BRYAH RESOURCES
LIMITED

ACN: 616 795 245

ANNUAL REPORT
30 JUNE 2021

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Corporate Directory

Directors

Mr Ian Stuart (Non-executive Chair)
Mr Neil Marston (Managing Director)
Mr Leslie Ingraham (Non-executive Director)

Company Secretary

Mr Neil Marston

Registered Office & Principal Place of Business

Level 1, 85 Havelock Street
West Perth WA 6005
Telephone 08 9321 0001

Share Registry

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000
Telephone 08 9323 2000
Facsimile 08 9323 2033

Auditors

Elderton Audit Pty Ltd
Level 2, 267 St Georges Terrace,
Perth WA 6000

Solicitors

Steinepreis Paganin
Level 4, The Read Building,
16 Milligan Street,
Perth WA 6000

Securities Exchange Listing

Bryah Resources Limited shares (BYH) and options (BYHOA) are quoted on the Australian Securities Exchange (ASX).

Letter from the Chair

On behalf of your Board of Directors, I have pleasure in presenting the 2021 Annual Report and Financial Statements of Bryah Resources Limited for the year to 30 June 2021. Since the last Annual Report, Bryah has achieved some significant milestones in its exploration for the critical energy metals of copper and manganese. The outlook for these metals is very positive with the push to decarbonise the world over the coming decades expected to push demand to record levels.

In 2020/21 the Company has identified a significant copper-gold target at the Windalah Prospect. Through a series of drilling programs we have identified what we believe to be a Volcanogenic Massive Sulphide (VMS) system at Windalah. The anomalous multi-element zone at Windalah provides the Company with a coherent exploration target over a strike length exceeding 500 metres, which we are currently diamond drill testing to depths of 350 metres.

The Company has also been very active with manganese exploration activities under the Bryah Basin Manganese Joint Venture with OM (Manganese) Limited, a wholly owned subsidiary of ASX-listed OM Holdings Limited, a vertically integrated manganese company. OM (Manganese) Limited is funding exploration activities in order to earn a 51% JV interest later this year.

Diamond drilling at the Brumby Creek Prospect has intersected zones of high-grade manganese, with some of this core presently being tested using a series of metallurgical techniques to identify the best processing method. We are looking forward to the release of our maiden Mineral Resource Estimate for manganese in the near future, whilst recently concluded drilling at Brumby Creek also has results pending.

Our Gabanintha Project has also yielded some very encouraging results this year. Previous testwork on the copper and nickel identified in the deposit at the Australian Vanadium Project has enabled the Company to announce a maiden mineral resource. Sampling of historical drilling pulps at Gabanintha have also recorded some significant zones of gold in cross-faults to the high-grade vanadium resource. The Company plans to drill test these areas for gold in the coming months.

The Company has also been successful in realising value in its Tumblegum South Prospect at Gabanintha. The sale of this asset to Star Minerals Limited is close to finalisation and we look forward to seeing the project advanced by Star Minerals with Bryah retaining a significant equity position in that company.

Bryah Resources Limited recorded a total comprehensive loss after tax of $1,883,520 (2020: $811,052) for the period ended 30 June 2021. Capitalised expenditure on exploration, excluding tenement acquisition costs, was $912,705 (2020: $551,537) during the financial year.

During the year the Company completed three placements; in July and December 2020 and June 2021 to raise $4,773,452 before costs. A further $1,000,000 was successfully raised following shareholder approval in July 2021. The placements have placed the business in a sound financial position going into 2022.

The Board of Bryah Resources Limited remains committed to developing a successful well-funded, exploration business with a focus on copper, manganese and other critical energy metals. I again thank management, our employees and consultants for their achievements this year and the ongoing support of our growing number of shareholders. We look forward to another very active year on our Projects in 2022.

Yours faithfully

Ian Stuart
Non-Executive Chair

Directors' Report

Your directors present their report on Bryah Resources Limited ("Bryah" or the "Company") and its subsidiary (the "Consolidated Entity" or "Group") for the year ended 30 June 2021.

Corporate Highlights

Corporate

- $4,773,452 raised to fund gold-copper exploration activities and working capital

Bryah Basin –Gold-Copper

- Drilling at the Windalah Prospect identified significant VMS copper-gold target
- Major RC/diamond program commenced in April 2021 to test Windalah VMS copper-gold target at depth

Bryah Basin – Manganese Joint Venture

- Manganese Joint Venture with OM (Manganese) Limited (OMM) over 600 km^2 of landholding
- Current Joint Venture Interests - 60% Bryah, 40% OMM
- OMM sole funding exploration activities to increase its Joint Venture interest up to 51% . Bryah is Project Manager until OMM earn a 51% Joint Venture interest
- Significant high-grade manganese identified in core drilling during 2021 at Brumby Creek Prospect
- GAIP surveys identify potentially concealed manganese targets at Brumby Creek
- Metallurgical testwork and Mineral Resource Estimates underway

Gabanintha – Gold-Base Metals

- Tumblegum South gold deposit to be sold to Star Minerals Limited for $0.5M cash and $1.8M in Star ordinary shares and 7 million Performance Rights
- Sampling of historical drilling pulps identifies gold within cross-faults adjacent to the Australian Vanadium Project
- Indicated and Inferred Mineral Resource estimate for base metals in the Australian Vanadium Project increased to 31.3 million tonnes @ 761 ppm Nickel, 210 ppm Copper and 228 ppm Cobalt

Review of Operations

Bryah holds a quality exploration portfolio in the highly prospective Bryah Basin and Gabanintha areas in central Western Australia (see Figure 1), with both projects considered to have potential to host high-grade gold, copper-gold and manganese mineral deposits.

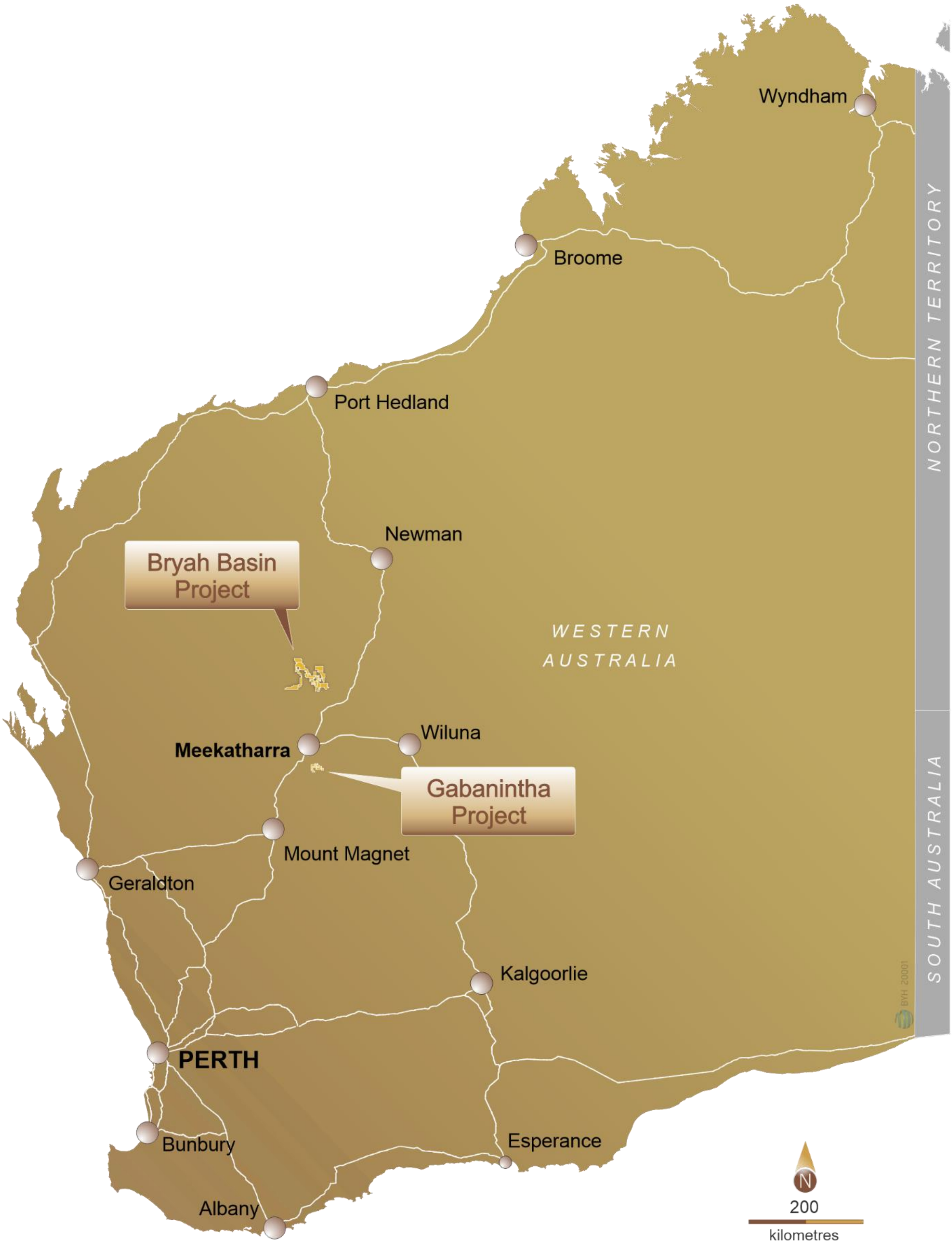

Figure 1 - Project Location Map

Bryah Basin Project - Copper-Gold (100% BYH)

The Company's Bryah Basin Project covers 1,165km^2 of highly prospective ground, mainly within the Bryah Basin in central Western Australia. The Bryah Basin hosts high-grade Volcanogenic Massive Sulphide ("VMS") copper-gold deposits at the DeGrussa, Monty and historic Horseshoe Lights mines, as well as significant epigenetic gold deposits including the Fortnum gold mine (see Figure 2).

During the period, the Company undertook 4 drilling programs as part of its gold-copper exploration activities in the Bryah Basin. Drilling has focused on the Windalah copper-gold prospect and included an aircore program in September 2020, followed by a reverse circulation (RC) drilling program in April 2021. A follow-up aircore program was completed in May 2021, testing the Windalah and Mount Labouchere prospects. A diamond drilling program at Windalah was commenced in August 2021 and is ongoing as at the date of this report.

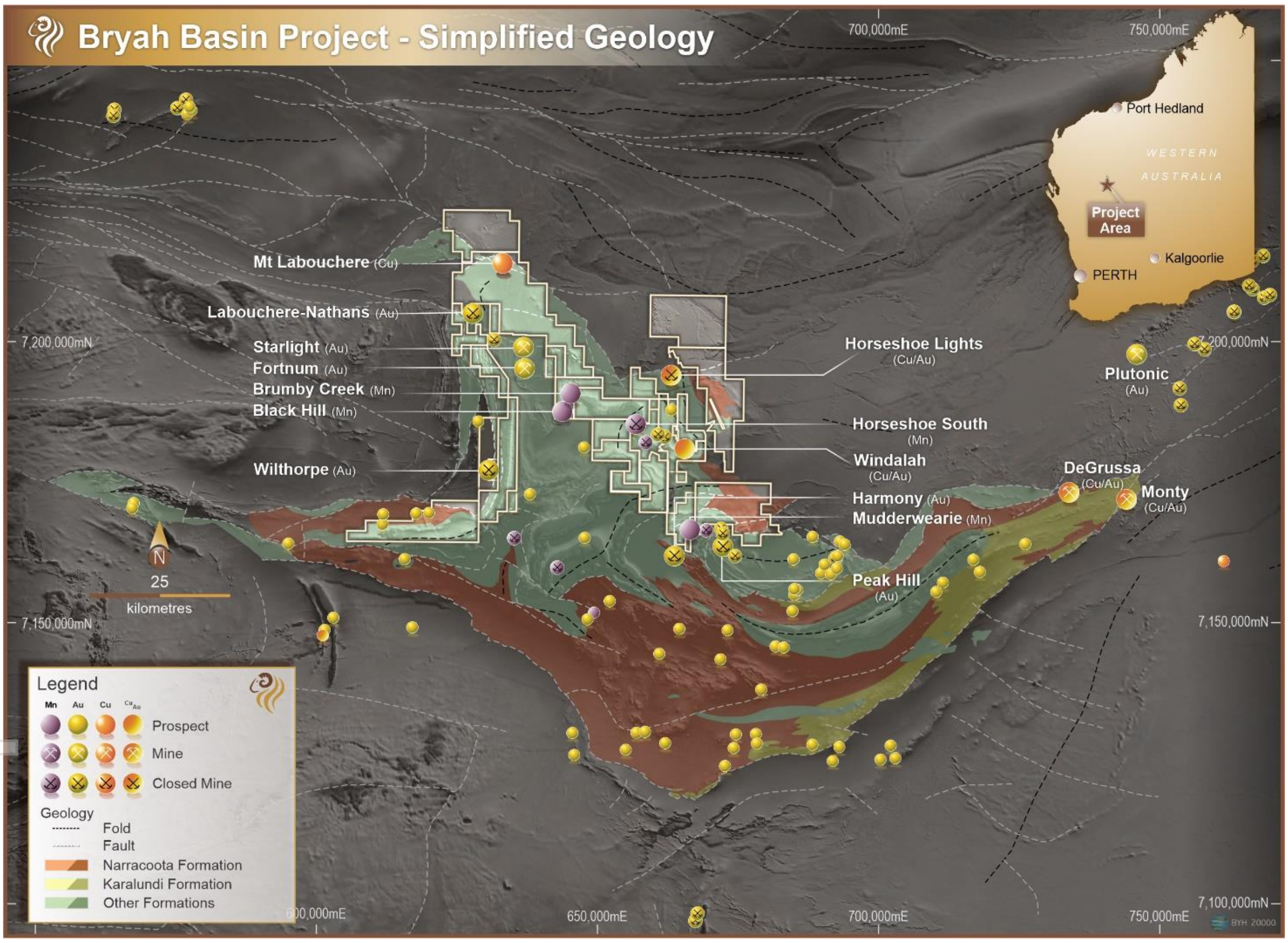

Figure 2 - Bryah Basin Project Location Plan

Windalah Drilling Programs

The main aim of the aircore drilling programs undertaken during the period was to test the large geochemical anomaly discovered in earlier surface sampling. Drill holes were generally vertical and drilled to blade refusal with 67 holes completed for 5,836 metres.

Downhole assay data from the aircore drilling has confirmed the presence of significant pathfinder geochemical anomalism in the Windalah area. A high tenor multi-element anomaly (As-Ag-Sb-Mo-(Cd-Pb-Se)) has been identified, that coincides with some minor copper-gold anomalism.

This suite of elements is typical of many VMS deposits globally and is comparable with the well-documented geochemical signature identified at the nearby Horseshoe Lights Cu-Au deposit.

In April 2021 the Company completed the first of a multi-phase RC/diamond drilling program to depths of 350 metres to test below the significant multi-element pathfinder minerals anomaly identified in the aircore drilling. 8 holes (BBRC060-68) were drilled for 1,925 metres (see Figure 3). Of these holes, three holes achieved close to their target depths of up to 350 metres. Five holes did not reach target depth due to the ground conditions with some of these subsequently extended with diamond tails.

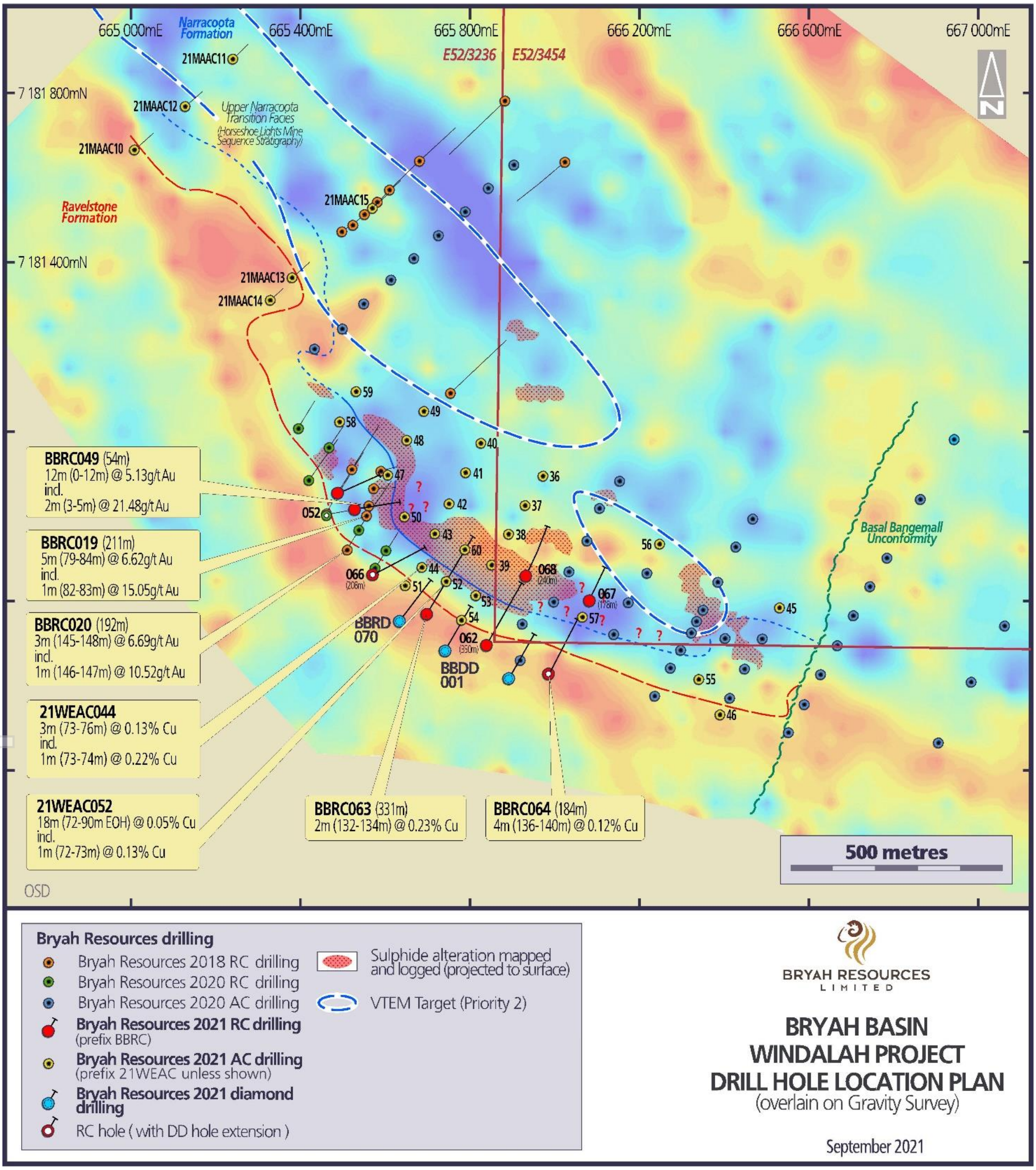

Figure 3 - Windalah Prospect Drill Hole Location Plan

Assay results from the RC drilling have significantly increased the size and tenor of the downhole geochemical anomaly identified in the shallow aircore drilling.

The enrichment observed at Windalah is likely to be hosted within the footwall sulphide-sericite-chlorite alteration system of a larger VMS system. Zonation of pathfinder elements such as arsenic and antimony is helping the Company vector exploration drilling.

The sulphide-rich zone intersected in the RC drilling lies within moderate to intensely sericite-chlorite-pyrite altered mafic volcanic/volcaniclastic rocks of the Narracoota Formation, just beneath the contact with the overlying sediments of the Ravelstone Formation (see Figure 4). This sulphide-rich zone is considered to be the source of the surface geochemical anomaly and is being targeted with the current diamond drilling program.

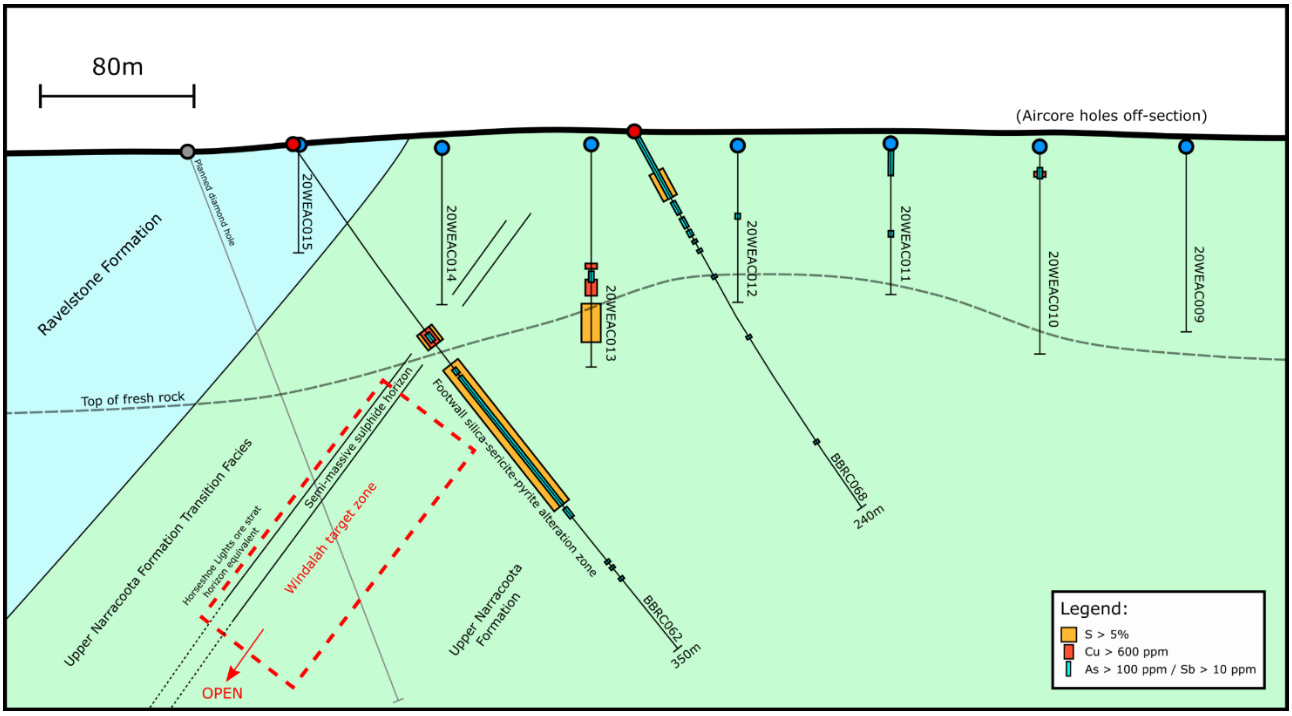

Figure 4 – Drill Section through BRRC062 and BRRC068 showing target zone for diamond drilling

Mount Labouchere Prospect

The Mount Labouchere Prospect was identified from shallow drilling in early 2020 which showed anomalism in copper, nickel and cobalt, which prompted further investigation, including a short aircore drilling program in May 2021.

Six aircore drill holes for 279 metres were drilled with four of the six holes drilled recording elevated copper values (>500ppm Cu) at the bottom of the hole. The best results were:

- 21MLAC004: 33 metres (0-33m) @ 0.13% Cu, 683 ppm Co and 583 ppm Ni, including 12m (0-12m) @ 0.22% Cu, 0.11% Co and 0.16% Ni

A series of mineralogy tests will be undertaken from drill cuttings to obtain a better understanding of the geology hosting the copper mineralisation before follow-up deeper RC drilling is undertaken.

Bryah Basin Project – Manganese Joint Venture (60% BYH)

The Bryah Basin hosts several historical manganese mining areas. The Horseshoe Range has been the main manganese producing region within the Bryah and Padbury Basins with production dominated by the Horseshoe South Mine and a satellite deposit at Horseshoe North. Reported production from these deposits from 1948 to 1971, was 490,000 tonnes of manganese ore at an average grade of 42% manganese[1].

Mining between 2008 and 2011 produced over 400,000 tonnes of manganese ore from the reprocessing of historical stockpiles and open pit mining at Horseshoe South.

In April 2019, Bryah executed a Farm-In and Joint Venture Agreement ("Agreement") with OM (Manganese) Limited ("OMM"), a wholly owned subsidiary of ASX-listed OM Holdings Limited[2].

The Agreement applies to the rights to manganese only over approximately 600 km^2 in the Bryah Basin, including the historic Horseshoe South mine. The Agreement objective is to explore for commercially mineable manganese, potentially leading to near term production.

Under Stage 1 of the Agreement, OMM funded $500,000 of project expenditure which yielded highly encouraging manganese drilling results. In August 2019, OMM elected under the Agreement to proceed and the Joint Venture ("JV") was formed, whereby OMM secured an initial 10% JV interest.

Under Stage 2 of the Agreement, OMM has progressively funded $2.0 million of exploration expenditure in four tranches, to earn up to a 51% interest in the JV by 30 June 2022. OMM has completed funding to earn a 40% JV interest and have committed to fund the final tranche of $500,000, which will increase its total JV interest to 51%.

Bryah is Project Manager of the JV until OMM has earned its 51% JV interest and has elected to be Project Manager.

Drilling Programs

During the reporting period three manganese drilling programs were completed. A total of 83 RC drill holes for 2,181 metres was completed in October 2020 at the historic Horseshoe South mine and the Brumby Creek Prospects. A diamond core drilling program was completed in January 2021 with seven holes drilled for a total of 200.9 metres to recover core samples from the Brumby Creek and Horseshoe South Extended areas for analysis, density and beneficiation testwork.

Full uncut diamond core was scanned using a non-destructive X-Ray Fluorescence analysis of the full core length. This novel technology provided assay data at 10cm intervals along the core. Core scanning revealed manganese grades exceeding 40% Mn in several drill holes including BRDD005[3] (see Plate 1).

A second drilling program of 70 RC drill holes for 2,301 metres was completed in September 2021 to test some of the potentially concealed manganese targets identified from the Gradient Array Induced Polarisation geophysical survey in the vicinity of the Brumby Creek Prospect. Results of this final drilling program will be available in the coming weeks.

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[1] Pirajno, F., Occhipinti, S. A., and Swager, C. P., 2000, Geology and mineralization of the Palaeoproterozoic Bryah and Padbury Basins, Western Australia: Western Australia Geological Survey, Report 59, 52p.

[2] See BYH ASX Announcement dated 23 April 2019 for full details

[3] See BYH ASX Announcement dated 6 May 2021 for full details

GAIP Surveys

A program of Gradient Array Induced Polarisation ("GAIP") surveys was completed during 2021. This extensive program covered the most prospective horizon within the Horseshoe Formation at Brumby Creek. In 2020 this geophysical technique was successfully able to detect manganese mineralisation at the Area 74 Prospect at Brumby Creek[4].

A series of analogues for Area 74 have been highlighted by the recent GAIP survey (see Figure 5). Brumby West is a standout target where the GAIP indicates eastern and southern extensions of manganese mineralisation, which supports the drilling data from this prospect.

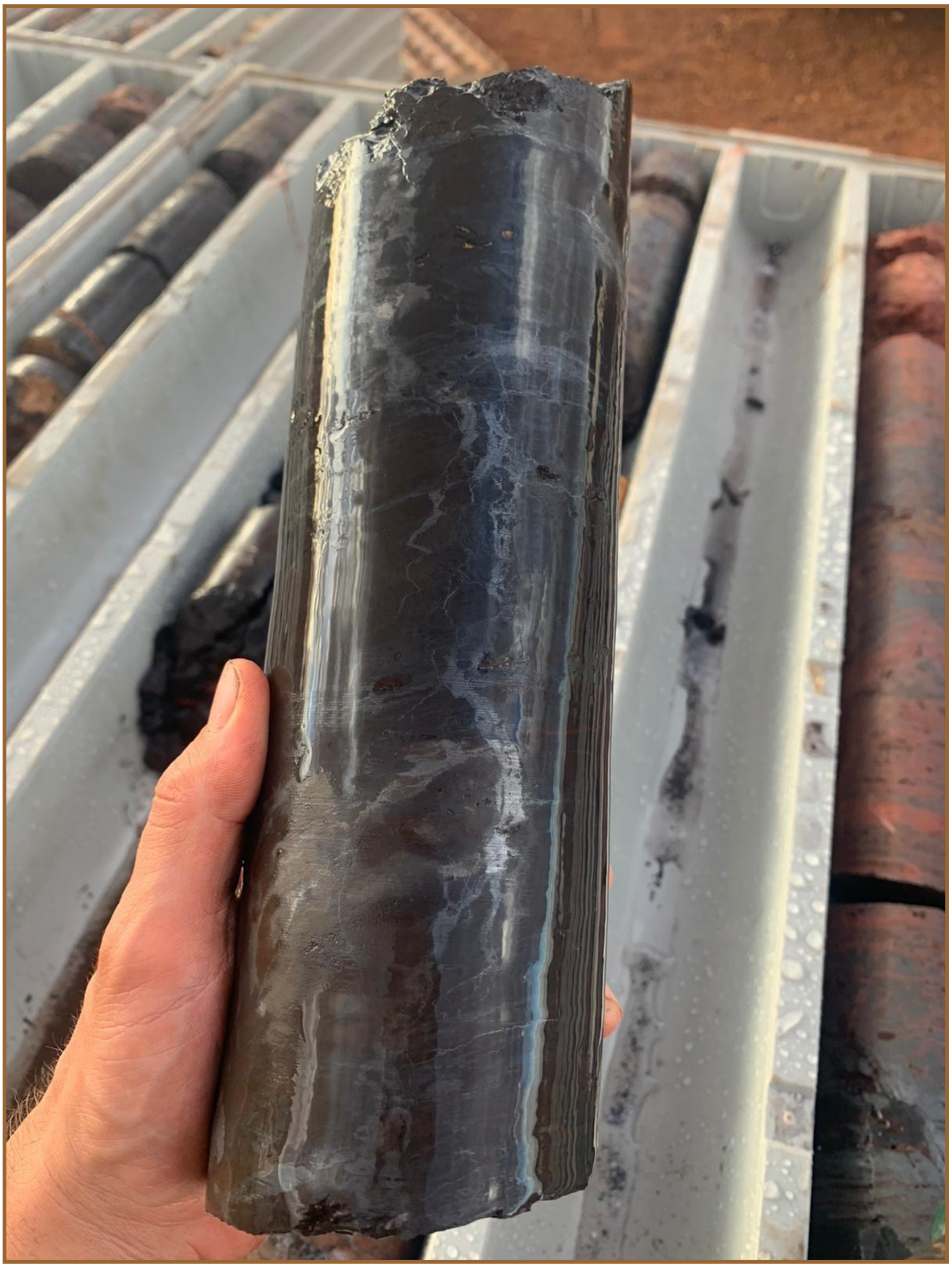

Plate 1 – ~40% Manganese core from BRDD005 (10.2m – 10.4m)

[4] See BYH ASX announcement dated 11 November 2020 for full details.

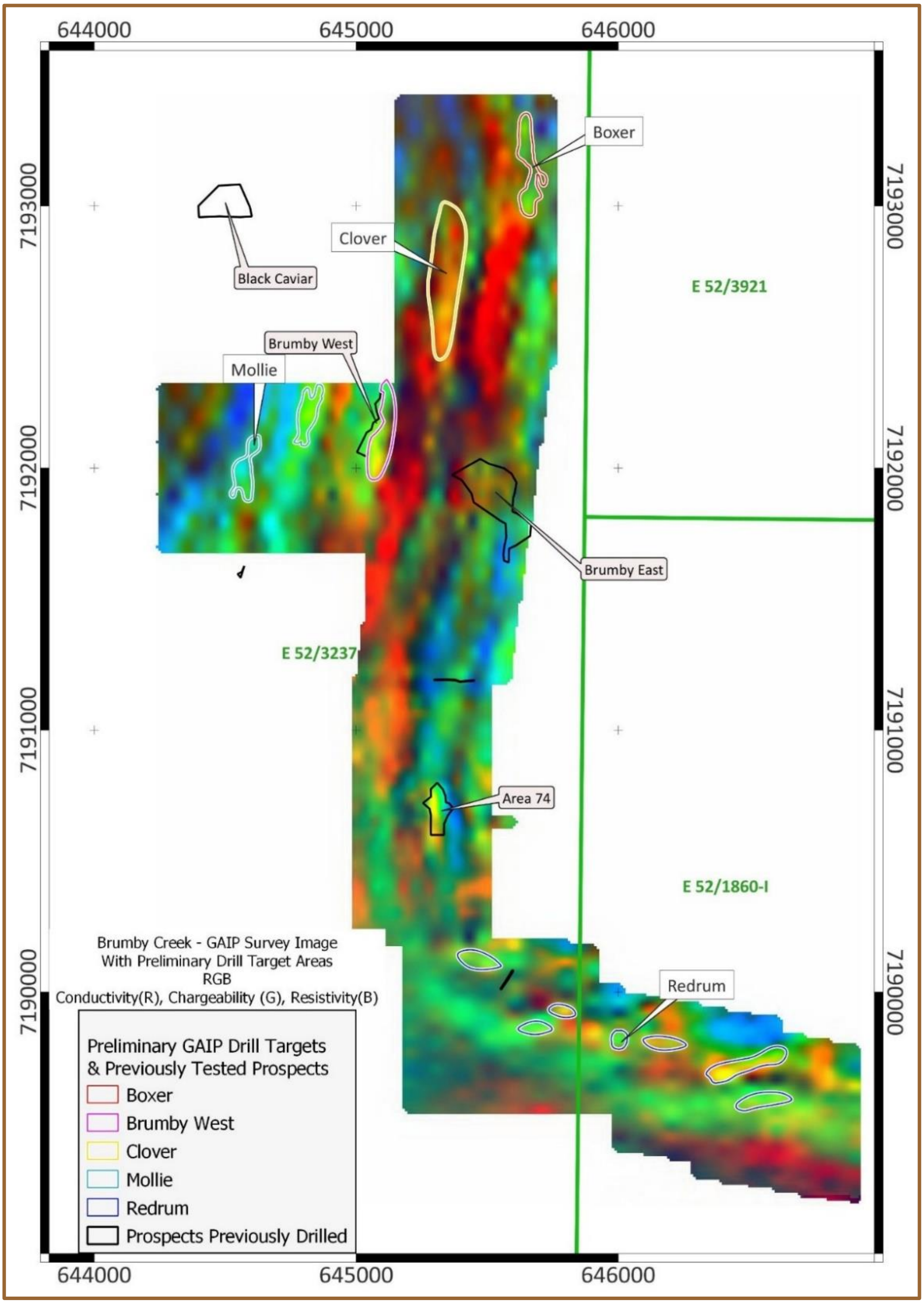

Figure 5 – Composite of GAIP Data (Conductivity, Chargeability, Resistivity) with New & Previously Drilled Mn Prospects

Other Activities

The following manganese activities are also underway:

(a) Metallurgical testwork on core samples collected from diamond drilling, with the aim of defining the optimal processing method for producing a high quality manganese ore, and

(b) Mineral Resource Estimates for the Brumby Creek, Black Hill and Horseshoe South deposits.

Gabanintha Gold and Base Metals Project (100% BYH)

Bryah holds the rights to all minerals except Vanadium, Uranium, Cobalt, Chromium, Titanium, Lithium, Tantalum, Manganese & Iron Ore (Excluded Minerals) over an 80km^2 project area at Gabanintha, approximately 40km south of Meekatharra, Western Australia (see Figure 6). Australian Vanadium Limited (AVL) retains 100% rights in the Excluded Minerals on the project, which includes its Australian Vanadium Project.

During the period the Company's exploration focus has been on commercialisation of the Tumblegum South prospect and evaluation of the nickel, copper and gold potential of the Australian Vanadium Project resource zone.

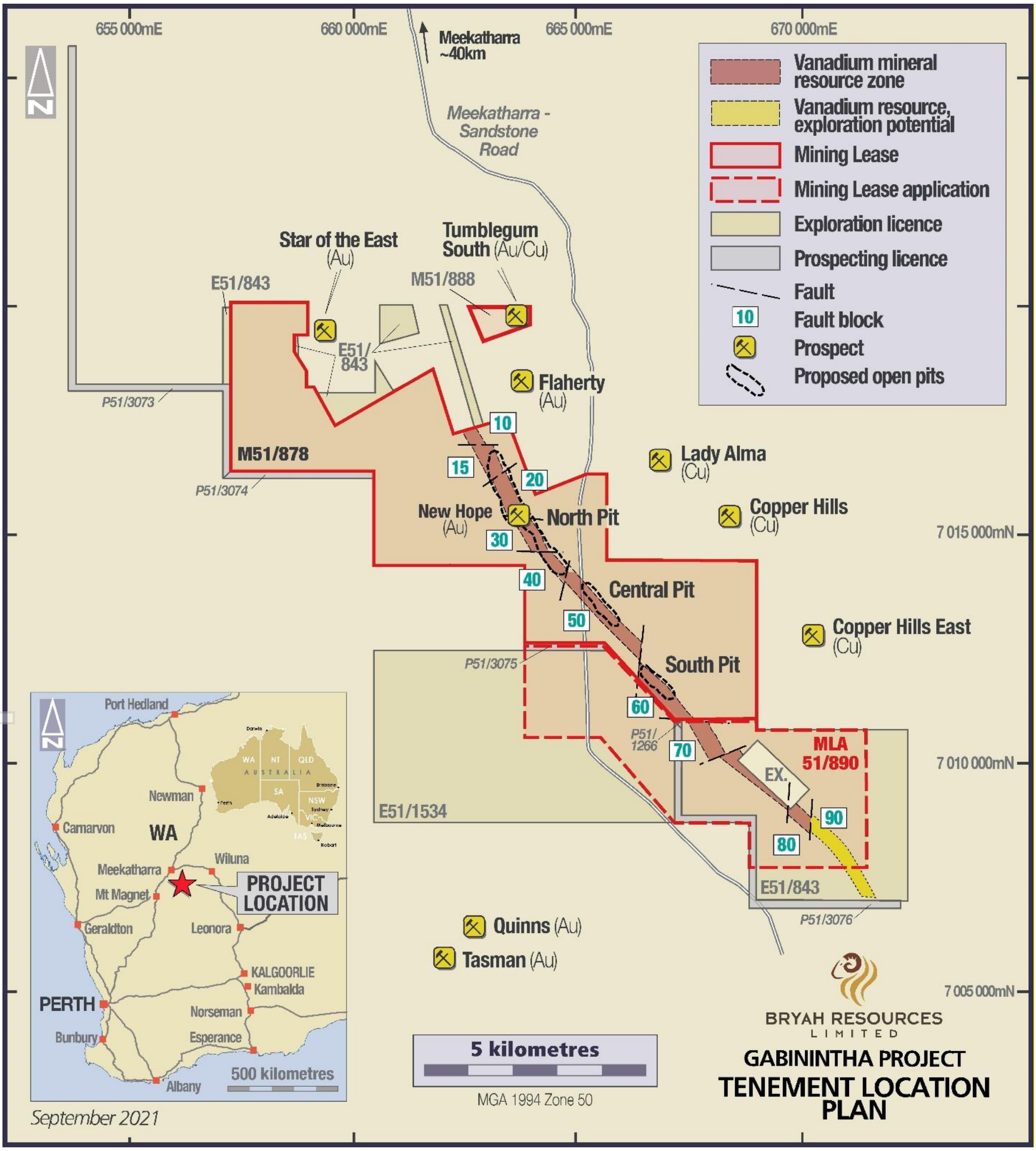

Figure 6 - Gabanintha Project Tenement Location Plan

Commercialisation of Tumblegum South

The Inferred Mineral Resource for the Tumblegum South Deposit is **600,000 tonnes @ 2.2 g/t Au for 42,500 ounces gold** using a cut-off grade of 0.3g/t Au[5].

During the period the Company executed a Development Agreement with Kirkalocka Gold SPV Pty Ltd, in respect to the Tumblegum South gold deposit[6]. The Agreement provides that the companies will work together and perform their respective obligations under the agreement so that mining at Tumblegum South may occur.

The Development Agreement contains conditions precedent which, upon satisfactory completion, the parties will enter into a binding 50/50 profit share agreement which will see gold-bearing material mined at Tumblegum South then transported by road to the Kirkalocka Gold Mine facility located south of Mount Magnet for processing.

Following the signing of the Development Agreement, the Company executed a Tenement Transfer Agreement with Star Minerals Limited, an unlisted public company and its wholly owned subsidiary ("Star Minerals") in respect to the Tumblegum South gold deposit.

The consideration Bryah will receive from Star Minerals under the Tenement Transfer Agreement is:

(a) $500,000 cash;

(b) 9,000,000 fully paid ordinary shares in Star Minerals (valued at $1,800,000);

(c) 3,000,000 Class A Performance Rights, vesting upon a Measured Mineral Resource report; and

(d) 4,000,000 Class B Performance Rights, vesting upon commencement of commercial gold production.

Completion is subject to and conditional upon certain conditions precedent being satisfied or waived on or before 31 January 2022, including, inter alia:

(a) Star Minerals receiving conditional approval from ASX Limited to admit its securities to official quotation on ASX on terms acceptable to Star Minerals (acting reasonably);

(b) Each party obtaining all required authorisations necessary to give effect to the Agreement, and

(c) Kirkalocka Gold SPV Pty Ltd consenting to the assignment to and assumption by Star Minerals of Bryah's rights and obligations under the Development Agreement and all parties entering into a Deed of Covenant.

It is expected that the Star Mineral shares issued to Bryah at completion will be subject to a 1 year escrow period.

Bryah will hold 21.6% equity in Star Minerals upon its successful listing, with potential to increase its equity holding though conversion of the Performance Rights to over 30% upon commencement of gold production at Tumblegum South.

[5] See BYH ASX Announcement dated 29 January 2020 for full details of the Mineral Resource Estimate.
[6] See BYH ASX Announcement dated 23 December 2020 for full details.

Base Metals Mineral Resource – Australian Vanadium Project

During the period an updated nickel-copper mineral resource estimate on the Australian Vanadium Project was completed. The Indicated and Inferred Mineral Resource has increased to 31.3 million tonnes @ 761 ppm Nickel, 210 ppm Copper and 228 ppm Cobalt[7]. See the Annual Mineral Resource Statement section of this report for further details of the mineral resource estimation.

The sulphide base metal mineral resource is considered to be potentially economically recoverable following metallurgical testwork undertaken as part of a preliminary feasibility study on development of the project. The base metal sulphide mineralisation has consistently reported to the non-magnetic fraction during the separation of the vanadium bearing magnetite. This has effectively delivered a sulphide by-product for further concentration by flotation.

Additional testwork on the sulphide by-product is currently underway.

Gold Sampling – Australian Vanadium Project

A 2020 review of the metallurgical studies for the Australian Vanadium Project undertaken during 2018 identified anomalous gold results. Subsequently samples were selected for Au analysis during late 2020. Initial sample selection was based on the presence of anomalous sulphur and/or copper, within the high-grade vanadium domain (HG10).

Historical sampling of the vanadium-titanium-magnetite deposit for gold has been limited. Prior to 2020 gold sampling was limited to 233 analyses on existing drilling pulps.

Sampling of 217 drill pulps in late 2020 highlighted the presence of anomalous gold, adjacent to, or within the high-grade vanadium domain, with the strongest gold mineralisation occurring in proximity to cross cutting regional faults.

A further 1,628 gold samples were analysed in 2021, confirming zones of anomalous gold, particularly at the New Hope Prospect (see Figure 6).

The best down hole width gold intercepts returned from this sampling were:

- 19RRC006 - 10m @ 27.5 g/t Au from 53m, including **4m @ 64.3 g/t Au** from 54m, which includes **1m (55-56m) @ 182.0 g/t Au,** and 1m @ 6.4 g/t Au from 65m;
- 19RRC007 - 21m @ 0.74 g/t Au from surface, and 1m @ 3.92 g/t Au from 80m;
- 19RRC008 - 2m @ 1.72 g/t Au from 135m, including 1m @ 3.02 g/t Au from 135m, and
- 19RRC011 - 2m @ 1.1 g/t Au from 125m, 1m @ 8.2 g/t Au from 132m and 2m @ 1.6 g/t Au from 136m.

Drill holes 19RRC006 - 19RRC008 are shown on the plan and cross section in Figures 7 and 8, which show the proximity of the gold intercepts to modelled large-scale regional cross faults at the junction of fault blocks 20 and 30.

The Company is planning to undertake more targeted drilling at the New Hope Prospect and additional gold sampling over the deposit in the coming months.

[7] See BYH ASX Announcement dated 1 June 2021 for full details of the Mineral Resource Estimate.

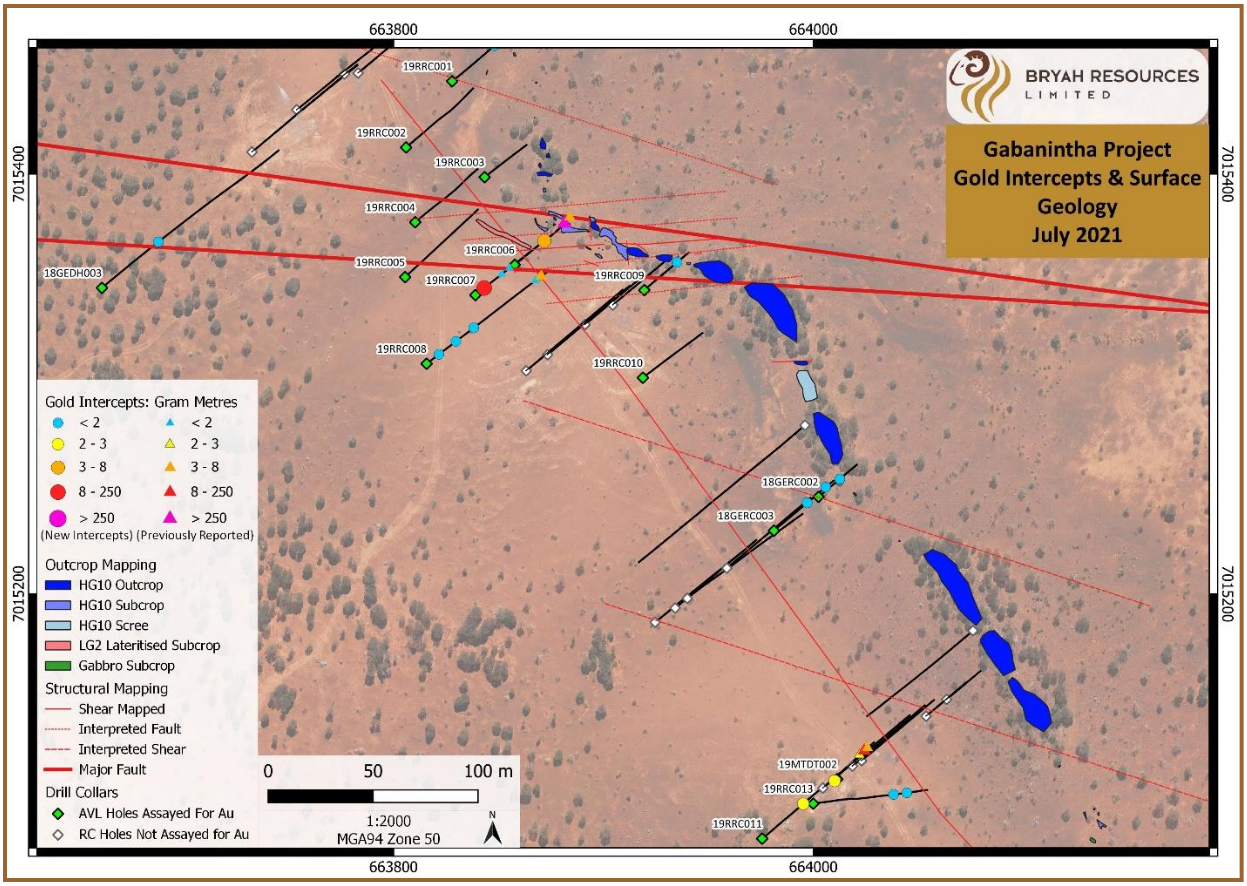

Figure 7 - Geological Map and Gram Metre Gold Intercepts at New Hope - MGA94 Zone 50

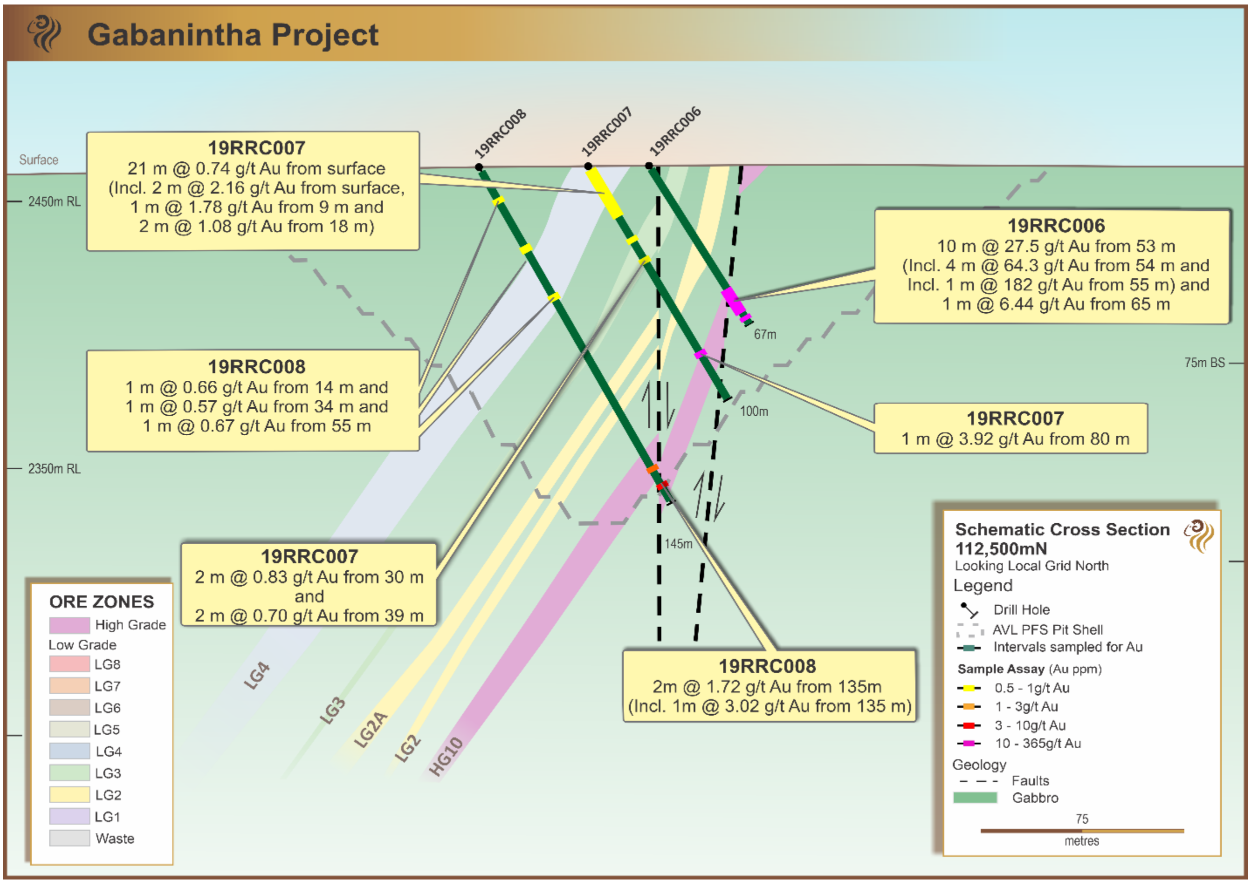

Figure 8 - Cross Section of 19RRC006, 19RRC007, 19RRC008 at 112,500 m North (local grid)

Directors

The names of the directors in office during or since the end of the financial year and up to the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Mr Neil Andrew Marston	(Managing Director)
Mr Ian George Stuart	(Non-executive Chair)
Mr Leslie James Ingraham	(Non-executive Director)

Information of Directors

The names, qualifications and experience of each person who has been a director during the period and to the date of this report are:

Neil Andrew Marston B.Com FGIA FCG MAICD

Mr Marston is a qualified accountant and Chartered Secretary with over 40 years of experience working in the resources and other industry sectors. He is a Fellow of the Governance Institute of Australia and the Chartered Governance Institute and a member of the Australian Institute of Company Directors.

Neil has extensive experience in the areas of mineral exploration, capital raising, corporate governance and compliance, project management, mining and environmental approvals, contract negotiations, community and stakeholder engagement.

Mr Marston is presently not a director of any other ASX-listed company.

Ian George Stuart B.Sc. (Hons) F.FIN MAICD

Mr Stuart is a geologist by profession with experience in both the finance and mining industries. He holds an Honours degree in Geology, is a Fellow of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors. Ian has extensive experience in capital markets and is conversant with public company governance and management across international jurisdictions.

Mr Stuart is presently not a director of any other ASX-listed company.

Leslie James Ingraham

Mr Ingraham has been in private business for over 30 years and is an experienced mineral prospector and professional investor. He has successfully worked as a consultant for both private companies and companies listed on the ASX. Core competencies include capital raising and shareholder liaison.

During the past three years, Mr Ingraham was also a director of ASX listed company Australian Vanadium Limited.

Company Secretary

The following person held the position of Company Secretary at the end of the period and at the date of this report:

Neil Andrew Marston

Meetings of Directors

The number of meetings of Directors (including meetings of committees of Directors) held during the period and the number of meetings attended by each Director were as follows:

	Board of Directors	
	Number eligible to attend	Number attended
Leslie Ingraham	3	3
Neil Marston	3	3
Ian Stuart	3	3

Operating and Financial Review

A Review of Operations is contained in the Directors' Report.

The loss of the Group for the financial year after providing for income tax amounted to $1,883,520 (2020: ($811,052). The Group's net assets as at 30 June 2021 were $10,625,127 (2020: $7,742,785).

At 30 June 2021, the Group had cash reserves of $3,161,077 (2020: $1,824,511).

The net assets of the consolidated entity have increased by $2,882,342. The change is largely due to the following factors:

- The issue of 71,469,041 shares raising $4,773,452 before costs;
- exploration and evaluation of the Bryah Basin Project and farm-in and joint venture Manganese Projects with OM (Manganese) Limited;
- incurring overheads and running costs consistent with operating a listed company; and
- remuneration of key management personnel essential to the continued success of the Group.

There have been no COVID-19 cases identified amongst our employees, and the Group has managed to minimise the adverse impact of the pandemic on its operations.

The annual financial statements for the Consolidated Entity have been prepared based on assumptions and conditions prevalent at 30 June 2021. Given ongoing economic uncertainty, these assumptions could change in the future.

Principal Activities

The principal activities of the Group during the period were the pursuit of exploration and evaluation activities on the Bryah Basin and Gabanintha projects located in the Meekatharra region of Western Australia.

Likely Developments and Expected Results

Likely developments in the operations of the Group and the expected results of those operations in future financial periods have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Group.

Environmental Regulation

The Group's operations are subject to various environmental laws and regulations under government legislation. The exploration tenements held by the Company are subject to these regulations and there have not been any known breaches of any environmental regulations during the financial period and up until the date of this report.

Dividends

No dividends have been declared since the start of the financial period.

Events subsequent to Reporting Date

On 27 July 2021 the Company issued the following securities, pursuant to shareholder approval at a general meeting of shareholders held on 22 July 2021:

- 39,333,333 options exercisable at $0.09 each (expiry 31 Jan 2023) issued for nil cash consideration to participants in the Placement for Tranche 1 shares on the basis of one option for every share subscribed for and issued, and
- 13,333,334 shares at $0.075 each raising $1,000,000 (before costs) and 13,333,334 free attaching options exercisable at $0.09 each (expiry 31 Jan 2023) under Tranche 2 of the Placement;

On 27 July 2021, 10,000,000 collateral shares were issued to Acuity Capital to be held as security for an At-the-Market Subscription Agreement ('ATM'). The ATM provides Bryah with up to $3 million of standby equity capital.

On 24 September 2021, 4,000,000 shares were issued to an unrelated party as consideration for the purchase of 3 exploration licences in the Bryah Basin.

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the entity in subsequent years.

Share Options

At the date of this report, options were outstanding for the following unissued ordinary shares:

- 63,500,000 listed options (ASX:BYHOA) expiring 31 January 2023 at an exercise price of 9 cents each;
- 7,500,000 unlisted options expiring 30 September 2022 at an exercise price of 9 cents each.

No person entitled to exercise these options had, or has any right, by virtue of the option, to participate in any share issue of any other body corporate.

Indemnification of Officers

Deeds of indemnity have been given and insurance premiums paid since the end of the financial period for directors and officers of the Company.

Proceedings on behalf of the Company

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

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

Remuneration Report (Audited)

This report details the nature and amount of remuneration for each director and executive of the Group.

For the purposes of this report Key Management Personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Parent Company.

For the purposes of this report the term “executive” includes those key management personnel who are not Directors of the Group.

Remuneration Committee

The full Board carries out the role and responsibilities of the Remuneration Committee and is responsible for determining and reviewing the compensation arrangements for the Directors themselves, the Managing Director and any Executives.

Executive remuneration is reviewed annually having regard to individual and business performance, relevant comparative remuneration and internal and independent external advice.

Remuneration policy

The board policy is to remunerate Directors at market rates for time, commitment and responsibilities. The board determines payments to the Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of Directors’ fees that can be paid is subject to approval by shareholders in a general meeting, from time to time. Fixed fees for non-executive directors are not linked to the performance of the Company. However, to align Directors’ interests with shareholders’ interests, the Directors are encouraged to hold shares in the Company and may be issued with options and performance rights from time to time.

The Group’s aim is to remunerate at a level that will attract and retain high-calibre directors and employees. Company Directors and officers are remunerated to a level consistent with the size of the Company.

The executive Directors and full-time executives receive a superannuation guarantee contribution as required by government legislation, which during the reporting period was 9.5%, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

All remuneration paid to Directors and executives is valued at the cost to the Group and expensed.

The Board believes that it has implemented suitable practices and procedures that are appropriate for an organisation of this size and maturity.

Remuneration Structure

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

Non-executive Director Compensation

Objective

The Board seeks to set aggregate compensation at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate compensation of non-executive directors shall be determined from time to time by a general meeting. An amount not exceeding the amount determined is then divided between the Directors as agreed. The latest determination approved by shareholders was an aggregate compensation of $500,000 per year.

The amount of aggregate compensation sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process. Non-Executive Directors' remuneration may include an incentive portion consisting of options, as considered appropriate by the Board, which may be subject to Shareholder approval in accordance with ASX Listing Rules.

Separate from their duties as Directors, the Non-Executive Directors may undertake work for the Company directly related to the evaluation and implementation of various business opportunities, including mineral exploration/evaluation and new business ventures, for which they may receive a daily rate. These payments will be made pursuant to individual agreements with the non-executive Directors and will not be taken into account when determining their aggregate remuneration levels.

Executive Compensation

Objective

The entity aims to reward executives with a level and mix of compensation commensurate with their position and responsibilities within the entity so as to:

- reward executives for Company and individual performance against targets set by appropriate benchmarks;
- align the interests of executives with those of shareholders;
- link rewards with the strategic goals and performance of the Company; and
- ensure total compensation is competitive by market standards.

Structure

In determining the level and make-up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Company and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration is regularly compared with the external market by participation in industry salary surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles.

Remuneration consists of a fixed remuneration and a long-term incentive portion as considered appropriate. Compensation may consist of the following key elements:

- Fixed Compensation;
- Variable Compensation;
- Short Term Incentive (STI); and
- Long Term Incentive (LTI).

Fixed Remuneration

The level of fixed remuneration is set so as to provide a base level of remuneration which is both appropriate to the position and is competitive in the market. Fixed remuneration is reviewed annually by the Board having regard to the Company and individual performance, relevant comparable remuneration in the mining exploration sector and external advice.

The fixed remuneration is a base salary or monthly consulting fee.

Variable Pay - Long Term Incentives

The objective of long-term incentives is to reward Directors/executives in a manner which aligns this element of remuneration with the creation of shareholder wealth. The incentive portion is payable based upon attainment of objectives related to the director's/executive's job responsibilities. The objectives vary, but all are targeted to relate directly to the Company's business and financial performance and thus to shareholder value.

Long term incentives (LTIs) granted to Directors and executives may be delivered in the form of options or performance rights. LTI grants to executives are delivered in the form of the Company's Performance Rights and Options Plan.

The objective of the granting of options or rights is to reward executives in a manner which aligns the element of remuneration with the creation of shareholder wealth. As such LTI's are made to executives who are able to influence the generation of shareholder wealth and thus have an impact on the Company's performance.

The level of LTI granted is, in turn, dependent on the Company's recent share price performance, the seniority of the executive, and the responsibilities the executive assumes in the Company.

Typically, the grant of LTIs occurs at the commencement of employment or in the event that the individual receives a promotion.

Employment contracts of directors and senior executives

The employment arrangements of the non-executive chairman and non-executive directors are formalised in letters of appointment.

Remuneration and other terms of employment for the Managing Director are formalised in an executive service agreement. Major provisions are set out below.

Neil Marston, Managing Director:

- Annual base salary of $240,000 plus superannuation;
- Notice period required to be given by the Company for termination of one month, except in the case of conviction of any major criminal offence which brings the Company into lasting disrepute;
- Notice period required to be given by the executive for termination of three months.

Details of remuneration for period

Details of the remuneration of Directors and specified executives of Bryah Resources Limited are set out in the following table. There are no other employees who are required to have their remuneration disclosed in accordance with the *Corporations Act 2001*.

		Short Term Benefits	Post-Employment	Share Based Payments		Total Remun-eration	Performance based remuneration %
		Salary & Fees	Super-annuation	Performance Rights	Ordinary Shares		
Directors	**Period**	**$**	**$**	**$**		**$**	**%**
Neil Marston	**2021**	**240,000**	**22,800**	**13,683**	**-**	**276,483**	**5%**
	2020	220,000	20,900	-	-	240,900	-
Leslie Ingraham	**2021**	**99,996**	**-**	**13,683**	**-**	**113,679**	**12%**
	2020	91,663	-	-	-	91,663	-
Ian Stuart	**2021**	**83,333**	**-**	**13,683**	**140,000**	**237,017**	**65%**
	2020	65,000	-	-	-	65,000	-
Total Key Management Personnel	**2021**	**423,329**	**22,800**	**41,050**	**140,000**	**627,179**	**29%**
	2020	376,663	20,900	-	-	397,563	-

Compensation options granted to Key Management Personnel

No incentive options were granted during the year ended 30 June 2021.

Shares issued to Key Management Personnel on exercise of compensation options

No shares were issued to Directors or executives on exercise of compensation options during the year.

Compensation performance rights granted to Key Management Personnel

Following shareholder approval at the general meeting of shareholders held on 4 December 2020, 9,000,000 performance rights were issued to Key Management Personnel (2020: nil).

The performance rights were granted for nil consideration and vest subject to certain market performance conditions being met.

Name	Number of performance rights granted during the period	Fair value of performance rights (per right)
Neil Marston	1,000,000	$0.056
Leslie Ingraham	1,000,000	$0.056
Ian Stuart	1,000,000	$0.056
Neil Marston	1,000,000	$0.056
Leslie Ingraham	1,000,000	$0.056
Ian Stuart	1,000,000	$0.056
Neil Marston	1,000,000	$0.038
Leslie Ingraham	1,000,000	$0.038
Ian Stuart	1,000,000	$0.038

Compensation options lapsed during the period

275,000 incentive options previously issued to Key Management Personnel lapsed during the year.

Option holdings of Key Management Personnel and their related entities

	Opening Balance	Granted as Remun-eration	Options Expired/ Cancelled	Net Change/ Other	Balance 30 June 2021	Number vested and exercisable
Directors						
Neil Marston	125,000	-	(125,000)	-	-	-
Leslie Ingraham	150,000	-	(150,000)	-	-	-
Ian Stuart	-	-	-	-	-	-

Performance Rights holdings of Key Management Personnel and their related entities

The table below outlines movements in performance rights during the period and the balance held by each KMP at 30 June 2021.

On vesting, each right automatically converts to one ordinary share. If the employee ceases employment before the rights vest, the rights will be forfeited, except in limited circumstances that are approved by the Board.

	Opening Balance	Granted as Remun-eration	Vested & Exercised	Balance 30 June 2021	Vested & Exercisable at 30 June 2021	Unvested at 30 June 2021
Directors						
Neil Marston	-	3,000,000	-	3,000,000	-	3,000,000
Leslie Ingraham	-	3,000,000	-	3,000,000	-	3,000,000
Ian Stuart	-	3,000,000	-	3,000,000	-	3,000,000

The performance conditions of each grant of performance rights affecting remuneration in the reporting period are set out below:

Tranche	Performance Condition	Amount	Fair Value
Tranche 1	A share price of at least $0.12 over 20 consecutive trading days on which the Company's shares have actually traded.	3,000,000	$0.056
Tranche 2	A share price of at least $0.16 over 20 consecutive trading days on which the Company's shares have actually traded.	3,000,000	$0.056
Tranche 3	A share price of at least $0.20 over 20 consecutive trading days on which the Company's shares have actually traded	3,000,000	$0.038

The performance rights were valued using the Binomial option valuation methodology with the following inputs:

Metric	Tranche 1	Tranche 2	Tranche 3
Exercise price	Nil	Nil	Nil
Grant date	4 December 2020	4 December 2020	4 December 2020
Expiry date	15 January 2026	15 January 2026	15 January 2026
Share price at grant date	$0.064	$0.064	$0.064
Volatility	100.19%	100.19%	100.19%
Effective interest rate	0.335%	0.335%	0.335%

Share holdings of Key Management Personnel and their related entities

	Opening Balance	Received as Remun-eration	Options Exercised	Acquired/ Disposed	Net Change/ Other	Balance 30 June 2021
Directors						
Neil Marston	6,500,000	-	-	-	-	6,500,000
Leslie Ingraham	6,333,334	-	-	-	-	6,333,334
Ian Stuart	1,100,000	2,000,000	-	-	-	3,100,000

Loans and other transactions with Key Management Personnel

There were no loans to or from key management personnel.

End of remuneration report

Auditor

Elderton Audit Pty Ltd continues in office in accordance with section 327 of the *Corporations Act 2001.*

Non-Audit Services

During the year Elderton Audit Pty Ltd did not provide any non-audit services.

Auditor's Independence Declaration

A copy of the auditor's independence declaration is set out on page 55.

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

NEIL MARSTON
Director
30 September 2021

Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the period ended 30 June 2021

	Note	Consolidated 2021 $	2020 $
Income	2(a)	**207,025**	166,345
Exploration & evaluation expense	9	**(236,126)**	-
Stock exchange and registry expenses		**(67,691)**	(56,318)
Legal expenses		**(58,723)**	(24,473)
Depreciation		**(41,338)**	(39,754)
Travel and accommodation expenses		**(6,246)**	(9,942)
Share Based Payments	20	**(323,112)**	26,067
Directors' fees and benefits expenses	16	**(446,129)**	(397,563)
Other corporate and administration expenses	2(b)	**(911,180)**	(475,414)
Loss before income tax expense		**(1,883,520)**	(811,052)
Income tax expense	3	-	-
Net loss for period		**(1,883,520)**	(811,052)
Other Comprehensive Income			
Other Comprehensive Income for the period, net of tax		**-**	-
Total comprehensive loss attributable to members of the parent		**(1,883,520)**	(811,052)
		Cents	Cents
Basic and diluted loss per share	5	**(1.29)**	(0.89)

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position as at 30 June 2021

		Consolidated	
		2021	2020
	Note	**$**	$
ASSETS			
Current Assets			
Cash and cash equivalents	6	**3,161,077**	1,824,511
Trade and other receivables	7	**306,451**	60,196
Assets classified as held for sale	21	**831,495**	-
Total Current Assets		**4,299,023**	1,884,707
Non-Current Assets			
Plant and equipment	8	**174,694**	205,820
Exploration and evaluation assets	9	**6,827,565**	5,914,857
Total Non-Current Assets		**7,002,259**	6,120,677
TOTAL ASSETS		**11,301,282**	8,005,384
LIABILITIES			
Current Liabilities			
Trade and other payables	10	**462,431**	179,973
Other liabilities	11	**4,000**	2,000
Provisions	12	**209,724**	80,626
Total Current Liabilities		**676,155**	262,599
TOTAL LIABILITIES		**676,155**	262,599
NET ASSETS		**10,625,127**	7,742,785
EQUITY			
Issued Capital	13	**14,374,297**	9,746,827
Reserves	14	**251,093**	282,851
Accumulated losses		**(4,000,263)**	(2,286,893)
TOTAL EQUITY		**10,625,127**	7,742,785

The accompanying notes form part of these financial statements.

BRYAH RESOURCES LIMITED

Consolidated Statement of Changes in Equity
For the period ended 30 June 2021

Consolidated	Attributable to equity holders of the parent			
	Issued Capital $	Share Based Payment Reserve $	Accumulated Losses $	Total $
Balance as at 1 July 2019	**6,891,307**	**196,217**	**(1,475,841)**	**5,611,683**
Loss for the period	-	-	(811,052)	(811,052)
Other comprehensive income	-	-	-	-
Total Comprehensive Loss	-	-	**(811,052)**	**(811,052)**
Ordinary shares issued for cash	3,026,548	-	-	3,026,548
Securities issued as consideration	150,000	86,634	-	236,634
Capital raising costs	(321,028)	-	-	(321,028)
Balance as at 30 June 2020	**9,746,827**	**282,851**	**(2,286,893)**	**7,742,785**
Loss for the period	-	-	(1,883,520)	(1,883,520)
Other comprehensive income	-	-	-	-
Total Comprehensive Loss	-	-	**(1,883,520)**	**(1,883,520)**
Transfer from other reserves	-	(170,150)	170,150	-
Ordinary shares issued for cash	4,773,452	-	-	4,773,452
Shares issued as consideration to director	140,000	-	-	140,000
Shares issued as consideration to employees and third parties	140,000	-	-	140,000
Recognition of share-based payments – for services provided by KMP and directors	-	41,050	-	41,050
Recognition of share-based payments – for services provided by third parties	-	97,342	-	97,342
Capital raising costs [1]	(425,982)	-	-	(425,982)
Balance as at 30 June 2021	**14,374,297**	**251,093**	**(4,000,263)**	**10,625,127**

The accompanying notes form part of these financial statements.

1. Capital raising costs includes cash consideration and share-based payments (refer note 20).

Consolidated Statement of Cash Flows
For the period ended 30 June 2021

		Consolidated	
		2021	2020
	Note	**$**	$
Cash flows used in operating activities			
Payments to suppliers and employees		**(1,809,502)**	(943,150)
Interest received		**804**	1,042
Net receipts from other entities		**79,655**	60,799
Net Cash used in operating activities	6a	**(1,729,043)**	(881,309)
Cash flows used in investing activities			
Payments for exploration of mining interests		**(1,318,781)**	(918,521)
Proceeds from farm-in agreement		**-**	250,000
Proceeds from disposal of property, plant and equipment		**4,545**	-
Payment for property, plant and equipment		**(62,905)**	(21,289)
Net Cash used in investing activities		**(1,377,141)**	(689,810)
Cash flows provided by financing activities			
Net proceeds from issue of securities		**4,773,452**	3,026,548
Payment of capital raising costs		**(330,702)**	(208,328)
Net cash provided by financing activities		**4,442,750**	2,818,220
Net increase / (decrease) in cash held		**1,336,566**	1,247,101
Cash and cash equivalents at beginning of the financial period		**1,824,511**	577,410
Cash at end of the financial period	6	**3,161,077**	1,824,511

The accompanying notes form part of these financial statements.

Notes to the Financial Statements
For the period ended 30 June 2021

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements and notes represent those of Bryah Resources Limited (the "Company") and Controlled Entities (the "Consolidated Entity" or "Group") for the period ended 30 June 2021.

Bryah Resources Limited is a company limited by shares incorporated in Australia. The Company is domiciled in Western Australia. The nature of operations and principal activities of the Company are described in the Directors' Report.

1(a) Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*. Compliance with Australian Accounting Standards ensures the Consolidated Financial Report of the Group complies with International Financial Reporting Standards ("IFRSs"). The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial statements have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. Material accounting policies adopted in preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The Group's financial statements are presented in Australian dollars.

1(b) Going concern

The financial report has been prepared on the going concern basis, which contemplated the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The directors have considered the funding and operational status of the business in arriving at their assessment of going concern and believe that the going concern basis of preparation is appropriate, based upon the following:

- Current cash and cash equivalents on hand;
- The ability of the Company to obtain funding through various sources, including debt and equity;
- The ability to further vary cash flow depending upon the achievement of certain milestones within the business plan; and
- The expected receipt of sale proceeds.

1(c) Basis of consolidation

The Consolidated Financial Statements incorporate the Financial Statements of the Company and the entities controlled by the Company (its subsidiaries). Subsidiaries are entities controlled by the Group. Control exists when the Group has power over the investee, is exposed to, or has right to, variable returns from its involvement with the investee, and has the ability to use its power to affect its returns. When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Financial Statements of subsidiaries are included in the Consolidated Financial Statements from the date that control commences until the date that control ceases.

In preparing the Consolidated Financial Statements, all inter-company balances and transactions, income and expenses, profit and losses resulting from intra-group transactions have been eliminated in full.

Notes to the Financial Statements

For the period ended 30 June 2021

1(d) Adoption of new and revised accounting standards

In the year ended 30 June 2021, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current annual reporting period. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Company and, therefore, no material change is necessary to the Company's accounting policies.

1(e) New standards, interpretation and amendments issued but not yet effective

The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective. The following amendments are effective for the period beginning 1 January 2022:

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);• Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

In January 2020, the IASB issued amendments to IAS 1, which clarify the criteria used to determine whether liabilities are classified as current or non-current. These amendments clarify that current or non-current classification is based on whether an entity has a right at the end of the reporting period to defer settlement of the liability for at least twelve months after the reporting period. The amendments also clarify that 'settlement' includes the transfer of cash, goods, services, or equity instruments unless the obligation to transfer equity instruments arises from a conversion feature classified as an equity instrument separately from the liability component of a compound financial instrument. The amendments were originally effective for annual reporting periods beginning on or after 1 January 2022. However, in May 2020, the effective date was deferred to annual reporting periods beginning on or after 1 January 2023.

The Company is currently assessing the impact of these new accounting standards and amendments. The Company does not believe that the amendments to IAS 1 will have a significant impact on the classification of its liabilities.

1(f) Statement of Compliance

The financial report was authorised for issue on 30 September 2021.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards (IFRS).

1(g) Revenue and other income

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

1(h) Cash and cash equivalents

Cash comprises cash at bank and in hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Notes to the Financial Statements

For the period ended 30 June 2021

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as described above, net of outstanding bank overdrafts.

1(i) Trade and other receivables

Trade receivables, which generally have 30 days terms, are recognised and carried at original invoice amount less an allowance for any uncollectible amounts. An allowance for doubtful debts is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

1(j) Income Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except when the deferred income tax liability arises from the initial recognition of 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 profit nor taxable profit or loss.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law. No deferred tax is recognised in the current period for the carried forward losses as the Company considers there will be no taxable profit to offset the brought forward tax losses in future.

Notes to the Financial Statements

For the period ended 30 June 2021

1(k) Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

1(l) Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Category	Life (years)		Depreciation Rate	
	Min	Max	Min	Max
Computers	2	4	25%	50%
Office equipment	2	10	10%	50%
Plant and equipment	5	20	5%	20%
Vehicles	4	10	10%	25%

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

(i) Impairment

The carrying values of property, plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

The recoverable amount of plant and equipment is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, recoverable amount is determined for the cash-generating unit to which the asset belongs, unless the asset's value in use can be estimated to be close to its fair value.

An impairment exists when the carrying value of an asset or cash-generating units exceeds its estimated recoverable amount. The asset or cash-generating unit is then written down to its recoverable amount. Impairment losses are recognised in the statement of profit or loss and other comprehensive income.

Notes to the Financial Statements

For the period ended 30 June 2021

(ii) Derecognition and disposal

An item of plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss and other comprehensive income in the year the asset is derecognised.

1(m) Assets held for sale

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 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 of disposal. Any impairment loss on a disposal group is allocated to the assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held-for-sale and subsequent gains and losses on re-measurement 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.

1(n) Exploration and evaluation expenditure

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

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

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

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

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities.

General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

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

Notes to the Financial Statements

For the period ended 30 June 2021

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

1(o) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at a revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior periods. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

1(p) Trade and other payables

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

1(q) Employee benefits

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

Notes to the Financial Statements

For the period ended 30 June 2021

1(r) Share-based payment transactions

The Company may provide benefits to employees (including senior executives) of the Company in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a binomial model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable.

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

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

(i) the extent to which the vesting period has expired, and

(ii) the Company's best estimate of the number of equity instruments that will ultimately vest.

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. The amount charged or credited to the statement of profit or loss and other comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

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

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If 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, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

1(s) 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.

1(t) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of the Company. The Group presently operates in one segment being mineral exploration within Australia.

Notes to the Financial Statements

For the period ended 30 June 2021

1(u) Earnings per share

Basic earnings per share is calculated as net profit or loss attributable to members of the Company, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit or loss attributable to members of the Company, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

1(v) Significant Accounting Estimates and Judgments

In the process of applying the Group's accounting policies, management has made the following estimates and judgments, which have the most significant effect on the amounts recognised in the financial statements.

Exploration and evaluation assets

The Group's accounting policy for exploration and evaluation expenditure is set out at Note 1(j). The application of this policy necessarily requires management to make certain judgements and assumptions as to future events and circumstances. Any such judgements and assumptions may change as new information becomes available. If, after having capitalised expenditure under the policy, it is concluded that the expenditures are unlikely to be recovered by future exploitation or sale, then the relevant capitalised amount will be written off to the statement profit or loss and other comprehensive income.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees and directors by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined from a binomial pricing model that incorporates various estimates and assumptions.

Joint operations

A joint arrangement in which the Group has direct rights to underlying assets and obligations for underlying liabilities is classified as a joint operation.

Interests in joint operations are accounted for by recognising the Group's assets (including its share of any assets held jointly); its liabilities (including its share of any liabilities incurred jointly); its revenue from the sale of its share of the output arising from the joint operation; its share of the revenue from the sale of the output by the joint operation; and its expenses (including its share of any expenses incurred jointly).

Notes to the Financial Statements
For the period ended 30 June 2021

	Consolidated	
	2021	2020
	$	$
2. REVENUE AND EXPENSES		
2(a) Income		
Interest received	**804**	1,042
Other Income	**206,221**	165,303
	207,025	166,345
2(b) Other Expenses		
Salaries and wages	**47,658**	86,989
Superannuation	**52,848**	14,711
Rental and office facility expenses	**77,965**	54,878
Investor relations expenses	**135,778**	91,558
Auditor's fees	**32,955**	21,725
Loss on acquisition of asset	**31,855**	-
Other corporate and administration expenses	**532,121**	205,553
	911,180	475,414

3. INCOME TAX

3(a) Income tax expense

Major components of income tax expense for the year ended 30 June 2021 are:

	2021 $	2020 $
Income statement		
Current income		
Current income tax charge (benefit)	**(1,038,490)**	(493,515)
Current income tax not recognised	**1,038,490**	493,515
Deferred income tax		
Relating to origination and reversal of temporary differences	**(547,100)**	(175,573)
Deferred tax benefit not recognised	**547,100**	175,573
Income tax expense (benefit) reported in income statement	**-**	-

Notes to the Financial Statements

For the period ended 30 June 2021

	Consolidated	
	2021	2020
	$	$

3. INCOME TAX (continued)

3(a) Income tax expense (continued)

A reconciliation of income tax expense (benefit) applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the group's effective income tax rate for the period ended 30 June 2021 is as follows:

	2021 $	2020 $
Accounting profit (loss) before tax from continuing operations	**(1,883,520)**	(811,052)
Accounting profit (loss) before income tax	**(1,883,520)**	(811,052)
At the statutory income tax rate of 26% (2020: 27.5%)	**(489,715)**	(223,039)
Add:		
Non-deductible expenditure	**6,296**	(19,990)
Temporary differences and losses not recognised	**483,419**	243,029
At effective income tax rate of 0% (2020: 0%)	**-**	-
Income tax expense reported in income statement	**-**	-

3(b) Deferred tax assets/(liabilities)

Deferred tax assets/(liabilities) have not been recognised in respect of the following items:

	2021 $	2020 $
Liabilities		
Property, plant and equipment	**(17,517)**	-
Receivables	**(38,522)**	(5,947)
Assets held for sale	**(216,189)**	-
Capitalised exploration expenditure	**(1,309,031)**	(1,116,250)
	(1,581,260)	(1,122,198)
Assets:		
Trade and other payables	**9,636**	6,167
Provisions	**54,528**	22,172
Business related costs	**188,891**	176,894
Tax Losses	**2,740,698**	1,782,358
	2,993,754	1,987,591
	1,412,494	865,393

The tax losses do not expire under current legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits.

4. AUDITORS' REMUNERATION

	2021 $	2020 $
Amounts paid or due and payable to Elderton Audit Pty Ltd for:		
-audit or review services	**32,955**	23,200
	32,955	23,200

Notes to the Financial Statements
For the period ended 30 June 2021

	Consolidated 2021 $	2020 $
5. EARNINGS PER SHARE		
	(Cents)	(Cents)
Basic loss per share	**(1.29)**	(0.89)
The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted loss per share is as follows:		
Net loss for the period	**(1,883,520)**	(811,052)
	No.	No.
Weighted average number of ordinary shares used in the calculation of Basic and diluted EPS	**146,205,866**	91,210,836

6. CASH AND CASH EQUIVALENTS

Cash at bank	**3,161,077**	1,824,511
Short term deposits	-	-
	3,161,077	1,824,511

Cash at bank includes $4,000 held in trust (Note 11), which therefore is restricted cash.

Short term deposits earn interest at market rates fixed at the time of the contract.

Cash and cash equivalents for the purpose of the statement of cash flows are comprised of cash at bank and short-term deposits.

6(a) Reconciliation of loss for the period to net cash flows from operating activities:

Loss for the period	**(1,883,520)**	(811,052)
Non-cash flows in the loss		
Depreciation	**41,338**	39,754
Disposal of assets	**1,785**	-
Exploration written off	**236,126**	-
Share based payments	**323,112**	(26,067)
Changes in operating assets and liabilities		
(Increase)/decrease in trade and other receivables	**(246,255)**	47,815
Increase/(decrease) in trade and other payables relating to operating activities	**(332,728)**	(155,702)
Increase/(decrease) in provisions	**131,099**	23,943
Net cash flows used in operating activities	**(1,729,043)**	(881,309)

Notes to the Financial Statements

For the period ended 30 June 2021

	Consolidated 2021 $	Consolidated 2020 $
7. TRADE AND OTHER RECEIVABLES		
Current		
GST receivable	**111,216**	36,073
Other receivables	**148,163**	21,627
Trade receivable	**47,072**	2,496
	306,451	60,196
8. PLANT AND EQUIPMENT		
Plant and Equipment		
At Cost	**315,554**	306,739
Accumulated Depreciation	**(140,860)**	(100,919)
	174,694	205,820

8(a) Movements in carrying amounts

Movements in the carrying amounts for each class of plant and equipment during the financial year:

	Plant & Equipment	Motor Vehicles	Total
Balance at 1 July 2020	**124,005**	**81,815**	**205,820**
Additions	**16,825**	**-**	**16,825**
Disposals	**(6,613)**	**-**	**(6,613)**
Depreciation Expense	**(30,460)**	**(10,878)**	**(41,338)**
Balance at 30 June 2021	**103,757**	**70,937**	**174,694**

	Note	Consolidated 2021 $	Consolidated 2020 $
9. EXPLORATION AND EVALUATION ASSET			
Balance as at 1 July 2020		**5,914,857**	5,363,320
Impairment on transfer to held for sale	21	**(831,495)**	-
Exploration written off		**(236,126)**	(225,586)
Other tenement acquisition costs		**86,252**	59,747
Expenditures during the period		**1,894,077**	717,376
Balance as at 30 June 2021		**6,827,565**	5,914,857

Notes to the Financial Statements

For the period ended 30 June 2021

9. EXPLORATION AND EVALUATION ASSET (continued)

The expenditure above relates principally to the exploration and evaluation phase. The ultimate recoupment of this expenditure is dependent upon the successful development and commercial exploration, or alternatively, sale of the respective areas of interest, at amounts at least equal to the carrying value.

Tenement acquisition costs

The Group has entered into agreement with OM (Manganese) Ltd (OMM) for rights in the Bryah Basin Manganese project. Under the agreement OMM may earn interest up to 70% in the mineral rights and parties will have joint control under terms and conditions of the agreement. The Joint Venture ("the JV"), an unincorporated entity, will be classified as a joint operation that operates under the terms of a farm-in and joint venture agreement entered between the partners. Accordingly, the Group's interest in the assets, liabilities, revenues and expenses attributable to the joint operations have been included in the appropriate line items in the consolidated financial statements. OMM has acquired a 40% interest in the manganese rights during the year and 40% cost of the manganese rights (value AUD 225,586) has been derecognised from tenement acquisition costs.

	Note	Consolidated 2021 $	2020 $
10. TRADE AND OTHER PAYABLES			
Current			
Trade payables		**325,991**	140,160
Other payables and accruals		**136,440**	39,813
		462,431	179,973

Trade creditors are non-interest bearing and are normally settled on 30 day terms. Due to the short-term nature of trade payables and accruals, their carrying value is assumed to approximately their fair value.

	Note	Consolidated 2021 $	2020 $
11. OTHER LIABILITIES			
Current			
Share application funds held in trust	6	**4,000**	2,000
		4,000	2,000
12. PROVISIONS			
Current			
Employee entitlements		**71,390**	37,168
Exploration rehabilitation obligations		**138,334**	43,458
		209,724	80,626

Notes to the Financial Statements
For the period ended 30 June 2021

	Consolidated	
	2021	2020
	$	$
13. ISSUED CAPITAL		
13(a) Share capital		
Ordinary Shares – fully paid	**16,013,159**	10,959,707
Share issue costs written off against issued capital	**(1,638,862)**	(1,212,880)
	14,374,297	9,746,827

13(b) Movements in ordinary share capital

Ordinary shares – fully paid	**2021 Number**	**2021 $**	2020 Number	2020 $
Balance at beginning of year	**121,404,800**	**10,959,707**	63,790,505	7,783,159
Issue of shares for cash	**71,469,041**	**4,773,452**	53,864,295	3,026,548
Issue of ordinary shares in lieu of cash consideration	**4,000,000**	**280,000**	3,750,000	150,000
Balance at end of period	**196,873,841**	**16,013,159**	121,404,800	10,959,707

13(c) Terms and conditions of issued capital

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up the Company to participate in proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

13(d) Share Options

As at 30 June 2021, the following options over unissued ordinary shares were outstanding:

(i) 3,500,000 unlisted options expiring 30 September 2022 at an exercise price of 9 cents each.

(ii) 10,833,333 listed options expiring 31 January 2023 at an exercise price of 9 cents each. These options were issued in December 2020 as free attaching options under a placement of new shares.

(iii) 4,000,000 options with an exercise price of $0.09 and an expiry date of 30 September 2022. These options were issued to corporate advisors on 13 May 2021 in lieu of payment for capital raising costs.

The following table illustrates the number and movements in share options issued during the period:

	2021 Number	**2020 Number**
Outstanding at the beginning of the period	19,250,000	15,750,000
Granted during the period	14,833,333	3,500,000
Lapsed during the period	(15,750,000)	-
Outstanding at the end of the period	**18,333,333**	**19,250,000**
Exercisable at the end of the period	18,333,333	19,250,000

Notes to the Financial Statements
For the period ended 30 June 2021

13(e) Performance Rights

As at 30 June 2021, the following performance rights were outstanding:

	2021 Number	2020 Number
Outstanding at the beginning of the period	-	-
Performance rights expiring 15 January 2026 [1,4]	3,000,000	-
Performance rights expiring 15 January 2026 [2,4]	3,000,000	-
Performance rights expiring 15 January 2026 [3,4]	3,000,000	-
Performance rights expiring 13 May 2026 [5]	333,333	
Performance rights expiring 13 May 2026 [6]	333,333	
Performance rights expiring 13 May 2026 [7]	333,334	-
Outstanding at the end of the period	**10,000,000**	**-**

1. Tranche 1 – refer to Remuneration Report for details of vesting conditions.
2. Tranche 2 – refer to Remuneration Report for details of vesting conditions.
3. Tranche 3 – refer to Remuneration Report for details of vesting conditions.
4. These performance rights were measured at grant date fair value and were subject to shareholder approval which was received on 21 April 2021.
5. 333,333 performance rights were issued to a consultant in lieu of cash consideration (expiry date 13 May 2026; fair value $0.061).
6. 333,333 performance rights were issued to a consultant in lieu of cash consideration (expiry date 13 May 2026; fair value $0.061).
7. 333,334 performance rights were issued to a consultant in lieu of cash consideration (expiry date 13 May 2026; fair value $0.041).

	Consolidated 2021 $	2020 $
14. RESERVES		
Share-based payment reserve	**251,093**	282,851
	251,093	282,851
Share-based payment reserve		
Opening balance	**282,851**	196,217
Transfer to retained earnings	**(170,150)**	-
Option and performance shares expense	**138,392**	86,634
Balance at end of period	**251,093**	282,851

Notes to the Financial Statements

For the period ended 30 June 2021

14. RESERVES (continued)

The Share Based Payment Reserve records the cumulative value of services received for the issue of share options. When the options are exercised the amount in the share option reserve is transferred to share capital.

On 13 May 2021, following Board approval, the Company issued 4,000,000 options with an exercise price of $0.09 and an expiry date of 30 September 2022 to corporate advisors in lieu of payment for capital raising costs.

The options issued have been valued using a binomial model with the following parameters:

- Deemed Share Price at issue: $0.07
- Option Exercise Price: $0.09
- Volatility: 92.22%
- Effective Interest Rate: 0.07%
- Expiry date: 30 September 2022

	Consolidated	
	2021	2020
	$	$
15. COMMITMENTS		

15(a) Exploration Commitments

The Company has certain obligations to perform minimum exploration work and to expend minimum amounts of money on such work on mining tenements. These obligations may be varied from time to time subject to approval and are expected to be fulfilled in the normal course of the operations of the Company. These commitments have not been provided for in the accounts. The current minimum expenditure commitments on the tenements are:

	2021	2020
Payable		
- no later than 1 year	**1,123,480**	570,480
- between 1 and 5 years	**6,370,340**	4,253,120
	7,493,820	4,823,600

15(b) Operating Lease Commitments

The Company has a shared service agreement which includes access to office facilities at Level 1, 85 Havelock Street, West Perth, and warehouse facilities at Unit 6/32 Mooney Street, Bayswater:

	2021	2020
Payable		
- no later than 1 year	**23,648**	41,870
- between 1 and 5 years	**15,066**	39,295
	38,714	81,165

Notes to the Financial Statements

For the period ended 30 June 2021

16. KEY MANAGEMENT PERSONNEL DISCLOSURES

16(a) Compensation of Key Management Personnel

Refer to the remuneration report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Company's key management personnel.

Director and Executive Disclosures Compensation of key management personnel

	Consolidated	
	2021	2020
	$	$
Short-term personnel benefits	**423,329**	376,663
Post-employment benefits	**22,800**	20,900
Share-based payments	**181,050**	-
	627,179	397,563

16(b) Loans and Other Transactions with Key Management Personnel

There were no loans to key management personnel or their related entities during the financial year.

17. SEGMENT INFORMATION

AASB 8 requires a 'management approach' under which segment information is presented on the same basis as that used for internal reporting purposes. The Board as a whole will regularly review the identified segments in order to allocate resources to the segment and to assess its performance.

During the year, the Company considers that it operated in only one segment, being mineral exploration within Australia. All the assets are located in Australia only.

18. CONTINGENT ASSETS AND LIABILITIES

In the opinion of the Directors, the Company does not have any contingent liabilities as at 30 June 2021.

As at the date of this report a contingent asset existed in relation to a loan of $166,753 to Star Minerals Limited. Recovery of the loan is dependent on the successful listing of Star Minerals Limited on the ASX.

Notes to the Financial Statements

For the period ended 30 June 2021

19. FINANCIAL RISK MANAGEMENT

The Company's principal financial instruments comprise receivables, payables, cash and short-term deposits. The Company manages its exposure to key financial risks in accordance with the Company's financial risk management policy. The objective of the policy is to support the delivery of the Company's financial targets while protecting future financial security.

The main risks arising from the Company's financial instruments are interest rate risk, credit risk and liquidity risk. The Company does not speculate in the trading of derivative instruments. The Company uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rates and assessments of market forecasts for interest rates. Ageing analysis of and monitoring of receivables are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in note 1 to the financial statements.

19(a) Interest rate risk

The Group's exposure to risks of changes in market interest rates relates primarily to the Group's cash balances. The Group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing positions and the mix of fixed and variable interest rates. As the Group has no interest-bearing borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits. The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

	2021	2020
	$	$
At the reporting date, the Group had the following financial assets exposed to variable interest rates that are not designated in cash flow hedges:		
Financial Assets		
Cash and cash equivalents (interest-bearing accounts)	**3,161,077**	1,824,511
	3,161,077	1,824,511

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

Notes to the Financial Statements

For the period ended 30 June 2021

At the reporting date, if interest rates had moved as illustrated in the table below, with all other variables held constant, post-tax profit and equity relating to financial assets of the Group would have been affected as follows:

	2021	2020
	$	$
Estimates of reasonably possible movements:		
Post tax profit – higher / (lower)		
+0.5%	**8,088**	5,436
-0.5%	**(8,088)**	(5,436)
Equity – higher / (lower)		
+0.5%	**8,088**	5,436
-0.5%	**(8,088)**	(5,436)

19(b) Liquidity Risk

The Group manages liquidity risk by monitoring immediate and forecast cash requirements and ensuring adequate cash reserves are maintained.

19(c) Credit risk

Credit risk arises from the financial assets of the Group, which comprise deposits with banks and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments. The carrying amounts of financial assets included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to those assets.

The Group does not hold any credit derivatives to offset its credit exposure. The Group trades only with recognised, creditworthy third parties and as such collateral is not requested nor is it the Company's policy to securitise its trade and other receivables.

Receivable balances are monitored on an ongoing basis with the result that the Group does not have a significant exposure to bad debts.

There are no significant concentrations of credit risk within the Group.

All surplus cash holdings within the Group are currently invested with mainstream Australian financial institutions.

Notes to the Financial Statements
For the period ended 30 June 2021

19(d) Capital Management Risk

Management controls the capital of the Group in order to maximise the return to shareholders and ensure that the Group can fund its operations and continue as a going concern.

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

The Group has no external loan debt facilities other than trade payables. There have been no changes in the strategy adopted by management to control capital of the Group since the prior period.

19(e) Commodity Price and Foreign Currency Risk

The Group's exposure to price and currency risk is minimal given the Group is still in the exploration phase.

19(f) Fair Value

The methods of estimating fair value are outlined in the relevant notes to the financial statements. All financial assets and liabilities recognised in the statement of financial position, whether they are carried at cost or fair value, are recognised at amounts that represent a reasonable approximation of fair values unless otherwise stated in the applicable notes.

20. SHARE BASED PAYMENTS

The following share-based payments were made during the period:

Directors' remuneration	181,050
Performance rights issued fully vested during the period	2,062
Shares issued to employees and third parties	140,000
Capital raising costs [1]	95,280
Total	**418,392**

[1] The Company granted the options in relation to the 16 December 2020 placement on 13 May 2021 after shareholder approval was obtained on 21 April 2021. The fair value of the unlisted options is estimated as at the date of grant using a Binomial option valuation model taking into account the terms and conditions upon which the options were granted. The Company's valuation of the options is based on the following key inputs: Exercise price - $0.09, volatility – 92.22%, risk interest free rate – 0.07%, expected spot price - $0.07.

The Company has assessed that it is not able to reliably measure the fair value of the goods and services received from the counterparty of the share-based payment transaction and thus has measured the fair value of the securities issued by reference to the fair value of the equity instruments granted.

Notes to the Financial Statements

For the period ended 30 June 2021

21. ASSETS HELD FOR SALE

On 8 March 2021, the Company entered into a sale agreement with Star Minerals Limited ("SMS") to divest tenements E52/3739, L51/112 and M51/888. Accordingly, those assets are presented as held for sale. The expected date of sale is conditional upon SMS completing a $5 million Initial Public Offering and receiving approval for quotation of its shares and options on ASX.

The consideration to be received consists of the following:

- 11 million SMS ordinary shares (fully paid),
- 3 million Class A SMS performance rights subject to a vesting condition being the announcement by SMS to the ASX of a measured mineral resource in compliance with the JORC Code 2012 in relation to tenement M51/888 within 5 years of the issue of the performance rights,
- 4 million Class B SMS performance rights subject to a vesting condition being the commencement of commercial gold production in relation to tenement M51/888 within 5 years of the issue of the performance rights, and
- $500,000 reimbursement of expenditure incurred in conducting exploration works.

A. Impairment loss relating to assets held for sale

There is no impairment loss on assets held for sale as fair value less cost to sell is higher than their carrying value.

B. Assets and liabilities of assets held for sale

At 30 June 2021, the assets held for sale were stated at their carrying amount and comprised of the following assets and liabilities:

Assets classified as held for sale	
Exploration and evaluation asset	831,495
Total assets held for sale	**831,495**
Liabilities directly associated with assets classified as held for sale	
Total liabilities held for sale	**-**

C. Measurement of fair value

Fair value hierarchy

Fair value or sale value for the assets held for sale of $831,495 has been categorised as a level 1 fair value based on the agreement with Star Minerals Ltd.

Notes to the Financial Statements

For the period ended 30 June 2021

22. EVENTS SUBSEQUENT TO THE REPORTING DATE

On 27 July 2021 the Company issued the following securities, pursuant to shareholder approval at a general meeting of shareholders held on 22 July 2021:

- 39,333,333 options exercisable at $0.09 each (expiry 31 Jan 2023) issued for nil cash consideration to participants in the Placement for Tranche 1 shares on the basis of one option for every share subscribed for and issued;
- 13,333,334 shares at $0.075 each raising $1,000,000 (before costs) and 13,333,334 free attaching options exercisable at $0.09 each (expiry 31 Jan 2023) under Tranche 2 of the Placement;

On 27 July 2021, 10,000,000 collateral shares were issued to Acuity Capital to be held as security for an At-the-Market Subscription Agreement (‘ATM’). The ATM provides Bryah with up to $3 million of standby equity capital.

On 24 September 2021, 4,000,000 shares were issued to an unrelated party as consideration for the purchase of 3 exploration licences in the Bryah Basin.

No other matter or circumstance has occurred subsequent to year end that has significantly affected, or may significantly affect, the operations of the Company, the results of those operations or the state of affairs of the entity in subsequent years.

23. RELATED PARTIES TRANSACTIONS

23(a) Key Management Personnel

Disclosures relating to key management personnel are set out in note 16 and the remuneration report included in the Directors' Report.

23(b) Transactions with Related Parties

The following transaction occurred with related parties:

	Consolidated	
	2021	2020
	$	$
Payment for goods and services		
Payment for office rent and other services from Australian Vanadium Limited (director-related entity of Leslie Ingraham)	**276,209**	189,071
	276,209	189,071

Notes to the Financial Statements
For the period ended 30 June 2021

	Consolidated 2021 $	2020 $
23(c) Receivable from and payable to related parties		
Current receivables		
Receivable from Australian Vanadium Limited (director-related entity of Leslie Ingraham)	**18,793**	-
	18,793	-
Current payables		
Trade payable to Australian Vanadium Limited (director-related entity of Leslie Ingraham)	**75,596**	50,848
	75,596	50,848

23(d) Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

23(e) Terms and Conditions

All transactions were made on normal commercial terms and conditions and at market rates.

24. CONTROLLED ENTITIES

	Country of Incorporation	Principal Activity	Ownership Interest 2021	2020
Parent entity				
Bryah Resources Limited	Australia	Mining and mineral exploration		
Controlled entity				
Peak Hill Manganese Pty Ltd	Australia	Mining and mineral exploration	100%	-

Notes to the Financial Statements

For the period ended 30 June 2021

25. ACQUISITION OF A SUBSIDIARY

On 9 June 2021, the Group acquired 100% of the ordinary share capital of Peak Hill Manganese Pty Ltd for a consideration of 200,000 ordinary shares of the company.

The amounts recognised in respect of the identifiable assets acquired are set out below:

Other receivable	120,000
Trade and other payables	(29,855)
Exploration and rehabilitation obligations	(120,000)
Total identifiable net liabilities acquired	(29,855)

Satisfied by:

Fair value reserve	
Equity instruments (200,000 shares of the Company)	2,000

Goodwill:

Goodwill arising from the acquisition has been recognised as follows:

Consideration transferred	2,000
Fair value of identifiable net assets/(liabilities)	(29,855)
Negative goodwill written off	31,855

The fair value of the 200,000 ordinary shares issued as part of the consideration paid for Peak Hill Manganese Pty Ltd was determined by the directors of Peak Hill Manganese Pty Ltd on 9 June 2021.

There was no cash outflow arising on acquisition.

Notes to the Financial Statements

For the period ended 30 June 2021

26. PARENT ENTITY

The following table presents information regarding the parent entity for the year ended 30 June 2021 and the year ended 30 June 2020.

	2021	2020
	$	$
Financial position		
Assets		
Current assets	**4,144,344**	1,884,707
Non-current assets	**7,002,258**	6,120,677
Total assets	**11,146,603**	8,005,384
Liabilities		
Current liabilities	**521,475**	262,599
Total liabilities	**521,475**	262,599
Equity		
Issued capital	**14,374,297**	9,746,827
Reserves	**251,093**	282,851
Retained earnings	**(4,000,263)**	(2,286,893)
Total equity	**10,625,127**	7,742,785
Financial performance		
Loss for the year	**(1,883,520)**	(811,052)
Other comprehensive income	**-**	-
Total comprehensive income	**(1,883,520)**	(811,052)

Directors' Declaration

The Directors of the Company declare that:

1. the financial statements and notes set out on pages 25 to 53 are in accordance with *the Corporations Act 2001* including:

    a. complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements, and

    b. giving a true and fair view of the Company's financial position as at 30 June 2021 and of the performance for the period ended on that date, and;

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

3. A statement that the attached financial statements are in compliance with International Financial Reporting Standards has been included in the notes to the financial statements.

The Directors have been given the declarations pursuant to Section 295A of the *Corporations Act 2001*.

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

NEIL MARSTON
DIRECTOR

Date: 30 September 2021

ELDERTON

AUDIT PTY LTD

Auditor's Independence Declaration

To those charged with governance of Bryah Resources Limited

As auditor for the audit of Bryah Resources Limited for the year ended 30 June 2021, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the independence requirements of the *Corporations Act 2001* in relation to the audit; and

- no contraventions of any applicable code of professional conduct in relation to the audit.

Elderton Audit Pty Ltd

Elderton Audit Pty Ltd

Rafay Nabeel
Audit Director

Perth

30 September 2021

ELDERTON
AUDIT PTY LTD

Independent Audit Report to the members of Bryah Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Bryah Resources Limited ('the Company') and it's controlled entities (collectively referred to as 'the Group'), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; 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 as in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. 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* (the code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

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

Exploration and evaluation assets

Refer to Note 9, Exploration and Evaluation Asset ($6,827,565) and accounting policy Notes 1(m) and 1(u).

Key Audit Matter

The Group has a significant amount of capitalised exploration and evaluation costs. As the carrying value of exploration and evaluation assets represents a significant asset of the Group, we considered it necessary to assess whether facts and circumstances exist to suggest the carrying amount of this asset may exceed its recoverable amount.

How our audit addressed the matter

Our audit work included, but was not restricted to, the following:

- We obtained evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation costs by obtaining independent searches of the Group's tenement holdings, and reviewing contracts under which the Group acquired the areas of interest.
- We enquired with those charged with governance to assess whether substantive costs on further exploration for and evaluation of the mineral resources in the Group's areas of interest are planned.
- We enquired with directors and reviewed minutes of directors' meetings to ensure that the Group has not decided to discontinue activities in any of its areas of interest.
- We enquired with management to ensure that the Group had not decided to proceed with development of a specific area of interest, yet the carrying amount of the exploration and evaluation asset was unlikely to be recovered in full from successful development or sale.

Assets classified as held for sale

Refer to Note 21, Assets classified as held for sale ($831,495) and accounting policy Notes 1(l)

Key Audit Matter

The entity classified Exploration and evaluation expenditure valued at $831,495, as Non-current assets held for sale in the financial statements. The classification of assets to non-current assets held for sale requires specific conditions in *AASB5 Non-current Assets Held for Sale and Discontinued Operations* to be met and involves a degree of judgement on the part of management.

We considered the classification and disclosure of these assets as a key audit matter.

How our audit addressed the matter

Our audit work included, but was not restricted to, the following:

- Gathering an understanding of management and directors' plans to dispose these assets before 30 June 2021;
- Reviewing the binding exclusive offer agreement.
- Critically assessing and evaluating management's assessment of the classification, including reviewing the reasonableness of facts and circumstances at year end which resulted in the classification in accordance with AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*; and
- Reviewing the appropriateness and adequacy of disclosures made in the financial statements

Other Information

The directors are responsible for the other information. The other information obtained at the date of this auditor's report is included in annual report, but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

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

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

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

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

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 19 to 24 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of the Company, for the year ended 30 June 2021, 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.

Elderton Audit Pty Ltd

Elderton Audit Pty Ltd

Rafay Nabeel
Audit Director

30 September 2021

Annual Mineral Resource Statement

In accordance with ASX Listing Rule 5.21, the Company reviews and reports its Mineral Resources at least annually. The date of reporting is 30 June each year, to coincide with the Company's end of financial year balance date.

In completing the annual review for the year ended 30 June 2021, the historical resource factors were reviewed and found to be relevant and current. The Company's projects have not been converted to any active operation yet and hence no resource depletion has occurred for the review period.

TUMBLEGUM SOUTH PROJECT - MINERAL RESOURCE STATEMENT

A summary of the Mineral Resources at the Tumblegum South Prospect as at 30 June 2021 is shown in Table 1 and Table 2 below.

The Mineral Resource Estimate for the Tumblegum South Prospect was completed by independent resource consultant, Kamili Geology Pty Ltd, following the completion of drilling by the Company in October 2019.

At a 0.3g/t Au cut-off the total Inferred Mineral Resource is estimated at **600,000 tonnes at 2.2 g/t Au, 0.2% Cu and 1.5 g/t Ag for 42,500 oz Au** (See Table 1)[8].

Table 1: Tumblegum South - Total Inferred Mineral Resource Inventory by lode (0.3g/t Au cut-off)

Lode	Tonnes	Au ppm	Au Oz	Cu ppm	Ag ppm
Min1	194,608	2.61	16,560	2879	2.29
Min2	220,764	2.74	19,440	2084	1.58
Min3	160,046	1.28	6,590	1000	0.72
Min4	30,417	1.46	1,420	413	0.39
Min5	7,212	1.53	340	611	0.42
TOTAL	**615,880**	**2.24**	**44,350**	**1966**	**1.52**

At a 1.0g/t Au cut-off the total Inferred Mineral Resource is estimated at **500,000 tonnes at 2.6 g/t Au, 0.2% Cu and 1.6 g/t Ag for 41,700 oz Au** (See Table 2).

Table 2: Tumblegum South - Total Inferred Mineral Resource Inventory by lode (1.0g/t Au cut-off)

Lode	Tonnes	Au ppm	Au Oz	Cu ppm	Ag ppm
Min1	169,107	2.89	15,710	3095	2.43
Min2	196,565	2.99	18,900	2211	1.68
Min3	99,470	1.68	5,370	1215	0.83
Min4	30,241	1.46	1,420	414	0.39
Min5	3,956	2.39	300	687	0.38
TOTAL	**499,338**	**2.60**	**41,700**	**2191**	**1.67**

[8] Note the final stated Inferred Mineral Resource is rounded, to reflect the uncertainty inherent in Inferred Mineral Resources

GABANINTHA BASE METALS - MINERAL RESOURCE STATEMENT

A summary of the Base Metals Mineral Resource at the Australian Vanadium Project located at Gabanintha as at 30 June 2021 is shown in Table 3 below.

The Mineral Resource Estimate was completed by independent resource consultants, Mr Lauritz Barnes (Consultant with Trepanier Pty Ltd) and Mr Brian Davis (Consultant with Geologica Pty Ltd).

Table 3 - Base Metals Mineral Resource Inventory at the Australian Vanadium Project

2021 Base Metals Resource Area	Classification	Tonnes (Million)	Ni ppm	Cu ppm	Co ppm	S %
In Pit North	Indicated	9.3	723	205	214	0.21
In Pit Central	Indicated	4.5	777	193	228	0.23
In Pit South	Indicated	3.8	829	222	266	0.11
Total In Pits	**Indicated**	**17.7**	**760**	**205**	**229**	**0.19**
Under North Pit	Inferred	5.3	701	208	182	0.19
Under Central Pit	Inferred	3.6	769	200	234	0.25
Under South Pit	Inferred	4.7	823	235	269	0.20
Total Under Pits	**Inferred**	**13.6**	**761**	**215**	**226**	**0.21**
Total Base Metals Resource	**Indicated and Inferred**	**31.3**	**761**	**210**	**228**	**0.20**

The Mineral Resource optimised open pits are shown in Figure 6 to this report.

The Indicated Mineral Resources portion is 17.7 Million tonnes at 760 ppm Nickel, 205 ppm Copper and 229 ppm Cobalt. This part of the resource falls entirely within the existing pit designs for the proposed 25 year mine-life vanadium project and is expected to be processed through the 1.6 million tonne per annum crushing, milling and beneficiation plant. Australian Vanadium Limited's updated PFS reports a reserve of 32.1 Million tonnes[9]. The base metal resource portion of the 32.1 Mt of high-grade vanadium resource that is included in the pits is 17.7 Mt and represents ~55% of the total beneficiation plant feed.

The remaining Inferred Mineral Resource lies within the classified vanadium resource in the high grade domain beneath the base of each of the designed pits where pit optimisations are currently drill limited, highlighting the potential for future production.

Recovery Test Work

The proportion of base metals that report to the non-magnetic tails is variable based on 18 tests conducted to date. Davis Tube Recovery (DTR) testwork completed by Australian Vanadium Limited shows the percentage of the contained metal reporting to the tail in Table 4.

Table 4: Recovery (%) Reporting to Non-magnetic Tail

	Cu Recovery	Ni Recovery	Co Recovery	S Recovery
Average	62%	34%	59%	93%

[9] See AVL ASX Announcement dated 22 December 2020 for full details.

MATERIAL CHANGES AND RESOURCE STATEMENT COMPARISON

In respect to the mineral resource estimation calculated for the Tumblegum South Prospect, the Company is not aware of any new information or data that materially affects the information and all material assumptions and technical parameters underpinning the estimate continue to apply and have not materially changed.

GOVERNANCE ARRANGEMENTS AND INTERNAL CONTROLS

The Company has ensured that the Mineral Resources quoted are subject to good governance arrangements and internal controls. The Mineral Resources reported have been generated by independent consultants where appropriate who are experienced in best practices in modelling and estimation methods. The consultants have also undertaken reviews of the quality and suitability of the underlying information used to determine the resource estimate. In addition, management carries out regular reviews and audits of internal processes and external contractors that have been engaged by the Company.

Competent Person Statement — Tumblegum South Mineral Resource Estimation

The information in this report that relates to Mineral Resources is based on and fairly represents information compiled by Mr Ashley Jones, Consultant with Kamili Geology Pty Ltd. Mr Jones is a member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Jones has sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Jones consent to the inclusion in this report of the matters based on their information in the form and context in which they appear.

Competent Person Statement — Gabanintha Base Metals Mineral Resource Estimation

The information in this report that relates to Mineral Resources is based on and fairly represents information compiled by Mr Lauritz Barnes, (Consultant with Trepanier Pty Ltd) and Mr Brian Davis (Consultant with Geologica Pty Ltd). Mr Barnes and Mr Davis are both members of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Geoscientists (AIG). Both have sufficient experience of relevance to the styles of mineralisation and types of deposits under consideration, and to the activities undertaken to qualify as Competent Persons as defined in the 2012 Edition of the Joint Ore Reserves Committee (JORC) Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Specifically, Mr Barnes is the Competent Person for the estimation and Mr Davis is the Competent Person for the database, geological model and site visits. Mr Barnes and Mr Davis consent to the inclusion in this announcement of the matters based on their information in the form and context in which they appear.

Competent Persons Statement

The information in this report that relates to Exploration Results is based on information compiled by Mr Tony Standish, who is a Member of the Australian Institute of Geoscientists. Mr Standish is a consultant to Bryah Resources Limited ("the Company"). Mr Standish has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Standish consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

SCHEDULE OF INTERESTS IN MINING TENEMENTS AS AT 27 SEPTEMBER 2021

PROJECT	TENEMENT	AREA	EQUITY	ANNUAL EXPENDITURE COMMITMENT
Bryah Basin	E52/3014	1 block	100%	$20,000
	E52/3236	26 blocks	100%[1]	$52,000
	E52/3237	8 blocks	100%[1]	$50,000
	E52/3238	7 blocks	100%	$50,000
	E52/3240	9 blocks	100%[1]	$50,000
	E52/3349	70 blocks	100%[1]	$140,000
	E52/3401	43 blocks	100%[1]	$64,500
	E52/3453	40 blocks	100%	$60,000
	E52/3454	8 blocks	100%	$50,000
	E52/3508	4 blocks	100%[1]	$20,000
	E52/3700	24 blocks	100%	$24,000
	E52/3703	11 blocks	100%	$20,000
	E52/3705	1 block	100%	$10,000
	E52/3725	10 blocks	100%	$20,000
	E52/3726	3 blocks	100%	$15,000
	E52/3739	38 blocks	100%	$38,000
	E52/3796	37 blocks	100%	$37,000
	E52/3848	2 blocks	100%	$15,000
	E52/3865	30 blocks	100%	$30,000
	E52/3871	1 block	100%	$10,000
	E52/3898	12 blocks	100%	$20,000
	E52/3963	2 blocks	100%	$15,000
	P52/1527	156.47 ha	100%	$6,280
	M52/806	316.15 ha	100%[1]	$31,700
	M52/1068	1,819.97 ha	0%[1,2]	N/A
	E52/1557-I	16 blocks	0%[1,2]	N/A
	E52/1860-I	35 blocks	0%[1,2]	N/A
Sub-total				**$848,480**
Gabanintha	E51/843	12 blocks	100%[3]	N/A
	E51/1534	8 blocks	100%[3]	N/A
	M51/878	3,565.86 ha	100%[3]	N/A
	M51/888	70.92 ha	100%[3]	N/A
	MLA51/890	1,811.82 ha	100%[3]	Application
	L51/112	8.21 ha	100%	Nil
Sub-total				**Nil**
TOTAL				**$848,480**

Note 1: OM (Manganese) Limited holds a 40% Joint Venture Interest in the Manganese Mineral Rights in respect to M52/806, M52/1068, E52/1557, E52/1860, E52/3349, E52/3236 (portion), E52/3237, E52/3240, E52/3401 and E52/3508

Note 2: Bryah holds the mineral rights to prospect, explore, mine and develop manganese ore (Manganese Mineral Rights) only. Annual expenditure commitment obligations remain with the primary tenement holder.

Note 3: Mineral Rights for all minerals except V/U/Co/Cr/Ti/Li/Ta/Mn & iron ore only.
Australian Vanadium Limited retains 100% rights in V/U/Co/Cr/Ti/Li/Ta/Mn & iron ore on the Gabanintha Project. Annual expenditure commitment obligations remain with Australian Vanadium Limited.

ASX Additional Information

Additional information required by the ASX Listing Rules not disclosed elsewhere in this Annual Report is set out below. The information is current as at 27 September 2021.

Distribution of Equity Securities

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

	Listed Shares, Fully Paid Ordinary		Listed 9 cent Options expiring 31 January 2023	
Range	No of Holders	Number of shares	No of Holders	Number of options
1 – 1,000	40	6,030	2	2
1,001 – 5,000	29	111,376	0	0
5,001 – 10,000	174	1,500,402	0	0
10,001 – 100,000	606	25,742,787	44	2,856,029
100,001+	281	196,846,580	130	60,643,969
Total	**1,130**	**224,207,175**	**176**	**63,500,000**

Unmarketable Parcels

There were 149 holders of less than a marketable parcel of ordinary shares.

Restricted Securities

The Company has no restricted securities on issue as at 27 September 2021.

Unquoted Securities

The Company has the following unquoted securities on issue as at 27 September 2021:

- 7,500,000 options exercisable at $0.09 on or before 30 September 2022 issued to 12 holders.

Substantial Shareholders

The Company has the following substantial holders as at 27 September 2021:

Shareholder	Number of shares
Australian Vanadium Limited	11,250,000

Corporate Governance

The company's corporate governance statement is located on its website at: bryah.com.au

Top 20 Shareholders

	Name	Number of Shares	% of Shares
1	Acuity Capital Investment Management Pty Ltd <Acuity Capital Holdings A/C>	10,000,000	4.46
2	Australian Vanadium Limited	8,750,000	3.90
3	Botsis Holdings Pty Ltd	7,000,000	3.12
4	Woolmaton Pty Ltd <Woolmaton A/C>	6,086,500	2.71
5	BNP Paribas Nominees Pty Ltd Six Sis Ltd <DRP A/C>	5,543,632	2.47
6	Ms Xiaodan Wu	5,353,333	2.39
7	Pet FC Pty Ltd <Pet FC A/C>	5,240,768	2.34
8	Jalein Pty Ltd <Elbaja A/C>	5,083,334	2.27
9	Pet FC Pty Ltd <Pet FC A/C>	5,000,000	2.23
10	Sunemar Pty Ltd <The NSRM A/C>	4,800,000	2.14
11	Mr Bryant James McLarty <The McLarty Family A/C>	4,553,620	2.03
12	Faustus Nominees Pty Ltd	4,290,000	1.91
13	Rilukin Holdings Pty Ltd	4,050,000	1.81
14	Pinny Pty Ltd	3,615,385	1.61
15	Mr Johannes Jurgens Potgieter	3,020,000	1.35
16	TFM Investments Pty Ltd	2,980,604	1.33
17	Australian Vanadium Limited	2,500,000	1.12
18	Scarfell Pty Ltd <The Stuart Super Fund A/C>	2,350,000	1.05
19	1215 Capital Pty Ltd	2,285,259	1.02
20	BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient DRP>	2,015,512	0.90
	Total	**94,517,947**	**42.16%**
	Total Remaining Holders Balance	**129,689,228**	**57.84%**

Top 20 Listed Optionholders

	Name	Number of Listed Options	% of Listed Options
1	TVJ Pty Ltd <My Big Fat Super Fund A/C>	3,850,000	6.06
2	Botsis Holdings Pty Ltd	2,000,000	3.15
3	Mr Alan John Barrie	1,641,796	2.59
4	Mr Greg Dunstan	1,600,000	2.52
5	1215 Capital Pty Ltd	1,547,334	2.44
6	Ms Xiaodan Wu	1,416,667	2.23
7	Buprestid Pty Ltd <Hanlon Family S/F A/C>	1,375,000	2.17
8	G & P Redfearn Investments P/L <G & P Redfearn S/F A/C>	1,333,334	2.10
9	Mr Mark Damion Kawecki	1,333,333	2.10
10	Nutsville Pty Ltd <Indust Electric Co S/F A/C>	1,200,000	1.89
11	Red Dog Fund Pty Ltd <Archibald Fund A/C>	1,133,334	1.78
12	Mr Sachin Verma	1,000,000	1.57
13	Yucaja Pty Ltd <The Yoegiar Family A/C>	1,000,000	1.57
14	Sunarp Pty Ltd <Whittle Investment A/C>	966,667	1.52
15	DVR Invest Pty Ltd <Echo Capital A/C>	933,334	1.47
16	Mr Mitchell Atkins	900,000	1.42
17	Mr Jiaheng Pan <LPH Family A/C>	900,000	1.42
18	Mr Guy Leon Banducci	800,000	1.26
19	Mr Robert Revis <KNRRJR Investment A/C>	800,000	1.26
20	Mike Moore Super Pty Ltd <Mike Moore Super Fund A/C>	757,969	1.19
	Total	**26,488,768**	**41.71%**
	Total Remaining Holders Balance	**37,011,232**	**58.29%**