ASX Release

15 March 2024

Financial Results – Half Year Ended 31 December 2023

Attached is the Half Year Report for the 6 months ended 31 December 2023 of Resources & Energy Group Limited.

Authorised for release by the Board of Directors.

Warren Kember
Company Secretary

Investor enquiries:

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RESOURCES ENERGY GROUP

INTERIM REPORT
31 December 2023

Business Objective

Resources and Energy Group Limited (ASX:REZ) is an independent, ASX-listed mineral resources explorer, developer and producer, holding mining leases in Western Australia and Queensland. REZ aims to develop a portfolio of mining tenements through to production. REZ is currently focused on the development of the flagship Menzies Gold Project 130km north of Kalgoorlie in Western Australia.

Cover photo

Springfield-Venn gold corridor - East Menzies

Contents

Corporate Directory

Directors

Gavin Rezos
Richard Poole
J Daniel Moore

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Web site: www.rezgroup.com.au

Company Secretary

Warren Kember

Share Registry

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Solicitor

Steinepreis Paganin
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Perth, WA 6000

Auditor

RSM Australia Partners
Level 13, 60 Castlereagh Street
Sydney, NSW 2000

Bankers

National Australia Bank
255 George Street
Sydney, NSW 2000

Stock Exchange Listing

Resources & Energy Group Limited's fully paid ordinary shares are listed on the Australian Securities Exchange (ASX:REZ)

Directors' Report

The directors present their report together with the consolidated financial report of Resources & Energy Group Limited (Company) and its controlled entities (the Group or consolidated entity) for the half-year ended 31 December 2023 and the Independent Review Report thereon.

Directors

The names of directors of the Company at any time during or since the end of the half year to the date of this report are set out below.

Mr Gavin Rezos	Appointed	22 April 2016
Mr Richard Poole	Appointed	12 July 2004
Mr J Daniel Moore	Appointed	12 July 2021

Dividends

No dividends have been paid or declared since the end of the previous financial year, nor do the directors recommend the declaration of a dividend (2022: $Nil).

Principal Activities

The principal activities of the Group are to explore and develop suitable mineral deposits, including gold and silver.

The company had 2 employees at 31 December 2023 (2022: 2 employees).

Operating Results for the Period

Financial results

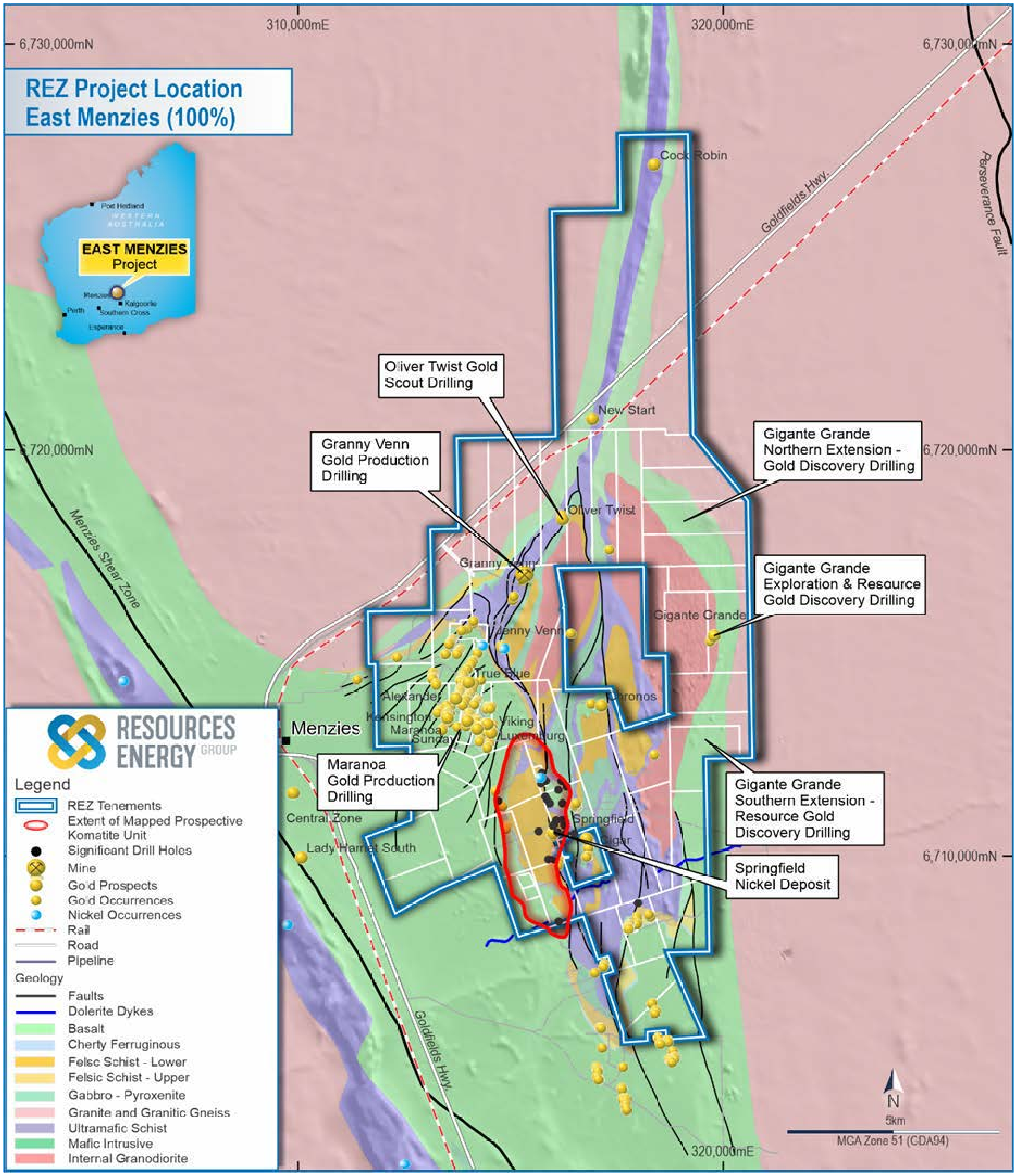
The loss after tax of the Group for the period ended half-year ended 31 December 2023 was $676,791 (2022: $574,393).

East Menzies Prospect (EMP)

The East Menzies Gold Project is located 130km north of Kalgoorlie, with a collective surface area of 103km2 and consists of over 50 tenements, a mixture of mining leases, mining lease applications, prospecting leases and prospecting lease applications. These mining and exploration instruments are host to a 20km continuous strike of a mineralised Greenstone Belt, including the Springfield Venn Gold Corridor, and the Goodenough Syncline. The package of contiguous mining, exploration, and prospecting licenses which are prospective for precious metals, nickel, and other technology metals. The tenements are located within a significant orogenic lode gold province.

The EMP currently encompasses seven operational areas, including the Gigante Grande Gold prospect on the east side project area, which has been subdivided into three geographical domains (North, Central and South). In the southwest, drilling investigations at Springfield have intersected magmatic Nisulphides. This is a significant and material exploration result that has opened a large tract of prospective ground for nickel, cobalt, copper, and platinum group elements. In the central west, the Company is investigating opportunities for mining operations in M29/189 Granny Venn, M29/141 Goodenough, and M29/427 Maranoa. In the north exploration planning is underway to investigate the Venn Springfield corridor, from the northern end of the Granny Venn Open Pit to the Cock Robin prospect located in E29/929.
During the reporting period the Company cotinued to focus on its Springfield Nickel Project where activities identified a large and shallow nickel deposit with prospects for open cut development. Modelling and mine planning work on the Companies Goodenough and Maranoa Gold projects also continued with emphasis on exploiting zones of shallow gold mineralisation which have potential to support short campaign style mining operations.

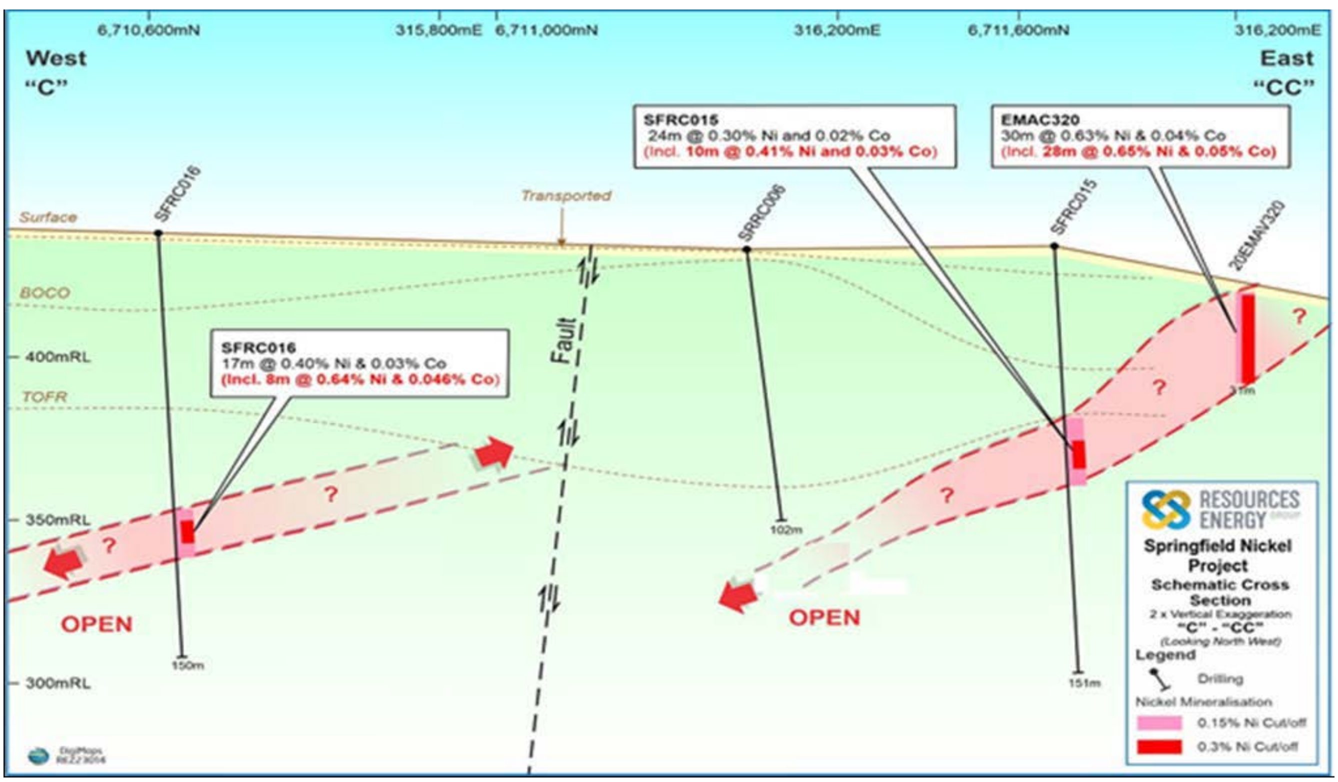
East Menzies Project Location Plan



A summary of the significant results obtained to date on the Springfield Prospect is presented below.

Hole ID	Interval			Ni (%) @ COG of 0.15% Ni			Comment
	From	To	Metres	Ni (%)	Co (%)	Ni Eq(2E)	
JR011	12	32	20	0.68	ND	ND	Oxide
MZR005	44	64	20	0.49	0.04	0.55	Sulphide
MZR004	48	58	10	0.44	0.03	0.48	Sulphide
EMAC320	3	33	30	0.63	0.05	0.70	Oxide/Supergene
SFRC001	93	106	13	0.31	0.01	0.33	Sulphide
SFRC004	85	96	11	0.2	0.01	0.21	Sulphide
SFRC005	42	53	11	0.77	0.03	0.81	Sulphide/Supergene
SFRC012	42	92	50	0.16	0.01	0.17	Sulphide
SFRC013	60	73	13	0.2	0.03	0.24	Sulphide
SFRC015	61	85	24	0.30	0.02	0.33	Sulphide
SFRC016	98	115	17	0.4	0.03	0.44	Sulphide
MEPD01	16.76	19.8	3.04	1.49	ND	ND	Oxide/Supergene
MEPD02	51.8	56.52	4.72	0.77	ND	ND	Sulphide/Supergene

Springfield Prospect Schematic Long Section



The Goodenough Gold project is a mining lease wholly owned by East Menzies Goldfields Pty Ltd. In parallel with the recently announced vat leach trials at Maranoa (See ASX Release 29 August 2023), the Goodenough gold resource is being investigated for opportunity to resume mining operations. The Goodnough deposit has previously been worked as an underground resource, with historical production of approximately 21,532 t @ 15.91 g/t.

Since acquiring Goodenough, the Company has reviewed historic work and mineralisation at the project. These studies has generated a JORC 2012 MRE estimate which comprises 42.7k oz/au (ASX Release 3 November 2020) at a COG of 1gt/au, represented by:

• Total Indicated: 633.8kt @ 1.84g/t au for 37.5k oz au.

• Total Inferred: 81.9kt @ 1.99g/t au for 5.2k oz au.

The Company is planning to commence a scoping study including mine design, production schedules and waste dump design Some additional drilling will also be necessary to confirm gold recoveries, and to assist with ore and waste materials characterisation, and to further inform the resource model.

The Company is also investigating a trial vat leach option for shallow gold resources at its Maranoa project, which is less than 1.5km south of Goodenough. A program or work to recover bulk samples from the Maranoa lode has been approved and four costeans have been excavated, with sample sent off site for testing. If these trials are successful there is opportunity to transition into a larger 50,000 tpa production program, with feed coming from a combination of resources from Maranoa and Goodenough. This will require further metallurgical study from Goodenough to determine optimum grind size, and column leach testing to assess leach kinetics.

Follwing the identification of production opportunities at Goodenough and Maranoa, in October the Company appointed Lamington Minerals Pty Limited (Lamington Minerals) as the preferred contractor for the proposed gold processing campaign at Maranoa.

An initial campaign will treat 5,000 tonnes of ore with a diluted grade of ~4.6gt/ Au. On establishing economics of the process, REZ will develop a larger-scale vat leach campaign to treat additional shallow resources which have been identified at the Maranoa and Goodenough gold deposits.

Lamington Minerals specialises in providing cost effective logistics, management, processing and recovery options to the gold mining industry while maintaining the highest standards of safety, environmental and cultural responsibilities. Lamington Minerals is a leader in the mining industry, with over 20 years of experience in delivering high-quality and cost-effective mining and processing solutions.

Mount Mackenzie

The Mount Mackenzie Gold Project is located 150km north west of Rockhampton, Queensland. The project includes a 28.4km2 tenement package held by the Group.

During the prior year the Board undertook an evaluation of the benefits of continuing to hold and fund the development of the Mount Mackenzie prospect. The results of this review determined that for the current level of financial resources, the Company could be expected to obtain greater value from its interests in its East Menzies tenement package. The Board then began a process of discussion with possible parties for either a joint venture or outright sale. This cummulated in an offer being made which the Board accepted for the outright sale of the Mount Mackenzie tenement package.

Significant Changes during the Period

During the period the sale of the Group's interest in the Mount Mackenzie prospect was delayed while the purchaser conducted due diligence.

Directors' Report

Significant Events Post Balance Date

Other than as mentioned below, there have been no significant events occurring after the balance date which may affect either the Group's operations, results of those operations or the Group's state of affairs.

During the reporting period the Company announced that agreement had been reached with Directors, Mr Gavin Rezos and Mr Richard Poole to provide a standby working capital facility of $600,000 (Facility). The key terms of the Facility are:

Facility Amount	$600,000 (including allowance for capitalised interest and costs)
Term	12 months
Interest rate	10% per annum, minimum of 6 months interest on full facility amount. Interest will be capitalised and compounded monthly
Line fee	2%, capitalised on inception of facility
Draw downs	In amounts of no more than $100,000 per draw
Draw conditions	Lenders must approve the proposed use of funds
Use of funds	General working capital to continue work on gold mining operations
Security	Subject to obtaining any required shareholder approval or waiver from ASX, a first ranking charge over assets of Menzies Goldfield Pty Limited to limit of Facility Amount and capitalised costs.
Conversion	The loan may be converted into shares at the option of the Lenders in the event REZ completes a placement or equity issue, subject to any required shareholder approvals or used as consideration for the exercise of any options. The conversion will be done at the Placement Price. The conversion will be calculated by dividing the drawn amount of the Facility by the last Placement Price, subject to a minimum of $0.01.
Options	Subject to any required shareholder approval REZ shall issue to Lenders or their nominees 12.5m options to acquire a fully paid ordinary share exercisable at 1.2c per share on or before 1 November 2027 (Options) and an additional 100 Options (issued on the same terms) for every one dollar drawn over $50,000.

No amounts have been drawn under the Facility in the period to the date of this report. The Facility is subject to shareholder approval to be considered at a meeting to held on 19 March 2024.

During the reporting period the Company announced agreement had been reach for the sale of the Mount Mackenzie project (MMM). An initial amount of $750,000 from the sale of MMM was due for payment on 8 December 2023, which was mutually agreed to be deferred until 20 February 2024. This date was subsequently extended for a further period until 30 April 2024.

Auditor Independence

A copy of the external auditor's declaration under Section 370C of the Corporations Act in relation to the audit for the financial year is attached to the Financial Statements.

Signed in accordance with a resolution of the directors.

Mr Gavin Rezos
Chairman
Sydney, 15 March 2024

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the half-year ended 31 December 2023

	Notes	Consolidated 31 Dec 2023 $	31 Dec 2022 $
Revenue from continuing operations			
Sale of gold		**-**	-
Consulting fees		**(50,447)**	(46,888)
Legal costs		**(60,017)**	-
Exploration and evaluation costs expensed		**-**	(70,325)
Corporation maintenance expenses		**(143,169)**	(158,266)
Director fees		**(152,512)**	(129,419)
Employee benefits expense		**(94,672)**	(42,663)
Depreciation		**(803)**	(667)
Share-based payments expense		**(44,987)**	(24,075)
Other expenses		**(130,183)**	(102,090)
Loss before income tax		**(676,791)**	(574,393)
Income tax benefit		-	-
Loss after tax from continuing operations		**(676,791)**	(574,393)
Other comprehensive income		-	-
Total comprehensive loss for the year attributable to the owners of Resources & Energy Group Limited		**(676,791)**	(574,393)
Total comprehensive loss is attributable to:			
- shareholders of Resource & Energy Group Limited		**(675,467)**	(574,354)
- non- controlling interests		**(1,324)**	(39)
		(676,791)	(574,393)
		Cents	Cents
Loss per share – basic and diluted	7	**(0.14)**	(0.11)

This condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the notes to the financial statements.

Condensed Consolidated Statement of Financial Position

As at 31 December 2023

	Notes	Consolidated 31 Dec 2023 $	30 June 2023 $
Assets			
Current assets			
Cash and cash equivalents		**104,802**	704,982
Trade and other receivables		**24,143**	-
Other		**20,000**	20,000
Assets held for sale		**1,500,000**	1,500,000
Total current assets		**1,648,945**	2,224,982
Non-current Assets			
Property, plant and equipment		**62,823**	61,991
Exploration and evaluation assets	4	**9,051,698**	8,485,787
Total non-current assets		**9,114,521**	8,547,778
Total assets		**10,763,467**	**10,772,760**
Liabilities			
Current liabilities			
Trade and other payables		**1,317,649**	695,139
Provisions		**14,338**	14,338
Total current liabilities		**1,331,988**	709,477
Non-current liabilities			
Provisions		**380,110**	380,110
Total non-current liabilities		**380,110**	380,110
Total liabilities		**1,712,098**	1,089,587
Net assets		**9,051,369**	9,683,173
Equity			
Issued capital	5	**36,811,242**	36,811,242
Share-based payments reserves	6	**1,823,011**	1,778,024
Accumulated losses		**(31,944,271)**	(31,268,804)
Total equity attributable to the shareholders of Resources & Energy Group Limited		**6,689,982**	7,320,462
Non-controlling interests		**2,361,387**	2,362,711
Total equity		**9,051,369**	9,683,173

This condensed consolidated statement of financial position should be read in conjunction with the notes to the financial statements

Condensed Consolidated Statement of Cash Flows

For the half-year ended 31 December 2023

	Notes	Consolidated	
		31 Dec 2023 **$**	31 Dec 2022 $
Cash flows from operating activities			
Payments to suppliers and employees		**(452,627)**	(416,573)
Net cash flows used in operating activities		**(452,627)**	(416,573)
Cash flows from investing activities			
Exploration and evaluation costs capitalised		**(145,919)**	(1,389,273)
Property, plant and equipment		**(1,636)**	-
Other		**-**	(47,698)
Net cash flows used in investing activities		**(147,555)**	(1,436,971)
Cash flows from financing activities			
Proceeds from placement of ordinary shares		**-**	-
Costs of share issues		**-**	-
Net cash flows provided by financing activities		**-**	-
Net decrease in cash and cash equivalents		**(600,181)**	(1,853,543)
Cash and cash equivalents at beginning of period		**704,982**	3,839,241
Cash and cash equivalents at end of period		**104,802**	1,985,698

This condensed consolidated statement of cash flow should be read in conjunction with the notes to the financial statements

Condensed Consolidated Statement of Changes in Equity

For the half-year ended 31 December 2023

	Issued capital $	Share-based payment reserve $	Accumulated losses $	Non-controlling interests $	Total $
Balance at 1 July 2022	**36,811,242**	**1,709,695**	**(28,149,570)**	**2,363,498**	**12,734,865**
Total comprehensive loss for the period	-	-	(574,365)	(29)	(574,394)
Share-based payment expense during the period	-	24,075	-	-	24,075
Balance at 31 December 2022	**36,811,242**	**1,733,770**	**(28,723,935)**	**2,363,469**	**12,184,546**
Balance at 1 July 2023	**36,811,242**	**1,778,024**	**(31,268,804)**	**2,362,711**	**9,683,173**
Total comprehensive loss for the period	-	-	(675,467)	(1,325)	(676,791)
Share-based payment	-	44,987	-	-	44,987
Balance at 31 December 2023	**36,811,242**	**1,823,011**	**(31,944,271)**	**2,361,387**	**9,051,369**

This condensed consolidated statement of changes in equity should be read in conjunction with the notes to the financial statements

1 Corporate informaton

Resources & Energy Group Limited (the "Company") is a listed public company incorporated and domiciled in Australia. The consolidated financial statements for the half year ended 31 December 2023 comprise the Company and its controlled entities (together referred to as the "Group").

The financial statements are presented in Australian dollars which is the Group's functional and presentation currency.

The consolidated financial statements were approved by the Board of Directors on 15 March 2024.

The principal accounting policies are set out below. The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

2 Summary of significant accounting policies

a Basis of preparation

This condensed consolidated financial report for the half-year ended 31 December 2023 has been prepared in accordance with *Accounting Standard AASB 134 Interim Financial Reporting* and the *Corporations Act 2001*.

This consolidated half-year financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual financial report for the year ended 30 June 2023 and any public announcements made by the Company during the half-year ended 31 December 2023 in accordance with the continuous disclosure requirements of the Corporations Act 2001 and the Australian Securities Exchange's listing rules.

b Going Concern

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

As disclosed in the financial statements, the Group incurred a loss of $676,791 and had net cash outflows from operating activities of $452,627 for the half-year ended 31 December 2023. The ability to continue as a going concern and realise its exploration assets is dependent on a number of factors, the most significant of which is to source additional funding to continue the development of the tenements at its Menzies operation.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group 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 the amounts stated in the financial report.

The Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors:

- the Group has net currents assets of $316,957 as at 31 December 2023;
- the Group has agreed on a facility of $600,000 and it's subject to shareholders' approval at the General Meeting to be held on 19 March 2024;
- the ability for the directors to scale back activities in order to preserve cash when required; and
- if required, the Group has the ability to reduce discretionary spending in its consultancy expenditures.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

c New and amended standards adopted by the Group

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

d Critical accounting estimates and judgements

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimate uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Carrying value of exploration and evaluation assets

The Group capitalises expenditure relating to exploration and evaluation where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. While there are certain areas of interest from which no reserves have been extracted, the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded.

Impairment of assets

An impairment exists when the carrying value of an asset or Cash Generating Unit (CGU) exceeds its recoverable amount, which is the lower of its fair value less costs to sell and its value-in-use. Each mine is considered to be a separate CGU. The fair value less costs to sell calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value-in-use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next financial year and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance or the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

Determination of mineral resources and ore reserves

The Group estimates its Mineral Resources and Ore Reserves in accordance with the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves ("the JORC Code"). The information on mineral resources and ore reserves is prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the Mineral Resources and Ore Reserves determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources and ore reserves and assumptions that are valid at the time of estimation which may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated. Such changes in reserves could impact depreciation and amortisation rates, asset carrying values and impairment assessments.

3 Segment Information

The Group is organised into one operating segment, being the exploration and evaluation of gold resources. This 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) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The operating segment information is the same information as provided throughout the financial statements and therefore not duplicated.

	31 Dec 2023 $	30 June 2023 $
4 Exploration and evaluation assets		
Cost	10,288,590	9,722,679
Accumulated amortisation and impairment	(1,236,892)	(1,236,892)
Net carrying amount	9,051,698	8,485,787
Reconciliation of the written down values at the beginning and end of the current financial half-year are set out below:		
Carrying amount at the beginning of the period	8,485,787	9,525,406
Additions - other	565,911	1,963,230
Remeasurement of rehabilitation provision	-	38,468
Impairment	-	(1,571,317)
Assets held for sale	-	(1,470,000)
Carrying amount at the end of the period	9,051,698	8,485,787

Exploration licenses are carried at cost of acquisition less impairment losses. The recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest. The recoverable amount of development expenditure is determined as the higher of its fair value less costs to sell and its value in use.

5 Issued capital

(a) Movement in ordinary share capital

	31 Dec 2023 $	30 June 2023 $	31 Dec 2023 Shares	30 June 2023 Shares
Ordinary shares - fully paid	**36,811,242**	36,811,242	**499,805,789**	499,805,789

Movements in fully paid ordinary shares	31 Dec 2023			
	Date	**Issue price**	**Shares**	**$**
Balance at the beginning of the period			499,805,789	36,811,242
Balance at the end of the period			**499,805,789**	**36,811,242**

Share options outstanding at the end of the period have the following expiry date and exercise prices.

Class	Vesting Conditions	Grant date	Expiry date	Exercise price	Number of share options 31 Dec 2023	Number of share options 30 June 2023
Class P	Vested	14/10/2020	30/09/2025	$0.050	**15,000,000**	15,000,000
Class R	Vested	15/07/2021	31/08/2026	$0.080	**8,000,000**	8,000,000
Class S		14/09/2021	31/08/2026	$0.080	**21,000,000**	21,000,000
Class T		14/09/2021	31/08/2026	$0.080	**11,000,000**	11,000,000
Class U		27/10/2021	31/08/2026	$0.080	**8,000,000**	8,000,000
Class V		24/11/2022	24/11/2027	$0.080	**20,000,000**	20,000,000
					83,000,000	83,000,000

6 Reserves

	31 Dec 2023 $	30 June 2023 $
Share-based payment reserve		
Balance at the beginning of the financial year	1,778,024	1,709,695
Share-based payment	44,987	68,329
Balance at the end of the financial year	**1,823,011**	1,778,024

7 Asset backing and earnings per share

	31 Dec 2023 cents per share	31 Dec 2022 cents per share
Basic and diluted earnings per share (continuing operations) (cents per share)	**(0.14)**	(0.11)
Basic and diluted net assets per share (continuing operations) (cents per share)	**1.81**	2.44

	31 Dec 2023 $	31 Dec 2022 $
The following reflects the income and share data used in the basic and diluted earnings per share calculations:		
Loss attributable to shareholders of the Company used in the calculation of basic and diluted earnings per share	**(675,467)**	(574,365)
Weighted average number of ordinary shares for basic earnings per share	**499,805,789**	499,805,789
Effect of dilution of share options on issue (i)	**-**	-
Weighted average number of ordinary shares adjusted for the effect of dilution	**499,805,789**	499,805,789

(i) Share options on issue that have been assessed as being dilutive for the purpose of calculating earnings per share have been excluded from the calculation of earnings per share as the Group has incurred a loss after tax. In that circumstance the inclusion of share options would reduce the earnings per share (loss) and present a misleading result.

8 Tenement lease commitments

	31 Dec 2023 **$**	31 Dec 2022 $
Minimum expenditure commitment on tenement leases		
Committed but not provided for and payable:		
Within one year	**783,407**	1,075,651
One year or later and no later than for five years	**720,443**	1,108,812
Over 5 years	**779,155**	1,265,512
	2,283,005	3,449,975

9 Related party disclosures

Key management Personnel

Transactions with, or with persons or entities associated with, directors of the Company during the financial period were as follows:

	31 Dec 2023 **$**	31 Dec 2022 $
Fees payable for the provision of accounting, administration, and consulting services	134,528	134,528

An amount of $110,000 is unpaid as at the reporting date and is included in Trade and Other Payables.

10 Events after balance sheet date

Other than as mentioned below, there have been no significant events occurring after the balance date which may affect either the Group's operations, results of those operations or the Group's state of affairs.

During the reporting period the Company announced that agreement had been reached with Directors, Mr Gavin Rezos and Mr Richard Poole to provide a standby working capital facility of $600,000 (Facility). The key terms of the Facility are:

Facility Amount	$600,000 (including allowance for capitalised interest and costs)
Term	12 months
Interest rate	10% per annum, minimum of 6 months interest on full facility amount. Interest will be capitalised and compounded monthly
Line fee	2%, capitalised on inception of facility
Draw downs	In amounts of no more than $100,000 per draw
Draw conditions	Lenders must approve the proposed use of funds
Use of funds	General working capital to continue work on gold mining operations
Security	Subject to obtaining any required shareholder approval or waiver from ASX, a first ranking charge over assets of Menzies Goldfield Pty Limited to limit of Facility Amount and capitalised costs.
Conversion	The loan may be converted into shares at the option of the Lenders in the event REZ completes a placement or equity issue, subject to any required shareholder approvals or used as consideration for the exercise of any options. The conversion will be done at the Placement Price. The conversion will be calculated by dividing the drawn amount of the Facility by the last Placement Price, subject to a minimum of $0.01.
Options	Subject to any required shareholder approval REZ shall issue to Lenders or their nominees 12.5m options to acquire a fully paid ordinary share exercisable at 1.2c per share on or before 1 November 2027 (Options) and an additional 100 Options (issued on the same terms) for every one dollar drawn over $50,000.

No amounts have been drawn under the Facility in the period to the date of this report. The Facility is subject to shareholder approval to be considered at a meeting to held on 19 March 2024.

During the reporting period the Company announced agreement had been reach for the sale of the Mount Mackenzie project (MMM). An initial amount of $750,000 from the sale of MMM was due for payment on 8 December 2023, which was mutually agreed to be deferred until 20 February 2024. This date was subsequently extended for a further period until 30 April 2024.

11 Contingent Liabilities

	31 Dec 2023 $	31 Dec 2022 $
Corporate and management fees	493,964	493,964

Amounts invoiced by a director related entity are not payable unless and until the Group has a proven mineral resources of gold or the equivalent value of another mineral as follows:

a) $246,982 when the Company has announced a resource of 400,000 ounces of gold; and
b) $246,982 when the Company has announced a resource of 600,000 ounces of gold.

Directors' Declaration

In accordance with a resolution of the directors of Resources & Energy Group Limited, the directors declare that:

(a) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(b) the financial statements and notes of the company are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the company's financial position as at 31 December 2023 and of its performance for the half year ended on that date; and

(ii) complying with Accounting Standards AASB 134 *Interim Financial Reporting,* the *Corporations Regulations 2001* and other mandatory professional reporting requirements.

On behalf of the Board,

Mr Gavin Rezos
Chairman
Sydney, 15 March 2024

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Resources and Energy Group Limited for the half year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and

(ii) any applicable code of professional conduct in relation to the review.

RSM AUSTRALIA PARTNERS

C J Hume
Partner

Sydney, NSW
Dated: 15 March 2024

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INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE MEMBERS OF RESOURCES AND ENERGY GROUP LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Resources and Energy Group Limited, which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Resources and Energy Group Limited is not in accordance with the *Corporations Act 2001* including:

a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual 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 Resources and Energy Group Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Material Uncertainty Related to Going Concern

We draw attention to Note 2(b) in the financial report, which indicates that the Company incurred a net loss of $676,791 and had net cash outflows from operating activities of $452,627 for the half-year ended 31 December 2023. As stated in Note 2(b), these events or conditions, along with other matters as set forth in Note 2(b), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Directors' Responsibility for the Half-Year Financial Report

The directors of the Resources and Energy Group Limited are responsible for the preparation of the half-year 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 half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

RSM

RSM AUSTRALIA PARTNERS

Hume

C J Hume
Partner

Sydney, NSW
Dated: 15 March 2024