term was for a period longer than 12 months or an agreement to refinance, or to reschedule payments, on a long-term basis is completed after the balance sheet date and before the financial statements are authorised for issue. Other borrowings to be settled more than 12 months after the balance sheet date are included in non-current borrowings in the balance sheet.

	2024 \$'000	2023 \$'000
Borrowings		
<i>Current</i>		
Bank loans	50,658	613
<i>Non-Current</i>		
Bank loans	-	50,000

Borrowings comprise of amounts drawn down on an original Project Loan Facility of \$100 million with Macquarie Bank Limited ("Macquarie"). The facility accrues interest at the bank bill rate plus 3% and was repayable in various instalments over a term ending 30 June 2025 however, voluntary repayments can be made in accordance with the facility agreement.

In July 2022 the Company arranged with Macquarie Bank to convert the project loan facility to a general-purpose corporate loan facility with a single bullet repayment in June 2025. Capricorn can elect to repay (part or full) the loan at any time without penalty.

The bank holds a first ranking, registered fixed and floating charge over all the assets of Capricorn Metals Ltd and its wholly owned subsidiaries, as security for the facility provided by Macquarie.

The facility includes customary liquidity and debt service covenants. The Group is in compliance with its covenants.

21. PROVISIONS

Accounting policy

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of time value of money and the risks specific to the liability.

A provision for site rehabilitation is recognised in respect of the estimated cost of rehabilitation and restoration of the areas disturbed by mining activities up to the reporting date, but not yet rehabilitated.

Rehabilitation provision

A provision for rehabilitation is recognised in respect of the estimated costs of rehabilitation of the areas that remain disturbed by mining activities up to the reporting date.

When the liability is initially recorded, the estimated cost is capitalised by increasing the carrying amount of the related mining assets.

At each reporting date the rehabilitation is re-measured to reflect any changes in discount and inflation rates and timing of amounts to be incurred. Additional disturbances or changes in rehabilitation costs will be recognised as additions or changes to the corresponding asset and rehabilitation provision, prospectively from the date of change. Where the carrying value of the related asset has been reduced to nil either through amortisation or impairment, changes to estimated costs are recognised immediately in the statement of profit or loss and other comprehensive income.

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and annual leave entitlements. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

Notes to the consolidated financial statements (Continued)
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The Group's obligations for short-term employee benefits such as wages, salaries and annual leave are recognised as a part of current trade and other payables in the statement of financial position. The Group's obligations for employees' long service leave entitlements are recognised as provisions in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees.

Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on corporate bonds that have maturity dates that approximate the terms of the obligations. Any re-measurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

	2024 \$'000	2023 \$'000
Provisions		
Current		
Annual leave	1,821	1,431
Rehabilitation	210	26
	2,031	1,457

Non-Current

Long service leave	775	338
ROU asset demobilisation	785	743
Rehabilitation	31,202	29,371
	32,762	30,452

	2024 \$'000	2023 \$'000
Provision for rehabilitation		
<i>As at 1 July</i>	29,397	28,416
Provisions raised during the year	-	283
Provisions used during the year	-	(19)
Provisions re-measured during the year	1,213	(1)
Unwinding of the discount (refer Note 4)	802	718
<i>As at 30 June</i>	31,412	29,397

Key estimates and judgements – Rehabilitation provision

The Group assesses site rehabilitation liabilities on an annual basis. The provision recognised is based on an assessment of the estimated cost of closure and reclamation of the areas using internal information concerning environmental issues in the exploration and previously mined areas, discounted to present value.

Significant estimation is required in determining the provision for site rehabilitation as there are many factors that may affect the timing and ultimate cost to rehabilitate sites where mining and/or exploration activities have previously taken place.

These factors include:

- future development/exploration activity;
- changes in the costs of goods and services required for restoration activity; and
- changes to the legal and regulatory framework.

These factors may result in future actual expenditure differing from the amounts currently provided.

22. OTHER FINANCIAL LIABILITIES

Accounting policy

The Group's other financial liabilities include gold call options and gold forwards.

Recognition and initial measurement

All financial liabilities are initially recognised when the Group becomes party to the contractual provisions of the instrument.

A financial liability is initially measured at fair value plus or minus transaction costs that are directly attributable to its acquisition or issue, except where the instruments are classified 'at fair value through profit or loss' ("FVTPL"), in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Amortised cost

Amortised cost is calculated as:

- the amount at which the financial liability is measured at initial recognition;
- less principal repayments;
- plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and
- less any reduction for impairment.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carry amount of the financial liability.

Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense in profit or loss.

The Group does not designate any interest in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial statements.

Fair values

The carrying amounts and estimated fair values of all the Group's financial liabilities recognised in the financial statements are materially the same. The methods and assumptions used to estimate the fair value of the financial liabilities are disclosed in the respective notes.

Derecognition

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in the profit or loss.

Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Hedge accounting

The Group designates certain financial liabilities as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in the gold price.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cashflow hedges

When a financial liability is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the financial liability is recognised in OCI and accumulated in the hedging reserve. The effective portion of changes in the fair value of the financial liability that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the financial liability is recognised immediately in profit or loss.

The amount accumulated in the hedging reserve and the cost of hedging reserve is reclassified to profit or loss in the same period or periods during which the hedged expected future cash flows affect profit or loss.

If the financial liability no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to profit or loss.

The company has adopted hedge accounting from 1 July 2023.

	2024 \$'000	2023 \$'000
Other financial liabilities		
Non-current		
Gold call options at FVTPL	22,361	13,926
Gold forwards at FVTPL	74,921	83,177
	97,282	97,103

Gold call options

Gold call option liability refers to the fair value of the gold call option contract entered into on 6 January 2020. The contract involves the sale of 16,700 ounces at a strike price of \$2,260 per ounce and an expiry date of 30 June 2025. Subsequent measurement of the gold call option contracts is at fair value at balance date with any changes in the fair value immediately recognised in the profit or loss.

	2024 \$'000	2023 \$'000
Gold call options		
As at 1 July	13,926	11,540
Fair value adjustments (refer Note 4)	8,435	2,386
As at 30 June	22,361	13,926

Gold forwards

Gold forward liability refers to the fair value of the remaining gold forward contracts at year end which expire at various dates up until 31 December 2026.

Previously the Company was required to only recognise the fair value the gold forward contracts that settled.

	2024 \$'000	2023 \$'000
Gold forwards		
As at 1 July	83,177	-
Fair value adjustments	56,092	83,177
Closure of gold forward contracts	(64,348)	-
As at 30 June	74,921	83,177

In June 2024, the Company reduced its gold forward contracts by 52,000 ounces at a cost of \$64.3 million. This movement has been reflected by a reduction in the gold hedge liability.

23. DEFERRED TAX LIABILITIES

Accounting policy

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

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

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

	2024 \$'000	2023 \$'000
Deferred tax assets and liabilities		
(a) Recognised deferred tax assets and liabilities	30%	30%
Deferred tax liabilities		
Prepayments	80	4
Exploration and mine properties	44,060	31,697
Inventory	8,766	6,535
Plant and equipment	41,340	44,029
Other	-	85
Gross deferred tax liabilities	94,246	82,350
Set-off of deferred tax assets	(46,430)	(56,450)
Net deferred tax liabilities	47,816	25,900
Deferred tax assets		
Employee provisions	779	531
Other provisions and accruals	135	56
Derivative assets and liabilities	30,231	28,327
Rehabilitation provision	9,424	8,819
Blackhole previously expensed	1	4
Blackhole equity raising costs	96	290
Tax losses	5,730	18,244
Other	34	179
Gross deferred tax assets	46,430	56,450
Set-off of deferred tax liabilities	(46,430)	(56,450)
Net deferred tax assets	-	-
(b) Reconciliation of deferred tax, net:		
Opening balance at 1 July – net deferred tax liabilities	(25,900)	(20,896)
Income tax expense recognised in profit or loss	(38,549)	(4,767)
Income tax (expense)/benefit recognised in equity	16,633	(237)
Closing balance at 30 June – net deferred tax liabilities	(47,816)	(25,900)

Key estimates and judgements – Deferred tax assets

Judgement is required in determining whether deferred tax assets are recognised on the balance sheet. Deferred tax assets, including those arising from unutilised tax losses, require management to assess the likelihood that the Group will generate taxable earnings in future periods, in order to utilise recognised deferred tax assets.

Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in Australia.

To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in Australia could limit the ability of the Group to obtain tax deductions in future periods.

Tax consolidation

The Company and its wholly-owned Australian resident entities became part of a tax-consolidated group on 1 July 2016. As a consequence, all members of the tax-consolidated group are taxed as a single entity from that date. The head entity within the tax consolidated group is Capricorn Metals Limited.

The head entity, in conjunction with other members of the tax-consolidated group, have entered into a tax funding arrangement which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries are assumed by the head entity and are recognised by the Company as intercompany receivables (or payables). Contributions to fund the current tax liabilities are payable as per the tax funding arrangement and reflect the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The Company recognises deferred tax assets arising from unused tax losses of the tax-consolidated group to the extent that it is probable that future taxable profits of the tax-consolidated group will be available against which asset can be utilised. Any subsequent period adjustment to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

The head entity in conjunction with other members of the tax-consolidated group has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement as payment of any amounts under the tax sharing agreement is considered remote.

EQUITY

This section outlines how the Group manages its capital.

24. ISSUED CAPITAL

Accounting policy

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

	2024 \$'000	2023 \$'000
Issued capital		
Ordinary shares - issued and fully paid	203,297	203,422
	Number of Shares	\$'000
Movement in ordinary shares on issue		
As at 1 July 2022	371,925,185	203,524
Issue of shares on exercise of performance rights ⁽¹⁾	4,032,990	-
Transaction costs	-	(102)
As at 30 June 2023	375,958,175	203,422
As at 30 June 2023	375,958,175	203,422
Issue of shares on project deliverable bonus ⁽²⁾	22,779	100
Issue of shares on exercise of performance rights ⁽³⁾	1,547,077	-
Transaction costs	-	(31)
Share Issue costs – Tax	-	(194)
As at 30 June 2024	377,528,031	203,297

- (1) During the 2023 financial year 4,032,990 performance rights were exercised for nil value to employees in accordance with the shareholder approved Performance Rights Plan.
- (2) On 1 December 2023, 22,779 shares with a fair value of \$4.39 a share were issued in consideration as a deliverable bonus to Tetris Environmental Pty Ltd for the Mt Gibson Gold project.
- (3) During the 2024 financial year 1,547,077 performance rights were exercised for nil value to employees in accordance with the shareholder approved Performance Rights Plan.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

There are no preference shares on issue. The holders of ordinary shares are entitled to receive dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held.

At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

The Company does not have authorised capital or par value in respect of its shares.

25. RESERVES

Reserves	Share-based payment reserve \$'000	Foreign currency translation reserve \$'000	Hedge Reserve \$'000	Total Reserves \$'000
As at 1 July 2022	7,149	(1,048)	-	6,101
Share-based payment transactions (refer note 29)	4,712	-	-	4,712
Translation movement for the year	-	(7)	-	(7)
Transfers ⁽¹⁾	(7,672)	-	-	(7,672)
As at 30 June 2023	4,189	(1,055)	-	3,134
Share-based payment transactions (refer note 29)	4,966	-	-	4,966
Translation movement for the year	-	13	-	13
Hedge Reserve ⁽²⁾	-	-	(39,264)	(39,264)
Transfers ⁽¹⁾	(4,635)	-	-	(4,635)
As at 30 June 2024	4,520	(1,042)	(39,264)	(35,786)

1) Transfer refers to options and performance rights that were either exercised, forfeited or expired in current and previous periods that have been transferred to retained earnings (refer to Note 26).

2) Hedge Reserve reflects the mark-to-market changes in the fair value of the hedging derivatives (net of tax).

Share-based payments reserve

The share-based payments reserve is used to record the value of share-based payments including options and performance rights to Directors, employees, including KMPs, as part of their remuneration.

Foreign currency translation reserve

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled subsidiaries.

Hedge reserve

The hedge reserve is used to reflect the effective portion of the accumulated changes in the fair value of the gold hedge liability.

26. RETAINED EARNINGS

Retained earnings	2024 \$'000	2023 \$'000
As at 1 July	49,981	37,910
Profit for the year	87,138	4,399
Transfers ⁽¹⁾	4,635	7,672
As at 30 June	141,754	49,981

(1) Transfers refers to options and performance rights that were either forfeited or expired in the current period that have been transferred from reserves (refer to Note 25).

RISK

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

27. FINANCIAL RISK MANAGEMENT

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. The Group's key financial instruments comprise cash and cash equivalents, trade and other receivables, gold option assets, trade and other payables, lease liabilities, gold call options, gold forwards and borrowings.

In June 2024, the Company announced that it had reduced its gold forward contracts by 52,000 ounces to provide further exposure to any increase in the A\$ gold price. The closure of the gold forwards means the Company does not have any hedging delivery obligations until December 2025.

The restructure of the gold forwards in June 2023 led to the adoption of hedge accounting from 1 July 2024. The remaining gold forwards are now valued through the Company's reserves and recognised in the profit and loss statement on the designated delivery dates of the contracts. These contracts previously qualified as future inventory sales contracts with the sales value recognised as revenue at the time of sale, also known as the "own use" exemption.

This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of those risks is presented throughout these financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies. The Group's risk management policies and objectives are designed to minimise the potential impacts of these risks on the Group where such impacts may be material.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility.

	2024 \$'000	2023 \$'000
Categories of financial instruments		
Financial assets		
Cash and cash equivalents	119,917	106,471
Receivables	3,255	2,535
Equity investments	739	953
Gold call options	1,294	2,790
Gold put options	4,126	2,564
	129,331	115,313
Financial liabilities		
Trade and other payables	50,293	33,226
Lease liabilities	33,452	41,197
Borrowings	50,658	50,613
Gold call options	22,361	13,926
Gold forwards	74,921	83,177
	231,685	222,139

Market risk

Foreign currency risk

The Group is exposed to fluctuations in foreign currencies arising from the sale and purchase of goods and services in currencies other than the Group's functional and presentation currency.

The Group's revenue is derived from the sale of gold in Australian dollars and costs are mainly incurred in Australian dollars although as gold is globally traded in US dollars, the Group is exposed to foreign currency risk. The Group hedges its gold ounces in Australian dollars, which provides for some coverage of foreign currency risk.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

The Group is occasionally exposed to foreign currency risk when long lead items are purchased in a currency other than Australian dollars. The Group maintains all of its cash in Australian dollars and does not currently hedge these purchases.

As a result of subsidiary companies being registered in Madagascar, the Group's statement of financial position can be affected by movements in the AUD/Ariary exchange rates. The Group does not seek to hedge this exposure given there are minimal operations in these foreign subsidiaries and therefore minimal risk as a result of any changes in foreign currency.

In the reporting period, the Group was not exposed to material financial risks of changes in foreign currency exchange rates.

Interest rate risk

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

	2024 \$'000	2023 \$'000
Interest-bearing financial instruments		
<i>Fixed rate instruments</i>		
Term deposits	311	386
Lease liabilities	(33,452)	(41,197)
	(33,141)	(40,811)
<i>Variable rate instruments</i>		
Cash and cash equivalents	119,917	106,471
Borrowings	(50,658)	(50,613)
	69,259	55,858

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change at reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 200 basis points (2023: 200 basis points) in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

	2024		2023	
	200bp increase \$'000	200bp decrease \$'000	200bp increase \$'000	200bp decrease \$'000
Interest-bearing financial instruments				
Variable rate instruments	1,385	(1,385)	1,117	(1,117)

Commodity price risk

The Group's exposure to commodity price risk is from the fluctuations in the prevailing market prices of gold produced from its operating mine. The Group manages its exposure to movements in the gold price through the use of gold put options (refer Note 10), gold call options and gold forwards (refer Note 22) and its sold gold call option contract (refer Note 22).

The following table reflects the impact on equity relating to the gold forwards of a \$100 change in the spot price of gold as at 30 June 2024 (2023: \$100).

	2024		2023	
	\$100 Increase \$'000	\$100 decrease \$'000	\$100 increase \$'000	\$100 decrease \$'000
Gold forwards	(5,500)	5,500	(10,700)	10,700

The following table reflects the impact on profit or loss relating to the gold call options and the gold put options of a \$100 change in the spot price of gold as at 30 June 2024 (2023: \$100).

	2024		2023	
	\$100 Increase \$'000	\$100 decrease \$'000	\$100 increase \$'000	\$100 decrease \$'000
Gold call options	(1,670)	1,670	(1,670)	1,670
Gold put options	(3,117)	5,200	(2,564)	5,100

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligation.

Credit risk is managed to ensure that customers and counterparties are of sound credit worthiness and monitoring is used to recover aged debts and assess receivables for impairment. Credit terms are generally 30 days from the invoice date.

Risk is also minimized by investing surplus funds in financial institutions with a high credit rating.

Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities.

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate facilities are maintained.

Financial liability maturity analysis

	Carrying amount liabilities \$'000	Total contractual cash flows \$'000	<6 months \$'000	6-12 months \$'000	1-2 years \$'000	2-5 years \$'000	>5 years \$'000
2024							
Trade and other payables	50,293	50,293	50,293	-	-	-	-
Lease liabilities	33,452	40,838	5,829	5,827	9,943	8,419	10,820
Borrowings	50,658	54,556	2,607	51,949	-	-	-
Gold forwards	74,921	74,921	-	-	42,921	32,000	-
	209,324	220,608	58,729	57,776	52,864	40,419	10,820

	Carrying amount liabilities \$'000	Total contractual cash flows \$'000	<6 months \$'000	6-12 months \$'000	1-2 years \$'000	2-5 years \$'000	>5 years \$'000
2023							
Trade and other payables	33,226	33,226	33,226	-	-	-	-
Lease liabilities	41,197	50,515	6,053	5,915	11,280	15,074	12,193
Borrowings	50,613	60,408	2,245	1,633	3,265	53,265	-
Gold forwards	83,177	83,177	-	-	31,697	51,480	-
	208,213	227,326	41,524	7,548	46,242	119,819	12,193

Financial instruments measured at fair value

The financial instruments recognised at fair value in the statement of financial position have been analysed and classified using a fair value hierarchy reflecting the significance of the inputs used in making the measurements.

The fair value hierarchy consists of the following levels:

Level 1: quoted prices in active markets for identical assets or liabilities;

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

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Assets		Liabilities	
	2024 \$'000	2023 \$'000	2024 \$'000	2023 \$'000
Level 1	739	953	-	-
Level 2	4,126	2,564	(97,282)	(97,103)
Level 3	-	-	-	-
	4,865	3,517	(97,282)	(97,103)

Included within Level 1 of the hierarchy are the Evion Group NL (formerly BlackEarth Minerals NL) and Latitude 66 Limited (formerly DiscovEx Resources Limited) shares listed on the Australian Securities Exchange. The fair value of these financial assets has been based on the closing quoted bid prices at the end of the reporting period, excluding transaction costs.

Included within Level 2 of the hierarchy is the gold put options, gold call options and the gold forwards.

The fair value of the gold put options, the gold call options and the gold forwards was based on valuation techniques that employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and spot and forward rate curves of the underlying commodity.

The changes in counterparty credit risk had no material effect on the gold put options, gold call options or the gold forwards recognised at fair value.

No transfers between the levels of the fair value hierarchy occurred during the current or previous reporting period. The Directors consider that the carrying value of all financial assets and financial liabilities are recognised in the consolidated financial statements approximate to their fair value.

28. CAPITAL MANAGEMENT

Risk management

The Board controls the capital of the Group in order to ensure that the Group can fund its operations and continue as a going concern so that they can maximise shareholder value and benefits to other stakeholders.

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

Total capital is equity, as shown in the statement of financial position. The Group is not subject to any externally imposed capital requirements.

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

OTHER DISCLOSURES

This section provides information on items which require disclosure to comply with Australian Standards and other regulatory requirements.

29. SHARE BASED PAYMENTS

Accounting policy

The Group provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions').

The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value of options is determined by an internal valuation using a Black-Scholes option pricing model. The fair value of performance rights determined by consideration of the Company's share price at the grant date and consideration of the specific market vesting conditions applicable to the performance rights.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("Vesting Date").

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

- the extent to which the vesting period has expired and
- the number of options that, in the opinion of the Directors of the Company, will ultimately vest.

This opinion is formed based on the best available information at reporting date. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date.

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

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

Plans

The Company has an Incentive option plan and a Performance rights plan (collectively “the Plans”) which were last approved by shareholders on 10 November 2019 and 29 November 2023 respectively.

The objectives of the Plans are to assist with the recruitment, reward, retention and motivation of eligible employees of the Group. In accordance with the Plans the Board, on advice from the Remuneration, Nomination and Diversity Committee may issue eligible employees with options or performance rights to acquire shares in the future at a determined fixed exercise price on grant of the options or performance rights.

The vesting of the options and performance rights are subject to service conditions and performance criteria as outlined below.

Total expenses arising from share-based payment transactions recognised during the period were as follows:

	2024	2023
	\$'000	\$'000
Recognised share-based payments expense		
Performance rights expense	4,966	4,712

Performance rights

The following table outlines the number and movements in Performance rights during the year:

	2024	2023
	Number of Rights	Number of Rights
Performance rights		
Outstanding as at 1 July	1,963,732	5,440,818
Issued from prior year	216,400	-
Granted during the year	1,181,753	920,304
Forfeited during the year	(123,000)	(148,000)
Exercised during the year	(1,547,077)	(4,032,990)
Unissued during the year	-	(216,400)
Outstanding at end of the year	1,691,808	1,963,732
Exercisable as at 30 June	-	-

Financial year 2021

In October 2020, 325,000 Performance rights were granted to employees of the Company under the Group's Performance Rights Plan. 50% of rights vested on 30 September 2022 and the remaining rights vested on 30 September 2023.

In June 2021, 400,000 Performance rights were granted to employees of the Company under the Group's Performance Rights Plan. 200,000 rights vested in equal proportions on 18/1/2023 and 18/1/2024 and the remaining 200,000 Performance vested in equal proportions on 29 March 2023 and 29 March 2024.

The performance condition for the FY2021 Performance rights was continued employment with the Company for the performance period.

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

The fair value of the Performance rights granted during Financial year 2021 was \$1,351,250. The fair value at the grant date was estimated using a Black Scholes option pricing model.

The table below details the terms and conditions of the grants and the assumptions used in estimating the fair value:

<i>Item</i>	<i>Issue 1</i>	<i>Issue 2</i>	<i>Issue 3</i>
Grant date	19 Oct 2020	16 Jun 2021	16 Jun 2021
Value at grant date	\$1.77	\$1.94	\$1.94
Exercise price	nil	nil	nil
Dividend yield	0%	0%	0%
Risk free rate	0.13% - 0.14%	0.04% - 0.14%	0.04% - 0.14%
Volatility	95% - 123%	91% - 118%	91% - 118%
Performance period (yrs)	1.95 - 2.95	1.59 - 2.59	1.59 - 2.59
Test date	30/09/22 & 30/09/23	18/01/23 & 18/01/24	29/03/23 & 29/03/24
Remaining performance period (yrs)	nil	nil	nil
Weighted average fair value	\$1.77	\$1.94	\$1.94

In December 2023, 112,500 Oct 2020 Performance rights were exercised.

In February 2024, 100,000 Jun 2021 (Issue 2) Performance rights were exercised.

In May 2024, 100,000 Jun 2021 (Issue 3) Performance rights were exercised.

In March and April 2022, 100,000 Oct 2020 Performance rights were forfeited due to the resignations of employees in accordance with the Performance Rights Plan.

There are no Performance rights remaining from Financial year 2021.

Financial year 2022

In October 2021, 279,818 Performance rights were granted to KMP, Mr Kim Massey and Mr Paul Thomas under the Group's Performance Rights Plan, 50% of the rights vested on 30 June 2023. While the performance period has passed, the remaining rights had not vested as at 30 June 2024.

In November 2021, 240,000 Performance rights were issued to KMP, Mr Clark under the Group's Performance Rights Plan, 50% of the rights vested on 4 October 2022 and the remaining rights vested on 4 October 2023.

In December 2021:

- 249,000 Performance rights were issued to employees under the Group's Performance Rights Plan. A third of the rights vested on 10 December 2022, another third on 10 December 2023 and the remaining rights will vest on 10 December 2024;
- In December 2021, 1,032,000 Performance rights were issued to employees under the Group's Performance Rights Plan. 50% of the rights vested on 10 December 2023 and the remaining rights will vest on 10 December 2024; and
- In December 2021 40,000 Performance rights were issued to employees under the Group's Performance Rights Plan. All of the rights will vest on 10 December 2024.

The performance conditions for Issues 1, 2 and 5 of the FY2022 Performance rights was the Company's relative total shareholder return ("TSR") measured against the TSR's of 12 comparator mining companies and continued employment with the Company for the performance period.

The performance condition for Issues 2, 4, 5 and 6 of the FY2022 Performance rights was continued employment with the Company for the performance period.

The fair value of the Performance rights granted during Financial year 2022 was \$6,948,177.

The fair value at the grant date was estimated using a Monte Carlo simulation (Issue 1 & 3), and a Black Scholes option pricing model (Issue 3, 4 & 5).

The table below details the terms and conditions of the grants and the assumptions used in estimating the fair value:

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

<i>Item</i>	<i>Issue 1</i>	<i>Issue 2</i>	<i>Issue 3</i>	<i>Issue 4</i>	<i>Issue 5</i>
Grant date	4 Oct 2021	24 Nov 2021	10 Dec 2021	10 Dec 2021	10 Dec 2021
Value at grant date	\$2.18	\$2.95	\$3.10	\$3.10	\$3.10
Exercise price	nil	nil	nil	nil	nil
Dividend yield	0%	0%	0%	0%	0%
Risk free rate	0.05% - 0.27%	0.54%	1.32%	1.32%	1.32%
Volatility	50%	50%	72% - 106%	72% - 106%	106%
Performance period (yrs)	2.00 - 3.00	1.00 - 2.00	1.00 - 3.00	2.00 - 3.00	3.00
Test date	30/6/23 & 30/06/24	4/10/22 & 4/10/23	10/12/22, 10/12/23 & 10/12/24	10/12/23 & 10/12/24	10/12/24
Remaining performance period (yrs)	nil	nil	0.00 - 0.45	0.00 - 0.45	1.45
Weighted average fair value	\$1.83	\$2.11	\$3.10	\$3.10	\$3.10

In December 2023, 139,909 Oct 2021 (Issue 1) Performance rights were exercised.

In December 2023, 120,000 Nov 2021 Performance rights were issued to KMP, Mr Mark Clark.

In December 2023 83,000 Dec 2021 (Issue 3) Performance rights were exercised.

In December 2023, 399,000 Dec 2021 (Issue 4) Performance rights were exercised.

In June 2023, 148,000 Dec 21 (Issue 3) Performance rights were forfeited due to the resignation of employees in accordance with the Performance Rights Plan.

In June 2024, 123,000 Dec 21 (Issue 3 & Issue 4) Performance rights were forfeited due to the resignation of employees in accordance with the performance Rights Plan.

There are 624,909 Performance rights remaining from Financial year 2022.

Financial year 2023

In November 2022, 542,490 Performance rights were issued to employees under the Group's Performance Rights Plan. 100% of the rights vested on 31 October 2022.

In November 2022, 161,414 Performance rights were issued to KMP, Mr Clark under the Group's Performance Rights Plan. 50% of the rights will vest on 30 June 2024 and the remaining rights will vest on 30 June 2025.

During FY23, 216,400 Performance rights were granted to KMP, Mr Kim Massey and Mr Paul Thomas under the Group's Performance Rights Plan. 50% of the rights will vest on 30 June 2024 and the remaining rights will vest on 30 June 2025.

The performance condition for the FY2023 Performance rights was continued employment with the Company for the performance period.

The fair value of the Performance rights granted during Financial year 2023 was \$2,947,423.

The fair value at the grant date was estimated using a Monte Carlo simulation (Issue 2 and 3), and a Black Scholes option pricing model (Issue 1).

The table below details the terms and conditions of the grants and the assumptions used in estimating the fair value:

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

<i>Item</i>	<i>Issue 1</i>	<i>Issue 2</i>	<i>Issue 3</i>
Grant date	26 Oct 2021	29 Nov 2022	19 Jun 2023
Value at grant date	\$3.36	\$4.21	\$4.23
Exercise price	Nil	Nil	nil
Dividend yield	0%	0%	0%
Risk free rate	0.54%	3.18%	4.14%
Volatility	50%	50%	50%
Performance period (yrs)	1.00	2.00 - 3.00	2.00 - 3.00
Test date	31/10/22	30/06/24 & 30/06/25	30/06/24 & 30/06/25
Remaining performance period (yrs)	-	0.00 - 1.00	0.03 - 1.03
Weighted average fair value	\$3.38	\$3.25	\$2.72

In December 2022, 542,490 Oct 2021 Performance rights were exercised by employees.

There are 377,814 Performance rights remaining from Financial year 2023.

Financial year 2024

In November 2023, 492,668 Performance rights were issued to employees under the Group's Performance Rights Plan. 100% of the rights vested on 31 October 2023.

In December 2023, 382,415 Performance rights were issued to employees under the Group's Performance Rights Plan. 50% of the rights will vest on 10 December 2025 and the remaining rights will vest on 10 December 2026.

In November 2023, 154,670 Performance rights were issued to KMP, Mr Clark under the Group's Performance Rights Plan. 50% of the rights will vest on 30 June 2025 and the remaining rights will vest on 30 June 2026.

In December 2023, 120,000 Performance rights were issued to employees under the Group's Performance Rights Plan. 42% of the rights will vest on 18 September 2024, 33% of the rights will vest on 18 September 2025, and the remaining rights will vest on 18 September 2026.

In December 2023, 32,000 Performance rights were issued to employees under the Group's Performance Rights Plan. 50% of the rights will vest on 10 July 2025 and the remaining rights will vest on 10 July 2026.

The performance condition for the FY2024 Performance rights was continued employment with the Company for the performance period.

The fair value of the Performance rights granted during Financial year 2024 was \$5,115,576.

The fair value at the grant date was estimated using a Monte Carlo simulation (Issue 3), and a Black Scholes option pricing model for the remaining Issues.

The table below details the terms and conditions of the grants and the assumptions used in estimating the fair value:

<i>Item</i>	<i>Issue 1</i>	<i>Issue 2</i>	<i>Issue 3</i>	<i>Issue 4</i>	<i>Issue 5</i>
Grant date	27 Oct 2022	7 Dec 2023	29 Nov 2023	7 Dec 2023	7 Dec 2023
Value at grant date	\$4.652	\$4.34	\$4.276	\$4.34	\$4.34
Exercise price	Nil	Nil	Nil	Nil	Nil
Dividend yield	0%	0%	0%	0%	0%
Risk free rate	3.61%	3.75%	3.98%	3.75%	3.75%
Volatility	59%	50%	47%	44%	68%
Performance period (yrs)	1.00	2.01 - 3.01	2.00 - 3.00	0.78 - 2.78	1.59 - 2.59
Test date	31/10/2023	10/12/25 & 10/12/26	30/6/25 & 30/6/26	18/9/24, 18/9/25 & 18/9/26	10/7/25 & 10/7/26
Remaining performance period (yrs)	-	1.45 - 2.45	1.00 - 2.00	0.22 - 2.22	1.03 - 2.03
Weighted average fair value	\$4.652	\$4.34	\$3.26	\$4.34	\$4.34

In December 2023, 492,668 Oct 2022 Performance rights were exercised by employees.

There are 689,085 Performance rights remaining from Financial year 2024.

Key estimates and judgements – Share based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted.

The fair value of options is determined by an internal valuation using a Black-Scholes option pricing model, using the assumptions detailed in Note 24.

The fair value of performance rights is determined by the share price at the date of valuation and consideration of the probability of the market vesting condition being met.

30. RELATED PARTY DISCLOSURES

Key Management Personnel Remuneration

KMP remuneration has been included in the Remuneration Report section of the Directors Report for current KMP only.

	2024	2023
	\$	\$
Total remuneration paid to current and former KMP of the Group		
Short term benefits	2,858,521	2,282,875
Other service fees	220,000	616,000
Non-cash benefits	16,104	12,885
Post-employment benefits	144,461	127,025
Annual leave	141,607	175,275
Share based payments	834,676	1,050,100
Termination payments	-	-
	4,215,369	4,264,160

Ultimate Parent

Capricorn Metals Ltd is the ultimate parent entity of the Group.

Controlled Entities

The consolidated financial statements include the financial statements of the Parent and the subsidiaries set out in the following table:

Subsidiaries	Country	Principal activity	Ownership (%)	
			2024	2023
Mining Services SARL	Madagascar	Exploration Services	100%	100%
St Denis Holdings SARL	Madagascar	Commercial Property	100%	100%
MGY Mauritius Ltd	Mauritius	Investment Holding	100%	100%
Malagasy Graphite Holdings Ltd	Australia	Investment Holding	100%	100%
Greenmount Resources Pty Ltd	Australia	Production	100%	100%
Crimson Metals Pty Ltd	Australia	Exploration	100%	100%
Metrovex Pty Ltd	Australia	Exploration	100%	100%

The subsidiaries noted above are all controlled entities and are dependent on the parent entity for financial support.

Transactions with Related Parties

As at 30 June 2024, the net loans from the Parent to its subsidiaries totals \$130,897,000 (2023: \$122,692,000). This is made up of loans to subsidiaries of \$138,627,000 (2023: \$130,422,000) with a provision for impairment of \$7,730,000 (2023: \$7,730,000).

Notes to the consolidated financial statements (Continued)
For the year ended 30 June 2024

	Loan	Provision for impairment	Carrying value
Subsidiaries	\$'000	\$'000	\$'000
Mining Services SARL	452	(452)	-
MGY Mauritius Ltd	2,991	(463)	2,528
Malagasy Graphite Holdings Ltd	6,815	(6,815)	-
Greenmount Resources Pty Ltd	59,726	-	59,726
Crimson Metals Pty Ltd	64,832	-	64,832
Metrovex Pty Ltd	22	-	22
	134,838	(7,730)	127,108

There are no other transactions between related parties within the Group.

31. PARENT ENTITY DISCLOSURES

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

	2024	2023
Statement of financial position	\$'000	\$'000
Assets		
Current assets	7,394	4,706
Non-current assets	162,663	177,222
Total Assets	170,057	181,928
Liabilities		
Current liabilities	2,347	1,003
Non-current liabilities	(5,150)	865
Total Liabilities	(2,803)	1,868
Shareholders' equity		
Issued capital	203,297	203,422
Reserves	4,520	4,188
Accumulated losses	(34,958)	(27,550)
Total Shareholders' Equity	172,859	180,060

	2024	2023
Statement of comprehensive income	\$'000	\$'000
Net loss attributable to members of the parent entity	(12,042)	(10,514)
Other comprehensive income for the period	-	-
Total comprehensive loss for the year attributable to members of the parent entity	(12,042)	(10,514)

The Parent entity has not entered into any contractual commitments for the acquisition of property plant and equipment at the date of this report.

32. DEED OF CROSS GUARANTEE

Capricorn Metals Ltd and its subsidiaries are parties to a Deed of cross guarantee under which each company guarantees the debts of the others.

By entering into the deed, the wholly owned entities have been relieved from the requirement to prepare a financial report and Directors' report under ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 issued by the Australian Securities and Investments Commission.

- Capricorn Metals Ltd
- Greenmount Resources
- Crimson Metals Pty Ltd
- Metrovex Pty Ltd
- Malagasy Graphite Holding Pty Ltd

The above companies represent a 'closed group' for the purpose of the Legislative instrument, and as there are no other parties to the Deed of cross guarantee that are controlled by Capricorn Metals Ltd, they also represent the 'extended closed group'.

33. COMMITMENTS

The Group has physical gold delivery commitments and exploration expenditure commitments which are disclosed in Notes 2 and 14 respectively.

34. CONTINGENT LIABILITIES

As at 30 June 2024 Capricorn Metals Ltd has bank guarantees totalling \$311,000 (2023: \$386,000), refer to Note 8.

As at 30 June 2024 the Group has a \$2 million (2023: \$4 million) Bank Guarantee Facility with Macquarie under the existing Project Loan Facility in relation to the lateral pipeline that links Goldfields Gas Pipeline to the KGP.

35. AUDITORS REMUNERATION

	2024 \$	2023 \$
Amount payable to KPMG Australia		
Audit and review of financial statements – Group	160,000	130,000
Audit and review of financial statements – controlled entities	-	-
Audit and review of financial statements – controlled entities	160,000	130,000

Amounts payable to other audit firms for the audit and review of the financial reports of subsidiary companies was nil (2023: \$2,253).

36. SUBSEQUENT EVENTS

There were no material events arising subsequent to 30 June 2024, to the date of this report which may significantly affect the operations of the Group, the results of those operations and the state of affairs of the Group in the future.

37. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, amendments of standards and interpretations are effective for annual periods beginning from 1 July 2024 and earlier application is permitted, however, the Group has not early adopted these standards in preparing these consolidated financial statements.

The Group has reviewed these standards and interpretations and has determined that none of these new or amended standards and interpretations will significantly affect the Group's accounting policies, financial position or performance.

Consolidated entity disclosure statement
For the year ended 30 June 2024

	Type of Entity	Country of Incorporation	Australian or Foreign Tax Resident	Jurisdiction for Foreign Tax Resident	Equity Interest (%)
Capricorn Metals Ltd	Body corporate	Australia	Australia	N/A	100
Greenmount Resources Pty Ltd	Body corporate	Australia	Australia	N/A	100
Crimson Metals Pty Ltd	Body corporate	Australia	Australia	N/A	100
Metrovex Pty Ltd	Body corporate	Australia	Australia	N/A	100
Malagasy Graphite Holdings Ltd	Body corporate	Australia	Australia	N/A	100
Mining Services SARL	Body corporate	Madagascar	Australia	N/A	100
St Denis Holdings SARL	Body corporate	Madagascar	Australia	N/A	100
MGY Mauritius Ltd	Body corporate	Mauritius	Australia	N/A	100

Key assumptions and judgements – Consolidated entity disclosure statement

Determination of Tax Residency

Section 295 (3A) of the Corporations Acts 2001 requires that the tax residency of each entity which is included in the Consolidated Entity Disclosure Statement (CEDS) be disclosed. In context of an entity which was an Australian resident, “Australian resident” has the meaning provided in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as the determination of tax residency is highly fact dependent and there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency

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

Directors' declaration

1. In the opinion of the Directors of Capricorn Metals Ltd:
 - (a) The consolidated financial statements, notes and additional disclosures included in the directors' report designated as audited of the Company and Group, are in accordance with the Corporations Act 2001 and:
 - (i) comply with Australian Accounting Standards and the Corporations Regulations 2001; and
 - (ii) give a true and fair view of the financial position as at 30 June 2024 and of the performance for the year ended on that date of the Company and Group.
 - (b) The consolidated entity disclosure statement as at 30 June 2024 set out on page 92 to the consolidated financial report is true and correct,
 - (c) There are reasonable grounds to believe that the Company and Group will be able to pay its debts as and when they become due and payable, and
 - (d) At the date of this declaration there are reasonable grounds to believe that the members of the extended closed group identified in Note 32 will be able to meet any obligations or liabilities to which there are, or may become, subject by virtue of the deed of cross guarantee described in Note 32.
2. The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2024.
3. The Directors draw attention to the notes to the consolidated financial statements, which include a statement of compliance with International Financial Reporting Standards.

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



Mr Mark Clark
Executive Chairman
Perth, Western Australia
4 September 2024



This is a reproduction of our original version of the audit report on the financial report signed by the directors on 4 September 2024. Page references should be read as follows to reflect the correct references now that the financial report has been presented in the context of the annual report in its entirety:

+ page references 13 to 23 with respect to our audit of the remuneration report set out in the directors' remuneration report, should be updated to read 40 to 50.

Independent Auditor's Report

To the shareholders of Capricorn Metals Ltd

Report on the audit of the Financial Report

Opinion

We have audited the **Financial Report** of Capricorn Metals Ltd (the Company).

In our opinion, the accompanying Financial Report of the Company gives a true and fair view, including of the **Group's** financial position as at 30 June 2024 and of its financial performance for the year then ended, in accordance with the *Corporations Act 2001*, in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*.

The **Financial Report** comprises:

- Consolidated statement of financial position as at 30 June 2024;
- 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;
- Consolidated entity disclosure statement and accompanying basis of preparation as at 30 June 2024;
- Notes, including material accounting policies; and
- Directors' Declaration.

The **Group** consists of the Company and the entities it controlled at the year end or from time to time during the financial year.

Basis for opinion

We conducted our audit in accordance with *Australian Auditing Standards*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 *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 fulfilled our other ethical responsibilities in accordance with these requirements.

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.

This matter was 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 this matter.

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Valuation and classification of ore stockpiles (A\$85,364,000)	
Refer to Note 9 <i>Inventories</i> in the Financial Report	
The key audit matter	How the matter was addressed in our audit
<p>The valuation and classification of ore stockpiles is a key audit matter because:</p> <ul style="list-style-type: none"> Significant judgement is required to be exercised by the Group in assessing the value and classification of ore stockpiles which will be used to produce gold bullion in the future; Significant judgement is required by us in evaluating and challenging the key assumptions within the Group's assessment of net realisable value and estimated timing of processing into gold bullion; and Ore stockpiles represent 14% of total assets of which the majority is non-current increasing the judgement associated with forecast assumptions. <p>The Group's assessment is based on a model which estimates future revenue expected to be derived from gold contained in the ore stockpiles, less future processing costs, to convert stockpiles into gold bullion. We placed particular focus on those assumptions listed below which impact the valuation and classification of ore stockpiles:</p> <ul style="list-style-type: none"> Future processing costs of ore stockpiles including potential cost increases; The estimated quantity of gold contained within the ore stockpiles; Future gold prices expected to prevail when the gold from existing ore stockpiles is processed and sold; and Estimated timing of conversion of ore stockpiles into gold bullion, which drives the classification of ore stockpiles as current or non-current assets. <p>Assumptions are forward looking or not based on observable data and are therefore inherently judgmental to audit. We involved our senior audit team members in assessing this key audit matter.</p>	<p>Our procedures included:</p> <ul style="list-style-type: none"> Testing the Group's inventory reconciliations which utilise underlying data such as production and processing costs, geological survey reports, mill production reports and metallurgical survey reports; Assessing the methodology applied by the Group in determining the value of ore stockpiles including the accuracy of underlying calculations, against the requirements of the accounting standards; Assessing the key assumptions in the Group's model used to determine the value of ore stockpiles by: <ul style="list-style-type: none"> Comparing future processing costs to previous actual costs, and for consistency with the Group's latest life of mine plan; Comparing the estimated quantity of gold contained within stockpiles to the Group's internal geological survey results and historical trends. We assessed the scope, competence and objectivity of the Group's internal expert involved in preparing the geological survey results; and Comparing gold prices to published external analysts' data for prices expected to prevail in the future. Critically evaluating the Group's classification of ore stockpiles as current or non-current by assessing the estimated timing of processing the stockpiles against the Group's latest life of mine plan and the historical operating capacity of the Group's processing plants; and Assessing the disclosures in the Group's financial report using our understanding obtained from our testing against the requirements of accounting standards.



Other Information

Other Information is financial and non-financial information in Capricorn Metals Ltd's annual reporting which is provided in addition to the Financial Report and the Auditor's Report. The Directors are responsible for the Other Information.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's Report. The Chairman's letter to shareholders, Company Highlights, ESG Report, Reserves & Resources report and ASX additional information are expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, we do not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information, and based on the work we have performed on the Other Information that we obtained prior to the date of this Auditor's Report we have nothing to report.

Responsibilities of the Directors for the Financial Report

The Directors are responsible for:

- Preparing the Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and in compliance with *Australian Accounting Standards* and the *Corporations Regulations 2001*;
- Implementing necessary internal control to enable the preparation of a Financial Report in accordance with the *Corporations Act 2001*, including giving a true and fair view of the financial position and performance of the Group, and that is free from material misstatement, whether due to fraud or error; and
- Assessing the Group and Company's ability to continue as a going concern and whether the use of the going concern basis of accounting is appropriate. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

Our objective is:

- To obtain reasonable assurance about whether the Financial Report as a whole is free from material misstatement, whether due to fraud or error; and
- To issue an Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with *Australian Auditing Standards* will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They 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 the 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:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf. This description forms part of our Auditor's Report.



Report on the Remuneration Report

Opinion

In our opinion, the Remuneration Report of Capricorn Metals Ltd for the year ended 30 June 2024, complies with *Section 300A* of the *Corporations Act 2001*.

Directors' 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 responsibilities

We have audited the Remuneration Report included in pages 13 to 23 of the Directors' report for the year ended 30 June 2024.

Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with *Australian Auditing Standards*.

KPMG

R Gambitta

Partner

Perth

4 September 2024

ASX additional information

As at 10 September 2024 the following information applied:

1. Equity securities

The Company has two classes of equity securities, being ordinary fully paid shares ("Shares") and performance rights ("Rights"). The Shares are quoted on the Australian Securities Exchange under the code CMM. The Rights are not quoted.

2. Distribution of ordinary fully paid shares

Size of holding	Number of Shareholders	Number of Shares	Percentage
1 - 1,000	1,615	706,711	0.19%
1,001 - 5,000	1,174	3,087,125	0.82%
5,001 - 10,000	350	2,734,146	0.72%
10,001 - 100,000	515	16,711,229	4.43%
100,001 and over	134	354,288,821	93.84%
Total	3,788	377,528,032	100.00%

There were 158 Shareholders holding less than a marketable parcel of shares valued at \$500.

3. Top 20 shareholders

Name	Number	Percentage
HSBC Custody Nominees (Australia) Limited	116,923,493	30.97%
J P Morgan Nominees Australia Pty Limited	63,121,705	16.72%
Citicorp Nominees Pty Limited	48,237,031	12.78%
Samoz Pty Ltd <Clark Family A/C>	16,966,154	4.49%
BNP Paribas Noms Pty Ltd	9,620,452	2.55%
Rollason Pty Ltd <The Nick Giorgetta S/Plan A/C>	8,148,299	2.16%
National Nominees Limited	8,132,861	2.15%
HSBC Custody Nominees (Australia) Limited <NT-Comnwlth Super Corp A/C>	7,036,171	1.86%
Macquarie Bank Limited <Metals Mining and AG A/C>	5,000,000	1.32%
Mutual Investments Pty Ltd <Mitchell Super fund A/C>	4,462,378	1.18%
Mr Glyn Evans & Mrs Thi Thu Van Evans <Gvan Superannuation Plan A/C>	4,250,000	1.13%
Nedlands Nominees Pty Ltd <Windandsea Investments A/C>	3,347,385	0.89%
BNP Paribas Nominees Pty Ltd <Agency Lending A/C>	2,845,453	0.75%
Liberty Management Pty Ltd <Liberty Superfund A/C>	2,500,000	0.66%
Cenquest Pty Ltd <Blue Cow Investment A/C>	2,349,000	0.62%
Mr Kim Andrew Massey <Massey Family A/C>	2,153,847	0.57%
Liberty Management Pty Ltd <Liberty A/C>	2,000,000	0.53%
Piama Pty Ltd <Fena Super Plan A/C>	1,694,965	0.45%
Anthony Graham & Kylie Maree Hinkley <Tak Family A/C>	1,638,462	0.43%
Topaz Holdings Pty Ltd <Myles K Ertzen Family A/C>	1,600,000	0.42%
Top 20 shareholders	312,027,656	82.65%
Total issued shares	377,528,032	100.00%

ASX Additional Information (Continued)

4. Substantial shareholders

The names of the substantial shareholders listed in the Company's share register as at 10 September 2024 were:

Shareholder	Number of Shares	Percentage %
Van Eck Associates Corporation	34,826,401	9.22
Paradice Investment Management Pty Ltd	25,163,231	6.69
T. Rowe Price Associates, Inc.	19,210,093	5.08
Total	98,174,549	26.02

5. On market buy-back

There is currently no on-market buy-back of the Company's Shares.

6. Performance rights

Rights by year of grant	Number of Holders	Number of Rights
Unvested FY2022 Performance rights (Test date: 30 Jun 2024)	2	139,909
Unvested FY2022 Performance rights (Test date: 10 Dec 2024)	24	485,000
Unvested FY2023 Performance rights (Test date: 30 Jun 2024)	3	188,907
Unvested FY2023 Performance rights (Test date: 30 Jun 2025)	3	188,907
Unvested FY2024 Performance rights (Test date: 18 Sep 2024)	1	50,000
Unvested FY2024 Performance rights (Test date: 30 Jun 2025)	1	77,335
Unvested FY2024 Performance rights (Test date: 10 Jul 2025)	1	16,000
Unvested FY2024 Performance rights (Test date: 18 Sep 2025)	1	40,000
Unvested FY2024 Performance rights (Test date: 10 Dec 2025)	12	180,760
Unvested FY2024 Performance rights (Test date: 30 Jun 2026)	1	77,335
Unvested FY2024 Performance rights (Test date: 10 Jul 2026)	1	16,000
Unvested FY2024 Performance rights (Test date: 18 Sep 2026)	1	30,000
Unvested FY2024 Performance rights (Test date: 10 Dec 2026)	12	201,655
Total	63	1,691,808

All Rights are issued under the Company's employee incentive scheme.

7. Voting rights

Shares

On a show of hands, every member present, in person or by proxy, shall have one vote. Upon a poll, each Share shall have one vote.

Rights

There are no voting rights attached to the Rights.

8. Corporate governance

The Company's corporate governance statement can be found at the following URL:

<http://capmetals.com.au/corporate/corporate-governance/>

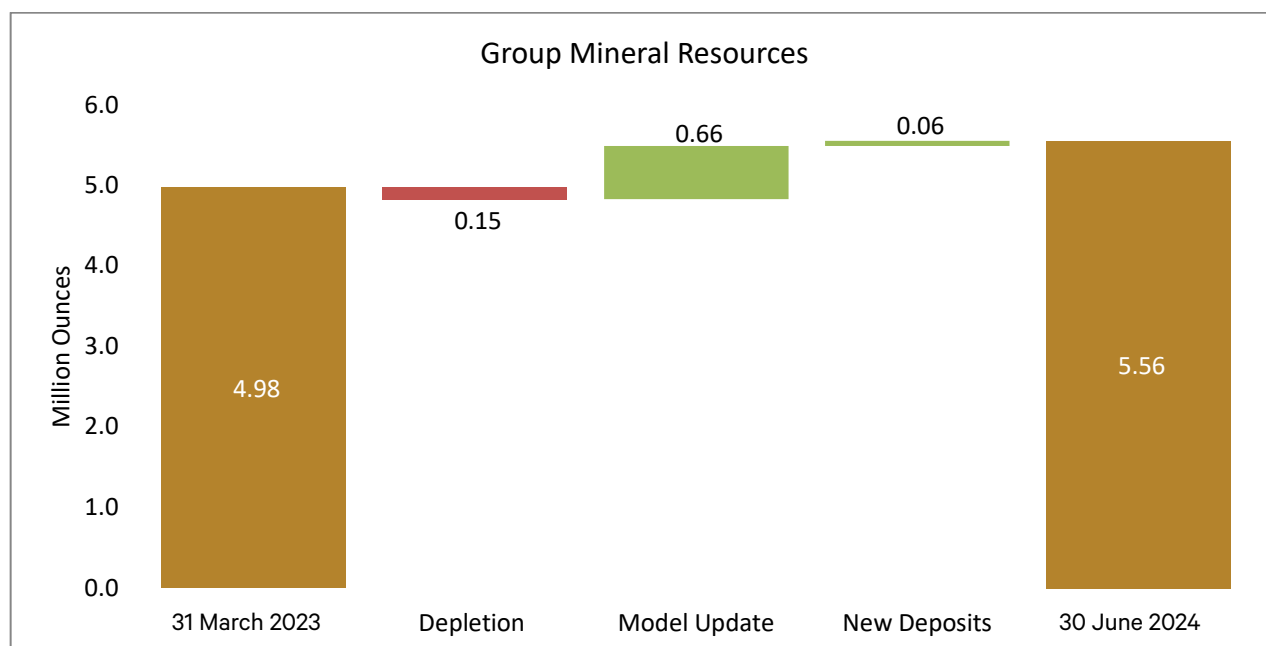
5. Mineral Resources & Ore Reserves

Group Mineral Resources

The JORC compliant Group Mineral Resources (inclusive of Ore Reserves) at 30 June 2024 are estimated at 223.7 million tonnes at 0.8g/t Au for 5.56 million ounces of gold compared with the estimate at 31 March 2023 of 202.2 million tonnes at 0.8g/t Au for 4.98 million ounces of gold.

The re-estimation of Group Mineral Resources resulted in a 11% increase in tonnes and 12% increase in ounces.

The increase in the Group Mineral Resources is primarily due to the results of the drilling programmes undertaken during the year, an updated Resource at the Mt Gibson Gold Project ('MGGP'), based on \$2,300/ounce and the inclusion of the Heap Leach Pad. The Karlawinda Gold Project ('KGP') Resource has been updated based on a gold price of A\$2,400/ounce and to reflect mining depletion.



Mineral Resources are reported inclusive of Ore Reserves and include all exploration and resource definition drilling information, where practicable, up to 30 June 2024 and have been depleted for mining to 30 June 2024.

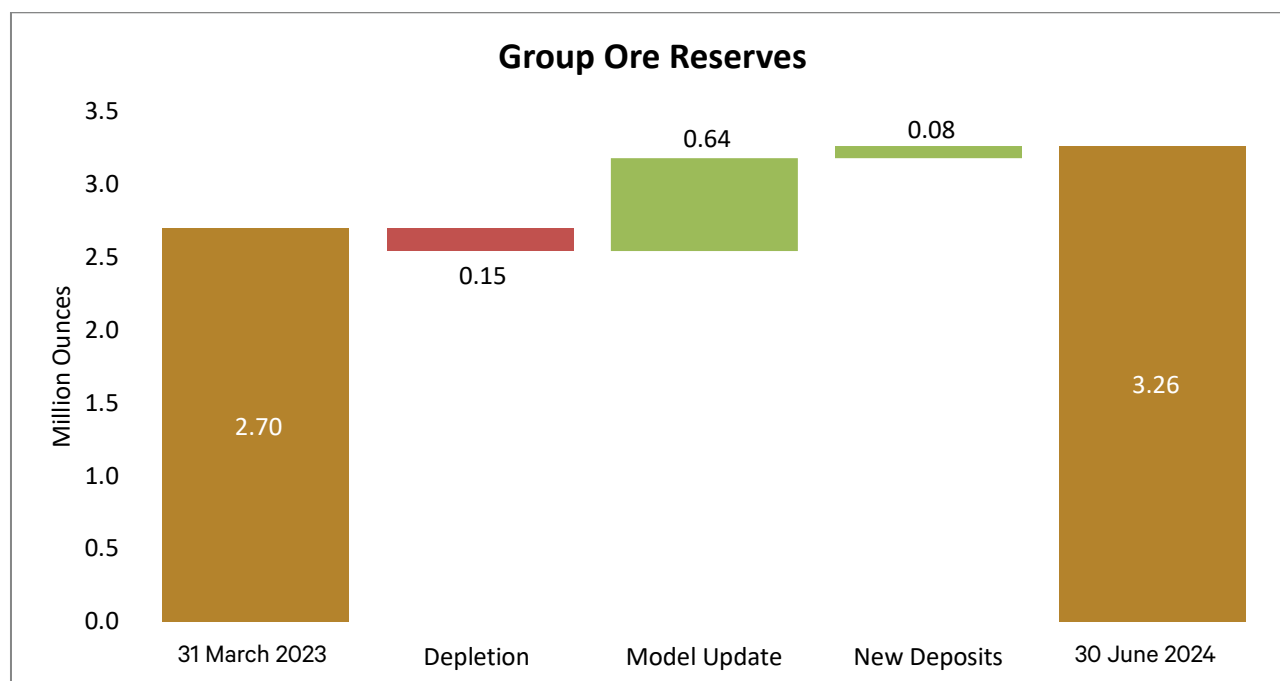
Mineral Resources are constrained by optimised open pit shells developed with operating costs and long-term gold price assumptions of A\$2,400 per ounce for KGP and A\$2,300 per ounce for MGGP.

Group Ore Reserves

The JORC compliant Group Ore Reserves at 30 June 2024 are estimated at 119.3 million tonnes at 0.9g/t Au for 3.26 million ounces of gold compared with the estimate at 31 March 2023 of 97.9 million tonnes at 0.9g/t Au for 2.70 million ounces of gold.

The re-estimation of the Group Ore Reserves resulted in an 22% increase in tonnes and 21% increase in ounces.

The change in Group Ore Reserves is primarily due to the increased Mineral Resources and updated prefeasibility study inputs at MGGP, resource conversion drilling and an updated gold price of A\$2,200 at KGP.

**Karlawinda Gold Project ('KGP')****Mineral Resources**

The KGP JORC compliant Mineral Resource as at 30 June 2024 is 98.6 million tonnes at 0.7g/t Au for 2.25 million ounces, compared to 97.4 million tonnes at 0.7g/t Au for 2.23 million ounces at 31 March 2023.

The change in the KGP Mineral Resource from March 2023 to June 2024 reflects a 1% increase in Mineral Resource tonnes and a 1% increase in Mineral Resource ounces.

Ore Reserves

The KGP JORC compliant Ore Reserve at 30 June 2024 is 57.7 million tonnes at 0.8g/t Au for 1.43 million ounces, compared to 49.2 million tonnes at 0.8g/t Au for 1.25 million ounces at 31 March 2023.

The change in the KGP Ore Reserve from March 2023 to June 2024 reflects a 17% increase in Ore Reserve tonnes and 14% increase in Ore Reserve ounces.

Mt Gibson Gold Project ('MGGP')**Mineral Resources**

The MGGP JORC compliant Mineral Resource at 30 June 2024 is 125.1 million tonnes at 0.8g/t Au for 3.31 million ounces, compared to 104.9 million tonnes at 0.8g/t Au for 2.75 million ounces at 31 March 2023.

The change in the MGGP Mineral Resource from March 2023 to June 2024 reflects a 19% increase in Mineral Resource tonnes and a 20% increase in Mineral Resource ounces.

Ore Reserves

The MGGP JORC compliant Ore Reserve at 30 June 2024 is 61.6 million tonnes at 0.9g/t Au for 1.83 million ounces, compared to 48.7 million tonnes at 0.9g/t Au for 1.45 million ounces at March 2023.

The change in the MGGP Ore Reserve from March 2023 to June 2024 reflects a 26% increase in Ore Resource tonnes and a 26% increase in Ore Resource ounces.

Governance arrangements and internal controls

The Company has put in place governance arrangements and internal controls with respect to its estimates of Mineral Resources and Ore Reserves and the estimation process, including:

- oversight and approval of each annual statement by responsible senior officers;
- establishment of internal procedures and controls to meet JORC Code 2012 compliance in all external reporting;
- annual reconciliation with internal planning to validate reserve estimates for operating mines; and
- board approval of new and materially changed estimates.

ASX Additional Information (Continued)

Group Mineral Resources as at 30 June 2024

Gold			Measured			Indicated			Inferred			Total Resources		
Deposit	Type	Cut-off (g/t)	Tonnes (Mt)	Grade (g/t)	Metal (koz)	Tonnes (Mt)	Grade (g/t)	Metal (koz)	Tonnes (Mt)	Grade (g/t)	Metal (koz)	Tonnes (Mt)	Grade (g/t)	Metal (koz)
Bibra	Open pit		-	-	-	45.1	0.8	1,174	4.7	0.7	113	49.8	0.8	1,287
Southern corridor	Open pit		-	-	-	30.1	0.7	640	7.5	0.6	152	37.7	0.7	792
Easky	Open pit		-	-	-	3.2	0.5	51	1.3	0.5	22	4.5	0.5	73
KGP East	Open pit		-	-	-	1.7	0.7	39	0.0	1.3	0.5	1.7	0.7	39
Stockpiles	Stockpiles		-	-	-	4.9	0.4	61	-	-	-	4.9	0.4	61
KGP Total		0.3<	-	-	-	85.0	0.7	1,965	13.6	0.7	287	98.6	0.7	2,252
Mt Gibson	Laterite					1.0	0.5	17	0.8	0.5	14	1.8	0.5	31
Mt Gibson	Oxide		-	-	-	9.1	0.8	242	0.3	0.7	7	9.4	0.8	249
Mt Gibson	Transitional		-	-	-	10.8	0.8	281	0.7	0.7	15	11.4	0.8	296
Mt Gibson	Fresh		-	-	-	73.9	0.9	2,115	24.2	0.7	553	98.2	0.8	2,668
Mt Gibson	Heap Leach		-	-	-	4.0	0.4	57	0.3	0.4	4	4.3	0.4	61
MGGP Total ⁴		0.4<	-	-	-	98.8	0.9	2,712	26.3	0.7	592	125.1	0.8	3,305
GROUP TOTAL						183.8	0.8	4,677	39.9	0.7	880	223.7	0.8	5,557

- Notes:**
1. Mineral Resources are estimated using a gold price of A\$2,400/ounce at KGP and A\$2,300/ounce at MGGP.
 2. Mineral Resources are estimated using a cut-off grade between 0.3g/t and 0.4g/t Au.
 3. The above data has been rounded to the nearest 100,000 tonnes, 0.1 g/t gold grade and 1,000 ounces. Errors of summation may occur due to rounding.
 4. As reported 19th April 2024

Group Ore Reserves as at 30 June 2024

Gold			Proved			Probable			Total Reserves		
Deposit	Type	Cut-off (g/t)	Tonnes (Mt)	Grade (g/t)	Metal (koz)	Tonnes (Mt)	Grade (g/t)	Metal (koz)	Tonnes (Mt)	Grade (g/t)	Metal (koz)
Bibra	Open pit	0.3<	-	-	-	32.7	0.9	927	32.7	0.9	927
Southern corridor	Open pit	0.3<	-	-	-	19.3	0.7	419	19.3	0.7	419
Berwick	Open Pit	0.3<	-	-	-	0.8	0.8	20	0.8	0.8	20
Stockpiles	Stockpiles	0.3<	-	-	-	4.9	0.4	61	4.9	0.4	61
KGP Total			-	-	-	57.7	0.8	1,428	57.7	0.8	1,428
MGGP ⁵	Open pit	0.3<	-	-	-	61.6	0.9	1,834	61.6	0.9	1,834
GROUP TOTAL			-	-	-	119.3	0.9	3,262	119.3	0.9	3,262

- Notes:**
1. Ore Reserves are a subset of Mineral Resources.
 2. Ore Reserves are estimated using a gold price of A\$2,200/ounce at KGP and A\$1,900/ounce at MGGP.
 3. Ore Reserves are estimated using a cut-off grade between 0.3g/t and 0.4g/t Au.
 4. The above data has been rounded to the nearest 100,000 tonnes, 0.1 g/t gold grade and 1,000 ounces. Errors of summation may occur due to rounding.
 5. As reported 19th April 2024.

Competent Persons statement

The information in this report that relates to Mineral Resources is based on information compiled by Mr. Jarrad Price who is General Manager of Geology and an employee of the Company. Mr. Jarrad Price is a current Fellow of the Australian Institute of Geoscientists and has sufficient experience, which is relevant to the style of mineralisation and types of deposit under consideration and to the activities undertaken, to qualify as a Competent Person as defined in the 2012 Edition of the “Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr. Price consents to the inclusion in the report of the matters based on the information in the form and context in which it appears.

The information in this report that relates to Ore Reserves is based on information compiled by Mr Xuefeng (Steven) Wang. Mr Wang is a full-time employee of Capricorn Metals Ltd and is a Fellow of the Australian Institute of Mining and Metallurgy. Mr Wang has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the “Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr. Wang consents to the inclusion in this report of the matters based on the information in the form and context in which it appears.

Capricorn Metals confirms that it is not aware of any new information or data that materially affects the information included in the previous ASX announcements on Mineral Resources and Metallurgy (1 August 2024) and, in the case of estimates of Mineral Resources, Ore Reserves, Plant operating costs and Metallurgy, all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons’ findings are presented have not materially changed from previous market announcements. The announcements are available to view on the ASX website and on the Company’s website at www.capmetals.com.au.

Forward looking statements

This report may contain certain “forward-looking statements” which may not have been based solely on historical facts, but rather may be based on the Company’s current expectations about future events and results. Such statements include, but are not limited to, statements with regard to capacity, future production and grades, estimated costs, revenues and reserves, the construction costs of new projects and projected capital expenditures, the outlook for minerals and metals prices and the outlook for economic conditions and may be (but are not necessarily) identified by the use of phrases such as “will”, “expect”, “anticipate”, “believe” and “envisage”. Where the Company expresses or implies an expectation of belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. The detailed reasons for that conclusion are outlined throughout this report and all material assumptions are disclosed.

However, forward looking statements are subject to risks, uncertainties, assumptions and other factors, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements.

Such risks include, but are not limited to resource risk, metals price volatility, currency fluctuations, increased production costs and variances in ore grade or recovery rates from those assumed in mining plans, as well as governmental regulation and judicial outcomes.

For a more detailed discussion of such risks and other factors, see the Risks section of this report, as well as the Company’s other announcements. Readers should not place undue reliance on forward looking information. The Company does not undertake any obligation to release publicly any revisions to any “forward looking statement” to reflect events or circumstances after the date of this report, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

Tenement Schedule

Lease	Project	Company	Location	Status	Percentage Held
M52/1070	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/1711	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/2247	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/2398	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/2409	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3323	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3363	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3364	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3450	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3474	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3531	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3533	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3541	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3543	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3571	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3656	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3671	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3677	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3729	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3797	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
E52/3808	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/174	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/177	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/178	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/179	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/181	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/183	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/189	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/192	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/197	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/223	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/224	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
L52/248	Karlawinda	Greenmount Resources Pty Ltd	Western Australia	Granted	100%
M59/328	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
M59/402	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
M59/403	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
M59/404	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
M59/772	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2439	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2450	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2594	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2606	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2655	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2751	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2752	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2754	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2755	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
E59/2848	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2286	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%

ASX Additional Information (Continued)

P59/2287	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2290	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2291	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2306	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2309	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
P59/2310	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
L59/140	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
L59/198	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
L59/45	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
L59/46	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
L59/53	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
G59/48	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%
G59/72	Mt Gibson	Crimson Metals Pty Ltd	Western Australia	Granted	100%







+61 8 9212 4600
enquiries@capmet.com.au

Level 3, 40 Kings Park Road,
West Perth WA 6005