



BELARAROX

Exploration Targeting
Renewables and
Battery Minerals

Annual Report 2022



www.belararox.com.au

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ASX | BRX



DIRECTORS

Mr Neil Warburton – Non-executive Chairman

Mr Arvind Misra - Managing Director

Ms Michelle Stokes - Non-executive Director

Mr John Traicos - Non-executive Director

Mr Simon Robertson - Non-executive Director

COMPANY SECRETARY

John Traicos

REGISTERED OFFICE & CONTACT INFORMATION

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Phone: +61 8 6382 4600

SOLICITORS

Allion Partners Pty Limited

Address: Level 9, 863 Hay Street, Perth, WA 6000, Australia

ASX CODE

BRX

BRXO Options expiring 6 June 2024

CORPORATE GOVERNANCE STATEMENT

www.belararox.com.au/site/about/corporate-governance



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Chairmans Letter

Dear Fellow Shareholders

On behalf of the board of Belararox Limited (BRX or Company) I am pleased to present our first Annual Report since successfully listing in January 2022.

Our first six months of operations as an ASX listed company has witnessed outstanding progress, particularly on the exploration strategy at our principal Belara Project in the Lachlan Fold Belt in NSW.

Belara Project - NSW

Our strategy at the Belara Project is to deliver a JORC 2012 Inferred Resource over the historic mines at Belara and Native Bee and explore the potential for extensions and repetitions of massive sulphide mineralisation using electrical geophysical techniques.

We are delighted that following the successful Gravity and Gradient Array IP surveys over the historical mines and along strike conducted in February and March, the Company identified 34 new targets that expands our exploration area tenfold.

Phase 1 drilling of the historical resource areas at Belara and Native Bee has now been completed and assay results have confirmed the historical resource areas. In particular, assay results have confirmed significantly high- grade massive zinc and copper mineralisation at the Belara and Native Bee prospects. (see Operations Report for more details). Significant progress towards our initial stated goal to deliver a JORC 2012 compliant resource has been undertaken with completion due by late October 2022.

Phase 2 drill planning is now being finalised to expand the known resources and test the extension zones identified in the earlier gravity and IP surveys.

Bullabulling Project - Western Australia

At the early stage gold and nickel Bullabulling Project in Western Australia, the Company conducted 3D prospectivity modelling which has identified high priority exploration drilling targets with a sub parallel anticline similar to the neighbouring historic Bullabulling Gold Mine (contains circa 3m ozs) anticline. Steps will be taken during the coming year to undertake a drilling programme in respect of the high priority drilling targets.

Corporate

BRX raised \$5.07m (before costs) pursuant to the offer under its prospectus dated 1 November 2021 by the issue of 25,330,020 shares at an issue price of \$0.20 per share and was admitted to the Official List of ASX on Tuesday 25 January 2022.



Chairmans Letter

In June 2022 the Company completed the successful issue of listed Loyalty Options to existing shareholders at \$0.01 on a 1 option for every 2 shares held and exercisable at \$0.95 by 24 June 2024.

In late September 2022 the Company received binding commitments for \$3.85m (before costs) pursuant to a placement offer of 7,000,000 BRX shares at \$0.55/share. Each share came with a free attaching ASX:BRXO listed option.

The Loyalty Option Shortfall was placed and completed in September 2022.

During the year the Company strengthened its team with the addition of two experienced non-executive directors (Simon Robertson and John Traicos) and the establishment of a full-time senior management team in NSW.

The success of the Company during its first year is largely due to the efforts of Arvind Misra, the Managing Director, and his senior management team led by our Chief Geologist, Chris Blaser in NSW.

Outlook

I would like to acknowledge everyone who has contributed to this important first year for Belararox – my fellow directors, our senior management team, consultants, and advisors and most importantly, our loyal shareholders who have supported us so strongly in our first year of operations.

BRX is now well positioned to move to the next stage which includes;

- *Delivering a JORC 2012 Inferred Resource at the historic mines at Belara and Native Bee.*
- *Exploring further potential extensions and repetitions of massive zinc and copper sulphide mineralisation at Belara Project.*
- *Drilling high priority drilling targets at Bullabulling in WA.*
- *Assessing corporate and asset opportunities that have strategic value and provide benefit to shareholders.*

I look forward to working to develop and increasing the underlying value of the Company for all shareholders.

Neil Warburton
Non-Executive Chairman



Vision

Our exploration and resource development aspirations are underpinned by the wellbeing of our people and the community in which we work. Our aim is to achieve the best outcomes for our people, stakeholders and the environment. We aim to achieve exceptional results through a disciplined and professional approach and by taking ownership of our areas of responsibility. We look for the best ways to mitigate risk, while creating long term value for our staff, shareholders and the community. We recognise and support the diverse talents of our people.





Belararox is an Australian mineral explorer focused on securing and developing resources to meet the surge in demand from the technology, battery, and renewable energy markets. As at the end of its 2022 financial year (FY22), Belararox has an exploration licence and two exploration licence applications in the Lachlan Fold Belt of NSW and a project with tenements in the Bullabulling Goldfield near Coolgardie in Western Australia. The projects currently include the potential for zinc, copper, gold, silver, nickel, and lead resources.

Prospectivity of Belara Project (Lachlan Fold Belt, NSW) firms up in FY22

Belararox has a 100% interest in the 643 sq.km Belara Project located in the Lachlan Fold Belt of New South Wales (see Figure 1 below).

Since the Company's successful listing on the ASX in January 2022, Belararox has completed a range of advance exploration activities at this exciting Project. A number of gravity and gradient array IP surveys have been conducted at Belara, while 3D geology and prospectively mapping were completed and drill targets generated. The Company also undertook a detailed review of historic drilling previously undertaken at the Project. The March 2022 quarter saw Belararox commence its maiden drill campaign at Belara.

Soon after the end of the FY22, this Phase One drilling program at Belara was completed. Results flowing from this program have identified high grade mineralisation closer to the surface than that shown in historical modelling. In the wake of this drilling campaign, Belararox expects to soon deliver a Mineral Resource Estimate for Belara. The latter estimate, to be reported in accordance with the JORC Code (2012), will likely be announced in the December 2022 quarter.

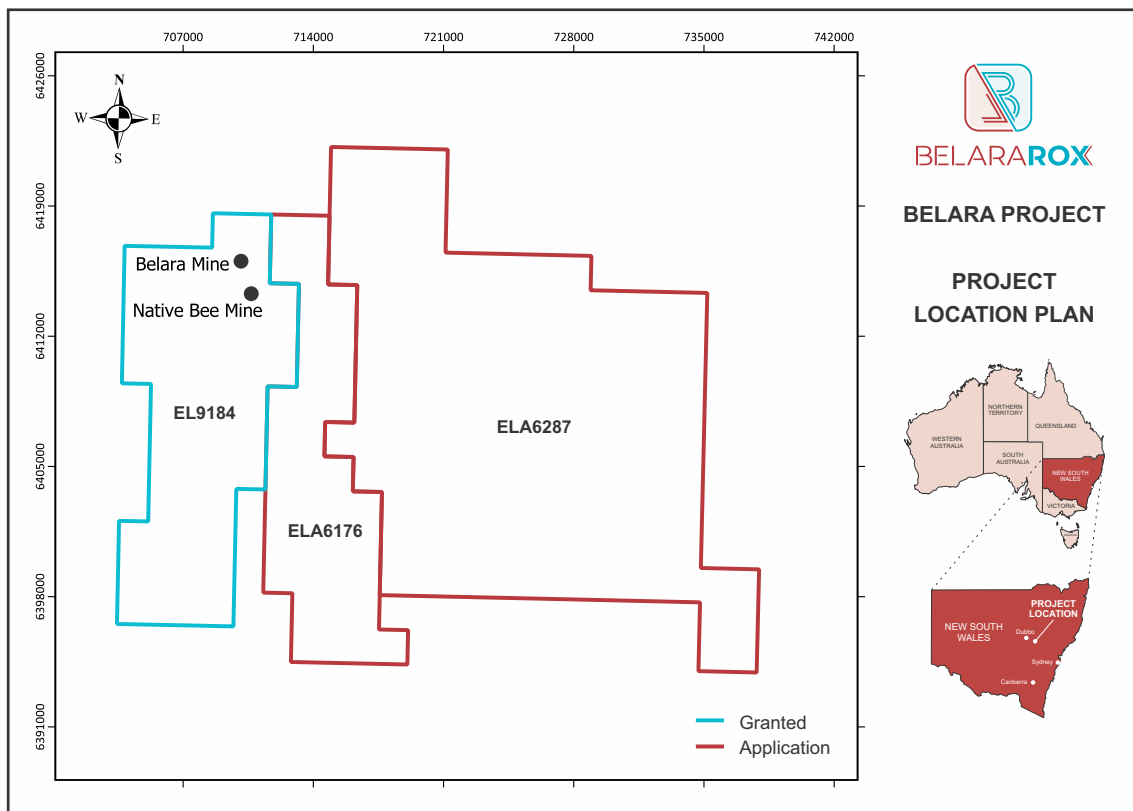


Figure 1. Location of the Belara Project area tenements



Exploration activities at the Bullabulling Project (Coolgardie, WA) get underway

Belararox also has a 100% interest in the 49 sq.km, Bullabulling Project, located in the proven gold producing Bullabulling goldfield near Coolgardie, Western Australia (see Figure 2 below). The Belararox Bullabulling Project surrounds Norton's 3Moz Bullabulling Gold Project and is along strike of the Nepean Nickel mine. The Company has already completed 3D geology and prospectively mapping at the Bullabulling Project, which has generated a number of highly prospective drill targets.

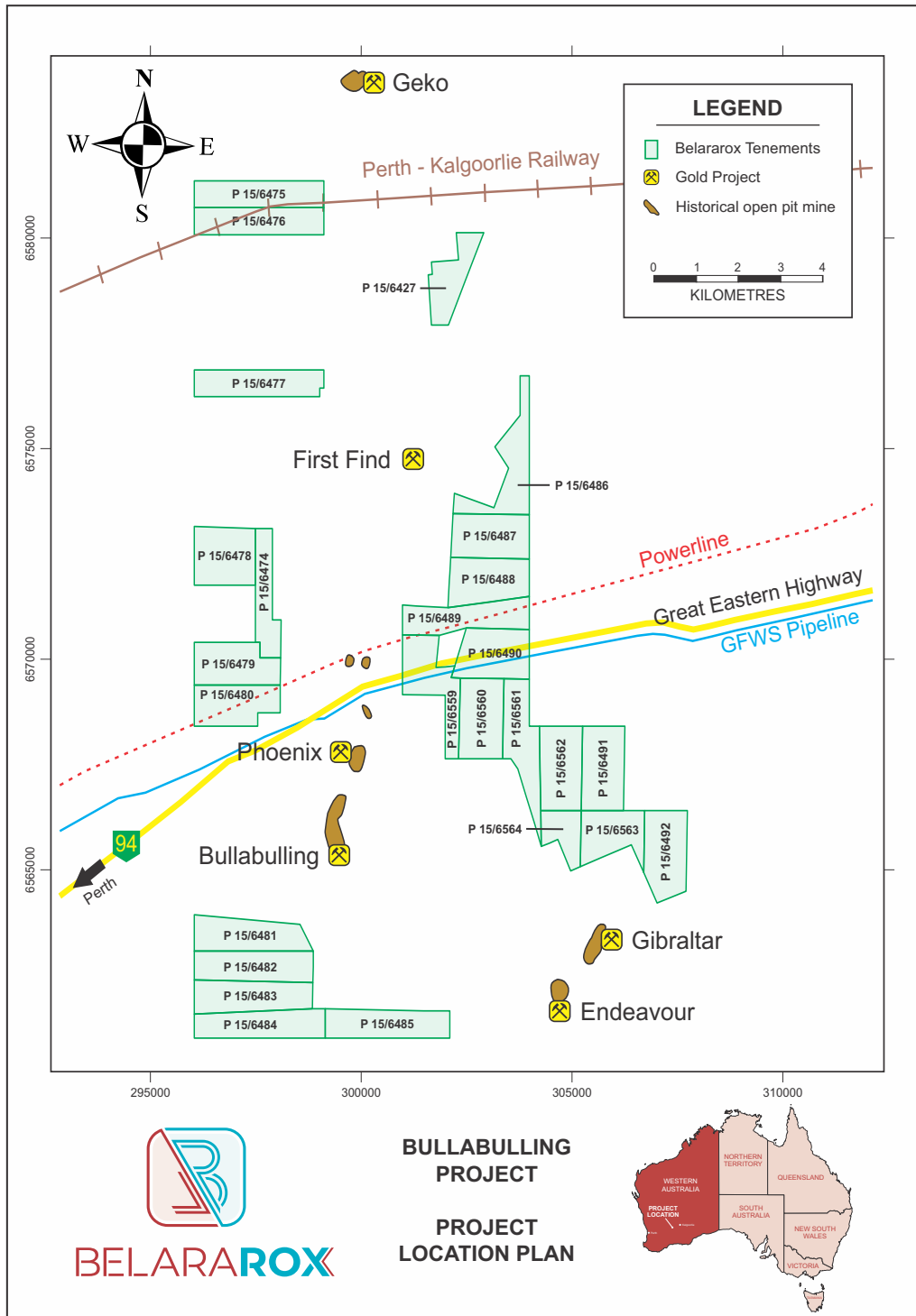


Figure 2. Location of the Bullabulling Project area tenements.

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Key Achievements Since Listing



Belara Project

- A detailed review of historic drilling and exploration confirmed the high-grade zinc sulphide intervals and identified the best intersection drilled had not been included in historical resource estimates
- Prospectivity modelling, using machine learning techniques identified the potential for significant resource area expansion, both in the historic mine areas and regionally
- The Company commenced exploration soon after listing in January 2022 with gradient array IP and gravity surveys which confirmed potential extensions to the known mineralisation at Belara and Native Bee and identified new targets for potential mineralisation
- The maiden drilling campaign at Belara commenced in March 2022, to confirm and test the known mineralisation and collect samples for metallurgical testing.
- The first 2 diamond drill holes intersected massive sulphide mineralisation, including 19m downhole of visible copper and zinc sulphides, 200m up dip from deeper historic intersections confirming continuity closer to the surface.
- The drilling program was expanded in June 2022 with an additional drill rig and continued until August 2022
- First assay results were received late in FY22, confirming massive sulphide mineralisation in previously drilled and undrilled areas
- After the end of the FY22, assay results continued to be received confirming high grade mineralisation at Belara, and later, at Native Bee
- With the phase one drilling program at the Native Bee and Belara areas completed, Belararox has materially progressed the work required to deliver an inferred resource estimate and report compliant to JORC 2012.



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Belara Project

Belararox has a 100% interest in the 643 sq.km Belara Project located in the Lachlan Fold Belt of New South Wales, where drilling has been undertaken with the aim of delivering a JORC (2012) compliant Mineral Resource Estimate in the December 2022 quarter. The Project includes the historic Belara and Native Bee mines that have been drilled to a depth of around 400 vertical metres and 150 vertical metres respectively; Both these historic mines have massive sulphide mineralisation showing excellent continuity and containing significant intersections of zinc, copper, silver, lead and gold.



Geophysical Surveys

Prior to Belararox acquiring the Belara Project, no modern geophysical surveys had been carried out along the strike of the prospective sequence. Consequently, ahead of the exploration program currently being undertaken by Belararox, the Project area remained largely underexplored for base metal mineralisation using direct detection methods.

The results from the gradient array survey over the known massive sulphide mineralisation at the Belara mine are highly encouraging, with both conductivity and chargeability data mapping the extent of the known massive sulphide mineralisation intersected in the historic drilling at the Belara mine better than expected (see Figure 3 below). The most important result from the survey is the identification of a new highly prospective anomaly mapped to the south of the Native Bee mine (also shown in Figure 3 below). This anomaly is around 1,000m long and has not been drill tested to date. The target also appears to remain open to the south.

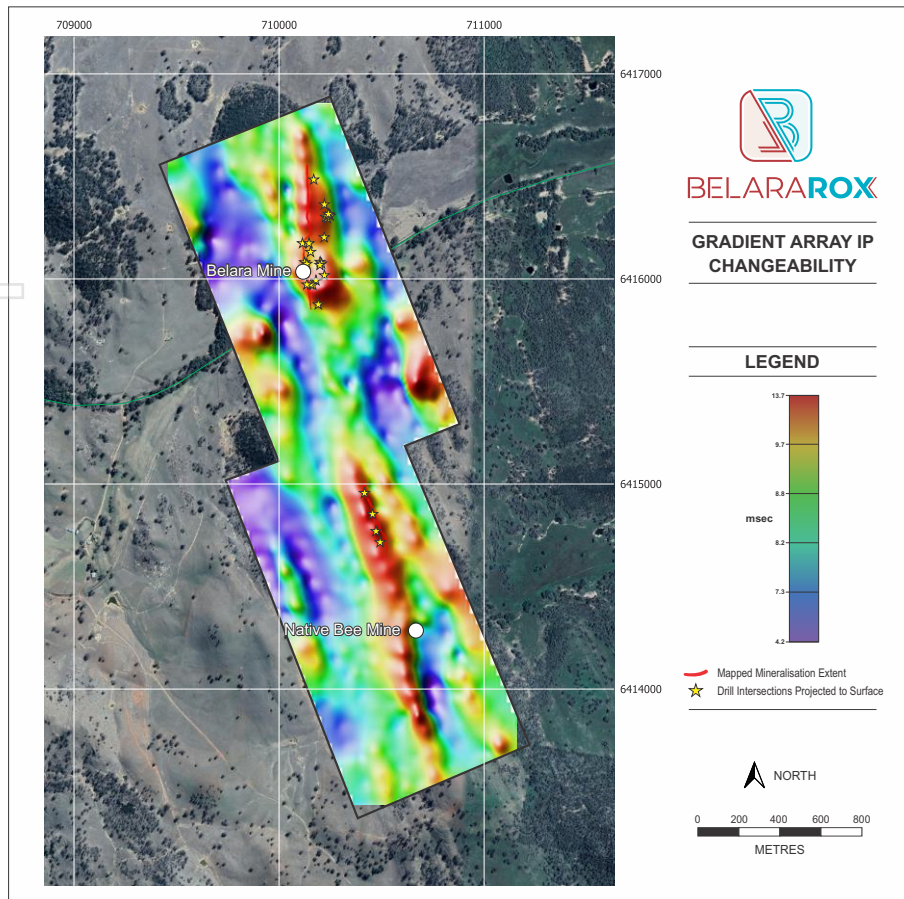


Figure 3. Gradient array IP chargeability data mapped in comparison to the extent of the known massive sulphide mineralisation and historic drill intersections projected to surface at a 0.6% Zn equivalent reported to the ASX on 24 February 2022. The chargeability high values mapped in red correspond to the known massive sulphides and extend along strike from both mines.

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Belara Project

Similarly, results of a high-resolution gravity survey undertaken in March 2022 improved the potential for new discoveries of mineralisation, not only along strike, but also adjacent to the known mineralised trends (see Figure 4 below). Encouragingly, the contours mapped very similar anomalies to the chargeability and conductivity anomalies reported by the Gradient Array IP Survey, confirming potential extensions to the known mineralisation had not yet been drill tested.

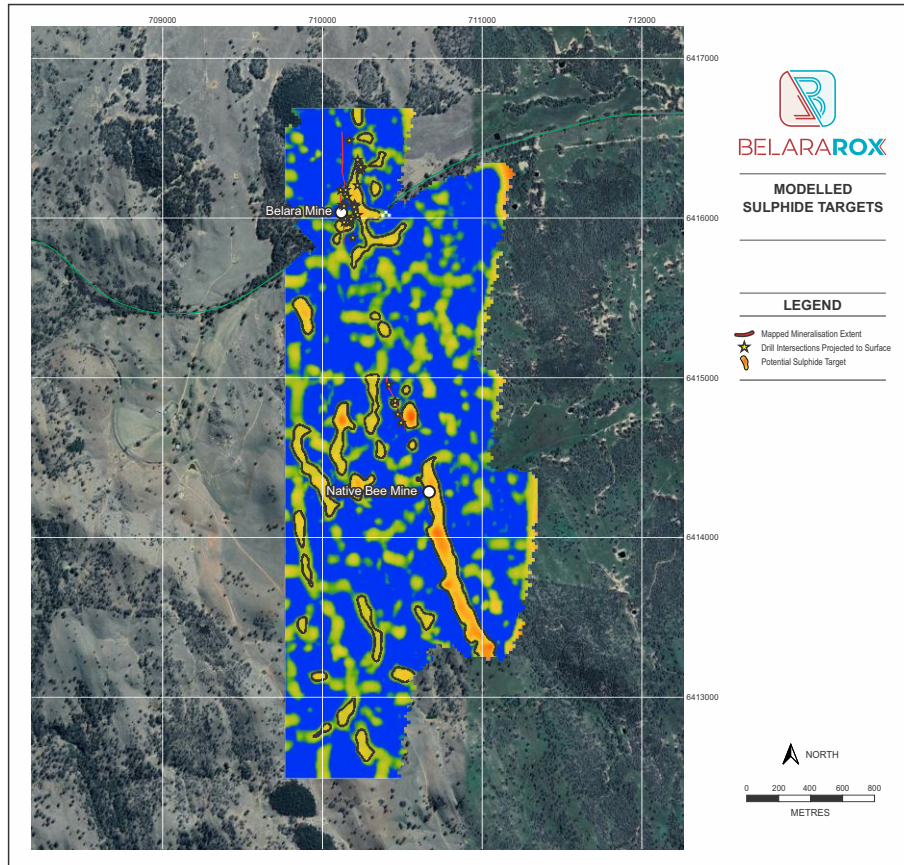


Figure 4. Gravity data modelled to map potential massive sulphide mineralisation like at the Belara and Native Bee mines mapped in comparison to the extent of the known zinc, copper, silver, gold and lead bearing massive sulphide mineralisation and historic drill intersections projected to surface at a 0.6% Zn equivalent reported to the ASX on 24 February, 2022. The warm colours correspond to positive discrete gravity highs. The black polygons map the zones of potential sulphide mineralisation based on the local density contrasts measured by the gravity.



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Prospectivity Modelling

Prospectivity modelling Belarox undertook in its FY22 using Machine Learning techniques revealed significant resource and development area expansion potential at Belara, not only in the known mine areas but also regionally.

This modelling identified 34 new exploration targets outside the Belara and Native Bee resource areas, which could potentially provide a pipeline of mine-scale targets to support organic growth through discovery into the future. The 11 new high priority targets coming out of the modelling have a combined strike of eight kilometres, which is about eight times the length of currently known mineralisation (see Figure 5 below). These 11 targets have the same geophysical, geological, and geochemical characteristics as the historic resources at the Belara and Native Bee mines.

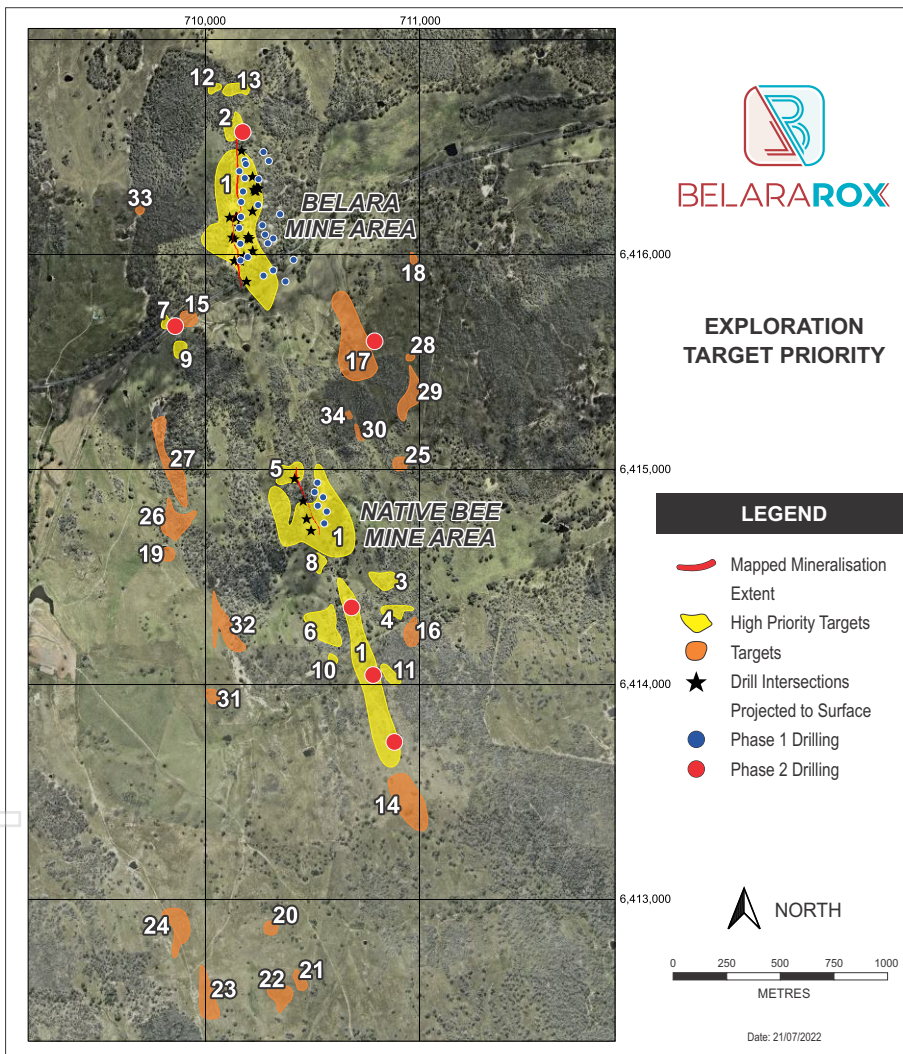


Figure 5. High priority exploration targets from the prospectivity modelling compared to known zinc, copper, lead, silver and gold mineralisation in the historic drilling and 2007 resource estimate.

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Historical Drill Review

A detailed review of historic drilling at the Belara Project was completed during the March 2022 quarter in preparation for the commencement of Belararox's maiden drill program at the Project (refer ASX announcement 24 February 2022).

There were 18 historic intersections from 15 holes, including intersections from B032 and B033, which were not included in the 2007 resource estimate (see Figure 6 and Figure 7 below).

Of note was the identification of the B033 hole mineralised intersection – providing the best results to date of:

- 16.5m at 2.39% Zn, 0.44 % Cu, 0.96 % Pb, 35.69 g/t Ag and 0.49 g/t Au from 337.0m.

Additionally, the B032 hole had multiple mineralised intersections including:

- 9.0m at 0.12% Zn, 0.38 % Cu, 0.03 % Pb, 4.33 g/t Ag and 0.12 g/t Au from 402.5m.
- 4.5m at 0.02% Zn, 0.01% Pb, 4.83 g/t Ag and 0.10 g/t Au from 418.0m.

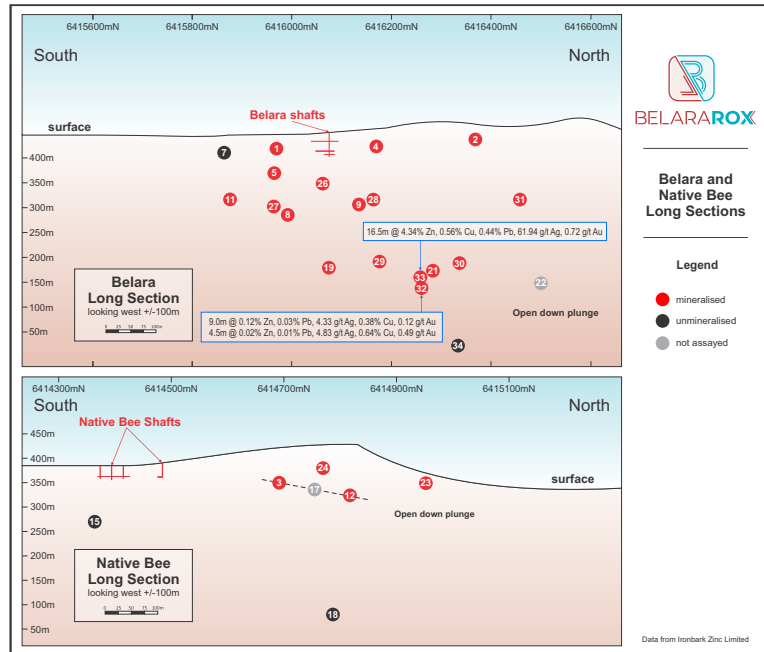


Figure 6. Long sections of drilling at Belara and the Native Bee mines

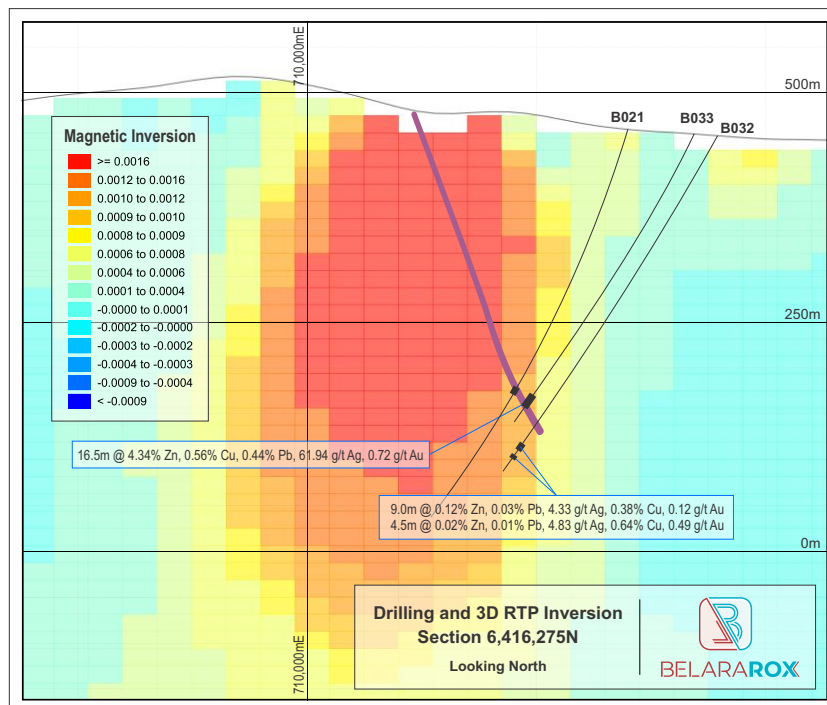


Figure 7. Cross section of drilling at Belara showing the unreported intersections in B032 and B033 compared to the mapped location of the massive sulphide mineralisation and 3D magnetic inversion model anomaly

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Maiden Drill Campaign

Belararox commenced its maiden drill program at the Belara Project in March 2022. The purpose of this campaign is to build upon historic results and determine the potential of the Belara Project to host commercial quantities of mineralisation. The results from this program will be used to prepare an updated JORC Code (2012) compliant mineral resource estimate.

The first diamond drill hole completed at the Belara Project intersected massive sulphide mineralisation in a previously untested zone. Importantly, the first diamond drill hole, located 200 metres up dip from deeper historic drilling, intersected visible copper and zinc sulphides and confirmed continuity of the massive sulphide mineralisation closer to the surface (around 120m depth over a 7m downhole interval).

A visual display of the chalcopyrite (copper) and sphalerite (zinc) sulphides identified in this first hole are shown in Figure 8 and Figure 9 below.



Figure 8. Zinc rich massive sulphide mineralisation at 132.6m.



Figure 9. Copper rich massive sulphide mineralisation at 132.0m.



The second diamond drill hole at Belara intersected 19m downhole of visible copper and zinc sulphides in an untested area 200m up dip from deeper historic drill intersections and confirmed continuity of the massive sulphide mineralisation closer to surface (around 167m depth). The results from this hole also suggested there may be other zones of mineralisation that have not been included in the historic resource.

A second drill rig commenced RC resource drilling of the historic resource area at the Belara mine, comprising 29 holes for 4,906m. Together, the resource and metallurgical drilling at Belara were intended to build upon historic results and determine the size of the Belara Project to host commercial quantities of sulphide zinc - copper mineralisation.



Figure 10. Hole 2: Zinc rich (pink sulphide) and copper rich (yellow sulphide) massive sulphide mineralisation at 168.13m which forms part of the 19m downhole intersection.

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Health, Safety, Environment, Quality & Risk Management

The Belararox Board of Directors believes that our people, both staff and contractors, are our biggest asset and is committed to leading by example in promoting health and safety in all its operations.

The Belararox **Health, Safety, Environment and Quality Management system** underpins our daily activities however the positive mindsets and behaviours and commitment of our people has been instrumental in forging a strong and developing safety culture.

Our HSEQ Management System is based on the international standards:

- ISO 45001:2018 Management Systems - WHS Management System
- AS/NZS ISO 9001 Quality Management Systems
- ISO 14001 Environmental Management Systems

The HSEQ Management System governs our day-to-day activities, ensuring appropriate standards are adopted, hazards are identified, controlled, managed and monitored appropriately.

Our guiding objectives and principles are:

- To establish and maintain a Health, Safety, Environmental and Quality Management System which complies with the requirements of ISO Standards, all applicable statutory and regulatory requirements and industry best practice.
- To provide and maintain working environments and safe systems of work for employees that are safe and free from the risk of injury or ill health.
- To provide and maintain plant and equipment that is fit for purpose, to implement operational controls to ensure the safety of all stakeholders.
- To promote and encourage a positive health and safety culture throughout Belararox through the provision of information, training, instruction and supervision leading by example.

To ensure all potential or real risks associated with our operations are identified and managed, the Belararox Board have implemented a Risk Management Committee which oversees a top-down risk assessment of all Company operations and assets.

A comprehensive Corporate Risk Assessment workshop reviewed potential risks associated with:

- Health, Safety and Human Resources.
- Corporate Governance and Stewardship.
- Economic.
- Financial and Funding and Insurances.
- Legal and Commercial.
- Natural Environment.
- Social Environment.
- Operational.
- Regulatory; and
- Reputation.

Potential risks identified in this process are mitigated or where it is not possible to eradicate the risk are reduced to as low as reasonably possible (ALARP).

The Belararox HSEQ Management System and processes are continually reviewed to ensure we have the ability to adapt to a growing exploration and project development portfolio.

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Health, Safety, Environment, Quality & Risk Management

The Covid-19 pandemic had a limited effect on the Company's operations of FY22. However, the Company remains vigilant and appropriate protocols have been put in place to minimise the risk to our employees and contractors across our various operational locations in Australia. We will continue to monitor and act on advice from State Health authorities, including implementing travel restrictions, occupational hygiene and social distancing measures as required. Covid vaccination is a requirement of employment for Belararox employees and contractors to protect themselves and the wider community and prevent transmission of the virus.

Belararox Health and Safety Performance for the 2021 – 22 period has been very pleasing with no lost time or serious injuries being recorded for the period.

The Lost Time Injury Frequency Rate (LTIFR) = 0

Community Engagement

Belararox recognises the importance of engaging early, actively and transparently in order to build respectful and collaborative relationships with the communities where we operate. Our aim is to deliver a meaningful and ongoing social and economic benefit to the people and enterprises around our operations. We strive for best practice consultation and engagement with stakeholders and communities within our area of operations.

Land access agreements and indigenous community consultation and engagement aims to understand community issues and desired outcomes as well as proactively address potential issues in a timely manner. Belararox is committed to prioritise local procurement options and to offer employment to the local population wherever possible.

Environmental

Belararox is committed to reducing the environmental footprint of our operations and to minimise adverse environmental impact through continual improvement in our environmental performance. Belararox Health, Safety, Environmental and Quality Management System aspects specific to the mining and resources industry and also ensures our business processes are carefully monitored, measured and controlled to promote a continual improvement, in our environmental performance.

Indigenous Engagement

Where Belararox operations are located on or near lands traditionally owned by or under the customary use of Indigenous Peoples Belararox will engage with and establish long lasting relationships with these Indigenous communities. Belararox understands that Indigenous Peoples often have profound and special connections to, and identification with, lands and waters and that these are tied to their physical, spiritual, cultural and economic well-being.

Through our engagement with Indigenous Peoples Belararox intends to contribute to their sustainable long term economic empowerment, social development needs and cultural well-being.

Belararox is aware of its responsibilities to both society and the community whilst engaged in operations in areas inhabited by indigenous communities. This policy will outline the specific objectives of the Company with regards to these responsibilities and the strategies it will implement to achieve these goals.

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Appointment and resignation of Directors

During the financial year, Mr John Traicos was appointed as Non-executive Director and Company Secretary and Mr Simon Robertson was appointed as Non-Executive Director. Mr Stephen Lowe stepped down from the Company's Board during the year and Ms Susan Park resigned as Company Secretary.

Initial Public Offer

Belararox was admitted to the Official List of the Australian Securities Exchange on 28 January 2022 following a successful IPO that raised \$5,066,004 (before costs). A total of 25,330,020 shares were issued at \$0.20 per share to investors that applied for shares in the IPO.

Non-renounceable entitlement issue

The Company conducted a non-renounceable entitlement issue of options to eligible shareholders on the basis of one option for every two shares held by eligible shareholders at 5pm (WST) on 16 May 2022 at an issue price of \$0.01 per Loyalty Option. The purpose of the Entitlement Offer was to recognise the support and loyalty the Company has received from its shareholders to date, many of them having committed their capital at or before the Company's initial public offer.

Forward Looking Statements

This report contains forward looking statements concerning the projects owned by Belararox Limited. Statements concerning mining reserves and resources and exploration interpretations may also be deemed to be forward looking statements in that they involve estimates based on specific assumptions. Forward-looking statements are not statements of historical fact and actual events and results may differ materially from those described in the forward looking statements as a result of a variety of risks, uncertainties and other factors. Forward looking statements are based on management's beliefs, opinions and estimates as of the dates the forward looking statements are made and no obligation is assumed to update forward looking statements if these beliefs, opinions and estimates should change or to reflect other future developments.

Competent Persons Statement



Chris Blaser
Exploration Manager

The information in this announcement to which this statement is attached relates to Exploration Results and is based on information compiled by Mr Chris Blaser. Mr Chris Blaser is Exploration Manager of the Company. Mr Chris Blaser is a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy (AusIMM) and a Member of the Australian Institute of Geoscientists (AIG). Mr Blaser has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration, and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Blaser consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.



Tenement Schedule

Schedule of Tenements

In accordance with ASX Listing Rule 5.3.3, Belararox provides the following information about its Belara Project tenements located in NSW and Bullabulling Project tenements located in WA as of June 22. The Belara project Tenement Schedule includes two pending Exploration License Applications (ELA6176 and ELA6287) that are currently undergoing Native Title Land Access Agreements negotiations.

Tenement	Holder	Percentage Held	Grant Date	Expiry Date	Area (units)	Area (km ²)
EL9184	Belararox Ltd	100%	03/06/2021	03/06/2027	52 units	150.7
ELA6176			pending		(37)	107.2
ELA6287			pending		(133)	385.5

Table 1. Belara Tenement Schedule

Tenement	Report Group	Holder	Percentage Held	Grant Date	Expiry Date	Area (Ha)
P15/6427	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	143.94
P15/6474	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	136.68
P15/6475	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	197.6
P15/6476	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	197.61
P15/6477	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	195.9
P15/6478	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6479	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	190.68
P15/6480	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	181.66
P15/6481	C5/2022	Belararox Ltd	100%	8/06/2021	7/06/2025	198.22
P15/6482	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6483	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6484	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	198.74
P15/6485	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	196.84
P15/6486	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	199.92
P15/6487	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	193.39
P15/6488	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	196.98
P15/6489	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	197.84
P15/6490	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	199.11
P15/6491	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6492	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	199.09
P15/6559	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6560	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	198.59
P15/6561	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	198.91
P15/6492	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	200
P15/6563	C5/2022	Belararox Ltd	100%	14/07/2021	13/07/2025	163.47

Table 2. Bullabulling Tenement Schedule

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The directors present their report, together with the financial statements of consisting of Belararox Limited (referred to hereafter as the 'Company') for the year ended 30 June 2022.

Directors

The following persons were directors of Belararox Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Name	Status	Appointed	Resigned
Neil Warburton	Non-Executive Chairman	21 June 2021	
Arvind Misra	Managing Director	8 June 2021	
Michelle Stokes	Non-Executive Director	16 April 2021	
Stephen Lowe	Non-Executive Director	1 July 2021	29 April 2022
Simon Robertson	Non-Executive Director	1 June 2022	
John Traicos	Non-Executive Director	1 June 2022	

Principal Activities

During the year, the principal continuing activities of the Company consisted of exploration and evaluation of:

- The Belara project - a 643 square kilometre tenement package located in Central NSW. The Belara project is a highly prospective near-term base-metal production opportunity, with potential for zinc, copper, silver lead, and gold in proximity to well-developed infrastructure; and
- The Bullabulling project – an early-stage 49 km² gold exploration tenement package comprising of 26 granted prospecting licences located 30km west of Coolgardie in the Eastern Goldfields of WA, in close proximity to the Bullabulling gold mine.

Dividends

No dividends were paid or declared during the year. No recommendation for payment of dividends was made.

Results

The loss for the Company after providing for income tax amounted to \$3,073,462 (30 June 2021: \$120,607).

Significant Changes in the State of Affairs

There were no other significant changes in the state of affairs of the Company during the financial year other than those recorded in operating and financial review.

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Matters Subsequent to the End of the Financial Year

The following matters took place subsequent to year ended 30 June 2022:

- 5 August 2022 - 500,000 performance rights to the Company's Exploration Manager;
- 22 August 2022 – Mr Lowe exercised his 250,000 performance rights, converting them into 250,000 fully paid ordinary shares
- 23 August 2022 – The Company issued 5,123,182 options at an issue price of \$0.01 per option, exercisable at \$0.95 per option with an expiry date of 6 June 2024 (“BRXO Options”). These options were placed under the Shortfall Offer as detailed in the Prospectus issued by the Company on 2 May 2022, for a non-renounceable entitlement issue of Loyalty Options to eligible shareholders.
- 8 September 2022 – The Company and its Corporate Advisor, Raven Corporate Management Pty Ltd agreed to amend the terms and conditions associated with advisory options. It was agreed that 2,000,000 BRXO Options would be issued in lieu of any advisory options originally contemplated under their initial agreement. Shareholder approval for the issue of these BRXO Options will be sought at the Company's upcoming Annual General Meeting.
- 27 September 2022 – The Company announced a capital raising of \$3,850,000 (before costs) to sophisticated and professional investors. 7,000,000 fully paid ordinary shares will be issued with one (1) free attaching BRXO Option for each share subscribed. It is anticipated that proceeds from the capital raising will be received within the next two weeks. A total of 6,850,000 BRX Options will be issued to the Lead Manager and participating brokers in the placement.

No other matters or circumstances have arisen since the end of the financial year which have significantly affected or in the opinion of directors may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

All options to be issued in respect of the capital raising will be issued subject to shareholder approval at the forthcoming Annual General Meeting.

Likely Developments and Expected Results of Operations

The Company intends to continue its exploration and evaluation activities on its existing projects and to remain open to the acquisition of further suitable projects for exploration as opportunities arise.

Environmental Regulation

The Company is subject to and is compliant with all aspects of environmental regulation of its exploration and mining activities. The directors are not aware of any environmental law that is not being complied with.

Directors' Interests in the Shares and Options of the Company and Related Bodies Corporate

The relevant interest of Directors and Key Management Personnel as at the date of this report are as follows

	Ordinary Shares	Performance Shares	Unlisted Options	Performance Rights
N Warburton	3,860,000		1,875,000	
M Stokes	7,500,000		3,750,000	250,000
J Traicos	NIL		NIL	400,000
S Robertson	50,000		25,000	400,000
A Misra	4,745,000		2,250,000	

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Information On Directors

The following information is current as at the date of this report.



Neil Warburton
Non-Executive Chairman

Mr Warburton has worked within the mining industry his entire career in roles ranging from underground miner through to senior mining engineer to executive and non-executive directorships managing large mining and contracting companies. He has over 40 years of experience in all areas of mining operations.

Over the period 2000-2012, Mr Warburton held senior positions with Barmenco Limited culminating in his appointment as Chief Executive Officer from August 2007 to March 2012. During his time at Barmenco, he managed the day-to-day Australian operations and coordinated the international expansion into West Africa and Egypt, establishing the company as the largest underground hard rock contractor in Australia and West Africa and more than doubling Barmenco's revenue.

Mr Warburton is an experienced non-executive director which includes previous non-executive director roles at Sirius Resources and IGO Limited.

Qualifications: Assoc. MinEng WASM, MAusIMM, FAICD

Other current ASX directorships: None

Former ASX directorships (last 3 years):

Non-Executive Chair of Flinders Mines Limited (from October 2016 to 30 June 2022)

Non-Executive Director of IGO Limited (from October 2015 to October 2020)

Non-Executive Director of Coolgardie Minerals Limited (from July 2017 to July 2019)



Arvind Misra
Managing Director

Mr Misra holds a Bachelor of Technology degree in Mining Engineering from the Indian Institute of Technology, Varanasi, India and a Bachelor of Computer Studies degree from Murdoch University.

Mr Misra is an experienced mining engineer with over 30 years' industry experience. He has gained his experience working through small and large mining companies in Australia, Africa and Asia. Mr Misra's primary expertise is in start-up of the new mining businesses in any jurisdiction, recommencement of dormant mines, mine management, feasibility studies, acquisition of assets, turn around management, corporate restructuring, exploration project management, initial public offerings and stock exchange listing.

Mr Misra served on the board of India Resources Limited (ASX: IRL) as Managing Director for 9 years as well as on several unlisted boards (private limited). Mr Misra has worked on numerous high-profile projects for RIO Tinto, BHP Mitsubishi Alliance, Mount Isa Mines (Glencore), Anglo American (Zambia), Griffin Coal, Norseman Gold, Brandrill Limited and India Resources Limited.

Qualifications: BTech, BCS, MAusIMM, FAICD

Other current ASX directorships: None

Former ASX directorships (last 3 years): None



Directors' Report



Michelle Stokes
Non-Executive Director

Ms Stokes has over 35 years' experience across mining, exploration, consulting, and the public sector. She was responsible for the development of successful mining projects in Western Australia that are still in operation today. Ms Stokes was a key player in the team that developed the Northern Gold portfolio in the Northern Territory. She has a high level of expertise in management and operations after providing consulting services to industry and Government over many decades.

She continues to consult and advise industry and governments in various aspects of the minerals industry, focusing on management and interpretation of exploration data, resource estimation and the transfer of data and knowledge to the public or internally within exploration teams. She has a very well-developed understanding of the needs and requirements of mineral explorers.

Qualifications: BsC

Other current ASX directorships: None

Former ASX directorships (last 3 years): None



Simon Robertson
Non-Executive Director

Mr Robertson is a highly regarded non-executive director and company secretary with over 15 years' experience providing compliance, corporate governance, capital raising, strategic direction and planning and risk management advice for a number of ASX listed, public unlisted and private companies.

Mr Robertson has a Master of Applied Finance from Macquarie University and is a member of the Governance Institute of Australia and Chartered Accountants Australian & New Zealand.

Qualifications: BBus, MAppFin, CA, GIA

Appointed: 1 June 2022

Other current ASX directorships: None

Former ASX directorships (last 3 years):

Non-Executive Director of ScandiVanadium Limited (now Province Resources Limited)



John Traicos
Non-Executive Director
Company Secretary

Mr Traicos is a lawyer with more than 30 years' experience in commercial and corporate affairs in Australia and Southern Africa. Mr Traicos has acted as company secretary and commercial manager to several Australian resource companies and has been involved in resource projects and acquisitions in Australia, Africa and Indonesia.

Mr Traicos is currently a director of Bassari Resources Limited, Western Yilgarn NL and Abyssinian Gold PLC and company secretary/commercial/legal manager of Abyssinian Metals Limited. He holds a Bachelor of Arts (Honours) from the University of Natal and a Bachelor of Law from the University of Rhodesia.

Qualifications: BA(Hon), LLB

Appointed: 1 June 2022

Other current ASX directorships: None

Former ASX directorships (last 3 years): None



Stephen Lowe
Non-Executive Director

Mr Lowe's background is in business management and taxation, and he has over 18 years' experience consulting to a range of corporates and high-wealth clients.

Mr Lowe is currently a non-executive director of ASX listed Talga Group Ltd and is a former Chairman and non-executive director of ASX 200 company Sirius Resources NL, a position he held during the discovery and partial development of the Nova/Bollinger deposits, and a former director of ASX listed CZR Resources NL and Windward Resources Ltd. He was also a former director of the Perth based specialist taxation firm MKT - Taxation Advisers.

Mr Lowe was also the Group Business Manager for the Creasy Group (Mark Creasy as Principal) a position he held from 2008 till retiring in 2019.

Qualifications: BBus, MST, FTI, FAICD

Appointed: 1 July 2021

Resigned: 29 April 2022

Other current ASX directorships:

Non-Executive Director of Talga Group Limited (since 17 December 2015)

Former ASX directorships (last 3 years): None

Company Secretary

John Traicos - BA(Hon), LLB (Appointed 1 June 2022)

Mr Traicos is a lawyer with more than 30 years' experience in commercial and corporate affairs in Australian and Southern Africa. Mr Traicos has acted as Company Secretary and Commercial Manager to several Australian resource companies and has been involved in resource projects and acquisitions in Australia, Africa and Indonesia.

Susan Park - BCom; ACA; F Fin; GAICD; AGIA (Resigned 1 June 2022)

Susan has over 24 years' experience in the corporate finance industry and has held Company Secretarial and Non-Executive Director roles for ASX, AIM and TSX listed companies. Susan is founder and Managing Director of consulting firm Hunter Corporate Pty Ltd, specialising in corporate governance and company secretarial advice to ASX, AIM and TSX listed companies. Previously, Susan has held senior management roles at Ernst & Young, PricewaterhouseCoopers and Bankwest in Perth and Sydney. Ms Park holds a Bachelor of Commerce degree majoring in accounting and finance, is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and the Institute of Chartered Secretaries and Administrators, and is a Graduate Member of the Australian Institute of Company Directors.



Directors' Meetings

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Neil Warburton	7	7
Arvind Misra	7	7
Michelle Stokes	7	7
Stephen Lowe	4	5
Simon Robertson	1	1
John Traicos	1	1

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

There were no Board committees during the financial year. The Board as a whole currently performs the functions of an Audit Committee, Risk Committee, Nomination Committee, and Remuneration Committee, however this will be reviewed should the size and nature of the Company's activities change.



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Remuneration Report (audited)

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

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

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

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles Used to Determine the Nature and Amount of Remuneration

The objective of the Company's executive remuneration policy is to ensure reward for performance is competitive and appropriate for the results delivered. The remuneration policy is designed to align key management personnel objectives with shareholder and business objectives by providing a fixed remuneration component and offering long term incentives when considered appropriate. The Board of Directors of the Company believes the remuneration policy is effective in its ability to attract and retain suitable key management personnel to manage the Company's activities.

The board will review executive packages as and when it considers it appropriate to do so in accordance with its remuneration policy and by reference to the Company's performance, executive performance and comparable information from industry sectors and other listed companies in similar industries.

The Board of Directors may exercise discretion in relation to approving incentives, bonuses and shares under the Company's Incentive Plan from time to time. The policy is designed to reward executives for performance that results in long term growth in shareholder wealth. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward.

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

Non-Executive Directors remuneration

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

Non-Executive Directors may also take place in the Company's Long-Term Incentive Plan.



Executive Remuneration

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

The executive remuneration and reward framework has three components:

- base pay
- performance incentives
- other remuneration such as superannuation

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

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee (or in its absence, the Board) based on individual performance, the overall performance of the Company and comparable market remunerations.

The Long-Term Incentive Plan designed to align the targets of the Company and consists of Performance Rights as share-based payments. Performance Rights are awarded to executives over a vesting period of three years based on long-term incentive measures, predominantly to promote an increase in shareholders value relative to the entire market and the increase compared to the Company's direct competitors.

Company Performance and Link to Remuneration

Certain Remuneration for individuals is directly linked to the performance of the Company. The vesting of Performance Rights is dependent on defined Company share price or other targets being met.

The Board of Directors is of the opinion that the Company's performance to date can be attributed in part to the adoption of performance based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

Use of Remuneration Consultants

During the financial year ended 30 June 2022, the Company did not engagement any remuneration consultants.

Details of Remuneration

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



Directors' Report

The key management personnel of the Company consisted of the following directors of Belararox Limited:

- Neil Warburton - Non-Executive Chairman
- Arvind Misra – Managing Director
- Michelle Stokes - Non-Executive Director
- Stephen Lowe - Non-Executive Director (Appointed 1 July 2021, Resigned 28 April 2022)
- Simon Robertson – Non-Executive Director (Appointed 1 June 2022)
- John Traicos – Non-Executive Director and Company Secretary (Appointed 1 June 2022)

2022

	Short-term benefits		Post-employment	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Non-monetary	Superannuation	Long service leave	Equity-settled Performance rights	
	\$	\$	\$	\$	\$	\$
Non-Executive Directors:						
Neil Warburton	45,455	-	4,545	-	116,053	166,053
Michelle Stokes	36,364	-	3,636	-	38,684	78,684
Stephen Lowe*	30,303	-	3,030	-	38,817	72,151
Simon Robertson**	3,030	-	303	-	3,093	6,426
John Traicos**	7,121	-	712	-	3,093	10,926
Executive Directors:						
Arvind Misra***	171,982	-	-	-	464,213	636,195
	294,255	-	12,227	-	663,954	970,436

* Represents remuneration from 1 July 2021 to 28 April 2022

** Represents remuneration from 1 June 2022 to 30 June 2022

*** Fees are paid to the Directors' related entity

2021

	Short-term benefits		Post-employment	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Non-monetary	Superannuation	Long service leave	Equity-settled Performance rights	
	\$	\$	\$	\$	\$	\$
Non-Executive Directors:						
Neil Warburton	4,167	-	-	-	399	4,566
Michelle Stokes	-	-	-	-	133	133
Executive Directors:						
Arvind Misra*	18,990	-	-	-	1,597	20,587
	23,157	-	-	-	2,130	25,287

* Fees are paid to the Directors' related entity

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		Performance-based remuneration	
	2022	2021	2022	2021
Non-Executive Directors:				
Neil Warburton	30%	91%	70%	9%
Michelle Stokes	51%	0%	49%	100%
Stephen Lowe	46%	N/A	54%	N/A
Simon Robertson	52%	N/A	48%	N/A
John Traicos	72%	N/A	28%	N/A
Executive Directors:				
Arvind Misra	27%	92%	73%	8%



Service Agreements

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

Name: Title: Agreement commenced: Term of agreement: Details:	Neil Warburton Non-Executive Chairman 21 June 2021 Subject to rotation and re-election requirements every 3 years Base salary for the year ending 30 June 2022 of \$50,000 inclusive of superannuation, to be reviewed annually.
Name: Title: Agreement commenced: Term of agreement: Details:	Arvind Misra Managing Director 8 June 2021 Subject to rotation and re-election requirements every 3 years Mr Misra was engaged as Managing Director of the Company on 19 May 2021, commencing his term on 8 June 2021. Under the terms of his Managing Director Consulting Agreement, Mr Misra was entitled to \$1,500 per day (exc. GST) for services performed prior to the completion of an Initial Public Offering ("IPO"). After completion of an IPO in January 2022, Mr Misra's remuneration increased to \$12,990 per month (exc. GST) for two days per week. On 6 June 2022, Mr Misra was engaged to provide services on the basis of four days per week, for an all-in remuneration of \$25,600 per month (exc. GST). All other terms of his employment remained unchanged. Three months termination notice by either party, and ability to participate in the Company's Long-Term Incentive Plan.
Name: Title: Agreement commenced: Term of agreement: Details:	Michelle Stokes Non-Executive Director 16 April 2021 Subject to rotation and re-election requirements every 3 years Base salary for the year ending 30 June 2022 of \$40,000 inclusive of superannuation, to be reviewed annually.
Name: Title: Agreement commenced: Term of agreement: Details:	Stephen Lowe (Appointed 1 July 2021, Resigned 28 April 2022) Non-Executive Director 1 July 2021 Subject to rotation and re-election requirements every 3 years Base salary for the year ending 30 June 2022 of \$40,000 inclusive of superannuation, to be reviewed annually.
Name: Title: Agreement commenced: Term of agreement: Details:	Simon Robertson Non-Executive Director 1 June 2022 Subject to rotation and re-election requirements every 3 years Base salary for the year ending 30 June 2022 of \$40,000 inclusive of superannuation, to be reviewed annually.
Name: Title: Agreement commenced: Term of agreement: Details:	John Traicos Non-Executive Director and Company Secretary 1 June 2022 Subject to rotation and re-election requirements every 3 years Base salary for the year ending 30 June 2022 of \$40,000 inclusive of superannuation, to be reviewed annually. Mr Traicos also receives \$54,000 inclusive of superannuation for his duties as acting Company Secretary.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

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**Share-Based Compensation – Performance Rights**

Performance rights are issued to key management personnel under the Company's Long Term Incentive Plan (the "Plan").

The purpose of the Plan was to assist in the reward, retention and motivation of key management personnel by aligning their interest more closely with the interest of the Company. It also provides key management personnel with the opportunity to share in any future growth in value of the Company.

Performance rights are issued to recipients in two equal tranches, each with their own performance conditions.

Details of Performance Rights issued to Directors as part of their compensation during the year ended 30 June 2022 and period from 16 April 2021 (date of incorporation) and 30 June 2021 are set out below:

Name	Date	Series A	Series B
2022			
Stephen Lowe (b)	13 July 2021	125,000	125,000
Simon Robertson (a)	1 June 2022	200,000	200,000
John Traicos (a)	1 June 2022	200,000	200,000
2021			
Neil Warburton (b)	25 June 2021	375,000	375,000
Arvind Misra (b)	25 June 2021	1,500,000	1,500,000
Michelle Stokes (b)	25 June 2021	125,000	125,000

(a) The fair value of the performance rights granted in June 2022 to Messrs Robertson and Traicos was determined through the use of a Up-and-In Trinomial model, utilising the following inputs:

	Series A	Series B
Share price	\$0.45	\$0.45
Exercise Price	\$1.35	\$1.65
Interest rate	3.15%	3.36%
Share price volatility	100.00%	100.00%
Time to maturity (years)	3	4
Dividend yield	-	-
Fair value per performance right	0.3250	0.3460

These Performance Rights were issued with the following performance conditions.

Series A Performance Rights will vest on satisfaction of all of the following performance conditions

Within 36 months of their Grant Date, the fully paid ordinary shares of the Company achieving a share price of at least \$1.35 each over a 20 consecutive trading day period.

Series B Performance Rights will vest upon:

Within 48 months of their Grant Date, the fully paid ordinary shares of the Company achieving a share price of at least \$1.65 each over a 20 consecutive trading day period.

The total fair value of share-based payments is recognised over the expected vesting period for Series A and Series B, which is 3 and 4 years respectively from the Grant Date to Messrs Robertson and Traicos.



As a result, a total of \$6,186 was recognised in relation these Performance Rights as share-based payments within the Statement of profit or loss for the year ended 30 June 2022.

(b) The fair value of the performance rights granted during in June-July 2021 to Messrs Lowe, Warburton, Misra and Ms Stokes was determined through the use of a Up-and-In Trinomial model, utilising the following inputs:

	Series A	Series B
Share price	\$0.20	\$0.35
Exercise Price	\$0.35	\$0.45
Interest rate	0.009%	0.755%
Share price volatility	106.35%	87.18%
Time to maturity (years)	3	4
Dividend yield	-	-
Fair value per performance right	0.1685	0.1420

These Performance Rights were issued with the following performance conditions.

Series A Performance Rights will vest on satisfaction of all of the following performance conditions

- fully paid ordinary shares of the Company being quoted on the Australian Securities Exchange ("ASX") on or before 31 March 2022; and
- within 36 months of the date of quotation on the ASX, the shares achieving a share price of at least \$0.35 each over a 20 consecutive trading day period.

Series B Performance Rights will vest upon:

- satisfaction of all of the above outlined performance conditions for Series A; and
- within 48 months of the date of quotation on the ASX, the shares achieving a share price of at least \$0.45 each over a 20 consecutive trading day period.

As at 30 June 2022, the above conditions had been met. \$657,768 has been expensed in relation to these Performance Rights during the year (30 June 2021: \$2,130).

A reconciliation of Performance Rights issues under the Long-Term Incentive Plan to Directors is as follows:

Director	1 July 2021	Grants	Vested and Exercised	Forfeited	Other*	30 June 2022	Vested and exercisable
Neil Warburton	750,000	-	(750,000)	-	-	-	-
Arvind Misra	3,000,000	-	(3,000,000)	-	-	-	-
Michelle Stokes	250,000	-	-	-	-	250,000	250,000
Stephen Lowe*	-	250,000	-	-	(250,000)	-	-
Simon Robertson	-	400,000	-	-	-	400,000	-
John Traicos	-	400,000	-	-	-	400,000	-
Total	4,000,000	1,050,000	(3,750,000)	-	(250,000)	1,050,000	250,000

* Resigned 28 April 2022

**Additional Information**

The following table shows the Company's net profit/(loss) since Incorporation (16 April 2021) to 30 June 2022, as well as share prices at the end of the respective financial years:

	2022 \$	2021 \$
Net profit/(loss)	(3,073,462)	(120,607)
Share price at year end	0.355	N/A

Additional Disclosures Relating to Key Management Personnel**Shareholding**

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

	Balance at the start of the year	On-Market Additions	Share-based Additions*	Disposals	Other	Balance at the end of the year
<i>Ordinary shares</i>						
Neil Warburton	2,250,000	860,000	750,000	-	-	3,860,000
Arvind Misra	1,500,000	245,000	3,000,000	-	-	4,745,000
Michelle Stokes	7,250,000	250,000	-	-	-	7,500,000
Stephen Lowe**	-	360,000	-	-	(360,000)	-
Simon Robertson	-	-	-	-	50,000***	50,000
John Traicos	-	-	-	-	-	-
	11,000,000	1,715,000	3,750,000	-	(310,000)	16,155,000

* Acquired upon exercise of vested Performance Rights
** Represents shares held at resignation date 28 April 2022
*** Shareholding upon commencement with the Company

Option Holding

The number of options over ordinary shares in the Company held during the financial year by each director and other members of key management personnel of the Company, including their personally related parties, is set out below. All options have vested and are exercisable at 30 June 2022:

	Balance at the start of the year	Granted*	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Neil Warburton	-	1,875,000	-	-	1,875,000
Arvind Misra	-	2,250,000	-	-	2,250,000
Michelle Stokes	-	3,750,000	-	-	3,750,000
Stephen Lowe	-	-	-	-	-
Simon Robertson	-	25,000	-	-	25,000
John Traicos	-	-	-	-	-
	-	7,900,000	-	-	7,900,000

* Acquired as part of the Company's Loyalty Options offer completed on 3 June 2022.



Other Transactions With Key Management Personnel and Their Related Parties

Other transactions with related parties, including their nature and amounts owing at 30 June 2022, are set out below:

Key management personnel or their related party	Nature of transactions	Transaction value	Payable Balance
Kenex Pty Ltd / Michelle Stokes	Exploration and technical consulting services provided on an ad-hoc basis	388,704	110,663
Investability Partners Pty Ltd / Neil Warburton	Investor relation services on a retainer of \$5,000 (exc. GST) per month	25,000	5,000
Raven Corporate Management Pty Ltd / Neil Warburton	Corporate advisory services	20,000	10,000

On 12 May 2022, the Company entered into a mandate for corporate advisory services (the "Mandate") with Raven Corporate Management Pty Ltd ("Raven Corporate"), an entity controlled by a related party of Mr Neil Warburton. Under the terms of the Mandate, Raven Corporate is entitled to an advisory fee of \$10,000 per month (exc. GST) for a initial term of 12 months unless terminated sooner. Termination of the Mandate can be undertaken by the Company at any time by 7 days written notice.

In addition to the above advisory fee, Raven Corporate will receive two tranches of advisory options, set out as follows:

- Tranche A - 1,250,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$0.95 per option with a 2-year expiry term; and
- Tranche B - 1,250,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$1.30. per option with a 3-year expiry term

These advisory options were to be issued upon shareholder approval being received, which was sought at the Company's upcoming Annual General Meeting. Subsequent to year end, Raven Corporate and the Company agreed to a reduction in the number of advisory options which will be issued (see below).

The fair value of the advisory options which will be granted to Raven Corporation was determined through the use of a Black Scholes Merton option pricing model, utilising the following inputs:

	Tranche A	Tranche B
Share price at measurement date (12 May 2022)	\$0.825	\$0.825
Exercise Price	\$0.950	\$1.300
Interest rate	2.64%	2.91%
Share price volatility	97.51%	101.66%
Time to maturity (years)	2	3
Dividend yield	-	-
Fair value per advisory option	0.4022	0.4534

Advisory options will be issued with no attached vesting conditions. As such \$1,069,504 has been expensed in relation to these advisory options during the year.

Subsequent to year end, in September 2022 the Company and Raven Corporate agreed to amend the terms and conditions associated with advisory options. It was agreed that the following would be issued in lieu of the above advisory options:

- 2,000,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$0.95 per option with an expiry date of 6 June 2024 ("BRXO Options").

Shareholder approval for the issue of the revised advisory options will be sought at the Company's upcoming Annual General Meeting.

This concludes the remuneration report, which has been audited.

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Shares Under Option

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

Grant date	Expiry date	Exercise price	Number under option
6 June 2022 at \$0.01 per option	6 June 2024	\$0.95	18,378,877
9 June 2022 at \$0.01 per option	6 June 2024	\$0.95	38,000
23 Aug 2022 at \$0.01 per option	6 June 2024	\$0.95	5,123,182

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

Shares Issued on the Exercise of Options

During the year ended 30 June 2022 and up to the date of this report, no ordinary shares of Belararox Limited were issued on the exercise of options granted.

Shares Issued on the Exercise of Performance Rights

The following ordinary shares of Belararox Limited were issued during the year ended 30 June 2022 and up to the date of this report on the exercise of performance rights granted:

Date Performance Rights exercised	Exercise price	Number of shares issued
30 March 2022	-	3,000,000
1 April 2022	-	750,000
22 August 2022	-	250,000

Indemnity and Insurance of Officers

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

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

Indemnity and Insurance of Auditor

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

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

Proceedings on Behalf of the Company

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

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Non-Audit Services

Details of the amounts paid or payable to the auditor, BDO Audit (WA) Pty Ltd or associated entities, for non-audit services provided during the financial year by the auditor are set out below:

	2022	2021
Taxation compliance services	5,984	-
Independent Limited Assurance Report	16,557	-
Total non-audit services	\$22,541	\$-

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

The directors are of the opinion that the services as disclosed above and in note 17 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

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

Rounding of Amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest dollar.

Auditor's Independence Declaration

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

Auditor

BDO Audit (WA) Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the directors

Arvind Misra
Managing Director

29 September 2022
Perth

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Statement of Profit or Loss & Other Comprehensive Income

For the year ended 30 June 2022

	Note	2022 \$	Period 16 April – 30 June 2021 \$
Income			
Interest Income		358	-
Total Income		<u>358</u>	<u>-</u>
Expenses			
Exploration expense		35,055	45,436
Legal, professional and consulting expenses		710,462	23,725
Directors fees		293,668	23,157
Share-based payments	12	1,733,330	2,257
Depreciation expense		452	-
Interest expense		59	-
Employee benefits expense		3,377	-
Other expenses		297,417	26,032
		<u>3,073,462</u>	<u>(120,607)</u>
Loss before income tax expense from continuing operations		(3,073,462)	(120,607)
Income tax expense	5	-	-
		<u>-</u>	<u>-</u>
Loss after income tax expense for the year/period		(3,073,462)	(120,607)
Other comprehensive income		-	-
		<u>-</u>	<u>-</u>
Total comprehensive loss for the year/period		<u>(3,073,462)</u>	<u>(120,607)</u>
		Cents	Cents
Basic loss per share	19	10.39	1.45
Diluted loss per share	19	10.39	1.45

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



Statement of Financial Position

As at 30 June 2022

	Note	2022 \$	2021 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	2,961,129	563,861
Trade and other receivables	7	159,697	7,474
Other current assets		52,625	15,000
Total current assets		<u>3,173,451</u>	<u>586,335</u>
Non-current assets			
Plant and equipment	8	13,401	-
Exploration and evaluation assets	9	2,103,914	112,500
Total non-current assets		<u>2,117,315</u>	<u>112,500</u>
TOTAL ASSETS		<u>5,290,766</u>	<u>698,835</u>
LIABILITIES			
Current liabilities			
Trade and other payables	10	1,091,575	102,185
Total current liabilities		<u>1,091,575</u>	<u>102,185</u>
TOTAL LIABILITIES		<u>1,091,575</u>	<u>102,185</u>
NET ASSETS		<u>4,199,191</u>	<u>596,650</u>
EQUITY			
Issued Capital	11	5,473,504	715,000
Option reserve	12	184,169	-
Share based payment reserve	12	1,735,587	2,257
Accumulated losses		(3,194,069)	(120,607)
TOTAL EQUITY		<u>4,199,191</u>	<u>596,650</u>

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



Statement of Changes In Equity

As at 30 June 2022

		Issued Capital	Accumulated losses	Option reserve	Share based payments reserve	Total equity
	NOTE	\$	\$		\$	\$
As at 16 April 2021 (date of incorporation)		-	-	-	-	-
Loss for the period		-	(120,607)	-	-	(120,607)
Other comprehensive income, net of income tax		-	-	-	-	-
Total comprehensive loss for the period		-	(120,607)	-	-	(120,607)
Issue of ordinary shares (net of costs)	11	602,500	-	-	-	602,500
Share based payments	9,12	112,500	-	-	2,257	114,757
30 June 2021		715,000	(120,607)	-	2,257	596,650
1 July 2021		715,000	(120,607)	-	2,257	596,650
Loss for the period		-	(3,073,462)	-	-	(3,073,462)
Other comprehensive income, net of income tax		-	-	-	-	-
Total comprehensive loss for the year		-	(3,073,462)	-	-	(3,073,462)
Issue of ordinary shares (net of costs)	11	4,758,504	-	-	-	4,758,504
Issue of loyalty options (net of costs)	12	-	-	184,169	-	184,169
Share based payments	12	-	-	-	1,733,330	1,733,330
As at 30 June 2022		5,473,504	(3,194,069)	184,169	1,735,587	4,199,191

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



Statement of Cash Flows

For the year ended 30 June 2022

	Note	2022 \$	Period 16 April – 30 June 2021 \$
Cash flows from operating activities			
Payments to suppliers and employees		(1,132,759)	(38,639)
Interest and dividends received		358	-
Net cash flows used in operating activities	18	<u>(1,132,401)</u>	<u>(38,639)</u>
Cash flows from investing activities			
Payments for exploration and evaluation		(1,399,151)	-
Payments for plant and equipment		(13,853)	-
Proceeds from disposal of financial assets		-	-
Net cash flows used in from investing activities		<u>(1,413,004)</u>	<u>-</u>
Cash flows from financing activities			
Proceeds from issue of shares		5,066,004	602,500
Payments of share issue costs		(307,500)	-
Proceeds from loyalty options issued		184,169	-
Net cash flows from financing activities		<u>4,942,673</u>	<u>602,500</u>
Net increase in cash and cash equivalents		2,397,268	563,861
Cash and cash equivalents at the beginning of the financial year/period		563,861	-
Cash and cash equivalents at the end of the financial year/period	6	<u>2,961,129</u>	<u>563,861</u>

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



Note 1 - Significant Accounting Policies

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

The financial statements are for Belararox Limited (the Company) and are presented in Australian dollars. The Company is a company limited by shares, incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange ("ASX"). The financial statements were authorised for issue in accordance with a resolution of the Directors on 29 September 2022. The Directors have the power to amend and reissue the financial statements.

(a) - New or Amended Accounting Standards and Interpretations Adopted

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

(b) - Basis of Preparation

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

Historical Cost Convention

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

Going Concern

These financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

As disclosed in the financial statements, the Company incurred a loss for the year of \$3,073,469 (2021: loss \$120,607) and had a net cash outflow from operating and investing activities of \$2,545,405 (2021: net cash outflow \$38,639).

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cash flows in line with available funds.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Company will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at amounts stated in the financial report.



The financial statements have been prepared on the basis that the Company is a going concern, which contemplates the continuity of normal business activity, realisation of assets and settlement of liabilities in the normal course of business for the following reasons:

- As disclosed in note 21, subsequent to period end the Company undertook a placement to raise gross proceeds before costs of \$3.85 million.
- The Company has the ability to issue additional equity securities under the Corporations Act 2001 to raise further working capital; and
- The Company has the ability to curtail administrative, discretionary exploration and overhead cash outflows as and when required.

The ability of the Company to continue as a going concern and to fund its operational activities is dependent on the above assumptions.

Should the Company not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the Company not continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, nor to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

Critical Accounting Estimates

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

(c) - Comparative Amounts

The Company was incorporated on 16 April 2021, thus the comparative financial information presented in the Statement of profit or loss or loss and other comprehensive income, the Statement of Changes in Equity, and the Statement of cash flows is for the period from incorporation to 30 June 2021.

Accordingly, amounts presented may not be entirely comparable to those for the year ended 30 June 2022.

(d) - Operating Segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

(e) - Income

The Company recognises revenue as follows:



Interest

Interest income is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(f) - Income Tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable. Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

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

(g) - Current and Non-Current Classification

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

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

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

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



(h) - Cash and Cash Equivalents

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

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

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

(j) - Financial Assets

Financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at Fair Value Through Profit or Loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial Assets at Fair Value Through Other Comprehensive Income

Financial assets at fair value through other comprehensive income include equity investments which the Company intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of Financial Assets

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.



Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

(k) - Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is calculated on a straight-line basis to write off the net cost of each item of plant and equipment over their expected useful lives as follows:

Plant and equipment	3-12 years
---------------------	------------

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

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

(l) - Exploration and Evaluation Assets

Exploration, evaluation and development expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are carried forward only if they relate to an area of interest for which rights of tenure are current and in respect of which:

- Such costs are expected to be recouped through successful development and exploitation or from sale of the area: or
- Exploration and evaluation activities in the area have not, at reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active operations in, or relating to, the area are continuing.

Costs incurred, excluding acquisition costs, prior to Company having rights to tenure are expensed as incurred.

Accumulated costs in respect of areas of interest which are abandoned are written off in full against profit in the year in which the decision to abandon the area is made. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.



(m) - 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.

(n) - Trade and Other Payables

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

(o) - Employee Benefits

Short-Term Employee Benefits

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

Other Long-Term Employee Benefits

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

Defined Contribution Superannuation Expense

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

Share-Based Payments

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

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



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

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

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

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

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

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

(p) - Fair Value Measurement

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

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

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



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

(q) - Asset Acquisition

Where an acquisition does not meet the definition of a business combination the transaction is accounted for as an asset acquisition. The consideration transferred for the acquisition of an asset comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Company. The consideration transferred also includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs with regards to the acquisition are capitalised. Identifiable assets acquired and liabilities assumed in the acquisition are measured at their fair value at the acquisition date.

(r) - 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.

(s) - Earnings Per Share

Basic Earnings Per Share

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

Diluted Earnings Per Share

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

(t) - Goods and Services Tax ('GST') and Other Similar Taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

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

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

(u) - Rounding of Amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

(v) - New Accounting Standards and Interpretations

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 30 June 2022. The Company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current, AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date

AASB 2020-1 amends AASB 101 Presentation of Financial Statements to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current. It requires a liability to be classified as current when entities do not have a substantive right to defer settlement at the end of the reporting period.

AASB 2020-6 defers the mandatory effective date of amendments that were originally made in AASB 2020-1 so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2023 instead of 1 January 2022. They will first be applied by the Company in the financial year commencing 1 July 2023.

The likely impact of this accounting standard on the financial statements of the Company has not been determined.

Note 2 - Critical Accounting Judgements, Estimates and Assumptions

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



Share-Based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Up-and-In Trinomial model or Black Scholes Merton model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Refer to note 12 for further information.

Exploration and Evaluation Costs

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

Note 3 - Operating Segments

Identification of Reportable Operating Segments

The Company is organised into one operating segment, being mineral exploration activities within Australia. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The Board of Directors currently receive reports which do not include any information by segment. The Board of Directors manages exploration activity of each exploration licence/area through review and approval of expenditure requirements and other operation information. Based on this criterion, the Company has only one operating segment, being exploration, and the segment operations and results are the same as the Company results.



Note 4 - Expenses

	2022 \$	2021 \$
Profit before income tax from continuing operations includes the following specific expenses:		
Depreciation Plant and equipment	452	-
<i>Finance costs</i> Interest expense	59	-
<i>Superannuation expense</i> Defined contribution superannuation expense	12,413	-
<i>Share-based payments expense</i> Share-based payments expense	1,733,330	2,257

Note 5 - Income Tax Expenses

	2022 \$	2021 \$
Components of Income tax expense		
Current tax expense	-	-
Deferred tax expense	-	-
Aggregate income tax expense	-	-
<i>Prima facie tax payable</i> Profit before income tax expense from continuing operations	(3,073,462)	(120,607)
Tax at the statutory tax rate of 30% (2021: 30%)	(992,039)	(36,182)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Entertainment expenses	1,675	-
Share-based payments	519,999	677
Effect of changes in unrecognised temporary differences and unused tax losses	400,365	35,505
Income tax expense	-	-
Current tax liability		
Current tax relates to the following:	-	-
Current tax liabilities/(assets)	-	-
Opening balance	-	-
Income tax expense	-	-
<i>Deferred tax assets comprise:</i>		
Accruals	147,604	11,678
Capital raising and other business-related costs	92,250	3,755
Deferred tax assets not brought to account	(400,365)	(35,505)
Tax losses	795,443	24,572
	634,932	4,500
<i>Deferred tax liabilities comprise:</i>		
Prepayments	(3,758)	(4,500)
Exploration and evaluation assets	(631,174)	-
	(634,932)	(4,500)



Notes to the Financial Statements

Potential future income tax benefits attributable to gross tax losses of \$2,651,477 (2021: \$81,905) carried forward have not been brought to account at 30 June 2022 because the Directors do not believe it is appropriate to regard realisation of the future tax benefit as probable. These benefits will only be obtained if:

- the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the losses and deductions to be released
- the Company continues to comply with the conditions for deductibility imposed by the law
- no changes in tax legislation adversely affect the Company in realising the benefit from the deductions for the losses

Tax losses carried forward have no expiry date.

Note 6 - Cash and Cash Equivalents

	2022 \$	2021 \$
Cash at bank	34,416	11,359
Cash on deposit	2,926,713	552,502
	<u>2,961,129</u>	<u>563,861</u>

Note 7 - Trade and Other Receivables

	2022 \$	2021 \$
GST Refundable	159,697	7,474
	<u>159,697</u>	<u>7,474</u>

Note 8 - Plant and Equipment

	2022 \$	2021 \$
Opening balance	-	-
Additions	13,853	-
Depreciation expense	(452)	-
	<u>13,401</u>	<u>-</u>
Closing balance	13,401	-

Note 9 - Exploration and Evaluation

	2022 \$	2021 \$
Opening balance	112,500	-
Additions	1,991,414	-
Acquisition during the period (i)	-	112,500
	<u>2,103,914</u>	<u>112,500</u>
Closing balance	2,103,914	112,500



(i) On 24 June 2021, the Company executed a Tenement Sale and Purchase Agreement ("Agreement") with Michlange Pty Ltd (a related entity of Mr Neil Warburton) and Kenex Pty Ltd (a related entity of Ms Michelle Stokes) to acquire 100% of the beneficial interest in a portfolio of Tenements, collectively referred to as the "Bullabulling" area of interest, within the Coolgardie region of Western Australia.

Under the terms of the Agreement, consideration of \$112,500 was agreed as consideration payable for the Bullabulling area of interest. 2,500,000 fully paid ordinary shares were issued to Michlange Pty Ltd in settlement of this amount. These shares were issued on 24 June 2021. No consideration was paid to Kenex Pty Ltd

The value of the Company's interest in carried forward exploration expenditure is dependent upon the continuance of the Company's rights to tenure of the areas of interest, the results of future exploration, and the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

Note 10 - Trade and Other Payables

	2022 \$	2021 \$
Trade payables	583,240	63,257
Accrued expenses	492,013	38,928
Other payables	16,322	-
	1,091,575	102,185

Refer to Note 13 for further information on financial instruments.

Included within trade and other payables is \$115,663 (exc. GST) owing to related parties (30 June 2021: \$21,948 exc. GST).

Refer to Note 16 for further details.

Note 11 - Issued Capital

	2022 Shares	2021 Shares	2022 \$	2021 \$
Ordinary shares - fully paid	47,080,020	18,000,000	715,000	5,529,414

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**Movements in Ordinary Share Capital**

Details	Date	Shares	Issue price	\$
Opening Balance	16-Apr-21	7,250,000	-	-
Issue of shares - seed capital	09-Jun-21	2,500,000	0.001	2,500
Issue of shares - consideration shares for asset acquisition	24-Jun-21	2,250,000	0.050	112,500
Issue of shares - seed capital	28-Jun-21	6,000,000	0.100	600,000
Closing Balance	30-Jun-21	<u>18,000,000</u>		<u>715,000</u>
Issue of shares - Initial public offering	28-Jan-22	25,330,020	0.200	5,066,004
Issue of shares - exercise of performance rights	30-Mar-22	3,000,000	-	-
Issue of shares - exercise of performance rights	01-Apr-22	750,000	-	-
Less: Capital raising costs		-	-	(307,500)
Closing balance	30-Jun-22	<u>47,080,020</u>		<u>5,473,504</u>

Ordinary Shares

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

Every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Capital Risk Management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it may continue to provide returns for shareholders and benefits for other stakeholders. The capital structure of the Company consists of equity comprising issued capital and accumulated losses.

Capital is regarded as total equity, as recognised in the statement of financial position.

Due to the nature of the Company's activities, being mineral exploration, the Company does not have ready access to credit facilities, with the primary source of funding being equity raisings. Therefore, the focus of the Company's capital risk management is to maintain sufficient current working capital position to meet the requirements of the Company to meet exploration programs and corporate overheads. The Company's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

Note 12 - Reserve

	2022 \$	2021 \$
Share-based payments reserve	1,735,587	2,257
Options reserve	184,169	-
	<u>1,919,756</u>	<u>2,257</u>

Share-Based Payment Reserve

The share-based payments reserve is used to recognise the fair value of options granted to consultants and performance rights issued under the Company's Long-term Incentive Plan.

**Option Reserve**

The option reserve is used to recognise the amounts received and raised for options issued in accordance with a prospectus issued.

Movements in Reserves

Movements in each class of reserve during the current and previous period are set out below:

Details	Date	Share-based payment reserve \$	Option reserve \$	Total \$
Balance at 1 April 2021 (date of incorporation)		-	-	-
Share-based payments - Performance rights issued		2,257	-	2,257
Balance as at 30 June 2021		2,257	-	2,257
Loyalty options issued (i)	06-Jun-22	-	184,169	184,169
Share-based payments - Performance rights (ii)	30-Jun-22	663,826	-	663,826
Share-based payments - Options to consultants (iii)	30-Jun-22	1,069,504	-	1,069,504
Balance at 30 June 2022		1,735,587	184,169	1,919,756

(i) Loyalty Options Issued

On 6 June 2022, the Company finalised its non-renounceable entitlement issue of Loyalty Options to eligible shareholders, as detailed in the Prospectus dated and released on 2 May 2022. 18,378,877 Loyalty Options were issued, raising a total of \$184,169. These options are exercisable at \$0.95 each on or before a date that is two years from the date of their issue.

As at 30 June 2022, the weighted average remaining contractual life of options outstanding was 1.92 years (2021: NIL)

(ii) Share-Based Payments – Performance Rights

Performance rights are issued to key management personnel under the Company's Long Term Incentive Plan (the "Plan"). The purpose of the Plan was to assist in the reward, retention and motivation of key management personnel by aligning their interest more closely with the interest of the Company. It also provides key management personnel with the opportunity to share in any future growth in value of the Company.

Performance rights are issued to recipients in two equal tranches, each with their own performance conditions.

Details of Performance Rights issued to Directors as part of their compensation during the year ended 30 June 2022 and the period from 16 April 2021 (date of incorporation) to 30 June 2021 are set out below:

Name	Date	Series A	Series B
2022			
Stephen Lowe (b)	13 July 2021	125,000	125,000
Simon Robertson (a)	1 June 2022	200,000	200,000
John Traicos (a)	1 June 2022	200,000	200,000
2021			
Neil Warburton (b)	25 June 2021	375,000	375,000
Arvind Misra (b)	25 June 2021	1,500,000	1,500,000
Michelle Stokes (b)	25 June 2021	125,000	125,000



Notes to the Financial Statements

(a) The fair value of the performance rights granted in June 2022 to Messrs Robertson and Traicos was determined through the use of a Up-and-In Trinomial model, utilising the following inputs:

	Series A	Series B
Share price	\$0.45	\$0.45
Exercise Price	\$1.35	\$1.65
Interest rate	3.15%	3.36%
Share price volatility	100.00%	100.00%
Time to maturity (years)	3	4
Dividend yield	-	-
Fair value per performance right	0.3250	0.3460

These Performance Rights were issued with the following performance conditions.

Series A Performance Rights will vest on satisfaction of all of the following performance conditions

Within 36 months of their Grant Date, the fully paid ordinary shares of the Company achieving a share price of at least \$1.35 each over a 20 consecutive trading day period.

Series B Performance Rights will vest upon:

Within 48 months of their Grant Date, the fully paid ordinary shares of the Company achieving a share price of at least \$1.65 each over a 20 consecutive trading day period.

The total fair value of share-based payments is recognised over the expected vesting period for Series A and Series B, which is 3 and 4 years respectively from the Grant Date to Messrs Robertson and Traicos.

As a result, a total of \$6,186 was recognised in relation these Performance Rights as share-based payments within the Statement of profit or loss for the year ended 30 June 2022.

(b) The fair value of the performance rights granted during in June-July 2021 to Messrs Lowe, Warburton, Misra and Ms Stokes was determined through the use of a Up-and-In Trinomial model, utilising the following inputs:

	Series A	Series B
Share price	\$0.20	\$0.35
Exercise Price	\$0.35	\$0.45
Interest rate	0.009%	0.755%
Share price volatility	106.35%	87.18%
Time to maturity (years)	3	4
Dividend yield	-	-
Fair value per performance right	0.1685	0.1420

These Performance rights were issued with the following performance conditions.

Series A Performance Rights will vest on satisfaction of all of the following performance conditions

- fully paid ordinary shares of the Company being quoted on the Australian Securities Exchange ("ASX") on or before 31 March 2022; and
- within 36 months of the date of quotation on the ASX, the shares achieving a share price of at least \$0.35 each over a 20 consecutive trading day period.

Series B Performance Rights will vest upon:

- satisfaction of all of the above outlined performance conditions for Series A; and
- within 48 months of the date of quotation on the ASX, the shares achieving a share price of at least \$0.45 each over a 20 consecutive trading day period.

As at 30 June 2022, the above conditions had been met. \$657,768 has been expensed in relation to these Performance Rights during the year (30 June 2021: \$2,130).

**(iii) Share-Based Payments – Options**

On 12 May 2022, the Company entered into a mandate for corporate advisory services (the “Mandate”) with Raven Corporate Management Pty Ltd (“Raven Corporate”), an entity controlled by a related party of Mr Neil Warburton. Under the terms of the Mandate, Raven Corporate is entitled to an advisory fee of \$10,000 per month (exc. GST) for a initial term of 12 months unless terminated sooner. Termination of the Mandate can be undertaken by the Company at any time by 7 days written notice.

In addition to the above advisory fee, Raven Corporate will receive two tranches of advisory options, set out as follows:

- Tranche A - 1,250,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$0.95 per option with a 2-year expiry term; and
- Tranche B - 1,250,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$1.30. per option with a 3-year expiry term

These advisory options were to be issued upon shareholder approval being received, which was sought at the Company's upcoming Annual General Meeting. Subsequent to year end, Raven Corporate and the Company agreed to a reduction in the number of advisory options which will be issued (see below).

The fair value of the advisory options which will be granted to Raven Corporation was determined through the use of a Black Scholes Merton option pricing model, utilising the following inputs

	Tranche A	Tranche B
Share price at measurement date (12 May 2022)	\$0.825	\$0.825
Exercise Price	\$0.950	\$1.300
Interest rate	2.64%	2.91%
Share price volatility	97.51%	101.66%
Time to maturity (years)	2	3
Dividend yield	-	-
Fair value per advisory option	<u>0.4022</u>	<u>0.4534</u>

Advisory options will be issued with no attached vesting conditions. As such \$1,069,504 has been expensed in relation to these advisory options during the year.

Subsequent to year end, in September 2022 the Company and Raven Corporate agreed to amend the terms and conditions associated with advisory options. It was agreed that the following would be issued in lieu of the above advisory options:

- 2,000,000 unlisted options at an issue price of \$0.001 per option, exercisable at \$0.95 per option with an expiry date of 6 June 2024 (“BRXO Options”).

Shareholder approval for the issue of the revised advisory options will be sought at the Company's upcoming Annual General Meeting.

Note 13 - Financial Instruments**Financial Risk Management Objectives**

The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

Risk management is carried out by the Board of Directors, including identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits.

**Market Risk***Foreign currency risk*

The Company is not exposed to any significant foreign exchange risk.

Price risk

The Company is not exposed to any significant price risk.

Credit Risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company.

The Company does not have any material credit risk exposure to any single receivable or Company of receivables under financial instruments entered into by the Company.

All surplus cash holdings within the Company are currently invested in AA- rated financial institutions.

Liquidity Risk

The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash and marketable securities are available to meet the current and future commitments of the Company. Due to the nature of the Company's activities, being mineral exploration, the Company does not have ready access to credit facilities, with the primary source of funding being equity raisings. The Board of Directors constantly monitor the state of equity markets in conjunction with the Company's current and future funding requirements, with a view to initiating appropriate capital raisings.

Maturity Analysis

The table below represent the undiscounted contractual settlement terms for financial liabilities and management's expectation for settlement of undiscounted maturities.

	< 6 months	6-12 Months	1-5 years	Total contractual cash flows	Carrying amount
	\$	\$	\$	\$	\$
2022					
<i>Payables</i>	583,240	-	-	583,240	583,240
	<u>583,240</u>	<u>-</u>	<u>-</u>	<u>583,240</u>	<u>583,240</u>
2021					
<i>Payables</i>	63,257	-	-	63,257	63,257
	<u>63,257</u>	<u>-</u>	<u>-</u>	<u>63,257</u>	<u>63,257</u>

Fair Value of Financial Instruments

Due to their short-term nature, the carrying amount of the financial assets and financial liabilities is assumed to approximate their fair value.



Note 14 - Key Management Personnel Disclosures

Compensation

The aggregate compensation made to Directors as key management personnel of the Company is set out below:

	2022 \$	2021 \$
Short-term employee benefits	294,255	23,157
Post-employment benefits	12,227	-
Long-term benefits	-	-
Share-based payments	663,954	2,130
	<u>970,436</u>	<u>25,287</u>

Note 15 - Commitments

In order to maintain current rights of tenure to exploration tenements, the Company will be required to meet minimum expenditure requirements on its areas of interest. Outstanding exploration commitments are as follows:

	2022 \$	2021 \$
Within one year	253,560	-
Later than one year but not later than five years	350,000	-
	<u>603,560</u>	<u>-</u>

Note 16 - Related Party Transactions

Key management personnel

Disclosures relating to key management personnel are set out in note 14 and the remuneration report included in the directors' report.

Transactions with related parties

Other transactions with related parties, including their nature and amounts owing at 30 June 2022 (exc. GST), are set out below.

2022

Key management personnel or their related party	Nature of transactions	Transaction value	Payable Balance
Kenex Pty Ltd / Michelle Stokes	Exploration and technical consulting services provided on an ad-hoc basis	388,704	110,663
Investability Partners Pty Ltd / Neil Warburton	Investor relation services on a retainer of \$5,000 (exc. GST) per month	25,000	5,000
Raven Corporate Management Pty Ltd / Neil Warburton*	Corporate advisory services	20,000	10,000

* Raven Corporate Management will also be issued with BRO Options as consideration for corporate advisory services provided. Refer to Note 12(iii) for further details.

2021

Key management personnel or their related party	Nature of transactions	Transaction value	Payable Balance
Kenex Pty Ltd / Michelle Stokes	Exploration and technical consulting services provided on an ad-hoc basis	36,759	21,948

In addition to the above, on 24 June 2021, the Company acquired 100% of the Bullabulling area of interest from related entities. Refer to Note 9 for further information.



Loans to/from related parties

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

Terms and conditions

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

Note 17 - Remuneration of Auditors

During the financial year the following fees were paid or payable for services provided by BDO Audit (WA) Pty Ltd, the auditor of the Company, and its related entities:

	2022 \$	2021 \$
<i>Audit services – BDO Audit (WA) Pty Ltd</i>		
Audit or review of the financial statements	39,674	6,000
<i>Other services – BDO Audit (WA) Pty Ltd and its related entities</i>		
Taxation services	5,984	-
Independent limited assurance report	16,557	-
	<u>22,541</u>	<u>-</u>
	<u>62,215</u>	<u>6,000</u>

Note 18 - Reconciliation of Profit After Income Tax to Net Cash from Operating Activities

	2022 \$	2021 \$
Profit after income tax expense for the year/period	(3,073,462)	(120,607)
Adjustments for:		
Depreciation expense	452	-
Share-based payments	1,733,330	2,257
Change in operating assets and liabilities:		
(Increase)/Decrease in trade and other receivables	(152,223)	(7,474)
(Increase)/Decrease in other current assets	(37,625)	(15,000)
Increase/(decrease) in trade and other payables	397,127	102,185
Net cash used in operating activities	<u>(1,132,401)</u>	<u>(38,639)</u>

Note 19 - Earnings Per Share

	2022 \$	2021 \$
Loss after income tax attributable to the owners of Belararox Limited used in calculating diluted earnings per share	(3,073,462)	(120,607)
	<u>Number</u>	<u>Number</u>
<i>Weighted average number of ordinary shares</i>		
Weighted average number of ordinary shares used in calculating basic earnings per share	29,590,640	8,290,000
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>29,590,640</u>	<u>8,290,000</u>

For the year ended 30 June 2022, options and performance rights on issue (Note 12) were anti-dilutive and have not been included in the calculation of diluted earnings per share.

	Cents	Cents
Basic loss per share	(10.39)	(1.45)
Diluted loss per share	(10.39)	(1.45)



Note 20 - Contingencies

The Company did not have any contingent assets or liabilities as at 30 June 2022 (30 June 2021: NIL).

Note 21 - Events After the Reporting Period

The following matters took place subsequent to year ended 30 June 2022:

- 5 August 2022 - 500,000 performance rights to the Company's Exploration Manager;
- 22 August 2022 – Mr Lowe exercised his 250,000 performance rights, converting them into 250,000 fully paid ordinary shares
- 23 August 2022 – The Company issued 5,123,182 options at an issue price of \$0.01 per option, exercisable at \$0.95 per option with an expiry date of 6 June 2024 (“BRXO Options”). These options were placed under the Shortfall Offer as detailed in the Prospectus issued by the Company on 2 May 2022, for a non-renounceable entitlement issue of Loyalty Options to eligible shareholders.
- 8 September 2022 – The Company and its Corporate Advisor, Raven Corporate Management Pty Ltd agreed to amend the terms and conditions associated with advisory options. It was agreed that 2,000,000 BRXO Options would be issued in lieu of any advisory options originally contemplated under their initial agreement. Shareholder approval for the issue of these BRXO Options will be sought at the Company's upcoming Annual General Meeting.
- 27 September 2022 – The Company announced a capital raising of \$3,850,000 (before costs) to sophisticated and professional investors. 7,000,000 fully paid ordinary shares will be issued with one (1) free attaching BRXO Option for each share subscribed. It is anticipated that proceeds from the capital raising will be received within the next two weeks. A total of 6,850,000 BRX options will be issued to the Lead Manager and participating brokers in the placement.

No other matters or circumstances have arisen since the end of the financial year which have significantly affected or in the opinion of directors may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

All options to be issued in respect of the capital raising will be issued subject to shareholder approval at the forthcoming Annual General Meeting.

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Directors' Declaration

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Company's financial position as at 30 June 2022 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors.

Arvind Misra
Managing Director

29 September 2022
Perth

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Auditor's Independence Declaration



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DECLARATION OF INDEPENDENCE BY DEAN JUST TO THE DIRECTORS OF BELARAROX LIMITED

As lead auditor of Belararox Limited for the period ended 30 June 2022, 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.

Dean Just
Director

BDO Audit (WA) Pty Ltd
Perth
29 September 2022

BDO Audit (WA) Pty Ltd ABN 79 112 284 787 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit (WA) Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

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INDEPENDENT AUDITOR'S REPORT

To the members of Belararox Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Belararox Limited (the Company), which comprises the statement of financial position as at 30 June 2022, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, 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 Belararox Limited, is in accordance with the *Corporations Act 2001*, including:

- (i) Giving a true and fair view of the Company's financial position as at 30 June 2022 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 Company 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.

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Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the entity's ability to continue as a going concern and therefore the entity may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Share Based Payments

Key audit matter	How the matter was addressed in our audit
<p>As disclosed in Note 12 to the Financial Report, during the financial year ended 30 June 2022, the Group agreed to issue options to key management personnel and a consultant, which have been accounted for as share-based payments.</p> <p>Refer to Note 12 of the Financial Report for a description of the accounting policy and significant estimates and judgements applied to these arrangements.</p> <p>Share-based payments are a complex accounting area and due to the complex and judgemental estimates used in determining the fair value of the share-based payments, we consider the accounting for share-based payments to be a key audit matter.</p>	<p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> ● Reviewing the relevant agreements to obtain an understanding of the contractual nature and terms and conditions of the share-based payment arrangements; ● Holding discussions with management to understand the share-based payment transactions in place; ● Reviewing management's determination of the fair value of the share-based payments granted, considering the appropriateness of the valuation methodology used; ● Testing key fair value inputs, using internal specialists where required; ● Assessing the allocation of the share-based payment expense over the relevant vesting period; and ● Assessing the adequacy of the related disclosures in Note 12 to the Financial Report.



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Carrying Value of Exploration and Evaluation Assets

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 9 to the Financial Report, the carrying value of the exploration and evaluation asset represents a significant asset of the Group.</p> <p>The Group's accounting policies and significant judgements applied to capitalised exploration and evaluation expenditure are detailed in Note 9 of the Financial Report.</p> <p>In accordance with AASB 6 <i>Exploration for and Evaluation of Mineral Resources</i> ('AASB 6'), the recoverability of exploration and evaluation expenditure requires significant judgement by management in determining whether there are any facts and circumstances that exist to suggest the carrying amount of this asset may exceed its recoverable amount. As a result, this is considered a key audit matter.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> Assessing whether rights to tenure of the Group's area 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; Considering whether any facts or circumstances existed to suggest impairment testing was required; and <p>Assessing the adequacy of the related disclosures in Note 9 of the Financial Report.</p>

Other information

The directors are responsible for the other information. The other information comprises the information in the Company's annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon.

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

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

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



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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or 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/ar2_2020.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 25 to 32 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Belararox Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

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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

BDO


Dean Just

Director

Perth

29 September 2022

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Shareholder Information

The shareholder information set out below was applicable as at 28 September 2022.

Distribution of Equitable Securities

Analysis of number of equitable security holders by size of holding:

Range of Units Report as of 27/09/2022	Ordinary shares			Listed options expiring 06/06/2024 @ \$0.95 (total)		
	Number held	Total shares issued	% of total shares issued	Total holders	Units	% Units
1 - 1,000	128	86,928	0.18	49	24,125	0.10
1,001 - 5,000	189	528,497	1.12	72	236,237	1.00
5,001 - 10,000	141	1,220,495	2.58	30	240,109	1.02
10,001 - 100,000	208	7,756,233	16.39	88	2,905,602	12.34
100,001 Over	83	37,737,867	79.73	36	20,133,986	85.53
Total	749	47,330,020	100.00	275	23,540,059	100.00

Ordinary shares holding less than a marketable parcel	Minimum Parcel Size	Holders	Units
Minimum \$ 500.00 parcel at \$ 0.6050 per unit	827	74	35,185

Listed options holding less than a marketable parcel	Minimum Parcel Size	Holders	Units
Minimum \$ 500.00 parcel at \$ 0.0800 per unit	6,250	124	277,126

Equity Security Holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

RANK	NAME	UNITS	% UNITS
1	MONDOROX PTY LTD	7,250,000	15.32
2	ARANAK PTY LTD <MISRA FAMILY A/C>	4,745,000	10.03
3	MICHLANGE PTY LTD <THE NF WARBURTON FAMILY A/C>	3,000,000	6.34
4	HARDWOOD HOLDINGS PTY LTD	2,416,648	5.11
5	DOMINIC VIRGARA	1,025,000	2.17
6	VINCENT CORP PTY LTD <THE V BARBAGALLO FAMILY A/C>	1,000,000	2.11
7	MR DOMINIC VIRGARA	840,000	1.77
8	GOSAVI PTY LTD	799,892	1.69
9	WARBURTON SUPERFUND PTY LTD <WARBURTON SELF ADMIN S/F A/C>	750,000	1.58
10	SHARIC SUPERANNUATION PTY LTD <FARRIS SUPER FUND A/C>	650,000	1.37
11	MR STEVEN LANGFIELD	645,000	1.36
12	MR JULIAN VINCENT LAWS + MRS TONI LENORE LAWS <J & T LAWS SUPER A/C>	550,000	1.16
13	MRS MARISA ACKLEY <ACKLEY INVESTMENT A/C>	503,750	1.06
14	CELERY PTY LTD	500,000	1.06
15	SBV CAPITAL PTY LTD	500,000	1.06
16	KLI PTY LTD <THE T THE'S FAMILY A/C>	405,000	0.86
17	ALWAYS HOLDINGS PTY LTD <BUHAGIAR SUPERANNUATION A/C>	400,000	0.85
18	MR MAZYAR MISAGHIAN	390,000	0.82
19	THREE ZEBRAS PTY LTD <JUDD FAMILY A/C>	350,000	0.74
20	MR WILLIAM DARRELL MC INNES + MS MELANIE LARRAINE CASSY <WATT-MCINNES SUPER FUND A/C>	319,730	0.68
Totals: Top 20 holders of ORDINARY FULLY PAID SHARES (Total)		27,040,020	57.13
Total Remaining Holders Balance		20,290,000	42.87



Shareholder Information

Unquoted equity securities

	Number on issue	Number of holders
Performance rights over ordinary shares	1,550,000	4

Substantial Holders

Substantial holders in the Company are set out below:

RANK	NAME	UNITS	% UNITS
1	MONDOROX PTY LTD	7,250,000	15.32
2	ARANAK PTY LTD <MISRA FAMILY A/C>	4,745,000	10.03
3	MICHLANGE PTY LTD <THE NF WARBURTON FAMILY A/C>	3,000,000	6.34
4	HARDWOOD HOLDINGS PTY LTD	2,416,648	5.11

Listed Options Holders

Twenty largest quoted listed options holders

The names of the twenty largest listed options holders are listed below:

RANK	NAME	UNITS	% UNITS
1	MONDOROX PTY LTD	3,625,000	15.40
2	ARANAK PTY LTD <MISRA FAMILY A/C>	2,360,000	10.03
3	KEFFALONIA KAPITAL PTY LTD	2,000,000	8.50
4	HARDWOOD HOLDINGS PTY LTD	1,647,029	7.00
5	MICHLANGE PTY LTD <THE NF WARBURTON FAMILY A/C>	1,500,000	6.37
6	REXROTH HOLDINGS PTY LTD	1,150,000	4.89
7	PRINSEP PARK PTY LTD	1,133,182	4.81
8	DOMINIC VIRGARA	512,500	2.18
9	GALLEON CAPITAL PTY LTD	500,000	2.12
9	PARADISE BAY INTERNATIONAL PTY LTD <THE PARADISE A/C>	500,000	2.12
11	CPS CAPITAL NO 5 PTY LTD	450,000	1.91
12	ASIA PACIFIC ENERGY LIMITED	411,133	1.75
13	MISS JACQUELINE MASON	400,000	1.70
14	WARBURTON SUPERFUND PTY LTD <WARBURTON SELF ADMIN S/F A/C>	375,000	1.59
15	CITICORP NOMINEES PTY LIMITED	325,094	1.38
16	SHARIC SUPERANNUATION PTY LTD <FARRIS SUPER FUND A/C>	325,000	1.38
17	MR STEVEN LANGFIELD	315,000	1.34
18	VINCENT CORP PTY LTD <THE V BARBAGALLO FAMILY A/C>	300,000	1.27
19	MR JULIAN VINCENT LAWS + MRS TONI LENORE LAWS <J & T LAWS SUPER A/C>	250,000	1.06
20	MR DOMINIC VIRGARA	225,000	0.96
Totals: Top 20 holders of LISTED OPTIONS EXPIRING 06/06/2024 @ \$0.95 (Total)		18,303,938	77.76
Total Remaining Holders Balance		5,236,121	22.24



Escrowed Securities and Performance Rights

Escrowed securities and Performance Rights holders in the Company are set out below:

	Current Holders	Units
Shares - Escrowed until 28/01/24 (E24+ES1)	6	16,000,000
Performance Rights - Escrowed until 28/01/24	1	250,000

Voting Rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

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

Options and Performance Rights

Options and Performance Rights carry no voting rights. Options and Performance Rights convert to one ordinary share upon exercise

On-Market Buy Back

There is currently no on-market buyback program for any of the Company's listed securities.

Tenements

Refer to the Tenement Schedule included at page 18 of the Directors Report. This schedule remains current, and is unchanged as at 28 September 2022.

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The Board of Directors of Belararox Limited ('Company') is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

This statement sets out the main corporate governance practices in place since listing on ASX in accordance with 4th edition of the ASX Principles of Good Corporate Governance and Best Practice Recommendations.

This Statement was approved by the Board of Directors and is current as at 27 September 2022.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

ASX Recommendation 1.1: A listed entity should have and disclose a Board Charter setting out:

- a. the respective roles and responsibilities of its Board and management; and
- b. those matters expressly reserved to the Board and those delegated to management

The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.

The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, criteria for assessing the independence of Directors, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to seek independent advice and details of the Board's relationship with management.

A copy of the Board Charter is available in the corporate governance section of the Company's website at <https://www.belararox.com.au/site/content/>

ASX Recommendation 1.2: A listed entity should:

1. undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and
2. provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.

The Company considers the character, industry and relevant experience, education and skill set, as well as interests and associations of candidates for appointment to the Board and conducts appropriate checks to verify the suitability of the candidate, prior to their appointment.

The Company ensures all information in relation to Directors seeking reappointment is set out in the Directors report and Notice of Annual General Meeting.

ASX Recommendation 1.3: A listed entity should have a written agreement with each Director and Senior Executive setting out the terms of their appointment.

The Company has in place written agreements with each Director and senior executive.

ASX Recommendation 1.4: The Company Secretary of a listed company should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The Board Charter provides for the Company Secretary to be accountable directly to the Board through the Chair.



ASX Recommendation 1.5: A listed entity should:

- a. have and disclose a diversity policy;
- b. through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and
- c. disclose in relation to each reporting period:
 1. the measurable objectives set for that period to achieve gender diversity;
 2. the entity's progress towards achieving those objectives; and
 3. either:
 - i. the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or
 - ii. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.3.

The Company has adopted a Diversity Policy which is available in the corporate governance section of the Company's website at www.belararox.com.au/site/about/corporate-governance.

The Board has not set measurable gender diversity objectives at this stage because the Board considers the application of a measurable gender diversity objectives requiring a specified proportion of women on the Board and in senior executive roles would, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company's policy of appointing based on skills and merit.

As at 30 June 2022, the Company has 1 female Board member (20%) (2021:N/A). It has no female senior managers (N/A). Of the balance of the Company's employees 33% are female (N/A). 25% (2021: N/A) of the Company's employees in total, including Directors, are female.

ASX Recommendation 1.6: A listed entity should:

- a. have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and
- b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor.

As the Company was only listed for part of the financial year a performance review for the year ended 30 June 2022 was not undertaken. A review will be undertaken during the current financial year.

ASX Recommendation 1.7: A listed entity should:

- a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and
- b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company's Remuneration and Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance and remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.

As the Company was only listed for part of the financial year a performance review for the year ended 30 June 2022 was not undertaken. A review will be undertaken during the current financial year.

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PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE

ASX Recommendation 2.1: The Board of a listed entity should

- a. have a nomination committee which:
 1. has at least three members, a majority of whom are Independent Directors; and
 2. is chaired by an Independent Director, and disclose:
 1. the charter of the committee;
 2. the members of the committee; and
 3. as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company does not currently have a Nomination Committee. The Company's Remuneration and Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom should be independent Directors, and which should be chaired by an independent Director.

The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment due to its size and current operations.

The Board presently carries out the duties that would ordinarily be carried out by the Nomination Committee under the Remuneration and Nomination Committee Charter, including processes to address succession issues and to ensure the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively, devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix with all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

ASX Recommendation 2.2: A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.

On a collective basis the Board's skills matrix indicates the mix of skills, experience and expertise that are considered necessary at Board level for optimal performance of the Board. The matrix reflects the Board's objective to have an appropriate mix of specific industry and professional experience including skills such as geology, leadership, governance, strategy, finance, risk management, Government and Native Title engagement and international business operations.

ASX Recommendation 2.3: A listed entity should disclose:

- a. the names of the Directors considered by the Board to be Independent Directors;
- b. if a Director has an interest, position or relationship of the type described in 2.3 (factors relevant to assessing the independence of a Director) but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and
- c. the length of service of each Director.

The Company's Board Charter requires that, where practical, the majority of the Board should be independent.

The Board currently comprises a total of five directors, of whom two are considered to be independent. As such, the Board does not currently have an independent majority of the Board. The Board considers non-executive Directors Mr Traicos and Mr Robertson to be independent. Mr. Arvind Misra is not independent as he has an executive role with the Company and Mr. Warburton and Ms. Stokes are not independent as they are substantial shareholders of the Company.

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The Board considers the composition of the Board is appropriate in the context of the size of the Board and the Company and the scope and scale of the Company's operations. Further, the Board considers that each of the non-independent Directors in office possess skills and experience suitable for building the Company.

It is noted the membership of the Board will be assessed in future in line with changes in the Company's operations and level of activity and may be adjusted as deemed appropriate. The Board will consider the ASX Recommendations in assessing any future changes to the Board.

The respective appointment date of each Director is set out in the Directors Report.

ASX Recommendation 2.4: The majority of the Board of a listed entity should be Independent Directors.

The majority of the Board are not Independent Directors. Whilst the Company does not have a majority of Independent Directors, the Board considers the current balance of skills and expertise is appropriate for the Company given its size and operations.

It is noted the membership of the Board will be assessed in future in line with changes in the Company's operations and level of activity and may be adjusted as deemed appropriate. The Board will consider the ASX Recommendations in assessing any future changes to the Board.

Directors having a conflict of interest in relation to a particular item of business must absent themselves from the Board meeting before commencement of discussion on the topic unless other Directors agree to their attendance. Directors having a conflict must absent themselves from the meeting while any decisions are being made on the business.

ASX Recommendation 2.5: The Chair of a listed entity should be an Independent Director and, in particular, should not be the same person as the CEO of the entity.

The Chairman, Neil Warburton is not considered an independent Non-Executive Director. The Board has formed the view that, given the size and nature of the business of the Company, and the knowledge and experience Mr Warburton brings to the Company, Mr Warburton is an appropriate person to hold the position of Chairman of the Company even though he is not independent by reason of being a substantial shareholder.

Mr Arvind Misra is Managing Director of the Company.

ASX recommendation 2.6: A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.

The Remuneration and Nomination Committee (or in its absence the Board) is responsible for the establishment and facilitation of the induction program for new Directors with all such information and advice which may be considered necessary or desirable for the Director to commence their appointment to the Board.

The Company Secretary is responsible for facilitating inductions and professional development. The Company Secretary provides information to the Directors which may assist in their ongoing professional development.

Upon appointment to the Board new Directors will be provided with Company policies and procedures will be provided an opportunity to discuss the Company's operations with senior executives and the Board.

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PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

ASX Recommendation 3.1: A listed entity should articulate and disclose its values.

The Company's Corporate Code of Conduct applies to all Directors, officers, contractors, senior executives and employees (Staff). Staff are under the obligation to ensure that the Code of Conduct is not breached. If any Staff notice any violations of the Code of Conduct, they must notify the Managing Director, the Chair of the Company or a supervisor (if applicable). The Directors must ensure that reports of any breach of the Code of Conduct undergoes thorough investigations and that appropriate action is taken by the Company.

A copy of the Company's Code of Conduct is available on the Company's website www.belararox.com.au/site/about/corporate-governance.

ASX Recommendation 3.2: A listed entity should:

- a. have and disclose a code of conduct for its Directors, senior executives and employees; and
- b. ensure that the Board or a committee of the Board is informed of any material breaches of that code.

Belararox is committed to acting ethically and responsibly.

The Company's Corporate Code of Conduct applies to the directors (executive or non-executive), officers, employees, authorised representatives, contractors and consultants of the Company.

A copy of the Company's Code of Conduct is available in the corporate governance section of the Company's website at www.belararox.com.au/site/about/corporate-governance.

ASX Recommendation 3.3: A listed entity should:

- a. have and disclose a whistleblower policy; and
- b. ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.

The Board has adopted a Whistleblower Protection Policy to ensure concerns regarding unacceptable conduct including breaches of the Company's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The purpose of this policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk.

The policy contains a procedure for reporting material breaches of the policy.

A copy of the Company's Whistleblower Protection Policy is available on the Company's website, www.belararox.com.au/site/about/corporate-governance.

ASX Recommendation 3.4: A listed entity should:

- a. have and disclose an anti-bribery and corruption policy; and
- b. ensure that the Board or a committee of the Board is informed of any material breaches of that policy.

The Board has adopted an Anti-Bribery and Anti-Corruption Policy for the purpose of setting out the responsibilities in observing and upholding the Company's position on bribery and corruption and providing information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

The policy contains a procedure for reporting material breaches of the policy.

A copy of the Company's Anti-Bribery and Anti-Corruption Policy is available on the Company's website, www.belararox.com.au/site/about/corporate-governance.



PRINCIPLE 4: SAFEGUARD INTEGRITY IN FINANCIAL REPORTING

ASX Recommendation 4.1: The Board of a listed entity should:

- a. **have an audit committee which:**
 1. **has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and**
 2. **is chaired by an Independent Director, who is not the chair of the Board,**
and disclose:
 1. **the charter of the committee;**
 2. **the relevant qualifications and experience of the members of the committee; and**
 3. **in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or**
- b. **if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner**

The Company does not have an Audit Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom should be independent Directors, and which should be chaired by an independent Director who is not the Chair.

The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment due to its current size and operations. The Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee to verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Company's auditors where practical attend and present their closing audit report to the full Board prior to approval of both the Half Year and Full Year Financial Statements.

ASX Recommendation 4.2: The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO (or equivalent) a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board has received the assurance required by ASX Recommendation 4.2 in respect of the financial statements for the half year ended 21 December 2021 and the full year ended 30 June 2022 and in future years will receive the assurance in respect to the half year and full year financial statements. The Board has formed the view that, given the size and nature of the business of the Company, such a process is not required in relation to the Company's quarterly cash flow reports.

ASX Recommendation 4.3: A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Periodic corporate reports that are not audited or reviewed by the auditor, are circulated to members of the Board prior to release for comment. Board members may provide verbal or written contribution into each announcement circulated, prior to its release.

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PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

ASX Recommendation 5.1: A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under ASX Listing Rule 3.1.

The Company's Corporate Governance Plan contains a Continuous Disclosure Policy which sets out the processes the Company follows to comply with its continuous disclosure obligations under the ASX Listing Rules and other relevant legislation.

In accordance with the Company's Continuous Disclosure Policy, all information provided to ASX for release to the market is posted to its website at www.belararox.com.au/site/investor-centre/asx-announcements after ASX confirms an announcement has been made.

Information in relation to the Company's continuous disclosure requirements is set out in the Company's Continuous Disclosure Policy available at www.belararox.com.au/site/about/corporate-governance.

ASX Recommendation 5.2: A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.

Copies of all market announcements will be circulated by the Company Secretary promptly to the Board to ensure the Board has timely oversight on the information being disclosed to the market.

ASX Recommendation 5.3: A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company's Continuous Disclosure Policy which forms part of the Company's Corporate Governance Plan provides that any new and substantive investor or analyst presentations will be released on the ASX Market Announcements Platform ahead of the presentation.

Where practicable, the Company will consider providing shareholders the opportunity to participate in such presentations.

The Company Secretary releases any new and substantive presentation to the ASX Market Announcements Platform ahead of the presentation, a copy of which is available on the Company's website, www.belararox.com.au/site/investor-centre/asx-announcements when released.

PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

ASX Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.

The Company's website at www.belararox.com.au/site/about/about-us contains information about the Company's projects, Directors and management and the Company's corporate governance practices, policies and charters. All ASX announcements made to the market, including annual, half year and quarterly reports are posted on the website as soon as they have been released by the ASX. The full text of all notices of meetings and explanatory material, the Company's Annual Report and copies of all investor presentations are posted on the Company's website.

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ASX Recommendation 6.2: A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company has adopted a Shareholder Communications Policy which aims to promote and facilitate effective two-way communication with investors. The Shareholder Communications Policy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.

The Company's Managing Director is currently the Company's primary contact for investors and potential investors and makes himself available to discuss the Company's activities when requested. Where appropriate Directors provide assistance to the Managing Director in dealing with investor relations.

The Company may engage the services of an Investor Relations company to assist the Company with its investor relations activities.

Contact with the Company can be made via an email address provided on the website and investors can subscribe to the Company's electronic mailing list.

ASX Recommendation 6.3: A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Shareholders will be encouraged to participate in all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.

The full text of all notices of meetings and explanatory material are posted on the Company's website at www.belararox.com.au/site/investor-centre/investor-welcome

ASX Recommendation 6.4: A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

The Chair must ensure all substantive resolutions at shareholder meetings will be decided by a poll rather than a show of hands. The Company's share registry will assist with the running of the poll.

ASX Recommendation 6.5: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.

The Shareholder Communications Policy provides that security holders may opt to receive communications from, and send communications to, the Company and its share registry electronically, by contacting the Company Secretary or the Company's share registry as applicable.

All information provided to the ASX is immediately posted to the Company's website.

Shareholders queries are referred to the Company Secretary in the first instance.



PRINCIPLE 7: RECOGNISE AND MANAGE RISK

ASX Recommendation 7.1: The Board of a listed entity should

- a. have a committee or committees to oversee risk, each of which:
 - 1. has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
 - 2. is chaired by an Independent Director, who is not the chair of the Board, and disclose:
 - 1. the charter of the committee;
 - 2. the relevant qualifications and experience of the members of the committee; and
 - 3. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

The Company does not have a Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of should must be independent Directors, and which should be chaired by an independent Director.

The Company does not have an Audit and Risk Committee as the Board consider the Company will not currently benefit from its establishment given its current size an operations. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter. Relevantly, the Board devotes time at Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.

ASX Recommendation 7.2: The Board or a committee of the Board, of a listed entity should:

- a. review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and
- b. disclose, in relation to each reporting period, whether such a review has taken place.

The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.

As the Company was only listed for part of the financial year a formal review for the year ended 30 June 2022 was not undertaken. A review will be undertaken during the current financial year.

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ASX Recommendation 7.3: A listed entity should disclose:

- a. if it has an internal audit function, how the function is structured and what role it performs; or
- b. if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes

The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function.

The Company does not have an internal audit function. The Board considers the process employed pursuant to the Audit and Risk Committee Charter and Risk Management Policy are sufficient for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes given the size and complexity of the current business. The Board will assess on an ongoing basis whether it would be beneficial to appoint an internal auditor.

ASX Recommendation 7.4: A listed entity should disclose whether it has any material exposure to environmental and social risks and if it does, how it manages or intends to manage those risks.

The Company identifies and manages material exposure to environmental and social risks in a manner consistent with its Risk Management Framework and Policy.

Environmental: The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Social: The Board recognises that a failure to manage community and stakeholder expectations may lead to disruption to the Company's operations. The Company's Corporate Code of Conduct outlines the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The code sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees when dealing with stakeholders.

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PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

ASX Recommendation 8.1: The Board of a listed entity should

- a. have a Remuneration Committee which:
 1. has at least three members, all of whom are Non-Executive Directors and a majority of whom are Independent Directors; and
 2. is chaired by an Independent Director,and disclose:
 1. the charter of the Committee;
 2. the members of the Committee; and
 3. as at the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the members at those meetings; or
- b. if it does not have a Remuneration Committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration and Nomination Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director.

The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment given its current size and operations. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration and Nomination Committee Charter.

The Board will continue to assess the Company's circumstances and will establish a separate Remuneration and Nomination Committee when deemed appropriate. The procedures detailed in the Remuneration and Nomination Committee Charter continue to be relevant and outlines the process employed by the Board of Directors for determining the structure of remuneration for Directors and senior executives.

ASX Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of Non-Executive Directors and the remuneration of Executive Directors and other senior executives.

The Company's Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to set policies and practices regarding the remuneration of Directors and senior executives.

Information in relation to the Company's remuneration policies and practices are set out in the Remuneration Report which forms part of the Directors' Report in the annual financial statements.

ASX Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:

- a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- b. disclose that policy or a summary of it.

The Company has an equity-based remuneration scheme. The Remuneration and Nomination Committee Charter requires the Remuneration Committee (or, in its absence, the Board) to review, manage and disclose the policy (if any) under which participants to an employee incentive scheme of the Company may be permitted (at the discretion of the Company) to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the employee incentive scheme.

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