

MARQUEE RESOURCES
— LIMITED —

Annual Report

for the year ended 30 June 2021

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CORPORATE INFORMATION

ABN 94 616 200 312

Directors

| | |
|---------------------------|------------------------|
| Mr Charles William Thomas | Executive Chairman |
| Mr George Henderson | Non-Executive Director |
| Mr John Daniel Moore | Non-Executive Director |

Company secretary

Mrs Anna MacKintosh

Registered and Principal Office

22 Townshend Road
Subiaco WA 6008

Telephone: 08 6380 2470
Website: www.marqueeresources.com.au

Share register

Automic Pty Ltd
Level 2, 267 St. George's Terrace
Perth WA 6000

Solicitors

AGH Law
Level 1, 50 Kings Park Road
West Perth WA 6005

Bankers

NAB
100 St. Georges Terrace
Perth WA 6000

Auditors

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

Securities Exchange Listing

Marquee Resources Limited shares are listed on the Australian Securities Exchange (ASX: MQR)

DIRECTOR'S REPORT

Your directors present their report together with the financial statements of the Group consisting of Marquee Resources Limited ("the Company") and the entities it controlled for the financial year ended 30 June 2021. In order to comply with the provisions of the Corporations Act 2001, the Directors' report as follows:

Directors

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

Mr Charles Thomas B.Com (Executive Chairman)

| | |
|---|---|
| Experience and expertise | Mr Thomas holds a Bachelor of Commerce from UWA majoring in Corporate Finance. Mr Thomas is an Executive Director of GTT a boutique corporate advisory firm based in Australia. Mr Thomas has worked in the financial service industry for more than 16 years and has extensive experience in capital markets as well as the structuring of corporate transactions. Mr Thomas has significant experience sitting on numerous ASX boards spanning the mining, resources and technology space. |
| Other current directorships | Non-executive director Chase Mining Corporation Limited (ASX.CML) |
| Former listed directorships in last 3 years | Non-executive director of Viking Mines Ltd (ASX.VKA) |

Mr George Henderson (Non-Executive Director)

| | |
|---|--|
| Experience and expertise | Mr Henderson is a corporate lawyer with AGH Law. George primarily works in mergers and acquisitions, capital raisings and regulatory compliance, and has particular experience in the resources sector. George graduated from the University of Western Australia with degrees in Law and Commerce (Corporate Finance and Financial Accounting). |
| Other current directorships | Nil |
| Former listed directorships in last 3 years | Nil |

Mr John Daniel Moore (Non-Executive Director)

| | |
|---|--|
| Experience and expertise | Mr Moore (BEcon/LLB) was formally the CEO of Centenario Lithium. He has extensive experience in equity capital markets since 2004, previously with Wilson HTM and Morgan Stanley, focused on emerging companies. |
| Other current directorships | Resource & Energy Group Ltd (ASX.REZ) |
| Former listed directorships in last 3 years | Non-executive Director iCollege (ASX:ICT) Non-executive director Koch Metals Ltd |

Company Secretary

Anna MacKintosh B.Com (UWA) CPA

Anna MacKintosh has over 30 years' commercial experience including 11 years with BHP, 10 years with AFSL holder Kirke Securities Ltd as Compliance Manager, Finance Manager and Responsible Executive. Since then Mrs MacKintosh has been the Company Secretary/CFO for listed entity Kalia Limited (formerly GB Energy Ltd) (ASX: KLH), Financial Controller for Force Commodities (ASX: 4CE) and previously XTV Networks Ltd (ASX: XTV), Applabs Technologies Ltd (ASX: ALA) and TAO Commodities Ltd (ASX.TAO). She is also currently Company Secretary of Prominence Energy Ltd (ASX.PRM) and Global Oil & Gas Limited Ltd (ASX.GLV)

DIRECTORS' REPORT continued**Interests in the shares and options of the Company and related bodies corporate**

The following relevant interests in shares and options of the Company or a related body corporate were held by the directors as at the date of this report.

| Directors | Number of fully paid ordinary shares | Number of options over ordinary shares | Performance Rights |
|----------------------|---|---|--------------------|
| Mr Charles Thomas | 1,000,000 | 6,250,000 ⁽ⁱ⁾ | Nil |
| Mr George Henderson | 10,000 | 500,000 ⁽ⁱ⁾ | Nil |
| Mr John Daniel Moore | Nil | 500,000 ⁽ⁱ⁾ | Nil |

There are no unpaid amounts on the shares issued.

The Company currently has 49.7 million unlisted options (exercise price \$0.08, expiry 30 June 2023), and a further 1 million with an exercise price of \$0.16 and expiry 30 June 2023.

(i) Options issued to Directors/Management are not issued under an Employee Share Option Plan and are subject to approval by shareholders. Shareholder approval was granted on 28 August 2020. Further details as disclosed in Note 13.

Dividends

No dividends have been paid or declared since the start of the financial year and the directors do not recommend the payment of a dividend in respect of the financial year.

DIRECTORS' REPORT continued

Principal Activities

Marquee Resources is a mineral explorer that has interests in the West Spargoville gold/nickel/lithium Project (Western Australia), Clayton Valley Lithium Project (100%, Nevada, USA), Redlings REE Project (100%, Western Australia), Mt Clement Project (100%, Western Australia), Werner Lake Cobalt Project (30%, Canada) and Centenario Lithium project (30%, Argentina).

West Spargoville Project (Gold, Nickel and Lithium)

The West Spargoville Project is located in the core of the Southern Yilgarn Lithium Belt, an area that is well known for spodumene deposits including the Bald Hill Mine, the Mt Marion Mine, the Buldania Project and Essential Metals Pioneer Dome Project. The world-class Earl Grey deposit and the Mt Cattlin Mine are located further west and south respectively.

Marquee entered into an Option Agreement to acquire the West Spargoville Project (see ASX Releases dated 7 July 2020 and 23 August 2021) which consists of 80km² of highly prospective tenure with very limited historical drilling. After initial field reconnaissance with lithium expert Dr Qingtao Zeng, the Company now plans to conduct further geological mapping and sampling programs on the Project. This will be followed by auger surface geochemistry and aircore scout drilling aimed at identifying spodumene bearing pegmatites within the Project area.

Overview of the Lithium Potential of the West Spargoville Project

The West Spargoville Project is located 25km south of the Mt Marion lithium mine, in the Widgiemooltha Greenstone belt (Figure 1). Pegmatites were first discovered at Mt Marion in 1913 and are the first recognised unzoned albite-spodumene pegmatites in WA. The Mt Marion pegmatites consist of a series of pegmatites running NW-SE for up to 3 km:

Pegmatite No 1 forms a flat sheet averaging 17-21 metres thick, dipping 15 degrees to the west, and has eroded into two masses with a total length of 335 metres. The pegmatite has a homogeneous granitic texture of quartz, microcline, albite and muscovite, with some pale green to white spodumene crystals up to 30 cms in length. A thin band of cleavelandite occurs near the hanging wall and footwall, with holmquistite along the hanging wall contact.

Pegmatite No 2, similar to No 1, is 330 metres long and dips 30 degrees to the west. Pegmatite No 2 forms a V-shaped outcrop in a north-south direction and is 30 metres wide.

Pegmatite No 3 is a flat lying sheet, 4 to 14 metres thick, with a strike length of 640 metres. It contains spodumene crystals up to 1 metre in length. The pegmatite has a core of quartz-spodumene-albite-muscovite containing 30-50% spodumene. The next zone is microcline-quartz-plagioclase-muscovite wall zone. Small sub-centimetre columbite-tantalite crystals are found with the albite in the core.

Pegmatite No 4 is similar to No 1. It outcrops as a narrow curved vein north-south, 6-8 metres thick, dipping 10-25 degrees to the west, unzoned and contains spodumene.

LCT pegmatites are sourced from highly fractionated S-type granites, are commonly zoned and form as sills and dykes intruded along structures (Figure 2). Importantly for lithium exploration, the LCT pegmatites are generally found within a 4km radius of granite margin, the "Goldilocks Zone", and not within the core of the granite intrusives. Additionally, the identification of Zone 3 of the LCT pegmatite system is critical as lithium is preferentially concentrated in this zone by the development of spodumene (Figure 2).

DIRECTORS' REPORT continued

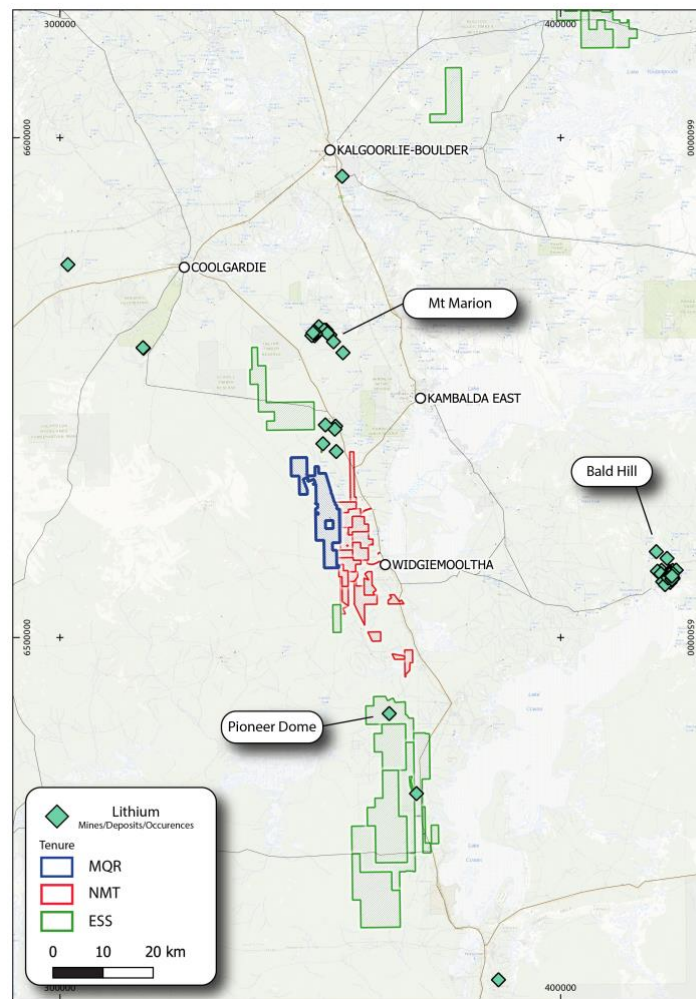


Figure 1: Project Location, Lithium Deposits and Lithium Explorers

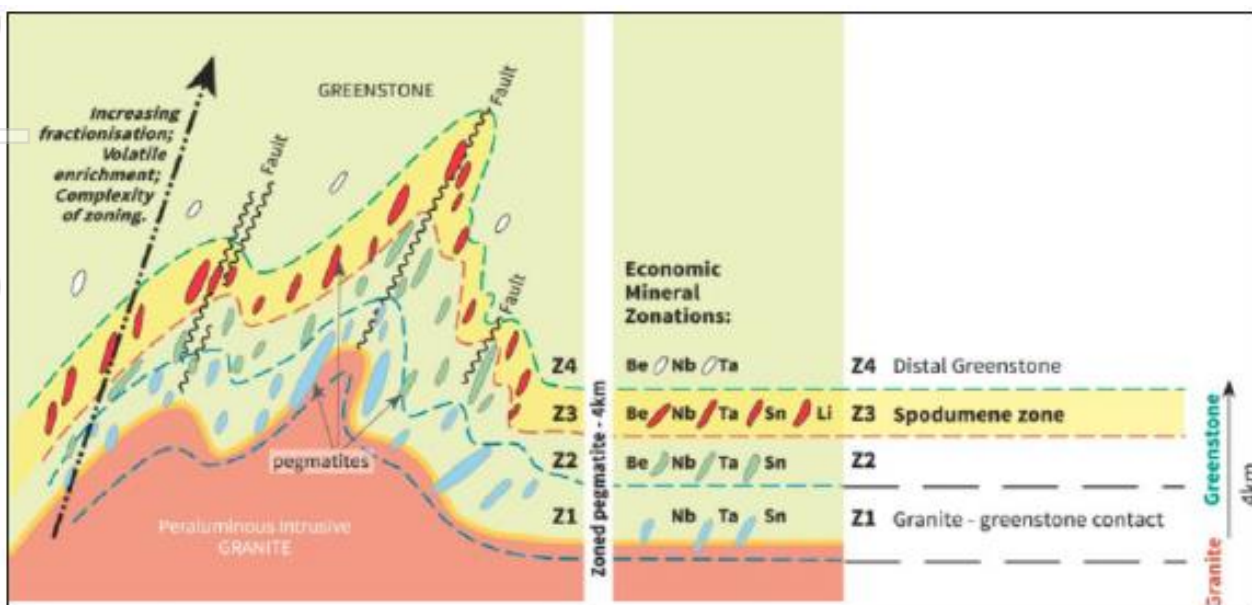


Figure 2: Schematic Section of the LCT Pegmatite Mineral System. Source ESS

DIRECTORS' REPORT continued

The West Spargoville Project has a number of factors that identify the area as highly prospective for the formation of LCT, lithium bearing pegmatites. Important factors include but are not limited to:

- The region is host to World Class lithium deposits and multiple significant lithium mines and projects. As such, this indicates the region has the right ingredients from a mineral systems perspective.
- The project is located predominantly in greenstone lithologies within 4km of the margin of the S-type granite intrusive contact. This is referred to as the "Goldilocks Zone" (Figure 3).
- Two, 30m thick (true thickness) pegmatite units were intersected in multiple lines of recent RC drilling at the Harolds North Prospect (Figure 3). Recent diggings were also identified to the east of the drilling where trenching of the pegmatite unit has historically been undertaken.
- The tenure has historically been explored for gold and nickel deposits. Little to no attention has been paid to the lithium potential with <10% of the surface geochemical database containing lithium assays (Figure 3).

The Company plans to embark on a joint geophysical and geochemical exploration strategy aimed at delineating LCT pegmatites for follow-up drill testing. By combining cutting edge geophysical techniques, in the form of Deep Penetrating Ground Radar (DGPR), with methodical geochemical sampling and mapping, Marquee will efficiently and cost effectively gain significant understanding of the lithium mineralisation potential of the West Spargoville Project. This exploration program at WSP is the first of many that are planned at the Project over the coming months.

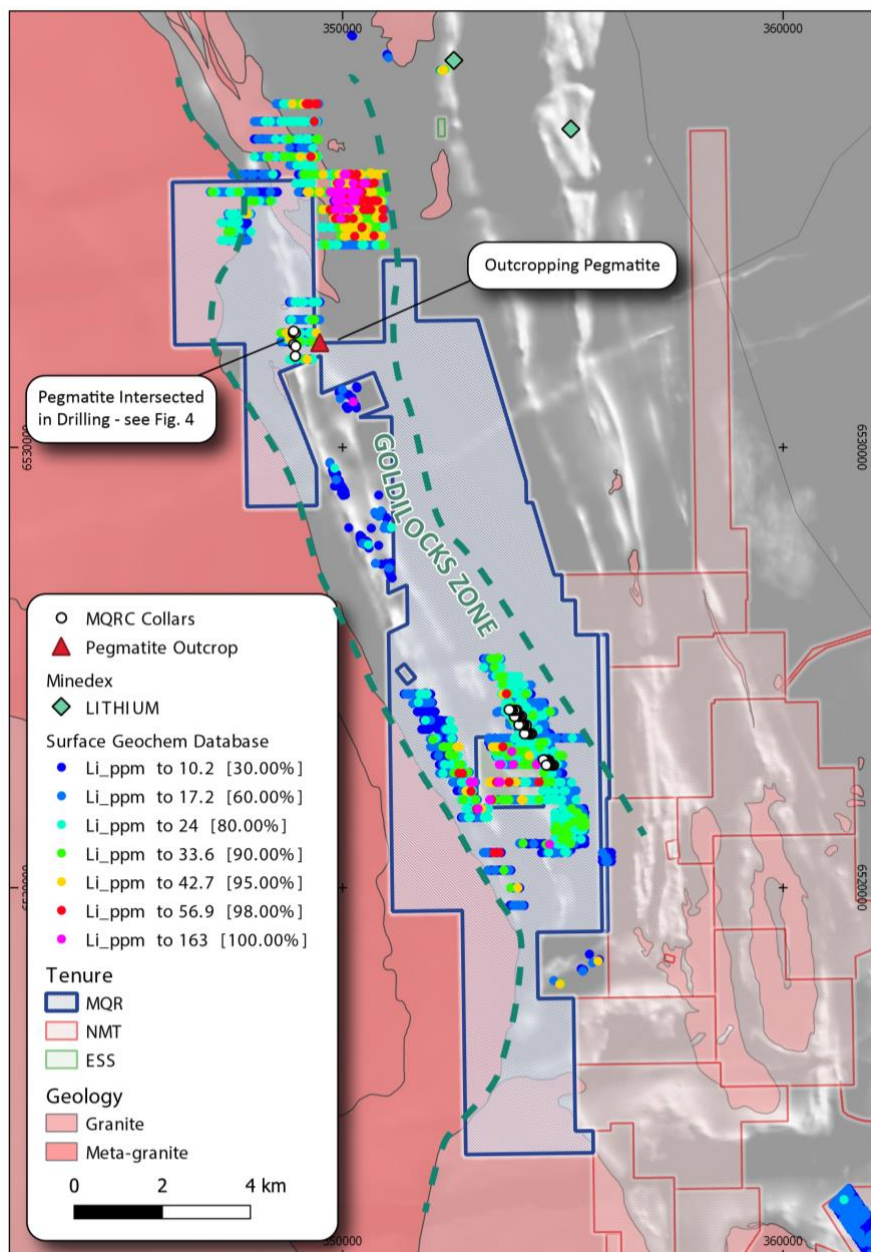


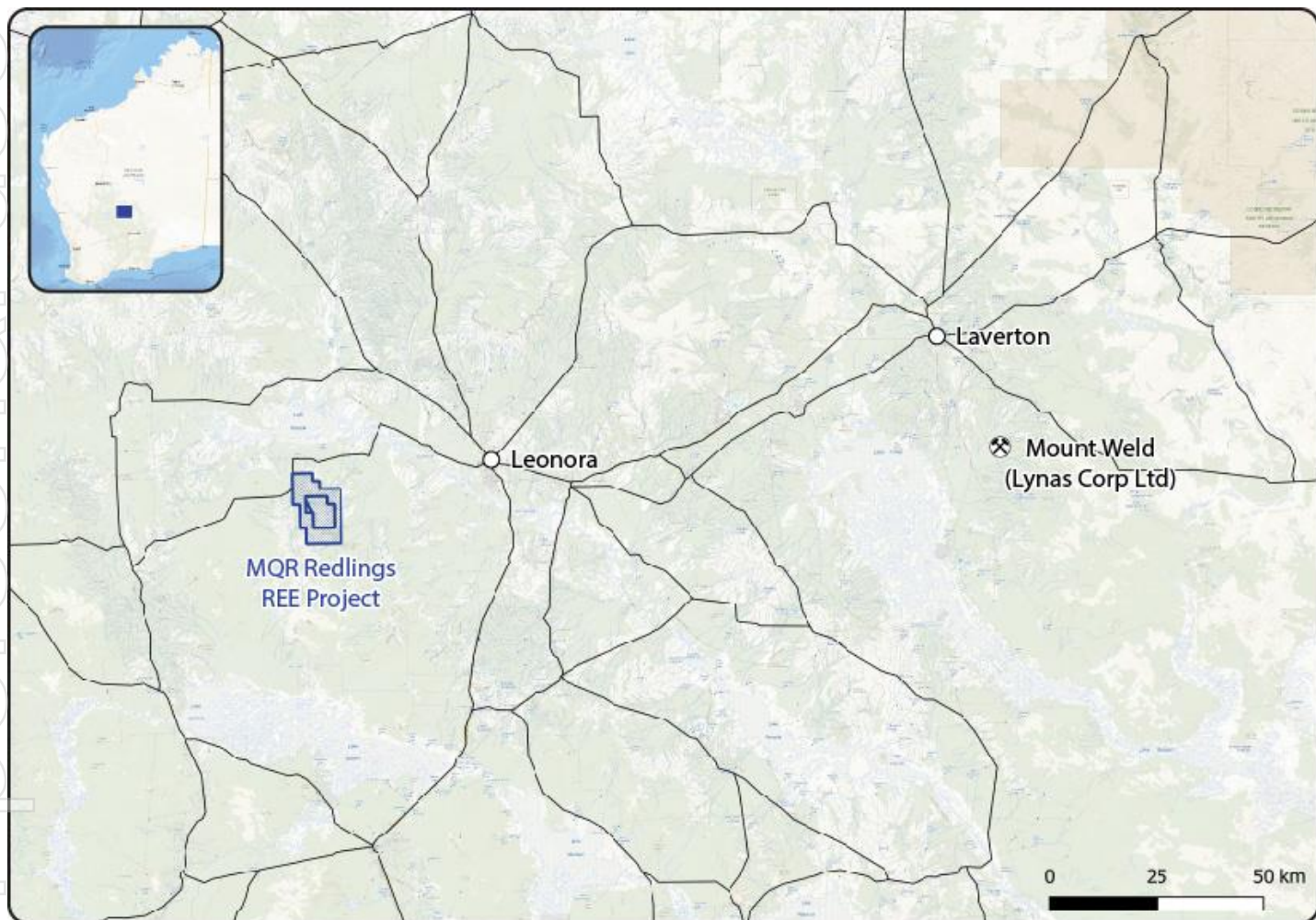
Figure 3: Location of Pegmatite Occurrences at the West Spargoville Project

DIRECTORS' REPORT continued

The Redlings Rare Earth Element Project

The Redlings Project (formerly called Jungle Well) is 100% owned by Marquee and comprises exploration licences E 37/1311 and E 37/1376. The Project is located approximately 40km west of Leonora, and 77km north of Menzies. Lynas Corporation's Mt Weld Project lies approximately 150km east of the project. The Redlings Project covers an area of approximately 108 square kilometres of tenure with historical rock-chip samples up to 8.2% TREO.

The Redlings Project is situated over a NNW trending high magnetic biotite-hornblende monzogranite granite that has intruded into the surrounding granite pluton. A series of NW trending faults run obliquely through the granite and are interpreted to be the controlling structures on the emplacement of REE bearing mafic dykes within the Project. Currently, only the Redlings dyke has been identified during prior exploration activities, however numerous parallel structures are observed in the magnetics data and form prospective structural targets for the discovery of additional REE bearing dykes.



Redlings Project Location

In May 2021 the Company commenced its maiden reverse-circulation (RC) drilling campaign at the Redlings Rare-Earth Element Project ("Redlings" or "the Project"). Seven slim-line reverse-circulation (RC) drillholes were completed for 601m targeting down-dip and along-strike extensions of the outcropping Redlings rare-earth element (REE) bearing dyke. Targeting two areas spaced approximately 2.5km apart (Figure 4), the proof of concept drilling intersected a mineralized structural corridor, up to 25m wide, defined by intense fenitic alteration with multiple REE bearing dykes.

DIRECTORS' REPORT continued

Multiple zones (> 0.1% TREO) were intersected in the drilling (Table 2) with a standout result of;

- MQRC041:
5m @ 0.91% TREO (2111 ppm La, 3515 ppm Ce, 365 ppm Pr, 957 ppm Nd, 150 ppm Sm, 19.1 ppm Eu, 91.5 ppm Gd, 10.8 ppm Tb, 62.8 ppm Dy, 10.6 ppm Ho, 30.6 ppm Er, 3.47 ppm Tm, 22.5 ppm Yb, 2.82 ppm Lu & 406 ppm Y) from surface,
- inc; 2m @ 1.86% TREO (4800 ppm La, 6295 ppm Ce, 8292 ppm Pr, 2145 ppm Nd, 336 ppm Sm, 42.6 ppm Eu, 203 ppm Gd, 22.9 ppm Tb, 135 ppm Dy, 21.8 ppm Ho, 63.3 ppm Er, 6.77 ppm Tm, 44.6 ppm Yb, 5.38 ppm Lu, 895 ppm Y) from 2m.

Proof of Concept Drilling Results:

Seven slim-line RC, proof of concept, drillholes were completed at two key target areas along the historically identified Redlings Dyke (Figure 4 & Table 1).

Table 1: Redlings Drill Hole Collar Table

| Hole_ID | Grid_ID | East | North | DTM_RL | Dip | Azimuth | Max_Depth |
|---------|----------|--------|---------|--------|-----|---------|-----------|
| MQRC037 | MGA94_51 | 297536 | 6790875 | 472 | -60 | 231 | 100 |
| MQRC038 | MGA94_51 | 297559 | 6790896 | 473 | -60 | 228 | 100 |
| MQRC039 | MGA94_51 | 297580 | 6790834 | 466 | -60 | 231 | 80 |
| MQRC040 | MGA94_51 | 297777 | 6790634 | 465 | -60 | 214 | 39 |
| MQRC041 | MGA94_51 | 295762 | 6792618 | 449 | -60 | 229 | 91 |
| MQRC042 | MGA94_51 | 295783 | 6792630 | 449 | -60 | 232 | 82 |
| MQRC043 | MGA94_51 | 295797 | 6792650 | 449 | -60 | 228 | 109 |

Drilling at Redlings 1 (**MQRC037-040**) targeted down-dip and along strike extensions of the outcropping Redlings dyke, where historical trench sampling of the dyke returned rock-chip assays up to 8.2% TREO (refer MQR ASX Release dated 5th Nov 2020). Drilling beneath the outcropping dyke intersected a 15m wide zone of fenitic alteration intruded by at least three carbonatitic dykes. Drillholes MQRC037-039 all intersected carbonatitic dykes, however MQRC040 was abandoned short of target depth due to drilling difficulties.

At Redlings 2, three drillholes (**MQRC041-043**) targeted the peak geochemical anomaly identified from recent auger soil sampling programs (MQR ASX Release Dated 5 Nov 2020). Drilling intersected a 25m wide structural zone of pink, fenitic, alteration intruded by multiple carbonatitic dykes (Figure 3). MQRC041 returned a peak assay of 5m @ 0.91% TREO from surface, including 2m @ 1.86% TREO from 2m, associated with lateritic REE enrichment of the underlying carbonatitic dyke and fenitic alteration.

The results of the proof of concept drilling suggest economic mineralisation is associated with supergene enrichment of underlying REE bearing carbonatitic dykes. The Company now intends to turn its focus to unlocking the regional potential of the Redlings Project by 1) identifying possible dyke bearing structures through detailed geophysics, and 2) auger geochemistry and/or shallow percussion drilling to test for lateritic REE mineralisation.

DIRECTORS' REPORT continued

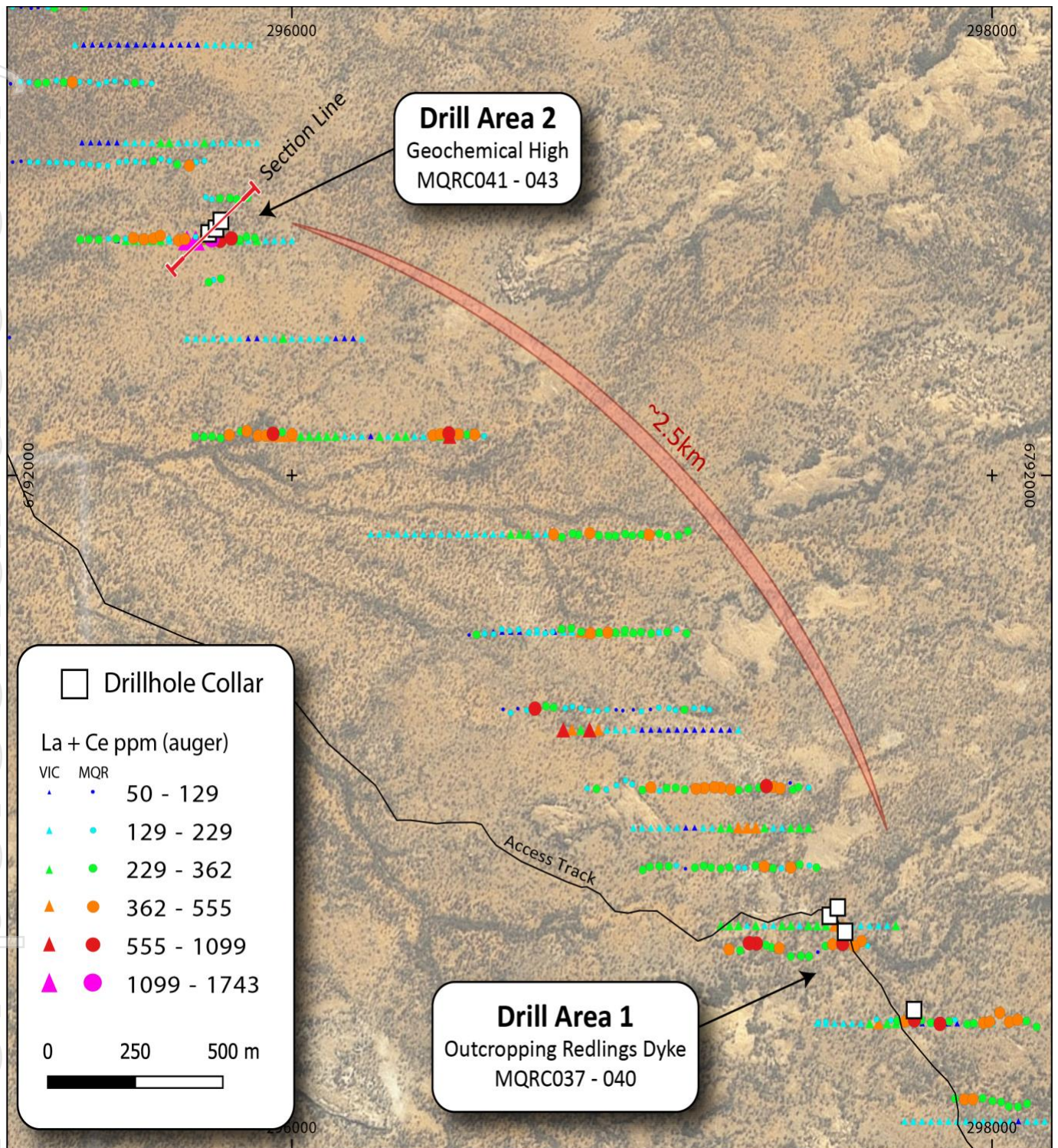
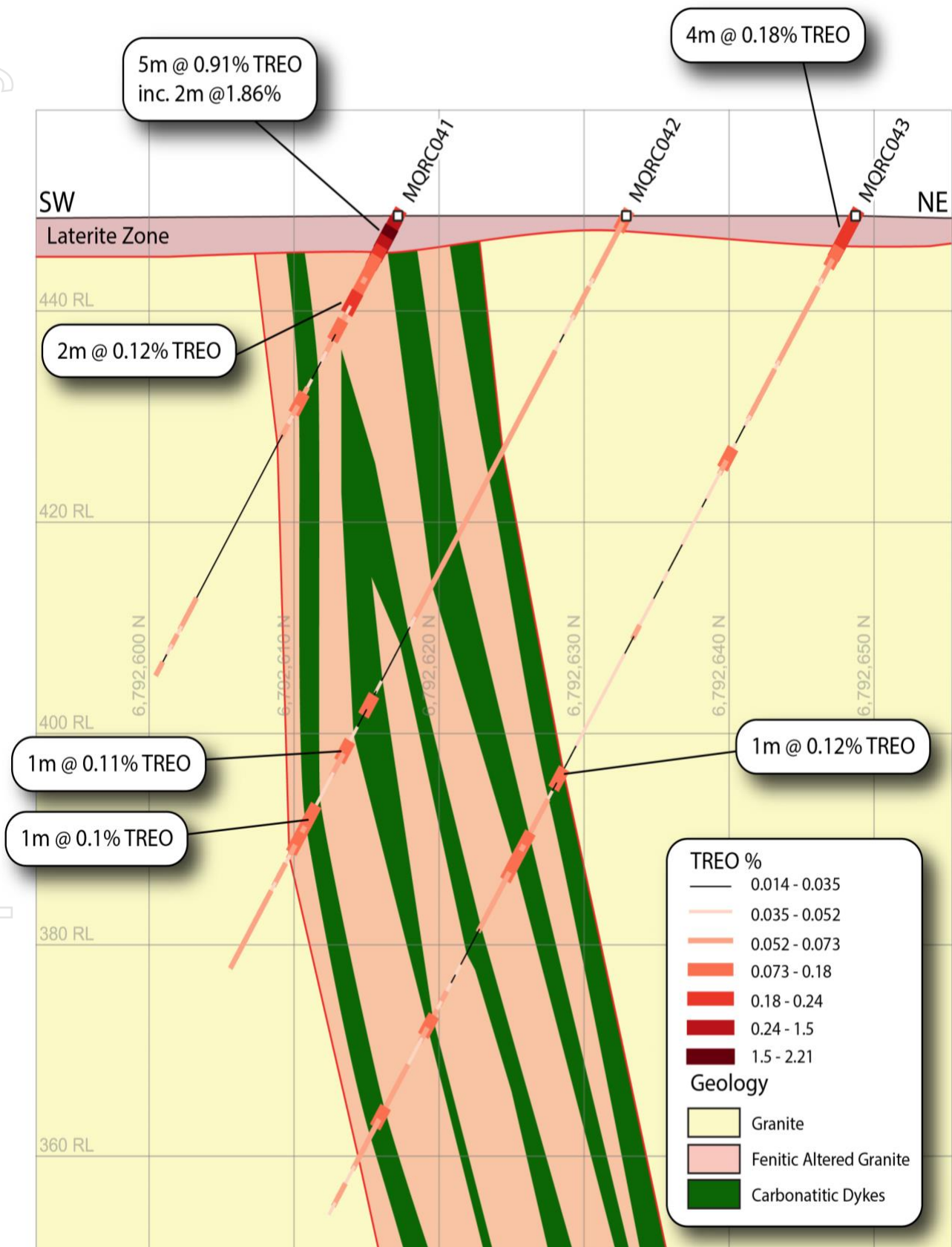


Figure 4: Location of Redlings Drill Hole Collars

DIRECTORS' REPORT continued



Cross-section of the Redlings 2 Drill Area

DIRECTORS' REPORT continued**Table 2: Significant Intercepts >0.1% TREO**

| Hole ID | From (m) | To (m) | Int. | La ppm | Ce ppm | Pr ppm | Nd ppm | Sm ppm | Eu ppm | Gd ppm | Tb ppm | Dy ppm | Ho ppm | Er ppm | Tm ppm | Yb ppm | Lu ppm | Y ppm | TREO% |
|----------------|----------|----------|----------|-------------|-------------|------------|-------------|------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|------------|-------------|
| MQRC037 | NSR | | | | | | | | | | | | | | | | | | |
| MQRC038 | 11 | 12 | 1 | 256 | 418 | 41.7 | 119 | 14.8 | 1.71 | 8.32 | 1.14 | 6.43 | 1.26 | 3.49 | 0.44 | 2.52 | 0.41 | 36.6 | 0.11 |
| MQRC038 | 14 | 15 | 1 | 270 | 433 | 43.5 | 122 | 15.1 | 1.77 | 8.22 | 1.17 | 6.60 | 1.18 | 3.32 | 0.42 | 2.46 | 0.39 | 31.0 | 0.11 |
| MQRC038 | 22 | 23 | 1 | 249 | 419 | 39.9 | 109 | 12.3 | 1.38 | 6.44 | 0.94 | 4.99 | 0.87 | 2.43 | 0.34 | 1.94 | 0.30 | 21.5 | 0.10 |
| MQRC038 | 35 | 36 | 1 | 228 | 419 | 38.9 | 131 | 20.5 | 4.85 | 15 | 1.91 | 9.29 | 1.57 | 4.15 | 0.51 | 2.81 | 0.45 | 51.2 | 0.11 |
| MQRC039 | 2 | 6 | 4 | 236 | 398 | 42.5 | 123 | 16.4 | 2.07 | 10.0 | 1.34 | 6.79 | 1.20 | 3.29 | 0.44 | 2.66 | 0.42 | 32.4 | 0.10 |
| MQRC040 | NSR | | | | | | | | | | | | | | | | | | |
| MQRC041 | 0 | 5 | 5 | 2111 | 3515 | 365 | 957 | 150 | 19.1 | 91.5 | 10.8 | 62.8 | 10.6 | 30.6 | 3.47 | 22.5 | 2.82 | 406 | 0.91 |
| inc. | 2 | 4 | 2 | 4800 | 6295 | 829 | 2145 | 336 | 42.6 | 203 | 22.9 | 135 | 21.8 | 63.3 | 6.77 | 44.6 | 5.38 | 895 | 1.86 |
| MQRC041 | 8 | 10 | 2 | 304 | 332 | 45.7 | 155 | 23.8 | 4.17 | 21.6 | 3.06 | 15.9 | 3.25 | 9.41 | 1.30 | 5.94 | 1.02 | 128 | 0.12 |
| MQRC042 | 58 | 59 | 1 | 251 | 430 | 40.2 | 117 | 16.1 | 1.83 | 10.8 | 1.39 | 7.47 | 1.28 | 3.01 | 0.39 | 1.77 | 0.26 | 38.5 | 0.11 |
| MQRC042 | 68 | 69 | 1 | 227 | 415 | 37.6 | 106 | 13.4 | 1.32 | 8.74 | 1.10 | 6.06 | 1.15 | 2.84 | 0.39 | 2.20 | 0.34 | 30.4 | 0.10 |
| MQRC043 | 0 | 4 | 4 | 451 | 536 | 73.9 | 223 | 31.0 | 3.62 | 23.1 | 3.40 | 18.6 | 3.57 | 11.5 | 1.21 | 7.00 | 0.90 | 110 | 0.18 |
| MQRC043 | 61 | 62 | 1 | 249 | 435 | 45 | 143 | 22.3 | 4.42 | 16.2 | 2.01 | 10.2 | 2.12 | 5.37 | 0.54 | 3.70 | 0.46 | 60.1 | 0.12 |

Mt Clement Project

The Mt Clement Project consists of exploration license applications E08/3214 and E08/3301. The Mt Clement Deposit (ASX:NST) is situated in the middle of the tenement package and numerous other historical gold and base metal mines and prospects surrounding the tenure. The Project consists of 360 square kilometers of tenure prospective for syngenetic gold-antimony mineralisation, a poorly understood and underexplored mineralisation style in the Ashburton Basin. This Project represents a genuine greenfields opportunity in one of Australia's most unexplored regions.

There has been debate over the mineralisation style observed at the Mt Clement deposit, however a recent study suggests Mt Clement is most likely a syngenetic exhalative-style deposit, similar to the Eskay Creek Au-Ag deposit in British Columbia and was deposited broadly coeval with the deposition of the Ashburton Basin (Guilliamse, JN 2020). The genetic model for these deposits involves magmatic-derived fluids venting into a shallow water environment, typically sourced from a shallow magmatic body (Massey et al., 1999) (Figure 2). They are Au and Ag rich, leave geochemical signatures similar to epithermal deposits (Cu, Pb, Zn, As, Sb, Hg), but also display large sericite pyrite chlorite alteration zones that are typical of VMS deposits. These deposits are transitional between deep water VMS deposits, and subaerial epithermal Au Ag hot spring deposits, and display characteristics of both deposit types (Massey et al., 1999). Eskay Creek was the first deposit of this style to be recognized and has an indicated gold resource (see TSX:SKE News Release dated November 7 2019), however these types of deposits have since become more widely recognized.

Other than orogenic and Carlin-type gold, most deposits in the Ashburton Basin are associated with localized volcanism and intrusion of the Moorarie Supersuite granitic rocks. Granitic plutons at depth are interpreted to have been the driver of mineralisation at the Mt Clement deposit and as such further exploration for syngenetic deposits would be best focused proximal to volcanic centres and plutons.

The current understanding of the geology of the Mt Clement Project is simplistic with rock units broadly mapped as the Ashburton Formation. Company acquired, detailed aeromagnetic data over the immediate Mt Clement area, however, highlights complex magnetic signatures and potentially provides insight into mineralising processes occurring in the subsurface. The Mt Clement deposit is associated with discrete magnetic highs within a broader zone of low magnetic signature (Figure 5). The interpretation is that the low-magnetic zones may represent granitic intrusions at depth, a potential fluid source for mineralisation, while the discrete magnetic highs represent hypogene and supergene alteration (forming iron-oxides) of the metasedimentary host rocks.

Using the Mt Clement deposit as an analogy, by targeting areas with discrete magnetic highs proximal to broad magnetic lows, we have identified a number of targets where similar geological and mineralizing processes may have occurred. The coarse, government acquired magnetic surveys over the broader Mt Clement project do not provide the adequate resolution to clearly define the size, amplitude and depth of the observed magnetic responses. As such high resolution aeromagnetics and ground gravity data is required to enhance our understanding and refine our targeting at the Mt Clement Project.

Following geological review, compilation of available geochemical data and geophysical interpretation, a number of targets have been delineated in analogous lithostructural settings to the adjoining Mt Clement Deposit (ASX:NST) which is prospective for gold and silver (see ASX:ARV announcement dated 26 July 2011), with appreciable amounts of antimony and lead. Of particular interest to the Company is the gold and antimony exploration potential of the Project. Detailed aeromagnetic surveys will be completed over the package with ground gravity data being collected in particular areas of interest. Once targets have been further refined a decision will be made to test the targets either with surface geochemical techniques or by undertaking targeted drilling.

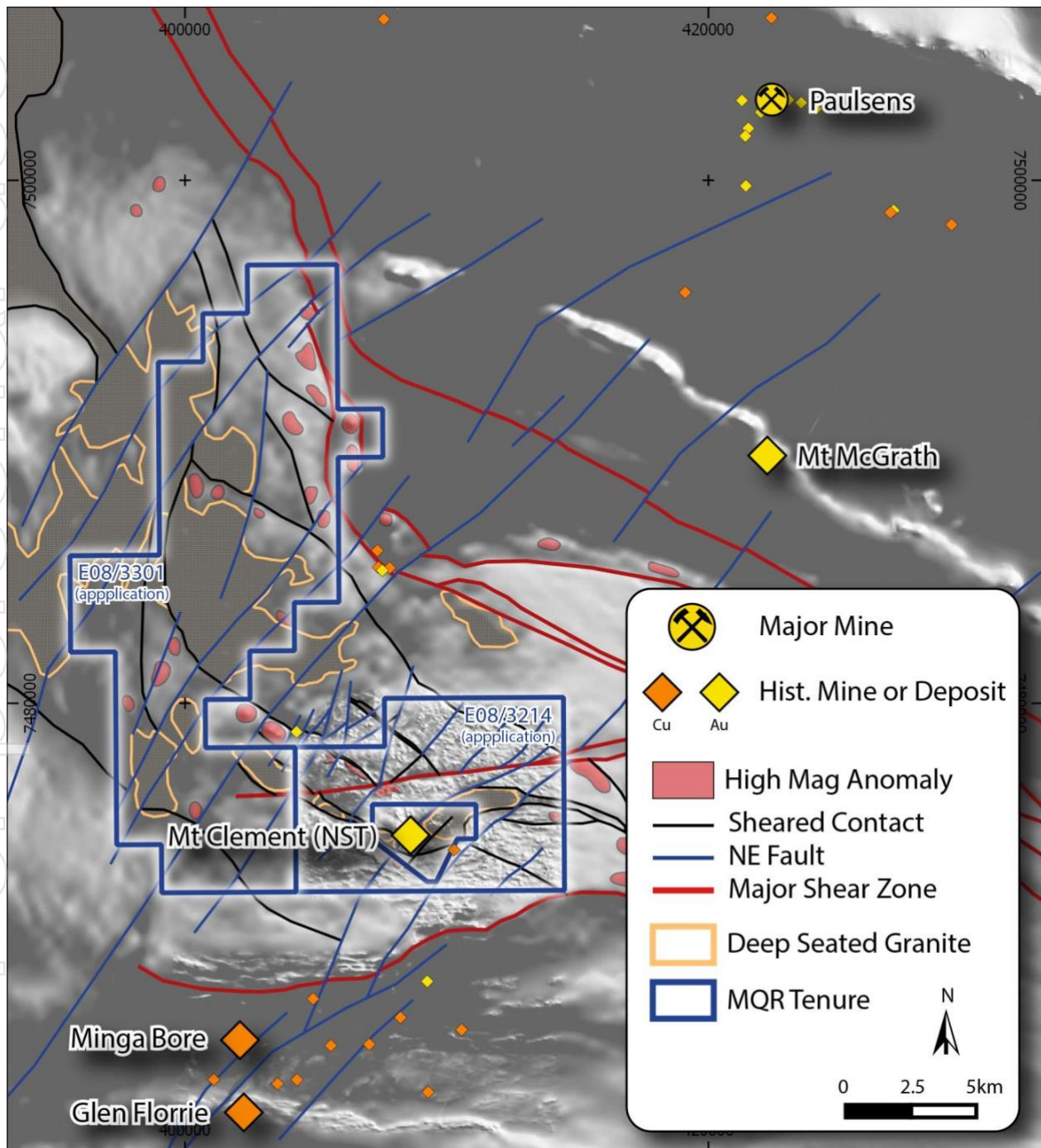


Figure 5: The Mt Clement Project Geology over 1VD Magnetics

DIRECTORS' REPORT continued

Werner Lake Cobalt Project (Canada 30%)

Following the renewed interest in the battery metals sector, with copper prices trading around 10-year highs and Cobalt prices trading around 2-year highs, Marquee Resources Ltd commenced a review of its highly prospective Werner Lake Cobalt-Copper Sulphide Project located in Ontario, Canada (30%).

Marquee did not undertake its planned Phase 2 drilling program given the depreciation of the Cobalt price in 2019, however the Company still believes that there is considerable exploration upside remaining at the project.

Marquee has made significant expenditure in advancing the project to where it stands today. The work completed further confirmed the potential for significant exploration and potential future production at the past producing primary cobalt project.

Marquee's work program of roughly AUD \$2 million in project expenditures over the past three years successfully achieved its objectives outlined below, and additionally, identified new areas of mineralisation that open the deposit along strike and at depth. Amongst other items the program completed the following:

- Confirmed high grade cobalt mineralisation intersected in numerous drill holes during previous diamond drilling programs.
- Provided additional structural and geotechnical data for ongoing project development studies.
- Increased pierce points within the current block model to enhance the current mineral resource.
- Regained an understanding of the geological controls on mineralisation and advance interpretive theories from the detailed work in the mid 1990's.

The Company continues to discuss with its JV partner the best way of advancing this Project.

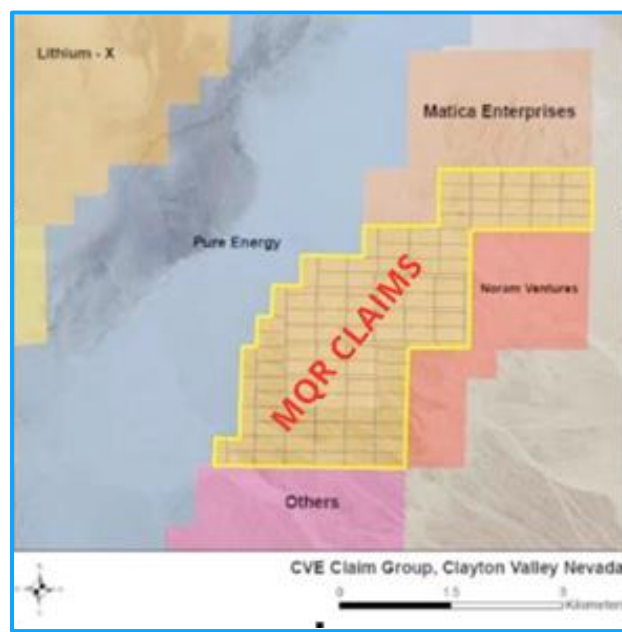
Clayton Valley Lithium Project (USA 100%)

Clayton Valley covers 12 square kilometres of claims endowed with both lithium-rich brines and clays.

The Project is located the north-east side of south end of the Clayton Valley Basin and to the south of the only producing lithium mine in North America. The location of the project is well suited to service the US domestic market with lithium brines exploited by scalable, staged development that can be expanded with increasing demand. The project is approximately 3.5 hours away from Tesla's Gigafactory 1, a large lithium-ion battery factory.

The results presented in the drilling reports released on 26 September 2017 opened up the South-Eastern Clayton Valley to an expanded potential and could potentially rewrite the geology of the area.

The company in conjunction with its consultants have been assessing the best course of action for the Clayton Valley Project and are exploring alternative options for Clayton Valley in order to maximise value for shareholders. This includes the possibility of farm-in partners for the project or an outright sale. Activity in relation to this however has not yet reached a stage whereby there is certainty one way or another as to the direction that will eventuate. Should this process not result in a favourable outcome for shareholders, management will look to undertake further exploration to enhance results and the underlying value of the asset.



DIRECTORS' REPORT continued

Centenario Lithium Project (Argentina 30%)

During the June 2021 quarter, the Company executed a Share Purchase Agreement with the Canadian based company, Vertex Lithium Corporation (Vertex) which will acquire Marquee's 30% interest in the lithium exploration properties on the Centenario Salar ("Centenario") in Argentina. Lithium Power International Ltd (ASX:LPI) has also entered into the same agreement with Vertex to sell its 70% interest in the Project.

The Centenario transaction with Vertex allows for the sale of 100% of Centenario, releasing MQR from any future exploration spending requirements. It also removes the cost of holding the asset in a foreign jurisdiction in which the Company has struggled to conduct any meaningful exploration on, due to the nature of the ownership structure and Covid-19 restrictions.

The transaction provides MQR with the following consideration upon closing:

- Cash payment USD\$300,000; and
- CDN \$250,000 payable in cash or shares(at MQR's election) at the deemed issue price of Vertex's listing transaction.

The Company expects this transaction to settle in Q4 2021.

Corporate

In July 2020, the Company agreed to issue up to 40,000,000 fully paid ordinary shares at an issue price of \$0.04 each to qualified sophisticated and professional investors, raising up to \$1.6 million (before costs).

Tranche 1 of the Placement utilised the Company's existing placement capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A to issue 15,750,000 shares which were issued on 13 July 2020. Tranche 2 of the Placement (24,250,000 shares) was approved by shareholders at a general meeting which took place on the 28th August 2020. The Company also obtained approval at this meeting to issue 40,000,000 free attaching options (\$0.08 strike, June 2023 expiry) on a 1:1 basis to all Placement participants. Tranche 2 shares and options were issued 1 September 2020.

The Company announced the appointment of James Warren as Chief Technical Officer ("CTO") at the end of the September quarter. Dr Warren adds significant internal capabilities and will lead the upcoming exploration program at the West Spargoville Project (refer ASX Release on 30 September 2020). Dr Warren commenced his employment with the Company on 5 October 2020.

The Annual General Meeting was conducted in November 2020 and all resolutions were passed via a poll.

In February 2021, the Company successfully completed a Placement to sophisticated and professional investors to raise \$750,000 before costs. 15,000,000 fully paid ordinary shares at an issue price of \$0.05 each were issued on 11 February 2021, utilising the Company's existing placement capacity under ASX Listing Rule 7.1.

Subsequently, a Notice of Meeting ("NOM") was provided to shareholders on 22 February 2021 with the meeting held on March 26, 2021. The meeting was held to ratify the 15 million placement shares issued 22 February 2021.

The resolution was passed via a poll thereby refreshing the Company's Placement capacity.

Significant changes in the state of affairs.

There was no significant changes to the state of affairs of the Company..

Significant events after reporting date

COVID -19

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the consolidated entity up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided

Placement

In August 2021, the Company successfully completed a Placement issue of 29,750,000 fully paid ordinary shares at an issue price of \$0.05 per share to qualified sophisticated and professional investors, raising \$1,487,500 (before costs).

The Placement utilised the Company's existing placement capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A .

DIRECTORS' REPORT continued

West Spargoville Project

The Company extended the West Spargoville Project Option Agreement with Fyfehill Pty Ltd for a further twelve months for cash consideration of \$100,000. All other terms of the agreement remain unchanged. The Company plans to embark on a joint geophysical and geochemical exploration strategy aimed at delineating LCT pegmatites for follow-up drill testing. By combining cutting edge geophysical techniques, in the form of Deep Penetrating Ground Radar (DGPR), with methodical geochemical sampling and mapping, Marquee will efficiently and cost effectively gain significant understanding of the lithium mineralisation potential of the West Spargoville Project. This exploration program at WSP is the first of many that are planned at the Project over the coming months.

Redlings REE Project

After completion of drilling at the Redlings REE Project (refer ASX Release dated 18th August 2021), Marquee has decided to fast-track a regional geochemical sampling program at the Project aimed at delineating additional rare-earth element (REE) bearing carbonatitic dykes. Marquee's focus at Redlings will now shift to assessing the REE mineralisation potential over the rest of the 108 km² of prospective tenure that has historically had no exploration works completed. Specifically, the Company will focus on the potential laterite REE mineralisation similar to the mineralisation style encountered at the Mount Weld (LYC) and Yangibana (HAS) deposits.

Likely developments and expected results

The company continues to review a number of potential resource acquisitions with a particular focus on brownfields exploration and production assets.

Environmental regulation

In the course of its normal exploration activities, the Group adheres to environmental regulations imposed on it by the various regulatory authorities, particularly those regulations relating to ground disturbance and the protection of rare and endangered flora and fauna. The Group has complied with all material environmental requirements during the financial year. The Board believes that the Group has adequate systems in place for the management of its environmental requirements and is not aware of any breach of these environmental requirements as they apply to the Group.

Indemnification and insurance of Directors and Officers

The Company has agreed to indemnify all the directors of the Company for any liabilities to another person (other than the Company or related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith.

DIRECTORS' REPORT continued

Remuneration report (Audited)

This report, which forms part of the directors' report, outlines the remuneration arrangements in place for the key management personnel ("KMP") of Marquee Resources Limited for the financial year ended 30 June 2021. The information provided in this remuneration report has been audited as required by Section 308(3C) of the Corporations Act 2001.

The remuneration report details the remuneration arrangements for KMP who 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.

Key Management Personnel

Directors

| | |
|----------------------|------------------------|
| Mr Charles Thomas | Executive Chairman |
| Mr George Henderson | Non-Executive Director |
| Mr John Daniel Moore | Non-Executive Director |

Remuneration philosophy

The performance of the Company depends upon the quality of the directors and executives. The Board has the authority and responsibility for planning, directing and controlling the activities of the company and the Group, including directors of the company and of the senior management. Compensation levels for directors and senior management of the Group are competitively set to attract and retain appropriately qualified and experienced directors and executives.

Remuneration levels are not dependent upon any performance criteria as the Company and the Group are not generating a profit.

Remuneration committee

The Board of Directors of the Company is responsible for determining and reviewing compensation arrangements for the directors and the executive team.

The Board assesses the appropriateness of the nature and amount of remuneration of directors and executives on a periodic basis by reference to relevant employment market conditions with an overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

Remuneration structure

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

Non-executive director remuneration

The Board seeks to set aggregate remuneration 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.

The ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The aggregate level (\$250,000) was set at the time of the company's incorporation and has not changed since.

The amount of aggregate remuneration 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 shareholders as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

The remuneration of non-executive directors for the year ended 30 June 2021 is detailed in page 20 of this report.

Executive director remuneration

Remuneration consists of fixed remuneration and share based payments detailed in the remuneration table.

Fixed Remuneration

Fixed remuneration is reviewed annually by the Board of Directors. The process consists of a review of relevant comparative remuneration in the market and internally and, where appropriate, external advice on policies and practices.

DIRECTORS' REPORT continued

Remuneration report (Audited) continued

Use of Remuneration Consultants

The Committee has access to external, independent advice where necessary. No consultants were engaged during the reporting year.

The remuneration of the Company Directors and executives is detailed in page 20 of this report.

Voting of shareholders at last year's annual general meeting

The Company received 96.73% of "Yes" votes on its remuneration report for the 2020 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

Share based payment arrangements

Options

In the August 2020, directors were granted options to purchase ordinary shares at an exercise price of \$0.08 expiring 30 June 2023. These were approved by shareholders at the meeting held 28 August 2020.

Each share option converts into one ordinary share of the Company on exercise. No amounts were paid to the Company by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of expiry.

The options vested immediately upon grant. These options expire 30 June 2023.

Performance Rights

Directors were granted Performance Rights at a shareholders meeting held on 8 June 2018. These Performance Rights were granted to incentivise performance by linking the benefit to the share price of the company. These Performance Rights expired 8 June 2021 unconverted.

Employment Contracts

Charles Thomas –Executive Chairman

The key employment terms of Mr. Thomas's service contract are:

- Executive Director fee of \$150,000 per annum plus statutory superannuation and approved employment expenses.
- Termination Notice 6 months by either party.

George Henderson – Non-Executive Director

The key employment terms of Mr Henderson's contract are:

- Director's fee of \$36,000 per annum plus statutory superannuation and approved employment expenses
- No termination benefits

John Daniel Moore – Non-executive Director

The key employment terms of Mr Moore's contract are:

- Director's fee of \$36,000 per annum plus statutory superannuation and approved employment expenses
- No termination benefits

DIRECTORS' REPORT continued

Remuneration report (Audited) continued

Key Management Personnel remuneration for the year ended 30 June 2021 and year ended 30 June 2020

| 30 June 2021 | Short-term employment benefits | | Post-employment benefit | Equity Share based payments | Total | Remuneration consisting of Performance |
|-------------------------|--------------------------------|-------|-------------------------|-----------------------------|---------|--|
| | Salary & fees | Bonus | Superannuation | | | |
| | \$ | | \$ | \$ | \$ | % |
| <u>Directors</u> | | | | | | |
| C Thomas ⁽ⁱ⁾ | 175,000 | - | 16,625 | 261,250 | 452,875 | 58 |
| G Henderson | 36,000 | - | 3,420 | 20,900 | 60,320 | 35 |
| D Moore | 36,000 | - | 3,420 | 20,900 | 60,320 | 35 |
| Total | 247,000 | - | 23,465 | 303,050 | 573,515 | 53 |

(i) The amount paid includes a payout of Annual Leave entitlement totalling \$25,000 plus \$2,375 superannuation.

| 30 June 2020 | Short-term employment benefits | | Post-employment benefit | Equity Share based payments | Total | Remuneration consisting of Performance |
|------------------|--------------------------------|-------|-------------------------|-----------------------------|---------|--|
| | Salary & fees | Bonus | Superannuation | | | |
| | \$ | | \$ | \$ | \$ | % |
| <u>Directors</u> | | | | | | |
| M Ashley | 23,150 | - | 2,200 | - | 25,350 | 0 |
| C Thomas | 167,308 | - | 15,894 | - | 183,202 | 0 |
| G Henderson | 36,000 | - | 3,420 | - | 39,420 | 0 |
| D Moore | 24,000 | - | 1,853 | - | 25,853 | 0 |
| Total | 250,458 | - | 23,367 | - | 273,825 | 0 |

No member of key management personnel appointed during the year received a payment as part of his or her consideration for agreeing to hold the position.

Bonuses

No bonuses were granted during the year.

DIRECTORS' REPORT continued

Remuneration report (Audited) continued

Options

Options issued to Directors/Management are not issued under an Employee Share Option Plan and are subject to approval by shareholders. Shareholder approval was granted on 28 August 2020.

The following share-based payment arrangements were put in place during the financial year:

| Series | Number | Grant date | Expiry date | Exercise price | Fair value at grant date |
|--|-----------|------------|-------------|----------------|--------------------------|
| Directors | | | | | |
| 1. Options issued 1/9/2020 | 7,250,000 | 28/8/2020 | 30/6/2023 | \$0.08 | \$0.0418 |
| Company Secretary and executive Assistant | | | | | |
| 1. Options issued 1/9/2020 | 750,000 | 28/8/2020 | 30/6/2023 | \$0.08 | \$0.0418 |
| Chief Technical Officer | | | | | |
| 2. Options issued 23/2/2021 | 1,000,000 | 26/11/2020 | 30/6/2023 | \$0.08 | \$0.0492 |
| 3. Options issued 23/2/2021 | 1,000,000 | 26/11/2020 | 30/6/2023 | \$0.16 | \$0.0399 |

The fair value of the unlisted options was determined using the Black Scholes Method. Inputs used to determine the valuation were:

| Series 1 | Series 2 | Series 3 |
|------------------------------|------------------------------|------------------------------|
| Number of Options: 8,000,000 | Number of Options: 1,000,000 | Number of Options: 1,000,000 |
| Share Price: \$0.064 | Share Price: \$0.075 | Share Price: \$0.075 |
| Exercise Price: \$0.08 | Exercise Price: \$0.08 | Exercise Price: \$0.16 |
| Expected Volatility: 120% | Expected Volatility: 120% | Expected Volatility: 120% |
| Expiry date (years): 2.8 | Expiry date (years): 2.6 | Expiry date (years): 2.6 |
| Expected dividend yield: nil | Expected dividend yield: nil | Expected dividend yield: nil |
| Risk free rate: 0.27% | Risk free rate: 0.27% | Risk free rate: 0.27% |
| Total fair value: \$334,677 | Total fair value: \$49,166 | Total fair value: \$39,856 |

Shareholdings of Key Management Personnel

| | Balance at beginning of year | Granted as remuneration | On Exercise of Options | Net Change Other | Balance at end of year |
|---------------------|------------------------------|-------------------------|------------------------|------------------|------------------------|
| | Number | Number | Number | Number | Number |
| 30 June 2021 | | | | | |
| Directors | | | | | |
| Mr Charles Thomas | 1,000,000 | - | - | - | 1,000,000 |
| Mr George Henderson | 10,000 | - | - | - | 10,000 |
| Mr Daniel Moore | - | - | - | - | - |

All equity transactions with key management have been entered into under terms and conditions no more favourable than those the Group would have adopted if dealing at arm's length.

Option holdings of Directors

| | Balance at beginning of year | Granted as remuneration | Options exercised | Net Change Other | Balance at end of year | Grant Value | Percentage vested |
|---------------------|------------------------------|-------------------------|-------------------|------------------|------------------------|-------------|-------------------|
| | Number | Number (ii) | Number | Number (i) | Number | | |
| 30 June 2021 | | | | | | | |
| Directors | | | | | | | |
| Charles Thomas | 333,333 | 6,250,000 | - | (333,333) | 6,250,000 | \$0.0418 | 100% |
| Mr George Henderson | - | 500,000 | - | - | 500,000 | \$0.0418 | 100% |
| Mr Daniel Moore | - | 500,000 | - | - | 500,000 | \$0.0418 | 100% |

(i) Unlisted Options expired 30 September 2020

(ii) Listed options granted and approved by shareholders at the shareholders meeting held on 28 August 2020

DIRECTORS' REPORT continued

Remuneration report (Audited) continued

No Options were Exercised during 2021 financial year.

Performance Rights holdings of Directors

| | Balance at beginning of year Number | Granted as remuneration Number | Options exercised Number | Net Change Other Number (i) | Balance at end of year Number | Grant Value | Percentage vested |
|---------------------|--|--------------------------------------|--------------------------------|-----------------------------------|-------------------------------------|----------------|----------------------|
| 30 June 2021 | | | | | | | |
| <u>Directors</u> | | | | | | | |
| Mr Charles Thomas | | | | | | | |
| Class A | 2,500,000 | - | - | (2,500,000) | - | \$0.331 | 0% |
| Class B | 2,500,000 | - | - | (2,500,000) | - | \$0.306 | 0% |
| Mr George Henderson | | | | | | | |
| Class A | 500,000 | - | - | (500,000) | - | \$0.331 | 0% |
| Class B | 500,000 | - | - | (500,000) | - | \$0.306 | 0% |

(i) These Performance Rights expired 8 June 2021

Other transactions with Key Management Personnel

Further payments to GTT Ventures Pty Ltd and 19808283 Pty Ltd (a company of which Charles Thomas is a Director and shareholder) included the following:

- Corporate Advisory Fees amounting to \$126,000 (ex GST) pursuant to a Consultancy agreement.
- Capital Raising fees \$142,145 relating to placement conducted in July/Aug 2020 and February 2021.
- One million unlisted options (exercise price \$0.08, expiry 30 June 2023) were issued to GTT Ventures Pty Ltd for corporate advisory services. These were value at \$0.04182 per option totalling \$41,821.
- A sub lease for the rental of the office premises in Subiaco is in place with 19808383 Pty Ltd. Total rent paid to 30 June 2021 is \$36,000 (ex GST).

Payments to AGH Legal for legal services (a legal firm of which George Henderson is a Partner and shareholder) amounted to \$41,048 (ex GST).

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

Loans to Key Management Personnel

There are no loans to key management personnel.

Shares under Option

Unissued ordinary shares in Marquee Resources Limited under option at the date of this report are as follows:

| | Grant date | Expiry date | Exercise price | Number |
|------------------|-------------|-------------|----------------|------------|
| Unlisted Options | Various | 30/6/2023 | \$0.08 | 49,700,000 |
| Unlisted Options | 23 /02/2021 | 30/6/2023 | \$0.16 | 1,000,000 |

DIRECTORS' REPORT continued

Remuneration report (Audited) continued

Statutory performance indicators

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

Statutory key performance indicators of the group over the last five years

| | 2021 | 2020 | 2019 | 2018 | 2017 |
|---|---------|---------|---------|----------|---------|
| Loss for the year attributable to owners of Marquee Resources Ltd (\$'000) | (2,742) | (1,717) | (4,078) | (3,734) | (1,526) |
| Basic loss per share cents ⁽ⁱ⁾ | (2.586) | (2.845) | (9.543) | (13.074) | (7.398) |
| Dividend payments | 0 | 0 | 0 | 0 | 0 |
| Dividend payout ration | n/a | n/a | n/a | n/a | n/a |
| Increase/(decrease) in share price (%) | 30% | (66%) | (64%) | 97% | 0 |

End of Audited Remuneration Report.

Directors' Meetings

The Directors regularly conduct teleconferences on all matters of business and approve transactions/management decisions via Circulating Resolutions regularly on a as is required basis.

The number of meetings of directors (including meetings of committees of directors) held during the year and the number of meetings attended by each director were as follows:

| | Directors meetings |
|------------------------------|-----------------------|
| Number of meetings held: | 5 |
| Number of meetings attended: | |
| Mr Charles Thomas | 5 |
| Mr George Henderson | 5 |
| Mr Daniel Moore | 5 |

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.

Auditor's Independence and Non-Audit Services

Section 307C of the Corporations Act 2001 requires our auditors, BDO Audit (WA) Pty Ltd, to provide the directors of the Company with an Independence Declaration in relation to the audit of the financial report. This Independence Declaration is set out on page 25 and forms part of this directors' report for the year ended 30 June 2021.

Non-Audit Services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company are important.

Details of the amounts paid or payable to the auditor for audit and non-audit services provided during the year are set out below.

The board of Directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor, as set out below did not compromise the auditors independence requirements of the Corporations act 2001 for the following reasons:

DIRECTORS' REPORT continued

- All non-audit services have been reviewed by the Board to ensure they do not impact the impartiality and objectivity of the auditor.
- None of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practises and non-related audit firms:.

| Auditors of the Group – BDO and related network firms | 2021 \$ | 2020 \$ |
|---|------------|------------|
| <i>Auditor of the parent entity</i> | | |
| Audit or review of the financial statements | 38,285 | 34,187 |
| | 38,285 | 34,187 |
| <i>Taxation and other advisory services</i> | | |
| Taxation | 12,500 | 7,725 |
| Total services provided by BDO | 50,785 | 41,912 |

Signed in accordance with a resolution of the directors.
Dated: 30 September 2021



Charles Thomas
Executive Chairman

DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF MARQUEE RESOURCES LIMITED

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

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Marquee Resources Limited and the entities it controlled during the period.



Dean Just

Director

BDO Audit (WA) Pty Ltd

Perth, 30 September 2021

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2021

| | Notes | 2021 \$ | 2020 \$ |
|--|-------|--------------------|--------------------|
| Continuing operations | | | |
| Interest income | 2 | 1,038 | 2,494 |
| ATO cashflow boost | | 23,787 | 39,645 |
| Administrative expenses | 2 | (433,429) | (456,574) |
| Staff expenses | | (519,289) | (391,595) |
| Depreciation expense | | (5,125) | (4,030) |
| Amortisation of lease | | (32,518) | (32,678) |
| Exploration impairment | 9 | (989,801) | (789,800) |
| Share based payment | 13a | (423,699) | (4,030) |
| Finance Cost | | (2,770) | (4,775) |
| Loss before income tax expense | | (2,381,805) | (1,637,312) |
| Income tax benefit | 3 | - | - |
| Loss after income tax for the year from continuing operations | | (2,381,805) | (1,637,312) |
| Other comprehensive income, net of income tax | | | |
| Loss from discontinued operations | 8 | (360,153) | (79,872) |
| Loss for the year | | (2,741,959) | (1,717,184) |
| <i>Items that may be reclassified subsequently to profit or loss</i> | | | |
| Exchange differences arising on translation of foreign operations | | 104,964 | (247,669) |
| Other comprehensive loss for the year, net of tax | | 104,964 | (247,669) |
| Total comprehensive loss for the year attributable to owners of the parent | | (2,636,995) | (1,964,853) |
| Basic loss per share from continuing operations attributable to the members of Marquee Resources Ltd (cents per share) | 5 | (2.586) | (2.845) |
| Basic loss per share for the year attributable to the members of Marquee resources Ltd (cents per share) for continuing operations | 5 | (2.246) | (2.713) |

The above consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION **AS AT 30 JUNE 2021**

| | Notes | 2021 \$ | 2020 \$ |
|---|-------|------------------|------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | 6 | 1,233,817 | 718,757 |
| Trade and other receivables | | 37,348 | 39,505 |
| Prepayments | | 8,812 | - |
| Asset held for sale (Centenario) | 8 | 659,644 | 770,491 |
| Total current assets | | 1,939,621 | 1,528,753 |
| Non-current assets | | | |
| Property, plant and equipment | 7 | 18,394 | 12,886 |
| Right of use Asset | | 56,065 | 24,507 |
| Deferred exploration and evaluation expenditure | 9 | 3,528,723 | 3,866,967 |
| Total non-current assets | | 3,603,182 | 3,904,360 |
| Total assets | | 5,542,804 | 5,433,113 |
| Liabilities | | | |
| Current liabilities | | | |
| Trade and other payables | 10 | 108,356 | 80,928 |
| Accruals | | 22,000 | 64,162 |
| Lease liability | | 31,284 | 25,960 |
| Total current liabilities | | 161,640 | 171,050 |
| Non-current liabilities | | | |
| Lease Liability | | 25,522 | - |
| Total Non-current liabilities | | 25,522 | - |
| Total Liabilities | | 187,162 | 171,050 |
| Net assets | | 5,355,642 | 5,262,063 |
| Equity | | | |
| Issued capital | 11 | 14,661,637 | 12,438,405 |
| Reserves | 12 | 4,491,327 | 3,879,022 |
| Accumulated losses | 12 | (13,797,322) | (11,055,364) |
| Total equity | | 5,355,642 | 5,262,063 |

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2021

| Consolidated | Notes | Issued capital \$ | Option reserve \$ | premium \$ | Share-based payment reserve \$ | Foreign currency translation reserve \$ | Accumulated Losses \$ | Total equity \$ |
|--|-------|----------------------|----------------------|------------------|---|---|-----------------------------|--------------------|
| Balance at 1 July 2020 | | 12,438,405 | 1,471,000 | 2,548,000 | (139,977) | (11,055,364) | 5,262,063 | |
| Loss for the year | | - | - | - | - | (2,741,959) | (2,741,959) | |
| Exchange differences arising on translation of foreign operations | | - | - | - | 104,964 | - | 104,964 | |
| Total comprehensive loss for the year | | - | - | - | 104,964 | (2,741,959) | (2,636,995) | |
| <i>Transactions with owners in their capacity as owner</i> | | | | | | | | |
| Issue of Shares | | 2,454,028 | - | - | - | - | 2,454,028 | |
| Issue of Options | | - | 507,340 | - | - | - | 507,340 | |
| Capital Raising Costs | | (230,796) | - | - | - | - | (230,796) | |
| Balance at 30 June 2021 | | 14,661,637 | 1,978,340 | 2,548,000 | (35,013) | (13,797,322) | 5,355,642 | |
| Balance at 1 July 2019 | | 10,326,226 | 1,471,000 | 2,548,000 | 107,692 | (9,338,181) | 5,144,736 | |
| Loss for the year | | - | - | - | - | (1,717,184) | (1,717,184) | |
| Exchange differences arising on translation of foreign operations | | - | - | - | (247,669) | - | (247,669) | |
| Total comprehensive loss for the year | | - | - | - | (247,669) | (1,717,184) | (1,964,853) | |
| <i>Transactions with owners in their capacity as owner</i> | | | | | | | | |
| Issue of Shares | | 2,147,875 | - | - | - | - | 2,147,875 | |
| Capital Raising Costs | | (65,696) | - | - | - | - | (65,696) | |
| Balance at 30 June 2020 | | 12,438,405 | 1,471,000 | 2,548,000 | (139,977) | (11,055,364) | 5,262,063 | |

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

CONSOLIDATED STATEMENT OF CASH FLOWS **FOR THE YEAR ENDED 30 JUNE 2021**

| | Notes | 2021 \$ | 2020 \$ |
|---|-------|------------------|----------------|
| Cash flows from operating activities | | | |
| Payments to suppliers and employees | | (986,706) | (800,652) |
| Interest received | | 1,038 | 2,494 |
| ATO cashflow boost | | 23,787 | 28,192 |
| Net cash outflows from operating activities | 6 | (961,880) | (769,966) |
| Cash flows from investing activities | | | |
| Exploration and evaluation expenditure | | (716,793) | (191,667) |
| Cash Call Centenario – Lithium Power International | | (66,506) | - |
| Payment for plant and equipment | | (10,634) | - |
| Net cash outflows from investing activities | | (793,932) | (191,667) |
| Cash flows from financing activities | | | |
| Proceeds from issue of shares | | 2,454,028 | 1,000,000 |
| Payments for share issue costs | | (147,155) | (65,696) |
| Repayment of lease | | (36,000) | (36,000) |
| Net cash inflows from financing activities | | 2,270,873 | 898,304 |
| Net increase/(decrease) in cash and cash equivalents | | 515,060 | (63,329) |
| Cash and cash equivalents at the beginning of the year | | 718,757 | 782,086 |
| Cash and cash equivalents at the end of the year | 6 | 1,233,817 | 718,757 |

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

This General Purpose Financial Report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board (including Australian Interpretations) and the *Corporations Act 2001*. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Going Concern

For the period ended 30 June 2021 the Group made a loss of \$2,741,959 (which includes exploration impairment amount of \$989,801 and loss from discontinued operation - Centenario of \$310,078) and had cash outflows from operating activities of \$961,880.

The Board believe that the measures it has taken, enable the Company to prepare the financial report on a going concern basis. Subsequent to 30 June 2021, the Company successfully completed a Placement issue of 29,750,000 fully paid ordinary shares at an issue price of \$0.05 per share to qualified sophisticated and professional investors, raising \$1,487,500 (before costs). The Group has sufficient funding to fund operations over the next 12 months.

COVID – 19

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the consolidated entity up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

Historical Cost Convention

The financial report has been prepared under the historical cost convention, as modified by revaluations to fair value for certain classes of assets as described in the accounting policies.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1e.

Functional and presentation currency

The functional currency of the Group is measured using the currency of the primary economic environment in which the entity operates (United States and Canada), however the financial statements are presented in Australian dollars, which is the economic environment that the parent operates.

(b) Adoption of new and revised standards

The Group has adopted all of the new and revised standards and interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2020.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

Conceptual Framework for Financial Reporting (Conceptual Framework)

The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES cont.

(c) Statement of compliance

The financial report was authorised for issue by the directors on 30 September 2021. The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

(d) Basis of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Global Oil and Gas Limited ('Company' or 'parent entity') as at 30 June 2021 and the results of all subsidiaries for the period then ended. Global Oil and Gas Limited and its subsidiaries are referred to in this financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

(e) Critical accounting estimates and judgements

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Investments in associate

Associates are those entities over which the Group is able to exert significant influence but which are not subsidiaries. A holding of 20% or more of the voting power will indicate significant influence. They are accounted for using the equity method. The carrying amount of the investment in associates is increased or decreased to recognise the group's share of the profit or loss and other comprehensive income of the associate, adjusted where necessary to ensure consistency with the accounting policies of the group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Asset Acquisition:

When an asset acquisition does not constitute a business combination, the assets and liabilities are assigned a carrying amount based on their relative fair values in an asset purchase transaction and no deferred tax will arise in relation to the acquired assets and assumed liabilities as the initial recognition exemption for deferred tax under AASB 112 applies. No goodwill will arise on the acquisition and transaction costs of the acquisition will be included in the capitalised cost of the asset. Asset's acquired during the period were exploration expenditure.

Incremental borrowing rate

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the company based on known information. This consideration extends to the staffing and geographic regions in which the company operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the company unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a Black and Scholes model. For equity instruments with market based vesting conditions, a Barrier 1 Valuation model is used.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the consolidated entity's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Impairment of exploration expenditure

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. When assessing impairment of exploration and evaluation assets, the carrying amount of exploration and evaluation is compared to its recoverable amount. The estimated recoverable amount is used to determine the extent of the impairment loss (if any).

As at 30 June 2021 the Directors reviewed the Group's exploration portfolio for indicators of impairment. As a result of this review, the Board made that decision that impairment of exploration expenditure was required in the current year's accounts. Refer to Note 9.

Asset held for Sale

Non-current assets held for sale and disposal groups Are classified as held for sale when:

- They are available for immediate sale;
- Management is committed to a plan to sell;
- It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- An active programme to locate a Buyer has been initiated;
- The asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- A sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of;

- Their carrying amount immediately prior to being classified as held for sale in accordance with the group's accounting policy; and
- Fair value less costs of disposal.

Following their classification as held for sale, non-current assets are not depreciated. The results of operations disposed during the year are included in the consolidated statement of comprehensive income up to the date of disposal.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

A discontinued operation is a component of the group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of comprehensive income as a single line which comprises the profit or loss of the discontinued operation along with the gain or loss of the re-measurement to fair value less costs.

Impairment of non-financial assets

The consolidated entity assesses impairment of non-financial assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

(f) Revenue recognition

Revenue is measured at fair value of the consideration received or receivable.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be reliably measured. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(g) 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 Marquee Resources Limited.

(h) Foreign currency translation

The functional currency of the Group is measured using the currency of the primary economic environment in which the entity operates (United States and Canada), however the financial statements are presented in Australian dollars, which is the economic environment in which the parent operates.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

All exchange differences in the consolidated financial report are taken to profit or loss with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of the net investment, at which time they are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

As at the reporting date the assets and liabilities of this subsidiary are translated into the presentation currency of Marquee Resources Limited at the rate of exchange ruling at the reporting date and income and expense items are translated at the average exchange rate for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used.

The exchange differences arising on the translation are taken directly to a separate component of equity, being recognised in the foreign currency translation reserve.

On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

In addition, in relation to the partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity.

(i) Income tax

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

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

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 goodwill or 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; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

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 year 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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.

(j) Goods and Services 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.

(k) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(l) 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.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

(m) Trade and other receivables

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days. The Group has applied the simplified approach to measuring expected credit

losses, which uses a lifetime expected loss allowance. Other receivables are recognised at amortised cost less an allowance for expected credit loss.

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

(n) Property, plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation.

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

| | |
|---------------------|---------|
| Plant and equipment | 3 years |
|---------------------|---------|

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

Impairment

The carrying values of 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 approximate 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.

For plant and equipment, impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income in the cost of sales line item.

Derecognition and disposal

An item of property, 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 profit or loss in the year the asset is derecognised.

(q) Trade and other payables

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

(r) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the Statement of Profit or Loss and Other Comprehensive Income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability.

When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

s) Share-based payment transactions

Equity settled transactions

The Group in a previous financial year provided benefits to employees of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). During the 2018 financial year, share based payment in the form of Performance Rights were granted to Directors and the Company Secretary. Refer to Note 13 for further information.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 using a Black-Scholes 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 Marquee Resources Limited (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 Group'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 Statement of Profit or Loss and Other Comprehensive Income charge or credit 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. Refer Note 5.

(t) 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. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

(u) Loss per share

Basic loss per share is calculated as net loss attributable to members of the parent, 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 loss per share is calculated as net loss attributable to members of the parent, 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) 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 year in which they are incurred where the following conditions are satisfied:

- the rights to tenure of the area of interest are current; and
- at least one of the following conditions is also met:
 - the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
 - exploration and evaluation activities in the area of interest 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 in 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 amortised 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 years.

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 development.

(w) Parent entity financial information

The financial information for the parent entity, Marquee Resources Limited, disclosed in Note 17 has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the parent entity's financial statements.

(x) Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave, when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to reporting date.

(y) Investment in Associate

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment. After application of the equity method, the company determines whether it is necessary to recognise any additional impairment loss with respect to the company's net investment in the associate.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont.
FOR THE YEAR ENDED 30 JUNE 2021****NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

The company's share of the associate post-acquisition profits or losses is recognised in the statement of profit or loss and other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont.
FOR THE YEAR ENDED 30 JUNE 2021**

NOTE 2: OTHER INCOME AND EXPENSES

| | 2021 \$ | 2020 \$ |
|---------------------|---------------|---------------|
| <i>Other Income</i> | | |
| Interest income | 1,038 | 2,494 |
| ATO cashflow Boost | 23,787 | 39,645 |
| | 24,825 | 42,139 |

| | 2021 \$ | 2020 \$ |
|--------------------------------|----------------|----------------|
| <i>Administrative Expenses</i> | | |
| Legal Fees | 40,727 | 35,420 |
| Consultancy Fees | 136,512 | 128,000 |
| Travel & Accommodation | 3,747 | 57,310 |
| ASX/ASIC fees | 42,276 | 31,605 |
| Investor Relations | 15,066 | 38,857 |
| Development | - | 6,703 |
| Other | 195,101 | 158,679 |
| Total administrative expenses | 433,429 | 456,574 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 3: INCOME TAX

Income tax recognised in profit or loss

The major components of tax expense are:

| | 2021 | 2020 |
|---|------|------|
| | \$ | \$ |
| Current tax expense/(income) | - | - |
| Deferred tax expense/(income) relating to the origination and reversal of temporary differences | - | - |
| | - | - |

The prima facie income tax benefit on pre-tax accounting loss from operations reconciles to the income tax benefit in the financial statements as follows:

| | 2021 | 2020 |
|---|-------------|-------------|
| | \$ | \$ |
| Loss before tax from continuing operations | (2,381,505) | (1,637,312) |
| Loss before tax from discontinued operations | (360,153) | (79,872) |
| Accounting loss before income tax | (2,741,959) | (1,717,184) |
| Income tax benefit calculated at 30% (2020: 30%) | (822,588) | (515,155) |
| Tax effect of amounts which are not deductible/(taxable) in calculating taxable income: | | |
| Non-deductible expenditure/(Non-assessable income) | 421,378 | 409,063 |
| Difference in overseas tax rates | | |
| Effect of unused tax losses/temporary differences not recognised as deferred tax assets | 351,209 | 106,093 |
| Income tax benefit reported in the consolidated statement of comprehensive income | - | - |
| Income tax attributable to discontinued operations | - | - |

The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

| | 2021 | 2020 |
|--------------------------------------|-----------|----------|
| | \$ | \$ |
| Tax losses – revenue | 1,204,337 | 537,228 |
| Tax losses – capital | - | - |
| Leases | 222 | 436 |
| Deductible temporary differences | 77,329 | 60,281 |
| | 1,281,888 | 597,945 |
| Off-set of deferred tax liabilities | (206,046) | (63,866) |
| Net unrecognised deferred tax assets | 1,075,842 | 534,079 |

The deductible temporary differences and tax losses do not expire under current tax 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 thereof.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont.

FOR THE YEAR ENDED 30 JUNE 2021

NOTE 4: SEGMENT REPORTING

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Chief Operating Decision Maker in order to allocate resources to the segment and to assess its performance.

The Group's operating segments have been determined with reference to the monthly management accounts used by the Chief Operating Decision maker to make decisions regarding the Group's operations and allocation of working capital. Due to the size and nature of the Group, the Board as a whole has been determined as the Chief Operating Decision Maker.

Information reported to the Group's Board of Directors for the purposes of resource allocation and assessment of performance is more specifically focused on the exploration and development of mineral resource projects. The Group's reportable segments under AASB8 are therefore as follows:

- Exploration and evaluation - USA
- Exploration and evaluation – Canada
- Exploration and evaluation – Australia
- Exploration and evaluation - (Centenario Argentina)
- Other sector

Exploration and evaluation – Nevada refers to the Clayton Valley Project Exploration licenses (EL's) held in Nevada USA. The Group holds a 100% interest in these licences through Sovereign Gold Nevada Inc, a wholly owned subsidiary of Marquee Resources Limited.

Exploration and evaluation – Canada refers to the project in Canada, Werner Lake. Refer to review of operations in the Director's Report for further information.

Exploration and evaluation – Australia refers to the Redlings Project and West Spargoville Project

Exploration and evaluation – Centenario

The other sector relates to head office operations, including cash management. Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies.

Segment information

The following table presents revenue and profit information and certain asset and liability information regarding business segments for the period ended 30 June 2021 and 30 June 2020

| 30 June 2021 | Exploration and evaluation - USA | Exploration and evaluation - Canada | Exploration and evaluation - Australia | Exploration and evaluation - Argentina | Other | Consolidated |
|---------------------|----------------------------------|-------------------------------------|--|--|-------------|--------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Segment revenue | - | - | - | - | 24,825 | 24,825 |
| Segment results | (82) | (990,211) ⁽ⁱ⁾ | - | (360,153) ⁽ⁱⁱ⁾ | (1,391,513) | (2,741,959) |
| Segment assets | 955,873 | 1,742,329 | 949,067 | 659,644 | 1,235,891 | 5,542,804 |
| Segment Liabilities | - | - | - | - | 187,162 | 187,162 |

(i) Includes impairment relating to Werner Lake of \$989,801

(ii) Includes impairment relating to Centenario investment of \$310,078

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

Note 4 segment reporting cont.

| 30 June 2020 | Exploration and evaluation - USA | Exploration and evaluation - Canada | Exploration and evaluation - Australia | Exploration and evaluation - Argentina | Other | Consolidated |
|---------------------|--|---|--|--|-----------|--------------|
| | \$ | \$ | \$ | \$ | \$ | \$ |
| Segment revenue | - | - | - | - | 30,686 | 30,686 |
| Segment results | (91) | (793,157) ⁽ⁱ⁾ | - | (79,872) | (844,064) | (1,717,184) |
| Segment assets | 1,011,155 | 2,719,736 | 256,245 | 770,491 | 675,487 | 5,433,113 |
| Segment Liabilities | - | - | - | - | 171,050 | 171,050 |

(i) Includes impairment relating to Werner Lake of \$789,800

NOTE 5: LOSS PER SHARE

| | 2021 Cents per share | 2020 Cents per share |
|--|-------------------------|-------------------------|
| <i>Basic loss per share</i> | | |
| Loss from continuing operations attributable to the members of Marquee Resources Ltd | (2.586) | (2.845) |
| Loss attributable to the owners of Marquee Resources Limited | (2.246) | (2.713) |

Basic loss per share

The earnings and weighted average number of ordinary shares used in the calculation of basic loss per share is as follows:

| | 2021 \$ | 2020 \$ |
|---|-------------|-------------|
| Loss from continuing operations | (2,741,959) | (1,637,312) |
| Loss for the year attributable to the owners of Marquee Resources Limited | (2,381,805) | (1,717,184) |

| | 2021 Number | 2020 Number |
|---|----------------|----------------|
| Weighted average number of ordinary shares for Basic earnings per share | 106,038,595 | 60,348,561 |
| Diluted earnings per share | 106,038,595 | 60,348,561 |

The Company's potential ordinary shares, being its options and performance rights granted, are not considered dilutive as the conversion to these would result in a decrease in the net loss per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 6: CASH AND CASH EQUIVALENTS

| | 2021 | 2020 |
|--------------------------|-----------|---------|
| | \$ | \$ |
| Cash at bank and on hand | 1,233,817 | 718,757 |

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Reconciliation of loss for the year to net cash flows from operating activities

| | 2021 | 2020 |
|---------------------------------------|-------------|-------------|
| | \$ | \$ |
| Loss for the period | (2,741,959) | (1,717,184) |
| Depreciation and amortisation | 37,643 | 36,708 |
| Other non-cash items | (40,640) | (6,058) |
| Exploration impairment | 989,801 | 789,800 |
| Share based payments | 423,699 | - |
| Loss from discontinued operations | 360,153 | 79,872 |
| (Increase)/decrease in assets: | | |
| Trade and other receivables | 2,157 | (12,373) |
| Other current assets | (8,812) | 28,341 |
| Increase/(decrease) in liabilities: | | |
| Trade and other payables | 16,078 | 30,927 |
| Net cash used in operating activities | (961,880) | (769,967) |

Non-cash investing and financing activities

| | 2021 | 2020 |
|---|---------|------|
| | \$ | \$ |
| Issue of options to Directors/Staff (Refer to Note 13) | 423,699 | - |
| Issue of 2 million Broker Options (offset to equity) (Refer to Note 13) | 83,641 | - |
| | 507,340 | - |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 7: PROPERTY, PLANT AND EQUIPMENT

| | 2021 Consolidated Plant and equipment \$ | 2020 Consolidated Plant and equipment \$ |
|--|--|--|
| <i>Gross carrying amount</i> | | |
| Open Balance | 24,387 | 24,387 |
| Additions | 10,633 | - |
| Disposals | - | - |
| Balance at 30 June | 35,020 | 24,387 |
| <i>Accumulated depreciation and impairment</i> | | |
| Open Balance | 11,501 | 7,471 |
| Depreciation expense | 5,125 | 4,030 |
| Disposals | - | - |
| Balance at 30 June | 16,626 | 11,501 |
| <i>Carrying value</i> | | |
| 30 June | 18,394 | 12,886 |

The useful life of the assets was estimated as follows for 2021:

Plant and equipment 3 years

NOTE 8 ASSET HELD FOR SALE

On the 5th September 2019, Marquee Resources Ltd acquired 100% of the issued shares of Centenario Lithium Ltd, with the only key asset being its retained 30% interest in a Lithium exploration project in the Centenario-Ratones, an area of the Andes in the north-west of Argentina. (ASX:LPI hold 70%) with no infrastructure or personnel. This is via Centenario's 30% interest in Lithium Power International Holdings (Argentina) Pty Ltd the holder of the 7 leases.

A Share Purchase Agreement with Vertex Lithium Corp. was finalised in May 2021, for the outright purchase of Centenario's shares in Lithium Power International shares (representing 30% interest in the Centenario project). The sale terms include USD300,000 cash payment plus CAD250,000 in cash or shares. The Centenario transaction with Vertex allows for the sale of 100% of Centenario Lithium Ltd, releasing Marquee from any future spending requirements. As a result, this asset is now classified as an Asset held for Sale with the fair value as per the consideration amount as per the sale agreement. Assuming June 30, 2021 exchange rates (USD 0.7518 and CAD 0.9318) fair value is \$667,340.

| Investment in Associate (Centenario) | 2021 \$ | 2020 \$ |
|---|------------|------------|
| Investment in Associate opening balance | 770,491 | 1,081,411 |
| Cash Call | 65,789 | - |
| Miscellaneous expenses | 717 | - |
| Foreign exchange movement during the year | 182,800 | (231,048) |
| Loss for the period (30% share) | (50,075) | (79,872) |
| Impairment | (310,078) | - |
| Closing balance Investment in Associate | 659,644 | 770,491 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 8: ASSET HELD FOR SALE continued

| | 2021 \$ | 2020 \$ |
|--|------------|------------|
| Result of discontinued operations | | |
| Impairment expense (i) | (310,078) | - |
| Loss for the period (30% share) | (50,075) | (79,872) |
| Loss on discontinued operation | (360,153) | (79,872) |

(i) Board assessment has resulted in the impairment expense of \$310,078 to reflect investment at fair value

| | 2021 \$ | 2020 \$ |
|--|------------|------------|
| Loss per share from discontinued operation | | |
| Basic (cents per share) | (0.3396) | (0.1324) |

The statement of cash flows includes the following amounts relating to discontinued operations:

| | 2021 \$ | 2020 \$ |
|--|------------|------------|
| Statement of cash flows | | |
| Investing Activities | (66,506) | - |
| Net cash used by discontinued operations | (66,506) | - |

Accounting Policy

Non-current assets held for sale and disposal groups Are classified as held for sale when:

- They are available for immediate sale;
- Management is committed to a plan to sell;
- It is unlikely that significant changes to the plan will be made or that the plan will be withdrawn;
- An active programme to locate a Buyer has been initiated;
- The asset or disposal group is being marketed at a reasonable price in relation to its fair value; and
- A sale is expected to complete within 12 months from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at the lower of;

- Their carrying amount immediately prior to being classified as held for sale in accordance with the group's accounting policy; and
- Fair value less costs of disposal.

Following their classification as held for sale, non-current assets are not depreciated. The results of operations disposed during the year are included in the consolidated statement of comprehensive income up to the date of disposal.

A discontinued operation is a component of the group's business that represents a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale, that has been disposed of, has been abandoned or that meets the criteria to be classified as held for sale.

Discontinued operations are presented in the consolidated statement of comprehensive income as a single line which comprises the profit or loss of the discontinued operation along with the gain or loss of the re-measurement to fair value less costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 9: DEFERRED EXPLORATION AND EVALUATION EXPENDITURE

| | 2021 \$ | 2020 \$ |
|---|-------------------------|--------------------------|
| Costs carried forward in respect of: | | |
| <i>Exploration and evaluation phase – at cost</i> | | |
| Balance at beginning of period | 3,866,967 | 4,381,721 |
| Asset acquired | 205,890 ⁽ⁱⁱ⁾ | 100,000 ⁽ⁱⁱⁱ⁾ |
| Exploration expenditure | 521,221 | 175,046 |
| Foreign Exchange | (75,555) | - |
| Impaired exploration expenditure ⁽ⁱ⁾ | (989,801) | (789,800) |
| Total exploration and evaluation expenditure | 3,528,723 | 3,866,967 |

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

(i) The exploration assets satisfy AASB 6 and remain as exploration assets in the statement of financial position. The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent upon the successful development and commercial exploitation or sale of the respective areas. The Board undertook a review of all Exploration and Evaluation assets. The total impairment for the year as a result amounted to \$989,801.

(ii) This amount relates to the option agreement fee to acquire the West Spargoville project.

(iii) This amount relates to acquisition cost of the Redlings project

NOTE 10: TRADE AND OTHER PAYABLES (CURRENT)

| | 2021 \$ | 2020 \$ |
|----------------------------|----------------|---------------|
| Trade payables (i) | 43,983 | 24,740 |
| Credit Card | 14,954 | 6,804 |
| Payroll provisions/payable | 49,419 | 49,384 |
| | 108,356 | 80,928 |

(i) Trade payables are non-interest bearing and are normally settled on 30-day terms.

Information regarding the interest rate, foreign exchange and liquidity risk exposure is set out in Note 14.

NOTE 11: ISSUED CAPITAL

| | Number | 2021 \$ | Number | 2020 \$ |
|---------------------------------------|--------------------|-------------------|-------------------|-------------------|
| Ordinary shares issued and fully paid | 119,910,102 | 14,661,637 | 63,610,102 | 12,438,405 |
| Total | 119,910,102 | 14,661,637 | 63,610,102 | 12,438,405 |

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

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

Movement in ordinary shares on issue

| | 2021 | | 2020 | |
|--|-------------|------------|------------|------------|
| | Number | \$ | Number | \$ |
| Balance at beginning of year | 63,610,102 | 12,438,405 | 42,744,284 | 10,356,226 |
| Placement July/Sep 2020 (i) | 40,000,000 | 1,600,027 | - | - |
| Option exercise (ii) | 1,300,000 | 104,000 | - | - |
| Placement Feb 2021 (iii) | 15,000,000 | 750,000 | - | - |
| Redlings Project acquisition shares (iv) | - | - | 790,818 | 90,000 |
| Centenario acquisition shares (v) | - | - | 10,075,000 | 1,057,875 |
| Placement (vi) | - | - | 10,000,000 | 1,000,000 |
| Capital Raising Costs (vii) | - | (230,796) | - | (65,696) |
| Balance at end of year | 119,910,102 | 14,661,637 | 63,610,102 | 12,438,405 |

(i) Issue of 40 million shares in a two tranche placement at \$0.04 per share. Tranche 1 was issued in July 2020 and Tranche 2 shares were issued after shareholder approval on 1 September 2020.

(ii) In October 2020 1.3 million options were exercised at \$0.08 cents per share and converted to shares

(iii) A placement was conducted in February 2021 of 15 million shares at \$0.05 per share utilising the Company's Rule 7.1 capacity.

(iv) Issue of 790,818 MQR shares at a deemed issue price of \$0.1138 cents per share for acquisition of Redlings Project.

(v) Issue of 10,075,000 MQR shares as consideration for the acquisition of Centenario Lithium Ltd at a deemed issue price of \$0.105

(vi) Placement of 10 million shares at \$0.10 per share in August 2019.

(vii) Included in this amount is the grant of 2 million unlisted options (exercise price \$0.08 expiry 30 June 2023) to brokers for assistance with the Placement which was valued as \$83,641.

Share options

| Listed Options | 2021 | | 2020 | |
|------------------------------|-------------|-----------|-------------|-----------|
| | Number | \$ | Number | \$ |
| Balance at beginning of year | 8,000,000 | 1,471,000 | 17,000,000 | 1,471,000 |
| Expired Options Sep 2020 | (8,000,000) | - | (9,000,000) | - |
| Balance at end of year | - | 1,471,000 | 8,000,000 | 1,471,000 |

| Unlisted Options | 2021 | | 2020 | |
|---|-------------|---------|--------|----|
| | Number | \$ | Number | \$ |
| Balance at beginning of year | - | - | - | - |
| Placement – issue of free attaching options | 40,000,000 | - | - | - |
| Broker options in relation to Placement | 2,000,000 | 83,641 | - | - |
| Management Options | 8,000,000 | 334,566 | - | - |
| Exercise of Options | (1,300,000) | - | - | - |
| Issue Options to Technical Officer Class A | 1,000,000 | 49,219 | - | - |
| Issue Options to Technical Officer Class B | 1,000,000 | 39,914 | - | - |
| Balance at end of year | 50,700,000 | 507,340 | - | - |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 11: ISSUED CAPITAL continued

Performance Rights

The Company during the 2018 financial year granted 8 million Performance Rights to Directors and Company Secretary. The movement in Performance Rights in the current financial year were as follows with the Rights expiring 8 June 2021:

| | 2021 | | 2020 | |
|------------------------------|-------------|-----------|-------------|-----------|
| | Number | \$ | Number | \$ |
| Balance at beginning of year | 7,000,000 | 2,548,000 | 8,000,000 | 2,548,000 |
| Expired Performance Rights | (7,000,000) | - | (1,000,000) | - |
| Balance at end of year | - | 2,548,000 | 7,000,000 | 2,548,000 |

(i) Performance Rights expired 8 June 2021

NOTE 12: RESERVES AND ACCUMULATED LOSSES

Reserves

Movements in reserves were as follows:

| | Option premium reserve | Equity based payment reserve | Foreign currency translation reserve | Total |
|----------------------------------|------------------------|------------------------------|--------------------------------------|-----------|
| 2021 | \$ | \$ | \$ | \$ |
| Balance at beginning of year | 1,471,000 | 2,548,000 | (139,977) | 3,879,023 |
| Equity based payment (options) | 507,340 | - | - | 507,340 |
| Currency translation differences | - | - | 104,964 | 104,964 |
| Balance at end of year | 1,978,340 | 2,548,000 | (35,013) | 4,491,327 |

Movements in reserves were as follows:

| | Option premium reserve | Equity based payment reserve | Foreign currency translation reserve | Total |
|----------------------------------|------------------------|------------------------------|--------------------------------------|-----------|
| 2020 | \$ | \$ | \$ | \$ |
| Balance at beginning of year | 1,471,000 | 2,548,000 | 107,692 | 4,126,692 |
| Currency translation differences | - | - | (247,669) | (247,669) |
| Balance at end of year | 1,471,000 | 2,548,000 | (139,977) | 3,879,023 |

Nature and purpose of reserves

Share based payment and option premium reserve

The share based payment reserve is used to record the value of equity benefits provided to employees and directors as part of their remuneration. The option premium reserve arises on the grant of share options for consideration.

Foreign currency translation reserve

Exchange differences relating to the translation from the functional currencies of the Group's foreign controlled entities into Australian dollars are brought to account by entries made directly to the foreign currency translation reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 12: RESERVES AND ACCUMULATED LOSSES continued

Accumulated Losses

Movements in accumulated losses were as follows:

| | 2021 \$ | 2020 \$ |
|------------------------------|--------------|--------------|
| Balance at beginning of year | (11,055,364) | (9,338,181) |
| Net loss for the period | (2,741,959) | (1,717,184) |
| Balance at end of year | (13,797,322) | (11,055,364) |

NOTE 13: SHARE BASED PAYMENT

13.a Employee Share Options

Options that were issued to Directors/Management are not issued under an Employee Share Option Plan and are subject to approval by shareholders.

The following provides a summary of Options issued during the financial year:

| Series | Number | Grant date | Expiry date | Exercise price | Fair value at grant date |
|--|-----------|------------|-------------|----------------|--------------------------|
| <u>Directors</u> | | | | | |
| 1. Options issued 1/9/2020 | 7,250,000 | 28/8/2020 | 30/6/2023 | \$0.08 | \$0.0418 |
| <u>Company Secretary and executive Assistant</u> | | | | | |
| 1. Options issued 1/9/2020 | 750,000 | 28/8/2020 | 30/6/2023 | \$0.08 | \$0.04182 |
| <u>Chief Technical Officer</u> | | | | | |
| 2. Options issued 23/2/2021 | 1,000,000 | 26/11/2020 | 30/6/2023 | \$0.08 | \$0.0492 |
| 3. Options issued 23/2/2021 | 1,000,000 | 26/11/2020 | 30/6/2023 | \$0.16 | \$0.0399 |

The weighted average exercise price is \$0.088 and the weighted average remaining contractual life of options outstanding at the end of the financial year was 2 years.

The fair value of the unlisted options was determined using the Black Scholes Method. Inputs used to determine the valuation were:

| Series 1 | Series 2 | Series 3 |
|------------------------------|------------------------------|------------------------------|
| Number of Options: 8,000,000 | Number of Options: 1,000,000 | Number of Options: 1,000,000 |
| Share Price: \$0.064 | Share Price: \$0.075 | Share Price: \$0.075 |
| Exercise Price: \$0.08 | Exercise Price: \$0.08 | Exercise Price: \$0.16 |
| Expected Volatility: 120% | Expected Volatility: 120% | Expected Volatility: 120% |
| Expiry date (years): 2.8 | Expiry date (years): 2.6 | Expiry date (years): 2.6 |
| Expected dividend yield: nil | Expected dividend yield: nil | Expected dividend yield: nil |
| Risk free rate: 0.27% | Risk free rate: 0.27% | Risk free rate: 0.27% |
| Total fair value: \$334,677 | Total fair value: \$49,166 | Total fair value: \$39,856 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 13: SHARE BASED PAYMENT continued

| Option Reserve | 2021 \$ | 2020 \$ |
|--|------------------|------------------|
| Opening Balance | 1,471,000 | 1,471,000 |
| Options issued to Directors (7,250,000 @ \$0.04182) | 303,200 | - |
| Options issued to Company sec and Executive Assistant (750,000 @ \$0.04182) | 31,366 | - |
| Options issued to Technical Officer (1 million Class A @\$0.0492 and 1 million Class B @ \$0.0399) | 89,133 | - |
| Options issued to brokers (offset to equity) | 83,641 | - |
| Option reserve closing balance | 1,978,340 | 1,471,000 |

Total share based expenses for the financial year was \$423,699 which excludes the broker options (\$83,641 as above) that was offset against equity.

13.b Performance Rights

Performance Rights issued to Directors and the Company Secretary were approved by shareholders (8 June 2018) and expired during year (8 June 2021).

NOTE 14: FINANCIAL INSTRUMENTS

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of cash and cash equivalents (no debt) and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings.

None of the Group's entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as tax, and general administrative outgoings.

Categories of financial instruments

| | 2021 \$ | 2020 \$ |
|--|------------|------------|
| <u>Financial assets</u> | | |
| Cash and cash equivalents | 1,233,817 | 718,757 |
| Receivables | 37,348 | 39,506 |
| <u>Financial and lease liabilities</u> | | |
| Trade and other payables | 80,938 | 80,928 |
| Lease Liabilities | 56,806 | 25,960 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 14: FINANCIAL INSTRUMENTS continued

Financial risk management objectives

The Group is exposed to market risk (including currency risk, fair value interest rate risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates.

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

Liquidity Risk

Management monitors rolling forecasts of the Group's cash reserves on the basis of expected cash flows. The Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to pay debts as and when they become due and payable.

| | Weighted average interest rate | 1 year or less | Between 1 and 2 years | Between 2 and 5 years | Over 5 years | Remaining contractual maturities |
|---|---|-------------------|--------------------------|--------------------------|--------------|--|
| | | \$ | \$ | \$ | \$ | \$ |
| <i>Non-interest bearing</i> | | | | | | |
| Trade and other payables | - | 43,983 | - | - | - | 43,983 |
| | - | 43,983 | - | - | - | 43,983 |
| <i>Interest-bearing – fixed rate</i> | | | | | | |
| Lease Liability | 5.03% | 31,284 | 25,522 | - | - | 56,806 |
| Credit Card | 18.5% | 14,954 | - | - | - | 14,954 |
| Total non-derivatives | | 46,238 | 25,522 | - | - | 71,760 |

Foreign Exchange Risk

The consolidated group operates internationally and is exposed to foreign exchange risk arising from various currency exposures. Foreign exchange risk arises from future commitments, assets and liabilities that are denominated in a currency that is not the functional currency of the relevant group company. The consolidated group's borrowings and deposits are largely denominated in US dollars. Currently there are no foreign exchange hedge programmes in place. However, the consolidated group treasury function manages the purchase of foreign currency to meet operational requirements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont.**FOR THE YEAR ENDED 30 JUNE 2021****NOTE 14: FINANCIAL INSTRUMENTS continued**

As at 30 June 2021 the consolidated group's net exposure to foreign exchange risk was as follows:

| | Currency | 2021 \$000s | 2020 \$000s |
|--|----------|----------------|----------------|
| Functional currency of individual entity: AUD | | | |
| Net Foreign Currency Financial Assets | | | |
| Cash & cash equivalents | CAD | 103 | 106 |

The effect of a 10% strengthening of the CAD against the AUD at the reporting date on the CAD-denominated assets carried within the AUD functional currency entity would, all other variables held constant, have resulted in an increase in post-tax loss for the year and decrease of net assets of AUD 10,090 (2020: 11,267)

Interest rate risk management

The Group's exposures to interest rates on financial assets and financial liabilities are confined to variable interest rates on its cash holdings of \$1,233,817 at reporting date.

Interest rate risk sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for both derivative and non-derivative instruments at the balance date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the change in interest rates.

At reporting date, if interest rates had been 50 basis points higher or lower and all other variables were held constant, the impact on the net loss and equity would be:

Net loss would decrease by \$6,169 and equity would increase by \$6,169

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses publicly available financial information and its own trading record to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

The Group does not have any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The carrying amount of financial assets recorded in the financial statements, net of any allowance for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

Fair Values

The carrying amount of the Group's financial assets and liabilities approximates their carrying amounts at reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 15: COMMITMENTS AND CONTINGENCIES

a) USA minerals exploration program

As at 30 June 2021, Sovereign Gold Nevada Inc (100% subsidiary of Marquee Resources) held Exploration licences in Nevada USA. The annual financial commitment is as follows;

| Licence | Annual Commitment |
|-------------------|-----------------------|
| 106 Claims Nevada | \$25,149 (USD 18,907) |
| | |
| | \$25,149 |

b) Canada minerals exploration program

| Project | Annual Commitment |
|---------------------|-------------------|
| Werner Lake Project | CAD 1,950 |

c) Redlings, West Spargoville and Mt. Clement minerals exploration program

| Project | Annual Commitment |
|--------------------------|---|
| Redlings Project | \$ 7,990 annual rent \$66,000 minimum spend |
| West Spargoville Project | \$5,397 annual rent \$49,000 minimum spend |
| Mt Clement Project | \$ 9,945 annual rent \$71,000 minimum spend (part estimated) |

d) Centenario investment (30%) –minimal expenditure commitment

e) Contingent Liability

Deferred Consideration

- the company has an obligation under the Share Sale Deed with **Force Commodities Ltd** (previously Sovereign Gold Company Ltd) to issue 35,000,000 fully paid MQR shares or \$175,000 upon confirmation of JORC Code compliant inferred lithium carbonate resource of at least 300,000 tonnes on the Clayton Valley Claims. The Company considers this target is still unlikely and therefore this deferred consideration has not been reflected in the financial statements.
- the company has a deferred consideration under the share purchase agreement to the sellers of **Canadian CO27 Pty Ltd** of a 1.5% net royalty smelter on Werner Lake. The Company considers this target is still unlikely and therefore this deferred consideration has not been reflected in the financial statements.
- the company has a deferred consideration under the Project Agreement - Werner Lake with **GEMC** whereby a 2% net smelter royalty on the Project is payable to the previous owner. The Company considers this target is still unlikely and therefore this deferred consideration has not been reflected in the financial statements.
- The company successfully completed the acquisition of 100% of the issued capital of Centenario Lithium Ltd on the 5th September 2019. Deferred consideration included Class A Performance Rights having a value of A\$1,000,000 which will vest and convert to a share upon the delineation of JORC-compliant Resource of 250,000 tonnes of lithium across the Tenements. In addition, Class B performance Rights having a value of A\$1,000,000 which will vest and convert to a share upon delineation of JORC-compliant Resource of 500,000 tonnes of lithium across the tenements. These deferred Performance Rights expired 5 September 2021 unvested.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 16: RELATED PARTY DISCLOSURE

The consolidated financial statements include the financial statements of Marquee Resources Limited and the subsidiaries listed in the following table. Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

| | | 2021 % | 2020 % |
|--|-----------|-----------|-----------|
| Country of incorporation | | | |
| Parent Entity | | | |
| Marquee Resources Limited | Australia | | |
| Subsidiaries | | | |
| Sovereign Gold Nevada Inc (held 100% by Marquee Resources Nevada Pty Ltd) | USA | 100 | 100 |
| Marquee Resources Nevada Pty Ltd ⁽ⁱ⁾ | Australia | 100 | 100 |
| Canadian CO27 Pty Ltd ⁽ⁱⁱ⁾ | Australia | 100 | 100 |
| Marquee Resources Canada Ltd | Canada | 100 | 100 |
| Centenario Lithium Limited ⁽ⁱⁱⁱ⁾ | Australia | 100 | 100 |
| Lithium Power International Holdings (Argentina) ⁽ⁱⁱⁱ⁾ | Australia | 30 | 30 |
| Lithium Power S.A ⁽ⁱⁱⁱ⁾ | Argentina | 30 | 30 |

Marquee Resources Limited is the ultimate Australian parent entity and ultimate parent of the Group.

- (i) Marquee Resource Nevada Pty Ltd was incorporated to hold the 100% shares in Sovereign Gold Nevada Inc. No transactions or activities have occurred in Marquee Resources Nevada Pty Ltd during the current financial period.
- (ii) Marquee Resources acquired 100% of the issued capital of Canadian CO27 Pty Ltd, the party that holds Project Agreements at Werner Lake.
- (iii) Marquee Resources completed the acquisition of 100% of the issued capital of Centenario Lithium Ltd. This company holds 30% of the issued capital of Lithium Power International Holdings (Argentina) Pty Ltd. This holding company holds 100% of the issued capital of Lithium Power S.A (incorporated in Argentina) and the holder of the seven tenements in Centenario Salar Argentina.

Key Management Personnel Remuneration

Transactions with Key Management Personnel

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report. Total remuneration paid to key management personnel is as follows:

| | 2021 \$ | 2020 \$ |
|-------------------------------|------------|------------|
| Remuneration type | | |
| Short- term employee benefits | 247,000 | 250,458 |
| Post-employment benefits | 23,465 | 23,367 |
| Share based payments | 303,050 | - |
| Total | 573,515 | 273,825 |

Further payments to GTT Ventures Pty Ltd and 19808283 Pty Ltd (a company of which Charles Thomas is a Director and shareholder) included the following:

- Corporate Advisory Fees amounting to \$126,000 (ex GST) pursuant to a Consultancy agreement.
- Capital Raising fees \$142,145 relating to placement conducted in July/Aug 2020 and February 2021.
- One million unlisted options (exercise price \$0.08, expiry 30 June 2023) were issued to GTT Ventures Pty Ltd for corporate advisory services. These were value at \$0.04182 per option totalling \$41,821.
- A sub lease for the rental of the office premises in Subiaco is in place with 19808383 Pty Ltd. Total rent paid to 30 June 2021 is \$36,000 (ex GST).

Payments to AGH Legal for legal services (a legal firm of which George Henderson is a Partner and shareholder) amounted to \$41,058 (ex GST).

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 16: RELATED PARTY DISCLOSURE continued

Loans to Key Management Personnel

There were no loans to Key Management Personnel.

Other transactions and balances with Key Management Personnel

Nil

NOTE 17: PARENT ENTITY DISCLOSURES

Financial position

| | 2021 \$ | 2020 \$ |
|------------------------------------|------------------|------------------|
| Assets | | |
| Current assets | 1,160,116 | 636,086 |
| Non-current assets | 4,382,508 | 4,796,154 |
| Total assets | 5,542,624 | 5,432,933 |
| Liabilities | | |
| Current liabilities | 161,460 | 170,870 |
| Non-current liabilities | 25,522 | - |
| Total liabilities | 186,982 | 170,870 |
| Net Assets | 5,355,642 | 5,262,063 |
| Equity | | |
| Issued capital | 14,661,637 | 12,438,405 |
| Reserves | | |
| • Option premium reserve | 1,978,340 | 1,471,000 |
| • Equity settled employee benefits | 2,548,000 | 2,548,000 |
| Accumulated losses | (13,832,335) | (11,195,342) |
| Total equity | 5,355,642 | 5,262,063 |

Financial performance

| | 2021 \$ | 2020 \$ |
|--------------------------|--------------------|--------------------|
| Loss for the period | (2,381,313) | (1,633,864) |
| Other comprehensive loss | - | - |
| Total comprehensive loss | (2,381,313) | (1,633,864) |

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

Marquee Resources Limited has not entered into any deed of cross guarantee with its wholly-owned subsidiaries during the year ended 30 June 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS cont. FOR THE YEAR ENDED 30 JUNE 2021

NOTE 18: EVENTS AFTER THE REPORTING PERIOD

COVID -19

The impact of the Coronavirus (COVID-19) pandemic is ongoing and while it has been financially positive for the consolidated entity up to 30 June 2021, it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation is rapidly developing and is dependent on measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided

Placement

In August 2021, the Company successfully completed a Placement issue of 29,750,000 fully paid ordinary shares at an issue price of \$0.05 per share to qualified sophisticated and professional investors, raising \$1,487,500 (before costs).

West Spargoville Project

The Company extended the West Spargoville Project Option Agreement with Fyfehill Pty Ltd for a further twelve months for cash consideration of \$100,000. All other terms of the agreement remain unchanged. The Company plans to embark on a joint geophysical and geochemical exploration strategy aimed at delineating LCT pegmatites for follow-up drill testing. By combining cutting edge geophysical techniques, in the form of Deep Penetrating Ground Radar (DGPR), with methodical geochemical sampling and mapping, Marquee will efficiently and cost effectively gain significant understanding of the lithium mineralisation potential of the West Spargoville Project. This exploration program at WSP is the first of many that are planned at the Project over the coming months.

Redlings REE Project

After completion of drilling at the Redlings REE Project (refer ASX Release dated 18th August 2021), Marquee has decided to fast-track a regional geochemical sampling program at the Project aimed at delineating additional rare-earth element (REE) bearing carbonatitic dykes. Marquee's focus at Redlings will now shift to assessing the REE mineralisation potential over the rest of the 108 km² of prospective tenure that has historically had no exploration works completed. Specifically, the Company will focus on the potential laterite REE mineralisation similar to the mineralisation style encountered at the Mount Weld (LYC) and Yangibana (HAS) deposits.

No other matter or circumstance has arisen since 30 June 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

NOTE 19: AUDITOR'S REMUNERATION

The auditor of Marquee Resources Limited is BDO Audit (WA) Pty Ltd. The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Group are important.

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

| | 2021 \$ | 2020 \$ |
|---|---------------|---------------|
| Auditors of the Group – BDO and related network firms | | |
| <i>Auditor of the parent entity</i> | | |
| Audit or review of the financial statements | 38,285 | 34,187 |
| | 38,285 | 34,187 |
| <i>Taxation and other advisory services</i> | | |
| Taxation | 12,500 | 7,725 |
| Total services provided by BDO | 50,785 | 41,912 |

DIRECTORS' DECLARATION

1. In the opinion of the directors of Marquee Resources Limited (the 'Company'):
 - a. the accompanying financial statements and notes are 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 performance for the year then ended; and
 - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
 - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
 - c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

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



Charles Thomas
Executive Chairman

Dated 30 September 2021

INDEPENDENT AUDITOR'S REPORT

To the members of Marquee Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Marquee Resources Limited (the Company) and its subsidiaries (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 report, including a summary of significant accounting policies and the directors' declaration.

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

- (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 ended on that date; and
- (ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

Recoverability of deferred exploration and evaluation expenditure

| Key audit matter | How the matter was addressed in our audit |
|---|---|
| <p>Note 9 of the financial report discloses the carrying value of the Group's capitalised exploration and evaluation expenditure assets.</p> <p>As the carrying value of the capitalised exploration and evaluation expenditure represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount.</p> <p>Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i>. In particular:</p> <ul style="list-style-type: none"> • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; • Recognition and valuation of purchase consideration for tenement acquisitions; and <p>Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment.</p> | <p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and director's minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Verifying, on a sample basis, evaluation expenditure capitalised during the year for compliance with the recognition and measurement criteria of AASB 6; • Considering whether any facts or circumstances existed to suggest impairment testing was required; • Reviewing the basis of impairment recorded by management and the methodology used to determine the fair value for compliance with the relevant accounting standards; and • We also assessed the adequacy of the related disclosures in Note 1(e), Note 1(v) and Note 9 to the financial report. |

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (<http://www.auasb.gov.au/Home.aspx>) at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.



Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 18 to 23 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Marquee Resources Limited, 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.

BDO Audit (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'Dean Just', is written over a faint, stylized 'BDO' logo.

Dean Just

Director

Perth, 30 September 2021

CORPORATE GOVERNANCE STATEMENT

The Company's Corporate Governance disclosure is available on the Company's website at:

www.marqueeresources.com.au

For personal use only

ADDITIONAL SECURITIES EXCHANGE INFORMATION**ASX additional information as at 14 September 2021****Number of holders of equity securities**Ordinary share capital

149,660,102 fully paid ordinary shares are held by 1,112 individual shareholders.

All issued ordinary shares carry one vote per share.

Options

49.7 million unlisted options exercise price \$0.08 expiry 30/06/2023

1 million unlisted options exercise price \$0.16 expiry 30/06/2023

Distribution of holders of equity securities

| | Number of holders (shares) | Fully paid ordinary shares |
|------------------|---------------------------------------|-----------------------------------|
| 1 – 1,000 | 57 | 6,660 |
| 1,001 – 5,000 | 54 | 164,122 |
| 5,001 – 10,000 | 147 | 1,217,450 |
| 10,001 – 100,000 | 598 | 24,417,518 |
| 100,001 and over | 256 | 123,854,352 |
| | 1,112 | 149,660,102 |

Holding less than a
marketable parcel

147

Distribution of holders of unlisted options

| | Number of holders | Unlisted Options |
|------------------|--------------------------|-------------------------|
| 1 – 1,000 | | |
| 1,001 – 5,000 | | |
| 5,001 – 10,000 | | |
| 10,001 – 100,000 | 9 | 834,000 |
| 100,001 and over | 70 | 49,866,000 |
| | 79 | 50,700,000 |

Substantial shareholders**Ordinary shareholders**

Fully paid ordinary shares
% held Number

Nil

Twenty largest holders of quoted equity securities**Ordinary shareholders**

| | | Fully paid ordinary shares | |
|--|----|-----------------------------------|-------------------|
| | | Number | Percentage |
| Jindabyne Cap PL | 1 | 6,145,445 | 4.11% |
| Simwise Developments Pty Ltd | 2 | 4,500,000 | 3.01% |
| Kingslane Pty Ltd | 3 | 4,125,000 | 2.76% |
| Syracuse Capital Pty Ltd | 4 | 2,712,886 | 1.81% |
| Ms Chunyan Niu | 5 | 2,700,000 | 1.80% |
| Invesco Nominees Pty Ltd | 6 | 2,354,555 | 1.57% |
| Farris Corporation Pty Ltd <The Peter Farris Super AC> | 7 | 2,000,000 | 1.34% |
| Mr Patrick Roman Galicki | 7 | 2,000,000 | 1.34% |
| Certane CT Pty Ltd <BC1> | 8 | 1,916,700 | 1.28% |
| Noah's Ark Investment group Pty Ltd | 9 | 1,800,000 | 1.20% |
| BNP Paribas Nominees Pty Ltd HUB24 Custodial Serv ILtd | 10 | 1,786,941 | 1.19% |
| Citicorp Nominees Pty Limited | 11 | 1,621,177 | 1.08% |
| Boomslang Capital Pty Ltd | 12 | 1,600,000 | 1.07% |
| Mr Patrick Douglas Fisher & Mrs Nyaree Louise Fisher <Fisher Family A/C> | 13 | 1,550,000 | 1.04% |
| Slam Consulting Pty Ltd | 14 | 1,500,000 | 1.00% |
| Maxmake Pty Ltd | 14 | 1,500,000 | 1.00% |
| Mr Nicolas Stott | 14 | 1,500,000 | 1.00% |
| BNP Paribas Nominees Pty Ltd <IB AU Noms Retail Client DRP> | 15 | 1,421,451 | 0.95% |
| Ms Chunyan Niu | 16 | 1,350,000 | 0.90% |
| Azark Project Pty Ltd | 17 | 1,250,000 | 0.84% |
| Mr Marcus Steven Ding | 18 | 1,090,275 | 0.73% |
| Mrs Margaret Julie Williams | 19 | 1,050,000 | 0.70% |
| Cautious Pty Ltd | 20 | 1,000,000 | 0.67% |
| Mounts Bay Investments | 20 | 1,000,000 | 0.67% |
| Mr Ankur Choksii & Mrs Khyatiben Ankur Chosksi | 20 | 1,000,000 | 0.67% |
| Blue Coasters Pty Ltd | 20 | 1,000,000 | 0.67% |
| Caram Pty Ltd | 20 | 1,000,000 | 0.67% |
| Kioraku Pty Ltd | 20 | 1,000,000 | 0.67% |
| Taos Pty Ltd | 20 | 1,000,000 | 0.67% |
| Rimoyne Pty Ltd | 20 | 1,000,000 | 0.67% |
| Jindabyne Capital Pty Ltd | 20 | 1,000,000 | 0.67% |
| | | 56,474,430 | 37.74% |

Company Secretary

Mrs Anna MacKintosh

On-market buy-back

Currently there is no on-market buy-back of the Company's securities

Registered and principal office22 Townshend Road
Subiaco WA 6008**Share registry**Automic Registry
Level 2, 267 St. George's Tce
Perth WA 6000

TENEMENT SCHEDULE

As at 30 June 2021

Tenements held by Marquee Resources and subsidiary companies.

| TENEMENT | LOCATION | NAME | INTEREST |
|----------------------|-----------------|----------------|----------|
| CVE 1 | Nevada USA | Clayton Valley | 100% |
| CVE 3-4 | Nevada USA | Clayton Valley | 100% |
| CVE 8-17 | Nevada USA | Clayton Valley | 100% |
| CVE19-75 | Nevada USA | Clayton Valley | 100% |
| CVE 81-82 | Nevada USA | Clayton Valley | 100% |
| CVE 84 | Nevada USA | Clayton Valley | 100% |
| CVE 86-102 | Nevada USA | Clayton Valley | 100% |
| CVE 119-126 | Nevada USA | Clayton Valley | 100% |
| CVE 143 – 150 | Nevada USA | Clayton Valley | 100% |
| KRL 98381-83 | Kenora, Ontario | Werner Lake | 30% |
| 9385-87, 19096/97 | Kenora, Ontario | Werner Lake | 30% |
| 19107-12 | Kenora, Ontario | Werner Lake | 30% |
| 29054/55, 29058-76 | Kenora, Ontario | Werner Lake | 30% |
| 30055 -58, 31229 | Kenora, Ontario | Werner Lake | 30% |
| 31373/74, 31823-28 | Kenora, Ontario | Werner Lake | 30% |
| 33170-72, 33175-96 | Kenora, Ontario | Werner Lake | 30% |
| 33198 -212, 33240 | Kenora, Ontario | Werner Lake | 30% |
| 33270/1, 33280-84 | Kenora, Ontario | Werner Lake | 30% |
| 33328-33, 33416 | Kenora, Ontario | Werner Lake | 30% |
| 33419, 33421-23 | Kenora, Ontario | Werner Lake | 30% |
| 36272, 33173-4 | Kenora, Ontario | Werner Lake | 30% |
| 10661 | Kenora, Ontario | Werner Lake | 30% |
| 12128 | Kenora, Ontario | Werner Lake | 30% |
| 12246 -12247 | Kenora, Ontario | Werner Lake | 30% |
| 12501 | Kenora, Ontario | Werner Lake | 30% |
| 13150 - 13151 | Kenora, Ontario | Werner Lake | 30% |
| 13283 - 13284 | Kenora, Ontario | Werner Lake | 30% |
| 13292 | Kenora, Ontario | Werner Lake | 30% |
| E37/1311 | W. Australia | Redlings | 100% |
| E37/1376 | W. Australia | Redlings | 100% |
| E08/3214 | W. Australia | Mount Clement | 100% |
| E08/3301 application | W.Australia | Mount Clement | 100% |
| E15/1781 | W. Australia | Spargoville | 100% |
| Centenario 3 | Argentina | Centenario | 30% |
| Centenario 4 | Argentina | Centenario | 30% |
| Centenario 5 | Argentina | Centenario | 30% |

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| | | | |
|-------------------------------|------------|------------|-----|
| Centenario 6 | Argentina | Centenario | 30% |
| Centenario 200 | Argentina | Centenario | 30% |
| Centenario 201 | Argentina | Centenario | 30% |
| Bicentenario 303 | Argentina | Centenario | 30% |
| Total Number of Claims | 401 | | |

Details of the tenements of Centenario Lithium Ltd (30%)

| # | File | Property | Hectares |
|---|--------|------------------|----------|
| 1 | 19,477 | Centenario 3 | 800 |
| 2 | 19,478 | Centenario 4 | 800 |
| 3 | 19,479 | Centenario 5 | 800 |
| 4 | 19,480 | Centenario 6 | 800 |
| 5 | 20,158 | Centenario 200 | 1,504 |
| 6 | 20,159 | Centenario 201 | 1,453 |
| 7 | 22,998 | Bicentenario 303 | 694.29 |