Chilwa Minerals Limited

ABN 43 656 965 589

Annual Report – For the Year ended 30 June 2023

Chilwa Minerals Limited
Corporate directory
30 June 2023

Directors	Philip Lucas Cadell Buss Alexander Shaw Manuel Mota – Appointed 5 April 2023
Company secretary	John Lewis
Registered office	Level 9 200 St Georges Tce, Perth WA 600 Phone: + 61 8 6424 8500
Principal place of business	Level 9 200 St Georges Tce, Perth WA 600 Phone: + 61 8 6424 8500
Share register	Automic Level 5 126 Phillip Street Sydney NSW 2000 Australia
Auditor	PKF Perth Level 5 35 Havelock Street West Perth WA 6005
Solicitors	Allion Partners Level 9 200 St Georges Tce Perth WA 600
Bankers	National Australia Bank Ground Floor 100 St Georges Tce Perth WA 6000
Stock exchange listing	Chilwa Minerals Limited's shares are listed on the ASX as at the date of this report. The Company was admitted to the Official List of the main board of the ASX on 3 July 2023. The securities commenced quotation on 5 July 2023. ASX Code:CHW
Website	www.chilwaminerals.com.au
Corporate Governance Statement	www.chilwaminerals.com.au

Chilwa Minerals Limited
Directors' report
30 June 2023

The directors present their report, together with the financial statements of Chilwa Minerals Limited (referred to hereafter as “Chilwa” or the 'Company') for the period from 1 July 2022 ending 30 June 2023.

Directors

The following persons were directors of Chilwa during the whole of the period and up to the date of this report, unless otherwise stated:

Philip Lucas
Cadell Buss
Alexander Shaw
Manuel Mota – Appointed 5 April 2023

Principal activities

During the financial year the principal continuing activities of the Company consisted of due diligence exploration and development activities at the mineral exploration project at Chilwa Heavy Mineral Sands Project (“Project”) in Malawi which is the subject of a Share Sale Agreement (SSA) between the Company, Mota-Engil Investments (Malawi) Limited and Luso Global Mining B. V. (Luso).

The completion of the SSA was subject to a number of presidents including the successful Initial Public Offering and Listing on the ASX. These presidents were all completed as at 5 July 2023 after the year end for these accounts.

Dividends

No dividends were paid during the financial year.

Review of operations

The loss for the Company after providing for income tax amounted to $1,022,744 (2022: $266,413).

The Company continued due diligence exploration and evaluation activities at the Project during the period ended 30 June 2023.

The Project is conducted at two (2) Exploration Licences in Malawi being EL0670/22 and EL0671/22. Both these licences were granted by the Malawian Department of Mines during the financial year to Mota-Engil Investments (Malawi) Limited a subsidiary of Luso.

The Company is only in its early stage of development and it issued a Prospectus for its IPO on 5 April 2023. The company successfully raised $8.0 Million pursuant to the IPO and was admitted to the main board of the ASX on 3 July 2023. The securities commenced quotation on 5 July 2023.

Since Listing, the Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives.

Significant changes in the state of affairs

The Company was incorporated on 1 February 2022 to invest in the Project in Malawi and there were no significant changes in the state of affairs as at 30 June 2023.

Upon the Company achieving listing on the ASX on 5 July 2023 the Company was able to complete the acquisition of the Project and to commence exploration operations at the Project.

Matters subsequent to the end of the financial year

On 3 July 2023 the Company was admitted to the Official List of the Official List of the Main Board of the ASX and the securities commenced quotation on 5 July 2023. The Company issued 40.0 million shares to investors as a result of the successful IPO. The Company issued 19.0 million shares to Luso pursuant to the SPA and become the rightful owner of the Project.

The Company also issued a total of 25.0 million Performance Rights to various parties and 3.0 million Options for the benefit of the Lead Broker of the IPO, Sequoia Financial Services Limited, under the Prospectus.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations
The Company intends to continue its exploration activities on the existing Project.

Environmental regulation
The Company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Philip Lucas
Title:	Non-Executive Chairman
Qualifications:	
Experience and expertise:	Phil Lucas is the Chairman of Partners for Allion Legal a boutique Corporate Law firm. His reputation as a leading adviser has been built on his in-depth knowledge of the Australian corporate and resources sectors and the commercial and strategic advice, he provides his publicly listed and private clients. Providing legal advice predominantly in mergers and acquisitions, equity capital markets and corporate law, Phil has extensive experience with cross border M & A transactions including those involving Australian, US and Canadian comprises. Phil is regularly asked to provide advice to boards and management on complex corporate structures including hostile and agreed bids, mergers by scheme of arrangement, stock exchange listings, IPO’s and equity market transactions.
Other current directorships:	Sayona Mining Limited (ASX:SYA)
Former directorships (last 3 years):	None
Special responsibilities:	Corporate Governance and Legal Advice
Interests in shares:	None
Interests in options:	None
Contractual rights to shares:	None

Name:	Cadel Buss
Title:	Managing Director and Chief Executive Officer
Qualifications:	Master of Business Administration (MBA), Master of Project Management (MPM) Graduate Australian Institute Company Directors (GAICD)
Experience and expertise:	Cadell Is a multi-industry senior executive with over 20 years’ experience locally and internationally in marketing, project development and equity capital markets. Cadell was the CEO of at the time, Western Australia’s longest serving stockbroking firm DJ Carmichael and has consulted to a number of ASX listed companies with African based assets. Cadell was previously Project and Finance Director with Luso Global Mining, an Angel investor to mining and exploration companies.
Other current directorships:	Non-Executive Director, Atlas Pearls Ltd (ASX:ATP)
Former directorships (last 3 years):	None
Special responsibilities:	Project Management and Corporate Governance
Interests in shares:	100,001 ordinary shares
Interests in options:	None
Contractual rights to shares:	None

Name:	Alexander Iain Shaw
Title:	Non-executive Director
Qualifications:	BSc (Hons), University of Cape Town (RSA) & DPhil, University of Oxford (UK)
Experience and expertise:	Alexander is a geoscientist with 18 years of diverse experience within the mining industry. A comprehensive knowledge of the natural resources' value chain for multiple commodities and truly global experience in strategic planning, team leadership, project studies and development, exploration, production, and operations. A technically competent person (geoscience) and member of the following professional bodies: GSL, AIG, AIPG, SAIMM, GSSA and SEG.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Management, technical and project development
Interests in shares:	200,000
Interests in options:	None
Contractual rights to shares:	None

Name:	Manuel Antonio Da Fonseca Vasconcelos Da Mota
Title:	Non-executive Director
Qualifications:	Masters of Civil Engineering from University College London
Experience and expertise:	Mr. Mota started his career within the ME Group 13 years ago in Angola as an engineer and progressed to become a member of the Board of Mota-Engil Angola. Manuel was appointed CEO for Mota-Engil Central Europe in May 2013 to January 2016. He was then appointed to the Executive Board of the ME Group, as CEO of Mota-Engil Africa in February 2016 and then cumulatively as CEO of Mota-Engil Europe since February 2019. He held these roles until June 2021. Since June 2021 he continues to be an Executive Board Member of the ME Group, as Chief Business Development Officer. Manuel is the Chairman of Luso and an Executive Board Member of the ME Group the Company's major shareholder.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Management, technical and project development
Interests in shares:	250,000
Interests in options:	None
Contractual rights to shares:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.
'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary
John Lewis (B Bus, CA) has held the role of Company Secretary for the full financial year.

Mr Lewis is a Chartered Accountant with in excess of 30 years experience in Corporate Governance and company reorganisation. Since 2007, Mr Lewis has worked predominantly in the resource development and mining sector in Australia and overseas as a Company Secretary and CFO of junior mining companies including Geopacific Resources Ltd and Canyon Resources Limited. He is currently also Company Secretary of ASX list Morella Corporation Limited.

Meetings of directors

The Board considers it is of a size and stage of development that the full Board should be included in all meetings of the Company rather than having separate committees.

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each director were:

	Board	
	Attended	Held
Philip Lucas	4	4
Cadell Buss	4	4
Alexander Shaw	4	4
Manuel Mota	-	-

Held: represents the number of meetings held during the time the director held office or was a member of the Board.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the Company, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration
The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:
- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Company depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The Company will put a resolution to the first Annual General Meeting post being admitted to the Official List of the ASX to be held in November 2023, where the shareholders will have the opportunity to approve a maximum annual aggregate remuneration.

Executive remuneration
The Company aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits
- short-term performance incentives
- equity-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the Company and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Company and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the Company's direct competitors. The Board reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2023.

Company performance and link to remuneration
Remuneration for certain individuals can be directly linked to the performance of the Company. A portion of cash bonus and incentive payments are dependent on defined earnings per share targets being met. The remaining portion of the cash bonus and incentive payments are at the discretion of the Board. Refer to the section 'Additional information' below for details of the earnings and total shareholders return for the last five years.

The Board is of the opinion that improved results can be attributed in part to the adoption of performance based compensation and is satisfied that any improvement will increase shareholder wealth if maintained over the coming years.

Details of remuneration
Amounts of remuneration
Details of the remuneration of key management personnel of the Company are set out in the following tables.

The key management personnel of the Company consisted of the following directors of Chilwa Minerals Limited:
- Philip Lucas - Non-Executive Chairman
- Alexander Shaw - Non-Executive Director
- Manuel Mota - Non-Executive Director (Appointed 5 April 2023)
- Cadell Buss- Managing Director and Chief Executive Officer
- John Lewis – Company Secretary - CFO

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2023	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Philip Lucas (Chairman)	20,000	-	-	-	-	-	-	20,000
Alexander Shaw	10,000	-	-	-	-	-	-	10,000
Manuel Mota	10,000	-	-	-	-	-	-	10,000
	40,000	-	-	-	-	-	-	40,000
Executive Directors:								
Cadell Buss	152,083	-	-	-	-	-	-	152,083
	152,083	-	-	-	-	-	-	152,083
Other Key Management Personnel:								
John Lewis CFO/Company Secretary	70,172	-	-	-	-	-	-	70,172
	262,255	-	-	-	-	-	-	262,255

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2022	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Philip Lucas (Chairman)	-	-	-	-	-	-	-	-
Alexander Shaw	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Executive Directors:								
Cadell Buss	52,083	-	-	-	-	-	-	52,083
	52,083							52,083
Other Key Management Personnel:								
John Lewis CFO/Company Secretary	31,500	-	-	-	-	-	-	31,500
	83,583							83,583

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name and Position: Cadell Buss - Managing Director and Chief Executive Officer
Agreement commenced: 1 July 2023
Term of agreement: No fixed term
Details:

Base salary for the year ending 30 June 2024 of $300,000 plus superannuation, to be reviewed annually by the Board. 12 month termination notice by either party, cash bonus as follows:

1. $140,074 within 3 months of the date of this agreement upon the Achievement of the Listing of the Company on the Official List of the ASX.
2. $70,000 within 9 months of the Commencement Date upon the achievement of:

2.1. Completion of 6,000 meters of drilling

2.2. Assay results achieved from the 6,000 metres drilling program

3. $70,000 within 12 months of the Commencement Date upon the achievement of

3.1. A Maiden Indicated Resource

3.2. An Indicated Resource of over 3mt of THM at 1% cut off grade.

Long Term Incentive

The Company issued Mr C Buss the following Performance Rights on 5 July 2023:

(i) 1,721,740 Performance Rights vesting on the announcement by the Company of an Indicated Mineral Resource of 3 million tonnes of THM from the Project by no later than 24 months from the grant of the performance right;

(ii) 765,218 Performance Rights vesting on the announcement by the Company announcing the completion of a Pre-Feasibility Study (as defined in the JORC code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights.

(iii) 956,521 Performance Rights vesting on the announcement by the Company announcing the completion of a Feasibility Study (as defined in the JORC Code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights; and

(iv) 956,521 Performance Rights vesting on the announcement by the Company announcing that a decision to mine the Project has been made by no later than 60 months from the grant of the performance rights.

Name and Position: Philip Lucas – Chairman of Board of Directors (appointed 1 February 2022)
Fees: Directors fees of $80,000 plus statutory superannuation per annum
Term of agreement: No fixed term and no termination payments payable
Long Term Incentive

The Company issued, Mr Lucas the following Performance Rights on 5 July 2023:

(i) 528,262 Performance Rights vesting on the announcement by the Company of an Indicated Mineral Resource of 3 million tonnes of THM from the Project by no later than 24 months from the grant of the performance right;

(ii) 234,782 Performance Rights vesting on the announcement by the Company announcing the completion of a Pre-Feasibility Study (as defined in the JORC code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights.

(iii) 293,478 Performance Rights vesting on the announcement by the Company announcing the completion of a Feasibility Study (as defined in the JORC Code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights; and

(iv) 293,478 Performance Rights vesting on the announcement by the Company announcing that a decision to mine the Project has been made by no later than 60 months from the grant of the performance rights.

Name and Position:	Alexander Shaw – Non-Executive Director (appointed 1 February 2022)
Fees	Directors fees of $40,000
Term of agreement:	No fixed term and no termination payments payable
Long Term Incentive	Eligible to participate in the Long Term Incentive schemes offered by the Company, subject to shareholder approval

Name and Position:	Manuel Mota – Non-Executive Director (appointed 5 April 2023)
Fees	Directors fees of $40,000
Term of agreement:	No fixed term and no termination payments payable
Long Term Incentive	Eligible to participate in the Long Term Incentive schemes offered by the Company, subject to shareholder approval

Name and Position:	John Lewis
Fees	Fees paid at an hourly rate for services rendered.
Term of agreement:	No fixed term and no termination payments payable
Long Term Incentive	

(i) 175,000 Performance Rights vesting on the announcement by the Company of an Indicated Mineral Resource of 3 million tonnes of THM from the Project by no later than 24 months from the grant of the performance right;

(ii) 175,000 Performance Rights vesting on the announcement by the Company announcing the completion of a Pre-Feasibility Study (as defined in the JORC code) that recommends further proceeding with the Project by no later than 48 months from the grant of the performance rights.

Share-based compensation

The Company does not as at the balance date of the accounts have any Equity Based Compensation issued to the key management personnel.

Additional information
The earnings of the company for the five years to 30 June 2023 are summarised below (The company was only incorporated on 1 February 2022):

	2023	2022	2021	2020	2019
Sales revenue	-	-	-	-	-
EBITDA	(1,019,288)	(266,413)	-	-	-
EBIT	(1,022,744)	(266,413)	-	-	-
Profit after income tax	(1,022,744)	(266,413)	-	-	-

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023	2022	2021	2020	2019
Share price at financial year end ($)	0.20	0.10	-	-	-
Total dividends declared (cents per share)	-	-	-	-	-
Basic earnings per share (cents per share)	-	-	-	-	-

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the company held during the financial year by each director and other members of key management personnel of the Company, including their personally related parties, is set out below:

2023	Balance at the start of the period	Received as part of remuneration	additions /shares held at appointment	Disposals/ other	Balance at the end of the year
Ordinary shares					
Philip Lucas	-	-	-	-	-
Cadell Buss	100,001	-	-	-	100,001
Alexander Shaw	200,000	-	-	-	200,000
Manuel Mota*	-	-	250,000	-	250,000
John Lewis	100,000	-	-	-	100,000
	400,001	-	250,000	-	650,001

*Manuel Mota was appointed as a director on 5 April 2023

2022	Balance at the start of the period	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Philip Lucas	-	-	-	-	-
Cadell Buss	1	-	100,000	-	100,001
Alexander Shaw	-	-	200,000	-	200,000
John Lewis	-		100,000	-	100,000
	1	-	400,000	-	400,001

No Options were granted/issued by the Company during the current year.

This concludes the remuneration report, which has been audited.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to 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 part of those proceedings.

Non-audit services
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 15 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 15 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Officers of the company who are former partners of PKF Perth
There are no officers of the company who are former partners of PKF Perth.

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

Auditor
PKF Perth continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

Cadell Buss
Managing Director

27 September 2023
Perth

AUDITOR'S INDEPENDENCE DECLARATION

TO THE DIRECTORS OF CHILWA MINERALS LIMITED

In relation to our audit of the financial report of Chilwa Minerals Limited for the year ended 30 June 2023, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

PKF Perth

PKF PERTH

SIMON FERMANIS
SENIOR PARTNER

27 SEPTEMBER 2023
WEST PERTH,
WESTERN AUSTRALIA

Statement of profit or loss and other comprehensive income	15
Statement of financial position	16
Statement of changes in equity	17
Statement of cash flows	18
Notes to the financial statements	19
Directors' declaration	33
Independent auditor's report to the members of Chilwa Minerals Limited	34

General information

The financial statements cover Chilwa Minerals Limited. The financial statements are presented in Australian dollars, which is Chilwa Minerals Limited's functional and presentation currency.

Chilwa Minerals Limited is, as at the balance date, an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office	**Principal place of business**
Level 9, 200 St Georges Tce Perth WA 6000	Level 9, 200 St Georges Tce Perth WA 6000

A description of the nature of the Company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 26 September 2023. The directors have the power to amend and reissue the financial statements.

Chilwa Minerals Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2023

	Note	2023 $	2022 $
Revenue			
Other revenue		-	-
Expenses			
Administration expenses		57,994	23,187
Compliance and regulatory costs		194,365	-
Consulting expenses		392,216	11,255
Employee benefits expense		262,255	91,904
Other expenses		47,028	7,747
Exploration and evaluation	6	68,886	132,320
Profit (loss) before income tax expense		(1,022,744)	(266,413)
Income tax expense	3	-	-
Profit (loss) after income tax expense for the year		(1,022,744)	(266,413)
Profit (loss) for the year is attributable to:			
Owners of Chilwa Minerals Limited		(1,022,744)	(266,413)
		(1,022,744)	(266,413)

	Cents	Cents
Earnings per share for profit from continuing operations attributable to the owners of Chilwa Minerals Limited		
Basic earnings per share	(12.47)	(32,05)
Diluted earnings per share	(12.47)	(32,05)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

Chilwa Minerals Limited
Statement of financial position
As at 30 June 2023

	Note	2023 $	2022 $
Assets			
Current assets			
Cash and cash equivalents	4	8,022,417	652,799
Trade and other receivables	5	217,159	11,356
Total current assets		8,239,576	664,155
Non-current assets			
Exploration and evaluation	6	-	-
Property plant and equipment	7	7,924	-
Total non-current assets		7,924	-
Total assets		8,247,500	664,155
Liabilities			
Current liabilities			
Trade and other payables	8	1,057,417	110,566
Investor Funds held on Trust	9	7,659,238	-
Total current liabilities		8,716,655	110,566
Total liabilities		8,716,655	110,566
Net assets/(liability)		(469,155)	553,589
Equity			
Issued capital	10	820,001	820,001
Retained profits	11	(1,289,156)	(266,413)
Total equity		(469,155)	553,589

The above statement of financial position should be read in conjunction with the accompanying notes

Chilwa Minerals Limited
Statement of changes in equity
For the year ended 30 June 2023

	Issued capital $	Retained profits $	Total equity $
Opening Balance at 1 July 2022	820,001	(266,413)	553,589
Profit after income tax expense for the year	-	(1,022,744)	(1,022,744)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(1,022,744)	(1,022,744)
Transactions with owners in their capacity as owners:	-	-	-
Contributions of equity, net of transaction costs (note 10)	-	-	-
Balance at 30 June 2023	820,001	(1,289,156)	(469,155)

	Issued capital $	Retained profits $	Total equity $
Opening Balance at 1 February 2022	1	-	1
Profit after income tax expense for the year	-	(266,413)	(266,413)
Other comprehensive income for the year, net of tax			
Total comprehensive income for the year		(266,413)	(266,413)
Transactions with owners in their capacity as owners:	-	-	-
Contributions of equity, net of transaction costs (note 10)	820,000	-	820,000
Balance at 30 June 2022	820,001	(266,413)	553,589

The above statement of changes in equity should be read in conjunction with the accompanying notes

Chilwa Minerals Limited
Statement of cash flows
For the year ended 30 June 2023

	Note	2023 $	2022 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		-	-
Payments to suppliers and employees (inclusive of GST)		(619,002)	(167,202)
Net cash from operating activities		(619,002)	(167,202)
Cash flows from investing activities			
Payments for property, plant and equipment		(11,380)	-
Net cash used in investing activities		(11,380)	-
Cash flows from financing activities			
Proceeds from issue of shares		-	820,001
Other cash items from financing activities		8,000,000	-
Net cash used in financing activities		8,000,000	820,001
Net increase/(decrease) in cash and cash equivalents		7,374,618	652,799
Cash and cash equivalents at the beginning of the financial year		652,799	-
Effects of exchange rate changes on cash and cash equivalents		-	-
Cash and cash equivalents at the end of the financial year		8,022,417	652,799

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been applied to the period presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The Company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Going Concern

The financial report has been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the normal course of business. The Company incurred a loss of $1,022,744 for the year ended 30 June 2023 (2022: $266,413). As at 30 June 2023 the Company had net liability of ($469,155) (2022: net assets of $553,589) and continues to incur expenditure on its exploration tenements drawing on its cash balances. As at 30 June 2023 the Group had $8,022,417 (2022: $652,799) in cash and cash equivalents.

The ability of the Company and the Group to continue to pay its debts as and when they fall due is dependent upon the Company successfully raising additional share capital and ultimately developing its mineral properties. At the year end the Company was in the final stages of an IPO listing on the ASX. Subsequent to the year end, on 5 July 2023, the Company was admitted to the main board of the ASX and completed a capital raising of $8.0 Million before costs.

The accounts have been prepared on the basis that the Company can meet its commitments as and when they fall due and can therefore continue normal business activities, and the realisation of assets and liabilities in the ordinary course of business. The Directors believe that they will continue to be successful in securing additional funds through equity issues as and when the need to raise working capital arises.

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Foreign currency translation
The financial statements are presented in Australian dollars, which is Chilwa Minerals Limited's functional and presentation currency.

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Chilwa Minerals Limited accounts for its own current and deferred tax amounts.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Note 1. Significant accounting policies (continued)

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

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Company has applied 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.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-7 years

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

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Exploration and evaluation assets
Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions
Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of a past event, it is probable the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits

Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Company or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Company or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital
Ordinary shares are classified as equity.

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

Dividends
Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Chilwa Minerals Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

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

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

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

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The Company 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 is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 65 for further information.

Estimation of useful lives of assets
The Company determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Exploration and evaluation costs
Exploration and evaluation costs are capitalised where the Company will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable, they will be written off in the period in which that determination is made.

Note 3. Income tax expense

	2023 $	2022 $
(a) Income tax expense		
Current tax	-	-
Deferred tax - origination and reversal of temporary differences	-	-
Aggregate income tax expense	-	-
Income tax expense	-	-

(b) Numerical reconciliation between aggregate tax expense recognised in the statement of profit or loss and other comprehensive income and tax expense calculated per the statutory income tax rate*.*

A reconciliation between tax expense and the product of accounting loss before income tax multiplied by the Company's applicable tax rate is as follows:

	2023 $	2022 $
Loss from continuing operations before income tax expense	(1,022,744)	(266,413)
Tax at the Australian rate of 25% (2022: 25%)	(255,686)	(66,603)
Other non-deductible expenses/non-assessale income	59,014	33,080
Revenue Losses and other deferred tax balances not recognised	196,672	33,523
Income tax expense	-	-

(c) Deferred tax

The following deferred tax balances have not been bought to account:

	2023 $	2022 $
Liabilities @ 25% (2022: 25%)		
Unrealised foreign exchange gain	(219)	-
Offset by deferred tax assets	219	-
Deferred tax liability recognised	**-**	**-**
Assets @ 25% (2022: 25%)		
Losses available to offset against future taxable income	134,998	32,343
Section 40-880 costs	39,938	-
Accrued expenses & Other	5,000	1,181
Deferred tax assets offset against deferred tax liabilities	(219)	-
Net deferred tax asset not recognised	**179,717**	**33,523**

Note 4. Expenses

	2023 $	2023 $
Profit before income tax from continuing operations includes the following specific expenses:		
Net foreign exchange loss		
Net foreign exchange loss	4,709	3.540
Write off of assets		
Exploration and evaluation	68,886	132,320

Note 4. Current assets - cash and cash equivalents

	2023 $	2022 $
Cash at bank	8,022,417	652,799
	8,022,417	652,799

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	8,022,417	652,799
Balance as per statement of cash flows	8,022,417	652,799

Note 5. Current assets - trade and other receivables

	2023 $	2022 $
Other receivables	140,074	
GST refund	77,085	11,356
	217,159	11,356

Note 6. Non-current assets - exploration and evaluation

	2023 $	2022 $
Exploration and evaluation - at cost	-	-

Reconciliations
Reconciliations of the written down values at the beginning and end of the current and previous financial year are set out below:

	Exploration and evaluation $	Total $
Opening Balance 1 July 2022	-	-
Additions	68,886	68,886
Impairment of exploration and evaluation	(68,886)	(68,886)
Balance at 30 June 2023	-	-
Opening Balance 1 February 2022	-	-
Additions	132,320	132,320
Impairment of exploration and evaluation	(132,320)	(132,320)
Balance at 30 June 2022	-	-

Note 7. – Property, plant and equipment

	2023 $	2022 $
Computer Equipment	11,380	-
Less accumulated Depreciation	(3,456)	-
	7,924	-

Note 8. Current liabilities – Trade and other payables

	2023 $	2022 $
Trade and other payables	977,417	108,066
Accrued expenses	60,000	2,500
	1,057,417	110,566

Note 9. Current liabilities –Funds held on trust

	2023 $	2022 $
Funds Held on Trust	7,659,238	-
	7,659,238	-

These funds were held in trust until 5 July 2023, when the Company was commenced trading on the Official List of the main Board of the ASX. The Company issued 40.0 million shares to investors as a result of the successful IPO. Refer note 16.

Note 10. Equity - issued capital

	2023 Shares	2023 $	2022 Shares	2022 $
Ordinary shares - fully paid	8,200,001	820,001	8,200,001	820,001

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Opening Balance		8,200,001	$0.10	820,001
Issue of shares		-		
Balance	30 June 2023	8,200,001		820,001

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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

Share buy-back
There is no current on-market share buy-back.

Capital risk management
The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Note 10. Equity - issued capital (continued)

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The Company will seek to list on the ASX in the 2023 Financial Year. As part of the listing process the Company will look to raise capital sufficient to meet its needs in relation to its commitments under the agreement it has to acquire the Chilwa Project.

Note 11. Equity - retained profits

	2023 $	2022 $
Retained profits at incorporation/ opening balance	(266,413)	-
Profit (Loss) after income tax expense for the year	(1,022,744)	(266,413)
Dividends paid	-	-
Retained profits (Loss) at the end of the financial year	(1,289,156)	(266,413)

Note 12. Financial instruments

Financial risk management objectives
The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.
Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the Company's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The Company undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the Company's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets 2023 $	**Liabilities 2023 $**
South African Rand	-	1,011
US dollars	-	27,048
Euros	-	9,854
	-	37,913

	Assets 2022 $	**Liabilities 2022 $**
US dollars	-	44,157
Euros	-	12,918
	-	57,075

The Company had net liabilities denominated in foreign currencies of $37,913. Based on this exposure, had the Australian dollar weakened by 10%/strengthened by 5% against these foreign currencies with all other variables held constant, the Company's profit before tax for the year would have been $3,791 lower/$1,896 higher.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Company obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Company does not hold any collateral.

The Company had no credit risk exposure as at 30 June 2023.

Note 12. Financial instruments (continued)

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk
Vigilant liquidity risk management requires the Company to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Company manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the Company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

2023	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	997,416	-	-	-	997,416
Accrued expense	-	60,000	-	-	-	60,000
Investor Funds on Trust	-	7,659,238	-	-	-	7,659,238
Total non-derivatives		8,716,655	-	-	-	8,716,655

2022	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	108,066	-	-	-	108,066
Accrued expense	-	2,500	-	-	-	2,500
Total non-derivatives		110,566	-	-	-	110,566

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 13. Key management personnel disclosures

Compensation
The aggregate compensation made to directors and other members of key management personnel of the Company is set out below:

	2023 $	2022 $
Short-term employee benefits	262,255	83,583
	262,255	83,583

Note 14. Related party transactions

Key management personnel
Disclosures relating to key management personnel

Transactions with related parties
The following transactions occurred with related parties:
Related party transactions in trade payables and other liabilities:

	2023 $	2022 $
Payables to Allion Partners (director-related entity of Phil Lucas)	191,293	13,024
Payables to CS Buss Business Management and Investment Services (director-related entity of Cadell Buss)	82,500	11,458
	273,793	24,482

Related party transactions in expenditure:

	2023 $	2022 $
Payments to Allion Partners (director-related entity of Phil Lucas)	263,882	13,024
	263,882	13,024

Note 15. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by PKF Perth the auditor of the company, its network firms and unrelated firms:

	2023 $	2022 $
Audit services – PKF Perth		
Audit or review of the financial statements	37,000	2,500
Other services - PKF Perth		
Tax structuring advice	-	3,500
Consulting fees	24,500	-
	61,500	6,000

Note 16 Events after the reporting period

On 3 July 2023 the Company was admitted to the Official List of the main Board of the ASX and the securities commenced quotation on 5 July 2023. The Company issued 40.0 million shares to investors as a result of the successful IPO. The Company also issued 19.0 million shares to Luso pursuant to the SPA and become the rightful owner of the Project.

The Company also issued a total of 25.0 million Performance Rights to various parties and 3.0 million Options for the benefit of the Lead Broker of the IPO Sequoia Financial Services Limited under the Prospectus.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 17. Reconciliation of profit after income tax to net cash from operating activities

	2023 $	2022 $
Profit after income tax expense for the year	(1,022,744)	(266,413)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(205,803)	(11,356)
Decrease/(increase) in provisions	43,456	
Increase/(decrease) in trade and other payables	566,088	110,566
Net cash from operating activities	(619,002)	(167,202)

Note 18. Earnings per share

	2023 $	2022 $
Earnings per share for profit from continuing operations		
Profit after income tax	(1,022,744)	(266,413)
Non-controlling interest	-	-
Profit after income tax attributable to the owners of Chilwa Minerals Limited	(1,022,744)	(266,413)
Profit after income tax attributable to the owners of Chilwa Minerals Limited used in calculating diluted earnings per share	(1,022,744)	(266,413)
	Cents	**Cents**
Basic earnings per share	(12.47)	(32.05)
Diluted earnings per share	(12.47)	(32.05)

Note 19. Contingent liabilities

The company had no contingent liabilities as at 30 June 2023 or 30 June 2022.

Note 20. Commitments

The company had no commitments for expenditure as at 30 June 2023 or 30 June 2022.

Chilwa Minerals Limited
Directors' declaration
For the year ended 30 June 2023

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors

Cadell Buss
Managing Director

27 September 2023
Perth

Advisory • Audit
Business Solutions

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

CHILWA MINERALS LIMITED

Report on the Financial Report

Opinion

We have audited the accompanying financial report of Chilwa Minerals Limited (the "Company"), which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the Directors' Declaration of the Company.

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

i) Giving a true and fair view of the Company's financial position as at 30 June 2023 and its performance for the year ended on that date; and

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

Basis for Opinion

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

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

Independence

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

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Key Audit Matter

A key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the financial report for the current year. 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. We provide below a description of how our audit addressed the matter.

Exploration, Evaluation and Other Expenditure

Why significant	How our audit addressed the key audit matter
For the year ended 30 June 2023 Chilwa Minerals Limited incurred exploration, evaluation and other expenditure (Expenditure) of $1,022,743 relating to the Malawi Project and Company activities. We consider this Expenditure to be a key audit matter because of its significance to the statement of profit or loss and other comprehensive income and the ongoing activities of the Company, in particular gaining ownership of the Malawi Project.	Our audit procedures included, among others: • Obtaining an understanding of the systems in place to record and authorise the Expenditure incurred. • Testing Expenditure on a sample basis, agreeing items selected to supporting documentation to ensure they were properly authorised and incurred in accordance with these processes. • Performing substantive testing on the Expenditure on a sample basis, to confirm entries had been recorded accurately in the accounting system and accounted for in the correct period. • Reviewing Expenditure for any large or unusual items. • Assessing whether the Company's accounting policy for exploration expenditure is in compliance with Australian Accounting Standard *AASB 6 - Exploration for and Evaluation of Mineral Resources*, and • Assessing the adequacy of the disclosures in the financial report.

Other Information

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

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report.

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

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

Responsibilities of Directors' for the Financial Report

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

In preparing the financial report, the Directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the 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 objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on the Remuneration Report

Opinion

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

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

Responsibilities

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

PKF Perth

PKF PERTH

SIMON FERMANIS
SENIOR PARTNER

27 September 2023
WEST PERTH,
WESTERN AUSTRALIA

ADDITIONAL ASX INFORMATION

CORPORATE GOVERNANCE

Pursuant to the ASX Listing Rules, the Company's Corporate Governance Statement will be released in conjunction with this report. The Company's Corporate Governance Statement is available on the Company's website.

SCHEDULE OF MINERAL PROPERTIES

As at the financial year ending 30 June 2023 the Company did not own any Mineral Properties.

Since the completion of the SSA on 5 July 2023, the company has acquired the following Mineral Properties:

Location	Tenement Number	Interest
Lake Chilwa, Malawi	EL0670/22	100%
Chilwa Island Lake Chilwa, Malawi	EL0671/22	100%

ISSUED CAPITAL AS AT 14 SEPTEMBER 2023

The issued capital of the company as at 14 September 2023 is 67,200,001 ordinary shares as follows

- 45,875,001 fully paid ordinary shares,
- 11,825,000 fully paid ordinary shares Escrowed for 24 months from Listing being 5 July 2026,
- 9,500,000 fully paid ordinary shares Escrowed for 36 months from Listing being 5 July 2026,

SUBSTANTIAL SHAREHOLDERS

The names of substantial shareholders and the number of equity securities as disclosed in their most recent substantial shareholder notices received by the Company are:

Holder name	Shares
LUSO GLOBAL MINING BV	20,600,000
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	5,000,000

20 LARGEST SHAREHOLDERS – FULLY PAID ORDINARY SHARES 14 September 2023

Rank	Holder name	Units	% of issued
1	LUSO GLOBAL MINING BV	20,600,000	30.65%
2	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	5,000,000	7.44%
3	HARMAN GROUP SUPER PTY LTD <J P + C HARMAN S/F A/C>	2,005,000	2.98%
4	KANTIRODOPIA LDA	1,600,000	2.38%
5	CATCHLINE HOLDINGS PTY LTD	1,550,000	2.31%
6	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,500,000	2.23%
7	MR BASILIO PAPARONE	1,389,950	2.07%
8	TWO TOPS PTY LTD	1,250,000	1.86%
9	BAZZA NOMINEES PTY LTD <PAPARONE SUPER FUND A/C>	1,202,178	1.79%
10	NETWEALTH INVESTMENTS LIMITED <SUPER SERVICES A/C>	1,016,000	1.51%
11	BODIE INVESTMENTS PTY LTD <LAYTON S/F A/C>	1,000,000	1.49%
12	UBS NOMINEES PTY LTD	979,050	1.46%
13	MRS KATHRYN JANION	955,000	1.42%
14	CHENNILE INVESTMENTS	752,590	1.12%
15	MR ANDRE DALTON & MISS AUSTYN CAMPBELL <AC INVESTMENTS>	750,000	1.12%
15	MR TIMOTHY MARTIN <TJM SUPERFUND>	750,000	1.12%
16	MR JEREMY JANION	729,775	1.09%
17	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	711,000	1.06%
18	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	700,000	1.04%
19	SEQUOIA CORPORATE FINANCE PTY LTD	670,498	1.00%
20	SAGE CAPITAL GROUP PTY LTD	650,000	0.97%

Chilwa Minerals Limited
Shareholder information
For the year ended 30 June 2023

DISTRIBUTION OF SHAREHOLDERS AS AT 14 SEPTEMBER 2023

Distribution Range of Fully paid ordinary shares	Holders	Shares	% of issued
1–1,000	7	1,561	0.00%
1,001–5,000	4	16,028	0.02%
5,001–10,000	69	664,529	0.99%
10,001–100,000	166	7,609,248	11.32%
100,001 and over	85	58,908,635	87.66%
Total	**331**	**67,200,001**	**100.00%**
Holders of less than a marketable parcel	**8**		

ORDINARY SHARES

VOTING RIGHTS

On a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote. On a poll, every person present who is a Shareholder or a proxy, attorney or Representative of a Shareholder has one vote for each fully paid share held.

ON MARKET BUY BACK

There is no current on market buy back of Chilwa shares.

PERFORMANCE RIGHTS

The total number of performance rights on issue as at 14 September 2021 was 25,000,000 as follows:

1. 10,000,000 Class A Performance Rights exercisable upon the Company announcing a JORC compliant Indicated Resource of 3 million tonnes THM from the Project by no later than 24 months from the grant of the rights.
2. 5,000,000 Class B Performance Rights exercisable upon the Company announcing the completion of a Feasibility Study (as defined in the JORC Code) that recommends further proceeding with the Project by no later than 48 months from the grant of the rights.
3. 5,000,000 Class C Performance Rights exercisable upon the Company announcing the completion of a Feasibility Study (as defined in the JORC Code) that recommends further proceeding with the Project by no later than 48 months from the grant of the rights.
4. 5,000,000 Class D Performance Rights exercisable upon the Company announcing that a decision to mine the Project has been made by no later than 60 months from the grant of the rights.

The Performance Rights are subject to Escrow as follows:

Performance Rights - Class	Escrowed – 24 months to 5 July 2025	Escrowed – 36 months to 5 July 2026
Class A	6,000,000	3,750,000
Class B	2,875,000	1,875,000
Class C	3,125,000	1,875,000
Class D	3,125,000	1,875,000
	15,125,000	9,375,000

At 14 September 2023 there were 5 holders of Performance Rights, issued either under an employee incentive scheme or as part the acquisition of the Chilwa Project. Luso Global Mining B. V. holds more than 20 % of the securities as follows:

Luso Performance Rights		
Performance Rights - Class	Escrowed – 24 Months to 5 July 2025	Escrowed – 36 Months to 5 July 2026
Class A	3,750,000	3,750,000
Class B	1,875,000	1,875,000
Class C	1,875,000	1,875,000
Class D	1,875,000	1,875,000

There are no voting rights attaching to the performance rights.

Chilwa Minerals Limited
Shareholder information
For the year ended 30 June 2023

Distribution Range of Performance Rights	Holders	Rights	% of issued
1–1,000	-	-	-
1,001–5,000	-	-	-
5,001–10,000	-	-	-
10,001–100,000	-	-	-
100,001 and over	5	25,000,000	100.00%
Total	**5**	**25,000,000**	**100.00%**

UNLISTED OPTIONS

The total number of Unlisted Options for Chilwa shares on issue at 14 September 2023 is 3,000,000. The Options were issued for the benefit of the Lead Manager as part of the IPO of the Company and have been reallocated to 62 holders.

The Options are exercisable as follows:

1. 1,000,000 at $0.25 cents per share with an expiry date of 30 June 2027;
2. 1,000,000 at $0.30 cents per share with an expiry date of 30 June 2027;
3. 1,000,000 at $0.40 cents per share with an expiry date of 30 June 2027.

There are no voting rights attaching to the Options.

Distribution Range of Options	Holders	Options	% of issued
1–1,000	-	-	-
1,001–5,000	1	4,552	0.15%
5,001–10,000	-	-	-
10,001–100,000	12	423,576	14.12%
100,001 and over	9	2,571,872	85.73%
Total	**22**	**3,000,000**	**100.00%**

COMPETENT PERSONS STATEMENTS

The information in this statement is based on, and fairly represents, information and supporting documentation prepared by the competent persons listed below.

The information in this statement that relates to resource estimates is based on information compiled by Mark Burnett, a competent person who is a fellow of the Geological Society of London and is an employee of AMC Consultants (UK) Limited. Mark Burnett is not an employee or Shareholder of the Company and has no conflict of interest. Mark Burnett has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 edition of the JORC Code. Mark Burnett consents to the inclusion in the Independent Geologist's Report and the matters based on his work in the form and context in which it appears.