Haranga Resources Limited

ABN 83 141 128 841

Annual Report - 31 December 2023

Directors	Mr Michael Davy (Non-Executive Chairman) Mr Peter Batten (Managing Director) Mr John Davis (Non-Executive Director) Dr Hendrik Schloemann (Non-Executive Director)
Company secretary	Ms Kyla Garic
Registered office and principal place of business	Suite 7, Shepperton Road, Victoria Park WA 6100
Share register	Automic Share Registry Level 5, 191 St Georges Terrace Perth WA 6000
Auditor	BDO Audit (WA) Pty Ltd Level 9, Mia Yellagonga Tower 2 5 Spring Street Perth WA 6000
Solicitors	Steinepreis Paganin Lawyers and Consultants Level 4, The Read Buildings 16 Milligan Street Perth WA 6000
Stock exchange listing	Haranga Resources Limited shares are listed on the Australian Securities Exchange (ASX code: HAR)

General information

The financial statements cover Haranga Resources Limited as a consolidated entity consisting of Haranga Resources Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Haranga Resources Limited's functional and presentation currency.

Haranga Resources Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office

Suite 7, Shepperton Road
Victoria Park WA 6100

Principal place of business

Suite 7, Shepperton Road
Victoria Park WA 6100

The financial statements were authorised for issue, in accordance with a resolution of directors, on 21 March 2024. The directors have the power to amend and reissue the financial statements.

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Haranga Resources Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2023.

Directors

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

Name	Status	Appointed	Resigned
Mr Michael Davy	Non-Executive Chairman	11 April 2022	-
Mr Peter Batten	Managing Director	4 September 2023	-
Mr John Davis	Non-Executive Director	5 July 2021	-
Dr Hendrik Schloemann	Non-Executive Director	5 July 2021	-

Information on directors

Name:	**Mr Michael Davy**
Title:	**Non-Executive Chairman** (Appointed 11 April 2022)
Qualifications:	BCom (Acc)
Experience and expertise:	Mr Davy is an Australian executive and Accountant with over 16 years' experience across a range of industries. His last major role was Financial Controller of Songa Offshore (listed Norwegian Oil and Gas drilling company acquired by Transocean Ltd [NYSE: RIG] in January 2018), where Mr Davy managed the finance function and team for the Australian operations. Prior to that Mr Davy had worked in London for other large organisations in the finance department. Mr Davy is currently a director and owner of a number of successful private businesses, which are currently all run under management. During the past five years Mr Davy has held directorships in several ASX listed companies.
Other current directorships:	Arcadia Minerals Limited (appointed 6 October 2020) Raiden Resources Limited (appointed 29 June 2017) Vanadium Resources Limited (appointed 1 December 2019)
Former directorships (last 3 years):	Nil
Interests in shares:	522,003 ordinary shares
Interests in options:	60,000 options exercisable at $0.30, expiring 27 January 2025
Interests in rights:	450,000 Class A performance rights 450,000 Class B performance rights 450,000 Class C performance rights

Name:	**Mr Peter Batten**
Title:	**Managing Director** (Appointed 4 September 2023)
Qualifications:	BSC Geology and MAusIMM
Experience and expertise:	Mr Batten is a geologist with more than 30 years' experience in mineral exploration and development in Australia, Africa, Asia, Europe and North and South America including uranium, base metals, gold, iron ore and industrial minerals. He was Managing Director for Bannerman Resources Ltd, with uranium projects in Namibia and Botswana and Managing Director of White Canyon Uranium Ltd operating an underground uranium mine in Utah, USA. He was founding Managing Director of Berkeley Resources Ltd and also served as a Technical Director of Kalia Ltd.
Other current directorships:	Nil
Former directorships (last 3 years):	Carbine Resources Limited (resigned 10 November 2023) Tambourah Metals Limited (resigned 31 August 2023)
Interests in shares:	454,545 ordinary shares
Interests in options:	Nil
Interests in rights:	1,000,000 Class 1 performance rights 1,000,000 Class 2 performance rights 1,000,000 Class 3 performance rights 1,000,000 Class 4 performance rights

Name:	**Mr John Davis**
Title:	**Non-Executive Director** (Appointed 5 July 2021)
Qualifications:	Appl Geol (W.A.I.T) Mem AIG
Experience and expertise:	Mr Davis is a Geologist with more than 30 years' experience in mineral exploration and development in Australia and Southern Africa, including gold, base metals and rare metals. He has extensive experience in the gold sector, from regional exploration, resource development to production, including as Exploration Manager/Chief Geologist for Metana Minerals NL. He was founding managing director of Jabiru Metals Ltd, playing key role in the discovery of the Jaguar base metal deposit, and also served as a Technical Director of Monarch Gold Mining Co Ltd.
Other current directorships:	Nil
Former directorships (last 3 years):	Anova Metals Limited (resigned 11 October 2021)
Interests in shares:	Nil
Interests in options:	13,749 options exercisable at $0.30, expiring 27 January 2025
Interests in rights:	450,000 Class A performance rights 450,000 Class B performance rights 450,000 Class C performance rights

Name:	**Dr Hendrik Schloemann**
Title:	**Non-Executive Director** (Appointed 5 July 2021)
Qualifications:	Ph.D.
Experience and expertise:	Dr Schloemann is a geologist with a track record of more than 20 years of exploration around the world, with particular experience in Africa. His experience covers adapting to new social and technical environments and leading and motivating multi-cultural teams. He has experience with gold exploration in orogenic and epithermal environments, as well as pegmatite, diamond, uranium and gemstone exploration. Dr Schloemann is experienced in broad range of corporate requirements for public companies, including raising funds, marketing, corporate compliance, staffing and formulation of long-term strategy.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	90,909 ordinary shares
Interests in options:	1,000,000 options exercisable at $0.30, expiring 27 January 2025
Interests in rights:	450,000 Class A performance rights 450,000 Class B performance rights 450,000 Class C performance rights

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

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

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 31 December 2023, and the number of meetings attended by each director were:

	Number attended	Number eligible to attend
Mr Michael Davy	3	4
Mr Peter Batten	2	2
Mr John Davis	4	4
Dr Hendrik Schloemann	4	4

Company secretary
Ms Kyla Garic (appointed 11 April 2022)

Qualifications:	B Com, MAcc, CA, FGIA, FGIS
Experience and expertise:	Ms. Garic is a Chartered Accountant and Director of Onyx Corporate. Onyx Corporate provides financial reporting, accounting, company secretarial and other services primarily to ASX listed companies. Ms. Garic has acted as a Non-Executive Director and Company Secretary for a number of ASX listed companies.

Principal activities
During the year ended 31 December 2023, Haranga held interests in a range of gold projects and uranium project located in Senegal.

Review of operations
The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to $3,419,784 (31 December 2022: $7,588,326).

During the financial year ended 31 December 2023, the following activities occurred:

Corporate
Haranga Resources completed a placement raising $2.86m from sophisticated, professional and institutional investors during the year ended 31 December 2023. The raise provided sufficient capital to undertake the extensive exploration program of geochemistry, auger drilling and RC drilling.

Mr Peter Batten was appointed as Managing Director of the Company as announced 4 September 2023.

SENEGAL

Saraya Uranium Project

The Company concentrated activities in Senegal, exploring the Saraya uranium permit and the Ibel South gold permit. The Company has developed a four stage exploration process utilising termite mounds in stages 1 (Regional) and 2 (Infill) sampling the mounds and screening to achieve a product devoid of laterite. Positive results are then subjected to auger drilling (stage 3) to test the weathered rock below the laterite blanket that covers the Eastern Saraya Plateau. Anomalies resulting from the auger drilling are further drilled to determine the geometry of the anomaly ahead of Reverse Circulation (RC) drilling (stage 4).

<u>Portable XRF (pXRF) Analysis and Results</u>
During the year Haranga acquired an Olympus Vanta M Series XRF analyzer, an advanced handheld instrument engineered for detecting low-concentration multi-elements, including uranium, with high accuracy and precisions in the PPM range.

Haranga's team calibrated the device for specific sensitivity in lower uranium ranges with 150 second assaying time on the high energy Beam and 2ppm Uranium Level of Detection (LOD), making it useful for the analyses of the termite mound samples.

Haranga has also developed a quality control procedure with daily assaying of 6 reference materials, including 3 Certified Reference Materials (standards or CRM) provided by the instrument provider with low Uranium grade and 3 reference material from our drillhole sample library at various higher grades (300 ppm U range, 1000 ppm U range and 2000 ppm U range).

Haranga's field crew utilise the pXRF to determine anomalism in the termite mound samples (regional and infill) and the auger bottom of hole samples, The pXRF is also used to determine mineralised drill sections for the Reverse Circulation (RC) drilling for the selection of samples to be sent for laboratory analysis.

The pXRF analysis, primarily for detecting uranium anomalism in the low detection range, is a semi-quantitative approach. Its results, though reliable, should not be equated with laboratory assays, though regular calibration and expert handling minimize potential errors.

The samples are split at Saraya camp workshop and a 200gm subsample is collected for pXRF analysis.

The device operates on the Geochem3 mode, tailored for detecting 40 selected elements, from low to high ore grades. It utilizes the "Fundamental Parameters" method for intricate calculations considering elemental interferences. The analyzer is set for 3 X-ray energy beam analyses (90 seconds on Beam 1, 30 seconds each on Beams 2 and 3), with Beam 1 emphasizing a 2-3 ppm Uranium detection limit.

Quality control involves daily calibration with a Calibration Coin n°316, weekly Silica Drift Detector calibration or as needed, and twice daily Certified Reference Material checks for SDD drift and low Uranium detection. Additionally, regular control on in-house reference materials and random quality checks on a range of Uranium grades ensure data integrity. Our reference materials, correlated with ALS and MSA laboratory assays, show that XRF results align closely with these external standards. The analyzer is used on its Olympus workstation, operated in an air-conditioned office, to ensure constant external conditions of temperature. Repeatability has been excellent.

Regional Termite Mould Sampling Program

During the year the Company continued with permit scale (1,000m x 100m) termite mound surveys based on the sampling of deeply rooted "cathedral" termite mounds to detect bedrock derived uranium anomalies in the deeper portion of the saprolite.

- The surveys yielded anomalous uranium concentrations between 7ppm and 17ppm over the Diobi, Saraya South, Mandankoly and Sanela locations[1].
- The permit-wide surveys were initiated in 2022 with 7,197 samples taken in that year. A total of 3,456 samples were taken in 2023 and the regional sampling has completed 72% of the permit areas by year's end. Regional TMS sampling continued in Q1 2024 and it is expected that the regional TMS survey will be completed in Q2 2024[2].
- Sampling in Q1 2024 further delineated anomalies at Saraya East, Diobi East and four new locations West Mandankoly, Badioula, Badioula South and an area to the north of Diobi[3].

Infill Termite Mound Sampling Survey

Infill termite mound sampling was commenced in 2023, following a successful orientation program undertaken over the Saraya deposit in 2022. The locations were derived from the results of the regional surveys and the sampling distances were reduced to 200m x 50m.

Field sampling and pXRF analysis of the termite samples were completed for Diobi and Sanela by the end of the year. The field sampling for Mandankoly was completed in 2023 but the samples were not analysed.

The Mandankoly samples were completed in Q1, 2024 and the Sanela location was sampled and analysed in Q1, 2024[3].

- The survey at Diobi returned uranium levels of up to 17ppm from the pXRF analysis up to 5 times the background range[2].
- The survey at Sanela returned uranium levels of up to 17 ppm of the 2,480 samples analysed, 87% returned positive results and 31% are considered anomalous. Within this, 2.8% are considered highly anomalous when compared to background[2].
- The Mandankoly prospect is located on the Eastern Saraya laterite plateau. The results from the 4,065-sample infill grid have identified two uranium anomalies. These anomalies exceed 600 metres in length and returned uranium concentrations seven times higher than background levels (pXRF 17ppm U). The anomalies are located in incised topography, oriented towards East on the plateaus, and display a potential connection to mineralisation in the granite beneath the lateritic cover[2].
- The Saraya South survey of 2,096-samples has delineated a 600m x 1000m anomaly, known as the Katafata prospect – this prospect is presenting pXRF uranium concentrations of about five times higher than background levels (11ppm)[3].
- The Saraya East infill sampling was completed in Q1 2024. The Saraya East Infill survey totalled 1552 termite mound samples. The pXRF results show an anomaly in the catchment of a stream draining the eastern Saraya Plateau. The anomaly is located less than 4 km east of the main Saraya uranium deposit. Anomalous values reached up 11ppm uranium more than 4 times the background level of uranium (2.5 ppm).

Review of Historical Saraya Data

Previously unavailable datasets were discovered in Q3 including:

- new probe LAS files from the Areva 2009 drilling campaigns
- unscanned paper logs from the Cogema 1980s campaigns,
- monthly reports from the 1980s, including old maps of geology, radiometrics, outcrop mapping, Magneto Telluric (VLF) survey, hydro geochemistry, and structural lineaments.

This data provides insights into historical work conducted in the area and contributes to the ongoing analysis.

Saraya Mineral Resource Estimate [4]

A maiden Mineral Resource Estimate (MRE) was completed and reported on the 25 September 2023 for the Saraya deposit. The Saraya deposit MRE reveals inferred mineral resources of 12.5 Mt at a grade of 587 ppm eU3O8 for a contained 16.1Mlbs of eU3O8 at a cutoff grade of 250 ppm. The majority of this resource (13Mlbs eU3O8) is of high grade (641 ppm), potentially suitable for shallow open-pit mining within 160m of the surface.

Zone	Classification	Tonnage	Grade	Contained eU_3O_8	
		Mt	eU_3O_8 ppm	Mlbs	tonnes
+30RL	Inferred	9.40	641	13.29	6 000
-30RL	Inferred	3.05	419	2.82	1 300
Total	**Inferred**	**12.5**	**587**	**16.1**	**7 300**

Table 1: Saraya Mineral Resource Estimate – 250ppm cutoff, Indicator Kriging
(30RL is a depth measurement – approximately 160m below the topographic surface)

The 3D wireframe model clearly displayed that the mineralisation at the Saraya deposit is open along strike, downdip and down plunge.

The Company plans to upgrade the Inferred classification of the resource through metallurgical testwork and improved assay confidence, which the Company plans to complete in 2024.

ANNUAL MINERAL RESOURCE STATEMENT AS AT 31 DECEMBER 2023

In accordance with ASX listing rule 5.21, Haranga Resources reports its Mineral Resources on an annual basis. The date of reporting is 31 December each year to coincide with the Company financial year end and closing. If there are any material changes to the Company's Mineral Resource the Company is required to publish these changes promptly. There have been not changes to the Mineral Resource Statement reported on the 25 September 2023, refer Table 1.

Governance Arrangements and Internal Controls

Haranga has ensured that the Mineral Resource quoted are subject to good governance arrangements and internal controls. The Mineral Resource reported having been generated by internal and external Company subject matter experts, who are experienced in best practice modelling and estimation methods. The Competent Person has also undertaken a review of the quality and suitability of the underlying information used to generate the resources estimation. The Mineral Resources estimates for reporting of Exploration Results, Mineral Resources and Ore Reserves are prepared in accordance with the JORC Code 2012. In addition, Haranga's management carries out regular reviews of processes used by the external contractors that have been engaged by the Company.

Competent Person and Compliance Statement

The Company confirms it is not aware of any new information or data that materially affects the information included in the Mineral Resource estimate and all material assumptions and technical parameters underpinning the estimate continue to apply and have not materially changed when referring to its resource announcement made on 25 September 2023. The Company confirms that the form and context in which the Competent Person's finding is presented have not been materially modified from the original market announcements.

Drilling Program – Auger

In the second quarter the Company undertook a limited auger drilling orientation program with a small portable auger to test if this method can penetrate the hard laterite cover. This augering completed a single line with 80 auger stations immediately to the north-north-east of the Saraya deposit. Samples were taken at the base of the hole, with results from in-house pXRF uranium analysis. This program proved unsuccessful.

In November, Haranga announced the commencement of a second auger drilling program using a stronger, trailer-mounted auger drill. The program is aimed at confirming the bedrock source of the uranium anomalies previously detected in termite mounds and the results will inform the ongoing RC drill program.

Auger drilling tested termite mound anomalies at Diobi in December 2023.

Further auger was completed in Q1 2024 with drilling at Sanela and Mandankoly[3].

The pXRF analyses on the Mandankoly saprolite samples revealed uranium values of 33 ppm to 98 ppm U in the granite immediately below the lateritic cover[6]. The anomalous samples show hematite alteration and a lack of quartz, indicating a sheared system with episyenite-related mineralisation similar to the Saraya project.

Apart from the anomalous pXRF results the logging of the auger samples has identified key mineral indicators and lithologies that are present within the mineralised uranium deposit at Saraya.

The first line of auger holes at Sanela has uncovered an anomalous contact zone between the granite and sediments to the south-east. The uncovered contact zone separates a sleeve of sediments within the Saraya Granite. The contact zone appears to be a NNE sheared zone with granite in the NW and sediment at the SE. The sediments are strongly weathered with a saprolite profile deeper than 15 metres from surface. The saprolite samples in the sediments contain anomalous results ranging from 70ppm to 96 ppm Uranium[3]. The granite immediately at the contact is not anomalous.

Auger drilling is ongoing at the Saraya permit testing termite mound anomalies, attempting to define RC drill targets.

Drilling Program – Reverse Circulation

Four RC drill holes were completed in 2023 at the Saraya permit. The first completed by IDC was a test hole following rig repairs. The hole stopped at 54m with no significant pXRF results (greater than 100 ppm U).

A new RC program commenced at the Saraya deposit in December 2023 and completed two holes designed to produce confirmation data for the MRE upgrade, which is planned to be completed following the metallurgical testwork on ore characterisation to be undertaken by SGS Lakefield, Canada. This drilling was previously scheduled for the end of the current program, but was moved forward due to the access issues over the Sanela prospect described above.

The rig completed 3 holes in Q4, two at Saraya for 324m and one at Diobi for 99m. Results are due in Q1, 2024[3].

Drilling Program – Diamond[6]

During Q4 2022, the Company's technical team mainly concentrated its effort on the drilling operations at the Saraya Prospect.
The 3,021-metre maiden drill program was completed in December 2022 and consisted of 22 diamond drill holes. The logging of drill core confirmed wide zones of episyenitic and deuteric alteration in the exploration target envelop, indicating that zones of potential uranium mineralisation were intersected in all drill holes.

Downhole geophysical surveys, including gamma ray radioactivity and resistivity surveys, were carried out by Terratec Geophysical Services of Germany and were completed for all drill holes. During December 2022 the Company's consultants commenced the interpretation of the results of the downhole surveys to determine the corresponding equivalent uranium concentrations.
In Q1 2023, the Company's technical team also commenced the preparation of half-core drill samples for laboratory uranium analyses by ICP-MS to guide the determination of the equivalent uranium concentrations.

A summary of the drill results was published on 28 February 2023 and is provided below:[F1]

- Initial downhole gamma logging results confirm **shallow widespread uranium mineralisation** within the mineralised envelope.

- **At a cut-off of 300 ppm eU_3O_8**, the program resulted in 45 uranium intercepts, totalling 524 m of mineralisation at a **weighted average grade of 775 ppm eU_3O_8**[1] which is higher than **the eU_3O_8 grade for the Saraya Prospect MRE**[4].
- Best eU_3O_8 intersections include (Refer table 2 & 3 for all results):
  - **5.7 m @ 3,176 ppm eU_3O_8 from 26.8 m in 22-SAR-DD-008,**
    - Including 4.1 m @ 4,166 ppm eU_3O_8 from 27.6 m.
  - **36.4 m @ 1,246 ppm eU_3O_8 from 78.7 m in 22-SAR-DD-020,**
    - including 13.1 m @ 2,123 ppm eU_3O_8 from 82.9 m.
  - **16.7 m @ 1,225 ppm eU_3O_8 from 55.4 m in 22-SAR-DD-020,**
    - including 11.6 m @ 1,571 ppm eU_3O_8 from 59.2 m;
  - **33.3 m @ 1,042 ppm eU_3O_8 from 43.3 m in 22-SAR-DD-022**
    - including 6.2 m @ 1,986 ppm eU_3O_8 from 44.6 m and
    - including 9.7 m @ 1,552 ppm eU_3O_8 from 56.3 m;
  - **31.7 m @ 1,012 ppm eU_3O_8 from 93.0 m in 22-SAR-DD-014**
    - including 11.6 m @ *1,403 ppm* eU_3O_8 from 105.9 m
  - **23.9 m @ 1,157 ppm eU_3O_8 from 54.2 m in 22-SAR-DD-005**
    - Including 13.3 m @ 1,602 ppm eU_3O_8 from 57.8 m

Ibel South

During the year, the Company completed two infill termite mound programs at the Ibel South gold permit in Senegal. Ibel South contains known gold anomalies from historical gold exploration up to 180 ppb Au.

Ibel South can be serviced from the Company's existing exploration camp and sample preparation facilities, which is only 65km to the west of the Company's Saraya Uranium Project.

The Ibel South project is located over Birimian greenstones of the Diale series, at the boundary with Mako sedimentary units. The Yamoussa Granite borders the eastern limit of the Ibel South permit. Airborne magnetic survey data suggests a strong structural feature that is interpreted to be a continuation of the Main Transcurrent Zone that is host to major gold deposits (Massawa, Douta) to the North.

The Company's technical team completed the field sampling of an infill termite mound sampling program over the northern part of the permit area, comprising 2,020 samples on a 200m x 50m grid, in early 2023. The samples were sent to the SGS laboratory Bamako (Mali) for analysis by fire assay method and these were completed in April.

A total of 185 samples contained more than 30ppb Au and defined a NE trending anomaly more than 2.5km long. The highest grades in this survey were 545ppb and 643ppb Au[5]. The defined gold anomaly is located over volcanic sedimentary units of the Birimian Formation close to the contact with the Youssa Granite.

The southern infill termite mound sampling program commenced in Q3 and was completed in Q4, 2023. Approximately 1500 samples were sent to SGS Bamako for analysis using the fire assay method. The results showed 72 samples with grades above 15ppb Au and a peak of 73ppb[2]. The anomalies resulting from the second survey coincided with lines of artisanal workings that, in some cases, penetrated the laterite into the weathered rock below.

All of these anomalies will be further explored by drilling.

F1 As with many uranium exploration projects, the equivalent triuranium octoxide (eU_3O_8) grades recorded at Saraya were derived from measurements of counts per second (cps) recorded by down-hole radiometric probes, after the application of correcting factors. These grades are still subject to further calibration and confirmation based on pending ICP-MS uranium analysis of drill core samples.

Compliance Statement

The Company confirms that it is not aware of any information or data that materially affects the information included in the market announcements referenced in the footnotes 1 – 7 and that all material assumptions and technical parameters continue to apply. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

ASX Announcements referenced to directly, or in the commentary of this annual report.

1 ASX HAR: 6 October 2023 titled "New Uranium Anomalies identified at Sanela ahead of Drill planning"
2 ASX HAR: 30 January 2024 titled "Haranga Quarterly Activities Report for Period Ending 31 December 2023".
3 ASX HAR: 13 February 2024 titled "Initial Auger Drilling Results Confirm RC Drill Targets at Mandankoly and Sanela".
4 ASX HAR: 25 September 2023 titled "Maiden Mineral Resource Estimate Saraya Uranium".
5 ASX HAR: 7 July 2023 titled "Geochemical Survey Yields Walk-up Drill Targets at Ibel South Gold Permit".
6 ASX HAR: 13 February 2024 titled "Initial Auger Drilling Results Confirm RC Drill Targets at Mandankoly and Sanela".
7 ASX HAR: 30 April 2023 titled "Haranga Quarterly Activities Report for Period Ending 30 March 2023".

Announcements are available to view on https://haranga.com/investors/asx-announcements/

Material Business Risks

Company specific risks

Exploration and operating

The mineral exploration licences comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Projects.

Tenure, access and grant of applications renewal

Mining and exploration permits are subject to periodic renewal. The renewal of the term of granted permits is subject to compliance with the applicable mining legislation and regulations and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the permits. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company. The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Senegal and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted permits for reasons beyond the control of the Company could be significant.

Climate risk

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

Foreign Jurisdictions

The Company's key projects are in the West African country of Senegal and will be subject to the risks associated with operating there. Such risks can include economic, social or political instability or change, disease outbreak, hyperinflation, currency instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, royalty arrangements, mining, rates of exchange, export duties, mine safety, labour relations, exploration licensing, environmental protection, as well as government control over mineral properties or government regulations that require the employment of local residents or contractors.

In addition, changes to exploration, mining or investment policies or a shift in political attitude in the jurisdictions in which the Company operates may adversely affect the Company's proposed operations and profitability. The Company may also be required by local authorities to invest in social projects for the benefit of the local community.

Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Securities. No assurance can be given regarding future stability in any country in which the Company operates.

Government free carried interest in Projects
In the jurisdiction of Senegal, the state government is entitled to a 10% free carry share in the mining company holding the relevant mining permit at the production stage. In addition, the state government may negotiate with the holder an additional share in the capital of the mining company. No assurance can be given regarding whether the relevant state government will negotiate an additional share in the capital of the Company.

Annual Area Royalties
The Company's Projects are in Senegal. The laws of this jurisdiction require the permit holder to make annual area royalty payments to the Ministry of Mines by a specified date.

While there are currently no outstanding annual area royalties on any of the Projects, failure by the Company to comply with the annual area royalty payments in the future, without good reason, gives rise to a risk that the Ministry of Mines may provide notice for payment or withdraw the relevant exploration permit. However, this risk is minimal where valid reasons are provided for delays in funding or works, and significant work has been undertaken on the exploration permit.

Industry specific risks

Exploration costs
The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.

Resource and reserves and exploration targets
The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted. Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

Grant of future authorisations to explore and mine
If the Company discovers an economically viable mineral deposit that is then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected.

Mine development
Possible future development of mining operations at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Projects. The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

Environmental
The operations 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, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities

associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, cleanup costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Regulatory Compliance Regulatory Risks

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.

Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the permits.

General risks

Additional requirements for capital

The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Competition risk

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

Market conditions
Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:
(a) general economic outlook;
(b) introduction of tax reform or other new legislation;
(c) interest rates and inflation rates;
(d) changes in investor sentiment toward particular market sectors;
(e) the demand for, and supply of, capital; and
(f) terrorism or other hostilities.

The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Further, after the end of the relevant escrow periods affecting Shares in the Company, a significant sale of then tradeable Shares (or the market perception that such a sale might occur) could have an adverse effect on the Company's Share price.

Matters subsequent to the end of the financial year
No matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Likely developments and expected results of operations
Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Shares under option
At the date of this report, the unissued ordinary shares in Haranga Resources Limited are as follows:

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

Grant date	Expiry date	Exercise price	Number under option
03/08/2021	27/01/2025	$0.300	5,000,000
17/01/2022	27/01/2025	$0.300	31,500,000
14/02/2023	27/01/2025	$0.300	2,000,000
07/12/2023	07/12/2026	$0.180	4,000,000
			42,500,000

Shares issued on the exercise of options
There were no ordinary shares of Haranga Resources Limited issued on the exercise of options during the year ended 31 December 2023 and up to the date of this report.

Environmental regulation
The Group's operations are subject to the environmental risks associated with the mining industry.

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.

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.

Non-audit services
During the year, BDO Audit (WA) Pty Ltd, the Company's auditor did not provide any services other than their statutory audits (31 December 2022: $Nil). Details of their remuneration can be found within the financial statements at Note 5 Auditor's Remuneration.

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.

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.

Remuneration report (audited)

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

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

1) Introduction
2) Remuneration governance
3) Executive remuneration arrangements
4) Non-Executive remuneration arrangements
5) Details of remuneration
6) Additional disclosure relating to equity instruments
7) Loans to key management personnel (KMP) and their related parties
8) Other transactions and balances with KMP and their related parties
9) Voting of shareholders at last year's annual general meeting

(1) Introduction

Key Management Personnel (**KMP**) have authority and responsibility for planning, directing and controlling the major activities of the Group. KMP comprise the directors of the Company and identified key management personnel.

Name	Status	Appointed	Resigned
Mr Michael Davy	Non-Executive Director	11 April 2022	-
Mr Peter Batten	Managing Director	4 September 2023	-
Mr John Davis	Non-Executive Director	5 July 2021	-
Mr Hendrik Schloemann	Non-Executive Director	5 July 2021	-
Mr Jean Kaisin	Chief Operating Officer	29 August 2021	-

Compensation levels for KMP are competitively set to attract and retain appropriately qualified and experienced directors and executives. The Board may seek independent advice on the appropriateness of compensation packages, given trends in comparable companies both locally and internationally and the objectives of the Group's compensation strategy.

(2) Remuneration governance

Compensation levels for KMP are competitively set to attract and retain appropriately qualified and experienced directors and executives. The Board may seek independent advice on the appropriateness of compensation packages, given trends in comparable companies both locally and internationally and the objectives of the Group's compensation strategy.

During the financial year, the Company did not engage any remuneration consultants.

(3) Executive remuneration arrangements

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Compensation packages may include a mix of fixed compensation, equity-based compensation, as well as employer contributions to superannuation funds. Shares and options may only be issued subject to approval by shareholders in a general meeting.

During the year ended 31 December 2023 the Company had two appointed executives, being Mr. Jean Kaisin as the Chief Operating Officer and Mr. Peter Batten as Managing Director. The terms of their Executive Employment Agreements with are summarised in the following table.

Mr. Jean Kaisin

- Executive remuneration of $275,000 per annum (exclusive of GST);
- Performance Rights under the Company's Employee Securities Incentive Plan (ESIP);
- The Company may elect to pay cash bonuses during the term as determined by the Company
- Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Group's reimbursement policies; and
- The agreement may be terminated by either party. If terminated by the Company, the Company is required to pay nine (9) months at a set rate of $22,917 per month; and if terminated by Executive 3-month notice period is required.

Mr. Peter Batten

- Executive remuneration of $240,000 (exclusive of superannuation), and $250,000 (exclusive of superannuation) on the completion of probationary period (three months following the commencement date);
- Performance Rights under the Company's Employee Securities Incentive Plan (ESIP); 4,000,000 performance rights with nil consideration and 5 year expiry period from the date of issue;
- Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Group's reimbursement policies; and
- Term was ongoing until resignation, both party may terminate the employment contract at any time by giving three months' notice.

At this stage the Board does not consider the Group's earnings- or earnings-related measures to be an appropriate key performance indicator (**KPI**). In considering the relationship between the Group's remuneration policy and the consequences for the Company's shareholder wealth, changes in share price are analysed as well as measures such as successful completion of business development and corporate activities.

Performance Conditions Linked to Remuneration

The Group has established and maintains Haranga Limited Employee Securities Incentive Plan **(Plan)** to provide ongoing incentives to Eligible Participants of the Company. Eligible Participants include:

- a director (whether executive or non-executive) of any Group Company;
- a full or part time employee of any Group Company;
- an employee or contractor of a Group Company; or
- a prospective participant, being a person to whom the Offer was made but who can only accept the Offer if arrangement has been entered into that will result in the person becoming an Eligible Participant.

The Board adopted the Plan to allow Eligible Participants to be granted Options to acquire shares in the Company.

The purpose of the Plan is to assist in the reward and motivation of Eligible Participants and link the reward of Eligible Participants to performance and the creation of Shareholder value. It is designed to align the interest of Eligible Participants more closely to the interests of Shareholders by providing an opportunity for Eligible Participants to receive shares. It provides the Eligible Participants with the opportunity to share in any future growth in value of the Company and provides greater incentives for Eligible Participants to focus on the Company's longer-term goals. During the year ended 31 December 2023 a total of 9,250,000 performance rights have been issued under this plan to KMP and others (31 December 2022: Nil).

(4) Non-executive director fee arrangements

The Board policy is to remunerate Non-executive Directors at a level to comparable companies for time, commitment, and responsibilities. Non-executive Directors may receive performance related compensation. Directors' fees cover all main Board activities and membership of any committee. The Board has no established retirement or redundancy schemes in relation to Non-executive Directors.

The maximum aggregate amount of fees that can be paid to Non-executive Directors is presently limited to an aggregate of AU$500,000 per annum and any change is subject to approval by shareholders at the General Meeting. Fees for Non-executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Total cash paid fees for the Non-Executive Directors for the financial year were $213,000 (31 December 2022: $166,665) and cover main Board activities only. Non-executive Directors may receive additional remuneration for other services provided to the Group.

(5) Details of remuneration

Details of the remuneration of each director and key management personnel of the Group during the year were as follows:

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
31 December 2023	**Cash salary and fees $**	**Cash bonus $**	**Non-monetary $**	**Super-annuation $**	**Long service leave $**	**Equity-settled $**	**Total $**
Peter Batten	86,876	-	-	8,800	-	521,006	616,682
Michael Davy	87,000	-	-	-	-	125,013	212,013
John Davis	63,000	-	-	-	-	125,013	188,013
Hendrik Schloemann	63,000	-	-	-	-	125,013	188,013
Jean Kasin	275,000	-	12,000	-	-	55,561	342,561
	574,876	**-**	**12,000**	**8,800**	**-**	**951,605**	**1,547,282**

[1] Peter Batten was appointed as Managing Director on 4 September 2023.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
31 December 2022	**Cash salary and fees $**	**Cash bonus $**	**Non-monetary $**	**Super-annuation $**	**Long service leave $**	**Equity-settled $**	**Total $**
Michael Davy[1]	52,000	-	-	-	-	-	52,000
John Davis	44,000	-	-	-	-	-	44,000
Hendrik Schloemann	44,000	-	-	-	-	-	44,000
Jean Kaisin	275,000	-	12,000	-	-	-	287,000
Peter Youd[2]	26,667	-	-	-	-	-	26,667
	441,667	**-**	**12,000**	**-**	**-**	**-**	**453,667**

[1] Mr Davy was appointed as director on 11 April 2022.
[2] Mr Youd resigned as a director on 11 April 2022.

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2023 (31 December 2022 Nil).

Options

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 31 December 2023.

Performance Rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Grant date	Expiry date	Share price at grant date	Expected volatility %	Number of performance rights	Risk free date %	Fair value at grant date
31/05/2023	31/05/2028	$0.105	100%	1,750,000	3.45%	$136,802
31/05/2023	31/05/2028	$0.105	100%	1,750,000	3.45%	$131,047
31/05/2023	31/05/2028	$0.105	100%	1,750,000	3.45%	$162,750
21/12/2023	21/12/2028	$0.190	100%	1,000,000	3.74%	$182,262
21/12/2023	21/12/2028	$0.190	100%	1,000,000	3.74%	$174,012
21/12/2023	21/12/2028	$0.190	100%	1,000,000	3.74%	$164,133
21/12/2023*	21/12/2028	$0.190	100%	1,000,000	3.74%	$190,000

* At 31 December 2023, no expense has been recognised relating to Class 4 Performance Rights due to uncertainty regarding the achievement of performance milestones which are required to be met in relation to new project target since appointment date.

Grant Date	Class	Vesting Conditions	Expiry Date
31/05/2023	Class A Performance Rights	The Company achieving a 15-day VWAP of A$0.40 or more based on the days the Company's Shares have traded.)	31 May 2028 (5 years from issued date)
31/05/2023	Class B Performance Rights	The Company achieving a 15-day VWAP of A$0.50 or more based on days the Company's Shares have traded.)	31 May 2028 (5 years from issued date)
31/05/2023	Class C Performance Rights *	The Company announcing a maiden JORC Mineral Resource, as defined in the JORC Code: (a) a minimum inferred JORC compliant Mineral Resource of 500,000 oz Au at >=1g/t; or (b) a minimum inferred JORC compliant Mineral Resource of 7,000t of eU3O8, at any of the Projects, as verified by an independent competent person under JORC Code 2012.	31 May 2028 (5 years from issued date)

* During the year ended 31 December 2023, Class C Performance Rights vested on satisfaction of vesting conditions.

Grant Date	Class	Vesting Conditions	Expiry Date
21/12/2023	Class 1 Performance Rights	The Company either (a) achieving a 20-day VWAP of A$0.25 or more based on the days the Company's Shares have traded; or (b) a strategic investment by a single investor of not less than $2,000,000 into the Company.	21 December 2028 (5 years from issued date)
21/12/2023	Class 2 Performance Rights	The Company achieving a 20-day VWAP of A$0.40 or more based on days the Company's Shares have traded.	21 December 2028 (5 years from issued date)
21/12/2023	Class 3 Performance Rights	The Company achieving a 20-day VWAP of A$0.60 or more based on days the Company's Shares have traded.	21 December 2028 (5 years from issued date)
21/12/2023	Class 4 Performance Rights	The Company announcing a maiden JORC Mineral Resource, as defined in the JORC Code: (a) a minimum inferred JORC compliant Mineral Resource of 500,000 oz Au at >=1g/t; or (b) a minimum inferred JORC compliant Mineral Resource of 11,000t of eU3O8, at any of the Projects, as verified by an independent competent person under JORC Code 2012.	21 December 2028 (5 years from issued date)

(6) 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 consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted as part of remuneration	Issued on exercise of options	Disposals/ other changes	Balance at the end of the year
Ordinary shares					
Peter Batten[2]	-	-	-	454,545	454,545
Michael Davy	522,003	-	-	-	522,003
John Davis	27,498	-	-	-	27,498
Hendrik Schloemann[1]	-	-	-	90,909	90,909
Jean Kaisin	-	-	-	-	-
	-	-	-	-	-
	549,501	-	-	545,454	1,094,955

[1] Mr Schloemann's other changes during the year are in relation to issue of Placement Shares in December 2023.
[2] Mr Batten's other changes during the year are in relation to issue of Placement Shares in December 2023.

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 consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted as part of remuneration	Issued on exercise of options	Expired/ forfeited/ other	Balance at the end of the year	Vested and exercisable
Options over ordinary shares						
Peter Batten	-	-	-	-	-	-
Michael Davy	60,000	-	-	-	60,000	60,000
John Davis	1,000,000	-	-	-	1,000,000	1,000,000
Hendrik Schloemann	1,000,000	-	-	-	1,000,000	1,000,000
Jean Kaisin	-	-	-	-	-	,
	2,060,000	-	-	-	2,060,000	2,060,000

Performance Rights

The number of performance rights over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted as part of remuneration	Vested	Expired/ forfeited/ other	Balance at the end of the year	Vested and exercisable
Peter Batten	-	4,000,000	-	-	4,000,000	-
Michael Davy	-	1,350,000	-	-	1,350,000	450,000
John Davis	-	1,350,000	-	-	1,350,000	450,000
Hendrik Schloemann	-	1,350,000	-	-	1,350,000	450,000
Jean Kaisin	-	600,000	-	-	600,000	200,000
	-	8,650,000	-	-	8,650,000	1,550,000

(7) Loans to directors and executives

There were no loans to Key Management Personnel and their related parties during the financial year (31 December 2022, Mr. Peter Youd, through his related entities, had lent $329,000 in FY21 to the parent entity. These loans were not secured and did not bear interest. The loans were repaid following admission of the Company to the ASX in FY22)

(8) Other transactions and balances with KMP and their related parties

There were no other transactions and balances with KMP and their related parties for the year ended 31 December 2023 (31 December 2022: Nil).

(9) Voting of shareholders at last year's annual general meeting

At the AGM held on 31 May 2023, 99.00% of the votes received supported the adoption of the remuneration report for the year ended 31 December 2022. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

This concludes the remuneration report, which has been audited.

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

____

Michael Davy
Non-Executive Chairman

21 March 2024

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DECLARATION OF INDEPENDENCE BY NEIL SMITH TO THE DIRECTORS OF HARANGA RESOURCES LIMITED

As lead auditor of Haranga Resources Limited for the year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

2. No contraventions of any applicable code of professional conduct in relation to the audit.

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

Neil Smith

Director

BDO Audit (WA) Pty Ltd

Perth

21 March 2024

	Note	31 December 2023 $	31 December 2022 $
Other income		9,712	8,504
Exploration expenditure	4	(1,477,538)	(2,822,392)
Corporate costs		(361,684)	(360,179)
General and administrative expenses		(37,535)	(81,026)
Director fees		(253,000)	(166,665)
Share based payments	14	(1,504,103)	(542,637)
Impairment of assets	9	-	(4,041,172)
Loss before income tax expense		(3,624,148)	(8,005,567)
Income tax expense	6	-	-
Loss after income tax expense for the year		(3,624,148)	(8,005,567)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		41,141	58,356
Other comprehensive income for the year, net of tax		41,141	58,356
Total comprehensive income for the year		(3,583,007)	(7,947,211)
Loss for the year is attributable to:			
Non-controlling interest		(204,364)	(417,241)
Owners of Haranga Resources Limited		(3,419,784)	(7,588,326)
		(3,624,148)	(8,005,567)
Total comprehensive income for the year is attributable to:			
Non-controlling interest		(214,381)	(407,224)
Owners of Haranga Resources Limited		(3,368,626)	(7,539,987)
		(3,583,007)	(7,947,211)
		Cents	**Cents**
Basic earnings per share	12	(5.29)	(13.16)
Diluted earnings per share	12	(5.29)	(13.16)

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

Haranga Resources Limited
Consolidated statement of financial position
As at 31 December 2023

	Note	31 December 2023 $	31 December 2022 $
Assets			
Current assets			
Cash and cash equivalents	7	1,960,608	2,289,553
Trade and other receivables		30,463	23,450
Other current assets		351,945	41,384
Total current assets		2,343,016	2,354,387
Non-current assets			
Property, plant and equipment		93,470	95,137
Exploration and evaluation	9	2,056,470	2,011,862
Total non-current assets		2,149,940	2,106,999
Total assets		4,492,956	4,461,386
Liabilities			
Current liabilities			
Trade and other payables	10	175,649	1,065,098
Total current liabilities		175,649	1,065,098
Total liabilities		175,649	1,065,098
Net assets		4,317,307	3,396,288
Equity			
Issued capital	11	53,827,579	51,003,731
Reserves	13	9,961,931	8,230,595
Accumulated losses		(59,395,449)	(55,975,665)
Equity attributable to the owners of Haranga Resources Limited		4,394,061	3,258,661
Non-controlling interest		(76,754)	137,627
Total equity		4,317,307	3,396,288

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

	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 January 2022	40,372,231	6,662,871	(48,387,339)	-	(1,352,237)
Loss after income tax expense for the year	-	-	(7,588,326)	(417,241)	(8,005,567)
Other comprehensive income for the year, net of tax	-	48,339	-	10,017	58,356
Total comprehensive income for the year	-	48,339	(7,588,326)	(407,224)	(7,947,211)
Transactions with owners in their capacity as owners:					
Issue of shares (net of costs)	6,531,500	-	-	-	6,531,500
Issue of shares and options for the asset acquisition	3,600,000	976,748	-	-	4,576,748
Issue of shares on conversion of convertible note	500,000	-	-	-	500,000
Share based payments	-	542,637	-	-	542,637
Non-controlling interests	-	-	-	544,851	544,851
Balance at 31 December 2022	51,003,731	8,230,595	(55,975,665)	137,627	3,396,288

	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 January 2023	51,003,731	8,230,595	(55,975,665)	137,627	3,396,288
Loss after income tax expense for the year	-	-	(3,419,784)	(204,364)	(3,624,148)
Other comprehensive income for the year, net of tax	-	51,158	-	(10,017)	41,141
Total comprehensive income for the year	-	51,158	(3,419,784)	(214,381)	(3,583,007)
Transactions with owners in their capacity as owners:					
Issue of shares (net of costs)	2,158,917	600	-	-	2,159,517
Issue of options to lead manager	-	672,412	-	-	672,412
Share based payments	664,931	1,007,166	-	-	1,672,097
Balance at 31 December 2023	53,827,579	9,961,931	(59,395,449)	(76,754)	4,317,307

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

	Note	31 December 2023 $	31 December 2022 $
Cash flows from operating activities			
Payments to suppliers and employees		(880,181)	(1,402,661)
Payments for exploration and evaluation		(2,148,112)	(1,800,150)
Interest received		10,506	8,504
Net cash used in operating activities	8	(3,017,787)	(3,194,307)
Cash flows from investing activities			
Payments for property, plant and equipment		-	(73,903)
Cash acquired on acquisition		-	51,168
Net cash used in investing activities			(22,735)
Cash flows from financing activities			
Proceeds from issue of shares (net of cost)		2,671,840	200,000
Share issue transaction costs		-	(462,000)
Repayment of borrowings		-	(549,000)
Net cash (used in)/from financing activities		2,671,840	(811,000)
Net decrease in cash and cash equivalents		(345,947)	(4,028,042)
Cash and cash equivalents at the beginning of the financial year		2,289,553	6,317,495
Effects of exchange rate changes on cash and cash equivalents		17,002	100
Cash and cash equivalents at the end of the financial year	7	1,960,608	2,289,553

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

Note 1. Material accounting policy information

New or amended Accounting Standards and Interpretations adopted
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.

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.

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 consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to the financial statements, are disclosed in note 2.

Going Concern
The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The consolidated entity incurred a loss for the year ended 31 December 2023 of $3,624,148 (31 December 2022 : $8,005,567) and net cash outflows from operating activities of $3,017,787 (31 December 2022: $3,194,307).

The Directors have prepared a cash flow forecast, which indicates that the entity will be required to raise funds to provide additional working capital and to continue to fund its business activities. The ability of the consolidated entity to continue as a going concern is dependent on securing additional funding by capital raise or other means.

These conditions indicate a material uncertainty that may cast a significant doubt about the entity's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors believe that there will be sufficient funds available to continue to meet the consolidated entity's working capital requirements as at the date of this report the Directors expect the consolidated entity to be successful in securing additional funds through debt or equity issues, when required, further:

- The consolidated entity has the ability to reduce its expenditure to conserve cash.
- The consolidated entity has historically demonstrated its ability to raise funds and is expected to be successful in the future.

Should the consolidated entity 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 or raise additional capital through equity or debts raisings and that the interim financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the consolidated entity not continue as a going concern and meet its debts as and when they become due and payable. The directors plan to continue the consolidated entity's operations on the basis as outlined above and believe there will be sufficient funds for the consolidated entity to meet its obligations and liabilities for at least twelve months from the date of this report.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Haranga Resources Limited ('company' or 'parent entity') as at 31 December 2023 and the results of all subsidiaries for the year then ended. Haranga Resources Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Note 1. Material accounting policy information (continued)

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

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

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

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

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

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

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

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

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

Interest
Interest revenue 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.

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

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

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

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

Note 1. Material accounting policy information (continued)

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity'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 consolidated entity'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.

Investments and other financial assets
Investments and other 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 consolidated entity 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 amortised cost
A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets
The consolidated entity 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 consolidated entity'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.

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

Note 1. Material accounting policy information (continued)

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

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

Plant and equipment	3-7 years

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

The accounting policies that are material to the consolidated entity are set out either in the respective notes or below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

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
Judgement has been exercised in calculating the value of share-based payments. The closing price of share sales on the day of the award of the share-based payment is used for calculating the fair value of the payment.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is determined using either the Trinomial option pricing model or the Black-Scholes option pricing model which 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, employee exit % (for Trinomial only), together with non-vesting conditions which do not determine whether the consolidated entity 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 is 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.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Exploration and evaluation
Exploration and evaluation expenditure is expensed to profit and loss as incurred apart from acquisition costs which are carried forward where right of tenure of the area of interest is current, and when existence of a commercially viable mineral reserve has been established and it is anticipated that future economic benefits are more likely than not to be generated as a result of the expenditure.

Impairment of exploration and evaluation assets
At each reporting period, the Group assesses indicators of impairment. Exploration and evaluation costs are deferred until exploration and evaluation activities each a stage which permits reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operation are continuing.

Note 3. Operating segments

Management has determined the operating segments based on the reports reviewed by the board of directors that are used to make strategic decisions. The entity does not have any operating segments with discrete financial information.

The Board of Directors review internal management reports on a monthly basis that is consistent with the information provided in the statement of profit or loss and other comprehensive income, statement of financial position and statement of cash flows. As a result, no reconciliation is required because the information as presented is what is used by the Board to make strategic decision.

The nature of operations and principal activities of the consolidated entity are exploration in Senegal. Given, the nature of the consolidated entity, its size and current operations, management does not treat any part of the consolidated entity as a separate operating segment.

Internal financial information used by the consolidated entity's chief operating decision maker is presented as a consolidated entity without dissemination to any separate identifiable segment.

Accordingly, the financial information reported elsewhere in this financial report is representative of the nature and financial effects of the business activities in which it engages and the economic environment in which it operates.

Accounting policy for 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.

Note 4. Exploration expenditure

	31 December 2023 $	31 December 2022 $
Wages and consulting fees	520,176	624,549
Expenditure on Issia Project	23,200	496,406
Expenditure on Saraya Uranium Project	768,227	1,315,296
Other	165,935	386,141
Total exploration expenditure	1,477,538	2,822,392

Note 5. 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:

	31 December 2023 $	31 December 2022 $
Audit services - BDO Audit (WA) Pty Ltd		
Audit or review of the financial statements	49,750	50,699

Note 6. Income tax

	31 December 2023 $	31 December 2022 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(3,624,148)	(8,005,567)
Tax at the statutory tax rate of 30%	(1,087,244)	(2,401,670)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	427,799	148,070
Adjustment for differences in tax rates	(35,686)	5,019
Benefits from tax loss not brought to account	695,131	1,036,228
Temporary differences not recognised	-	1,212,353
Income tax expense	-	-
Deferred tax assets		
Tax losses	4,232,427	4,537,194
Black hole expenditure	76,506	46,872
Unrecognised deferred tax asset	4,308,933	4,584,066
Set-off deferred tax liabilities	-	-
Less deferred tax assets not recognised	(4,308,933)	(4,584,066)
Net assets	-	-
Deferred tax liabilities		
Exploration expenditure	616,941	603,559
Set-off deferred tax assets	(616,941)	(603,559)
Net deferred tax liabilities	-	-
Tax losses		
Unused tax losses and temporary differences for which no deferred tax asset has been recognised	14,363,109	15,280,220

Accounting policy for 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.

Note 6. Income tax (continued)

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.

Note 7. Cash and cash equivalents

	31 December 2023 $	31 December 2022 $
Current assets		
Cash at bank	1,960,608	2,289,553

Accounting policy for 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.

Note 8. Cash flow information

Reconciliation of loss after income tax to net cash used in operating activities

	31 December 2023 $	31 December 2022 $
Loss after income tax expense for the year	(3,624,148)	(8,005,567)
Adjustments for:		
Foreign exchange differences	-	(1,958)
Share-based payments	1,504,104	542,637
Impairment expense	-	4,041,172
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	(7,013)	2,262
(Increase)/decrease in other assets	21,904	(40,707)
Increase/(decrease) in trade and other payables	(912,634)	267,854
Net cash used in operating activities	(3,017,787)	(3,194,307)

Note 8. Cash flow information (continued)

Non-cash investing and financing activities
In the year ended 31 December 2023 there were no non-cash investing and financing activities. In the year ended 31 December 2022, due to assets acquisition ordinary shares in the Company were issued as consideration for the assets acquired. Further details are disclosed in Note 15 'Asset Acquisition'.

Note 9. Exploration and evaluation

	31 December 2023 $	31 December 2022 $
Non-current assets		
Exploration asset	2,056,470	6,053,034
Less: Impairment	-	(4,041,172)
	2,056,470	2,011,862

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

	$
Balance at 1 January 2023	2,011,862
Exchange differences	44,608
Balance at 31 December 2023	2,056,470

Note 10. Trade and other payables

	31 December 2023 $	31 December 2022 $
Current liabilities		
Trade payables	93,121	1,031,504
Accrued expenses	45,000	30,000
Other payables	37,528	3,594
	175,649	1,065,098

Accounting policy for trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 11. Issued capital

	31 December 2023 Shares	31 December 2022 Shares	31 December 2023 $	31 December 2022 $
Ordinary shares - fully paid	89,529,376	60,120,285	53,827,579	51,003,731

Note 11. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Opening Balance	1 January 2022	7,120,285		40,372,231
Shares issued under the Initial Public Offer (IPO)	17 January 2022	32,500,000	$0.000	6,500,000
Shares issued for acquisition on Loropeni Resources SARL	17 January 2022	13,000,000	$0.000	2,600,000
Shares issued for acquisition of Mandinga Resources SARL	17 January 2022	5,000,000	$0.000	1,000,000
Shares issued on conversion of Convertible Loan	17 January 2022	2,500,000	$0.000	500,000
Capital raising costs adjustment	17 January 2022	-	$0.000	31,500
Closing Balance	1 January 2023	60,120,285		51,003,731
Issue of shares under Placement (Tranche 1)	6 October 2023	15,000,000	$0.110	1,650,000
Issue of shares under Placement (Tranche 2)	7 December 2023	11,000,000	$0.110	1,210,000
Issue of shares to Supplier	7 December 2023	3,409,091	$0.110	664,931
Capital raising costs		-	$0.000	(701,083)
Opening Balance	31 December 2023	89,529,376		53,827,579

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.

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

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

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

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

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the 31 December 2022 Annual Report.

Accounting policy for 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.

Note 12. Loss per share

	31 December 2023 $	31 December 2022 $
Earnings per share for loss from continuing operations		
Loss after income tax attributable to the owners of Haranga Resources Limited	(3,624,148)	(8,005,567)

	31 December 2023 $	31 December 2022 $
Loss after income tax	(3,624,148)	(8,005,567)
Non-controlling interest	204,364	417,241
Loss after income tax attributable to the owners of Haranga Resources Limited	(3,419,784)	(7,588,326)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	64,614,291	57,651,792
Weighted average number of ordinary shares used in calculating diluted earnings per share	64,614,291	57,651,792

Accounting policy for earnings per share
Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Haranga Resources 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.

Note 13. Reserves

	31 December 2023 $	31 December 2022 $
Foreign currency reserve	44,803	3,662
Option and share-based payments reserve	8,909,962	8,236,950
Performance rights reserve	1,007,166	-
Non-controlling interest	-	(10,017)
	9,961,931	8,230,595

Foreign currency reserve		
Opening balance	3,662	(54,694)
Movements during the year	41,141	58,356
Closing balance	44,803	3,662

Note 13. Reserves (continued)

	Number	$
Option and share-based payments reserves		
Opening balance on 1 January 2022	5,000,000	6,717,565
Issue of free attaching IPO options	16,250,000	-
Issue of options on acquisition of Loropeni Resources SARL (note 20)	6,500,000	705,429
Issue of options on acquisition of Mandinga Resources SARL (note 20)	2,500,000	271,319
Issue of free attaching convertible loan options	1,250,000	-
Issue of broker options	5,000,000	542,637
Closing balance on 31 December 2022	36,500,000	8,236,950
Opening balance on 1 January 2023	36,500,000	8,236,950
Issue of broker options	2,000,000	164,472
Issue of broker options	4,000,000	507,940
Issue of listed options	-	600
Closing balance on 31 December 2023	42,500,000	8,909,962

Accounting policy for reserves

Performance rights reserve		
Opening balance 1 January 2023	-	-
Issue of performance rights	5,250,000	486,160
Issue of performance rights	4,000,000	521,006
	9,250,000	1,007,166

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 14. Share-based payments

During the year ended 31 December 2023 the consolidated equity recorded the following share-based payments:

- The issue of 2,000,000 broker options with exercise price of $0.30 and expiry date of 27 January 2025. The options were issued at issue price of $0.0001 for corporate advisory services and vest immediately. The fair value of the associated services was unable to be measured. The value of the options using the Black-Scholes model was $164,472, the variables used in the valuation are summarised in table below.

- The issue of 4,000,000 broker options with exercise price of $0.18 and expiry date of 7 December 2026. The options were issued at issue price of $0.0001 and as part consideration for services provided relating to placement. The fair value of the associated services was unable to be measured. The value of the options using the Black-Scholes model was $507,940 the variables used in the valuation are summarised in table below.

- On 31 May 2023, the shareholders approved the issue of total of 5,250,000 Performance Rights in various classes to the Directors, Chief Operating Officer and Company Secretary as noted below.

- On 21 December 2023, the Company issued 4,000,000 Performance Rights in various classes to Executive Director, terms of the performance rights are summarised below.

- On 7 December 2023, the Company issued 3,409,091 ordinary shares to a Supplier in lieu of cash settlement, the shares have been value using closing share price of $0.195, totalling to $664,931.

Set out below are summaries of options granted under the plan:

The options granted during the current financial year were valued using the Black-Scholes valuation model and the performance rights granted during the current financial year were valued using the trinomial valuation model. The key inputs used in the valuations as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Risk-free interest rate	Fair value at grant date
01/03/2023	27/01/2025	$0.190	$0.300	100.00%	3.90%	$0.082
07/12/2023	06/12/2026	$0.190	$0.180	100.00%	3.90%	$0.127
31/05/2023	31/05/2028	$0.105	$0.000	100.00%	3.34%	$0.088
31/05/2023	31/05/2028	$0.105	$0.000	100.00%	3.34%	$0.085
31/05/2023	31/05/2028	$0.105	$0.000	100.00%	3.34%	$0.105
21/12/2023	21/12/2028	$0.190	$0.000	100.00%	3.74%	$0.183
21/12/2023	21/12/2028	$0.190	$0.000	100.00%	3.74%	$0.174
21/12/2023	21/12/2028	$0.190	$0.000	100.00%	3.74%	$0.164
21/12/2023	21/12/2028	$0.190	$0.000	100.00%	3.74%	$0.190

Instruments granted on 01/03/2023 and 07/12/2023 represent options issued to brokers.
Instruments granted on 31/05/2023 represent class A, B and C performance rights issued to KMP.
Instruments granted on 21/12/2023 represent Class 1, 2, 3 and 4 performance rights issued to KMP.

The performance rights granted on 31 May 2023 have the following vesting conditions:

Note 14. Share-based payments (continued)

Grant Date	Class	Vesting Conditions	Expiry Date
31/05/2023	Class A Performance Rights	The Company achieving a 15-day VWAP of A$0.40 or more based on the days the Company's Shares have traded.)	31 May 2028 (5 years from issued date)
31/05/2023	Class B Performance Rights	The Company achieving a 15-day VWAP of A$0.50 or more based on days the Company's Shares have traded.)	31 May 2028 (5 years from issued date)
31/05/2023	Class C Performance Rights*	The Company announcing a maiden JORC Mineral Resource, as defined in the JORC Code: (a) a minimum inferred JORC compliant Mineral Resource of 500,000 oz Au at >=1g/t; or (b) a minimum inferred JORC compliant Mineral Resource of 7,000t of eU3O8, at any of the Projects, as verified by an independent competent person under JORC Code 2012.	31 May 2028 (5 years from issued date)

* During the year ended 31 December 2023, Class C Performance Rights vested on satisfaction of vesting conditions.

The performance rights granted on 21 December 2023 have the following vesting conditions:

Grant Date	Class	Vesting Conditions	Expiry Date
21/12/2023	Class 1 Performance Rights	The Company either (a) achieving a 20-day VWAP of A$0.25 or more based on the days the Company's Shares have traded; or (b) a strategic investment by a single investor of not less than $2,000,000 into the Company.	21 December 2028 (5 years from issued date)
21/12/2023	Class 2 Performance Rights	The Company achieving a 20-day VWAP of A$0.40 or more based on days the Company's Shares have traded.	21 December 2028 (5 years from issued date)
21/12/2023	Class 3 Performance Rights	The Company achieving a 20-day VWAP of A$0.60 or more based on days the Company's Shares have traded.	21 December 2028 (5 years from issued date)
21/12/2023	Class 4 Performance Rights	The Company announcing a maiden JORC Mineral Resource, as defined in the JORC Code: (a) a minimum inferred JORC compliant Mineral Resource of 500,000 oz Au at >=1g/t; or (b) a minimum inferred JORC compliant Mineral Resource of 11,000t of eU3O8, at any of the Projects, as verified by an independent competent person under JORC Code 2012.	21 December 2028 (5 years from issued date)

Note 14. Share-based payments (continued)

Grant Date	Class	Number issued	Value per right	Total Value
31/05/2023	Class A	1,750,000	$0.088	$154,454
31/05/2023	Class B	1,750,000	$0.085	$147,956
031/05/2023	Class C	1,750,000	$0.105	$183,750
21/12/2023	Class 1	1,000,000	$0.183	$182,862
021/12/2023	Class 2	1,000,000	$0.174	$174,012
21/12/2023	Class 3	1,000,000	$0.164	$164,133
21/12/2023	Class 4*	1,000,000	$0.190	$190,000

* At 31 December 2023, no expense has been recognised relating to Class 4 Performance Rights due to uncertainty regarding the achievement of performance milestones which are required to be met in relation to new project target since appointment date as described above.

Set out below are summaries of performance rights granted under the plan:

	Number of performance rights 31 December 2023	Weighted average exercise price 31 December 2023	Number of performance rights 31 December 2022	Weighted average exercise price 31 December 2022
Outstanding at the beginning of the financial year	-	$0.000	-	$0.000
Granted	9,250,000	$0.000	-	$0.000
Outstanding at the end of the financial year	9,250,000	$0.000	-	$0.000

	Number of options 31 December 2023	Weighted average exercise price 31 December 2023	Number of options 31 December 2022	Weighted average exercise price 31 December 2022
Outstanding at the beginning of the financial year	36,500,000	$0.30	5,000,000	$0.30
Granted	6,000,000	$0.22	31,500,000	$0.30
Outstanding at the end of the financial year	42,500,000	$0.29	36,500,000	$0.30

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity 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.

Note 14. Share-based payments (continued)

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 consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity 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.

Note 15. Asset Acquisition

Acquisition of Loropeni Resources SARL

On 17 January 2022, the Company completed the acquisition of 100% of the issued share capital of Loropeni Resources SARL (Loropeni) by a way of a Share Sale Agreement. Under the terms of the agreement, the consideration for the acquisition included the following:

- Loropeni shareholders received a combined 13,000,000 ordinary fully paid shares in the Company;
- Loropeni shareholders received 6,500,000 unlisted options with exercise price of $0.30 and expiry date of 27 January 2025; and
- Loropeni shareholders received 5,000,000 performance rights with certain performance milestones as detailed below at (a).

	$
Cash and cash equivalents	46,438
Trade and other receivables	11,428
Plant and equipment	9,688
Exploration assets (note 9)	4,041,172
Trade and other payables	(803,297)
Net assets acquired	3,305,429
Shares issued on completion - 13,000,000 ordinary shares at $0.20 (note 14)	2,600,000
Unlisted options issued on completion - 6,500,000 exercisable at $0.30 (note 14)	705,429
Total consideration	3,305,429

(a) The Performance Rights will be able to convert into a Share, subject to the Company announcing to the ASX the achievement of a minimum inferred JORC compliant Mineral Resource of 500,000 oz AU at >1g/t in relation to the Loropeni Projects, as accepted by the Independent Directors of the Company, within 48 months of the date of settlement of the Loropeni Acquisition.

The value of Performance Rights based on the issue price of $0.20 is estimated to be $1,000,000. Due to significant uncertainty of meeting the performance milestone which is based on future events no value has been allocated to the Performance Rights.

Acquisition of Mandinga Resources SARL

On 17 January 2022, the Company completed the acquisition of 70% of issued capital of Mandinga Resources SARL (Mandinga) by a way of a Share Sale Agreement. Under the terms of the agreement, the consideration for the acquisition included the following:

Note 15. Asset Acquisition (continued)

- Mandinga shareholders received a combined 5,000,000 ordinary fully paid shares in the Company; and
- Mandinga shareholders received 2,500,000 unlisted options with exercise price of $0.30 and expiry date of 27 January 2025

	$
Cash and cash equivalents	4,730
Plant and equipment	1,006
Exploration assets (note 9)	2,011,862
Trade and other payables	(201,428)
Net assets acquired	1,816,170
Consideration	
Shares issued on completion 5,000,000 ordinary shares @ $0.20 (note 14)	1,000,000
Unlisted options issued on completion 2,500,000 (note 14)	271,319
Non-controlling interest	544,851
	1,816,170

Accounting policy for asset acquisition
As Loropeni and Mandinga did not meet the definition of a business in accordance with AASB 3 *Business Combinations* (**AASB 3**), the Transactions could not be accounted for as a business combination. Therefore, the Transactions have been accounted for as assets acquisition whereby the consideration transferred by the Company has been allocated to the fair value of the assets acquired and liabilities assumed. Furthermore, no deferred tax will arise in relation to the assets acquired and liabilities assumed as the initial recognition exemption for deferred tax under AASB 112 *Income Tax*es applies. No goodwill will arise, and transaction costs will be included in the capitalised cost of the assets acquired.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Note 16. Financial instruments

Financial risk management
Exposure to liquidity, interest rate, credit and foreign currency risk arises in the normal course of the Group’s business. The Group does not hold or issue derivative financial instruments.

The Group uses different methods as discussed below to manage risks that arise from these financial instruments. The objective is to support the delivery of the financial targets while protecting future financial security.

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

Note 16. Financial instruments (continued)

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The Group does not have any material exposure to foreign currency risk.

Interest rate risk
Interest rate risk arises from the possibility changes in interest rates will affect future cash flows or the fair value of financial instruments.

The Group's exposure to market risk for changes to interest rate risk relates primarily to its earnings on cash and term deposits. The Group manages the risk by investing in short term deposits.

	31 December 2023 $	31 December 2022 $
Cash at bank	1,960,608	2,289,553
Net exposure to cash flow interest rate risk	1,960,608	2,289,553

Interest rate sensitivity
The following table demonstrates the sensitivity of the Group's statement of profit or loss and other comprehensive income to a reasonably possible change in interest rates, with all other variables constant.

Judgement of reasonable possible movements

	Effect on Post Tax losses 31 December 2023	Effect on Post Tax losses 31 December 2022
Increase 10 basis point	21,251	43,035
Decrease 10 basis point	(21,251)	(43,035)

A sensitivity of 10 basis points has been used as this is considered reasonable given the current level of both short term and long-term Australian Dollar interest rates. The change in basis points is derived from a review of historical movements and management's judgement of future trends.

Credit risk
Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge and obligation and cause the Group to incur a financial loss. The Group's maximum credit exposure is the carrying amounts on the statement of financial position. The Group holds financial instruments with credit worthy third parties.

At 31 December 2023, the Group held cash at bank. These were held with financial institution with a rating from S&P Global Ratings of -AA or above (long term). The Group has no past due or impaired debtors as at 31 December 2023.

Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities.

The Group manages liquidity risk by maintaining sufficient cash facilities to meet the operating requirements of the business and investing excess funds in highly liquid short-term investments. The responsibility for liquidity risk management rests with the Board of Directors.

Remaining contractual maturities
Financial liabilities of the Group comprise trade and other payables. As at 31 December 2023 and 31 December 2022 all financial liabilities are contractually matured within 30 days.

Note 16. Financial instruments (continued)

Accounting Policy for fair value of financial instruments
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.

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

Note 17. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	31 December 2023 $	31 December 2022 $
Loss after income tax	(4,328,278)	(8,790,333)
Total comprehensive loss	(4,328,278)	(8,790,333)

Statement of financial position

	31 December 2023 $	31 December 2022 $
Total current assets	2,291,699	2,244,271
Total assets	2,291,699	2,244,271
Total current liabilities	148,399	181,262
Total liabilities	148,399	181,262
Equity		
Issued capital	53,827,578	51,003,731
Reserve	9,917,128	8,236,950
Accumulated losses	(61,601,406)	(57,177,672)
Total equity/ (deficiency)	2,143,300	2,063,009

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2023 and 31 December 2022.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2023 and 31 December 2022.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 December 2023 and 31 December 2022.

Note 17. Parent entity information (continued)

Material accounting policy information
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 18. Key management personnel disclosures

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

	31 December 2023 $	31 December 2022 $
Short-term employee benefits	586,876	453,667
Post-employment benefits	8,800	-
Share-based payments	951,606	-
	1,547,282	453,667

Note 19. Related party transactions

Parent entity
Haranga Resources Limited is the parent entity.

Subsidiaries
The consolidated financial statements include the financial statements of Haranga Resources Limited and the subsidiaries Mandinga Resources SARL (70%), Dalema Resources SARL (85%) and Haranga Senegal SARL (100%)

Transactions with related parties
For transactions with directors refer to Note 18.

During the year ended 31 December 2023, Performance Rights were issued to Directors and KMP, refer to summary below and Note 14 for details of the rights issued during the year.

Grant Date	Related Party	Class A Number	Class A Value ($)	Class B Number	Class B Value ($)	Class C Number	Class C Value ($)	Class D Number	Class D Value ($)	Total Value ($)
31/05/2023	Dr. Hendrick Schloemann	450,000	39,717	450,000	38,046	450,000	47,250	-	-	125,013
31/05/2023	Mr. John Davis	450,000	39,717	450,000	38,046	450,000	47,250	-	-	125,013
31/05/2023	Mr. Michael Davy	450,000	39,717	450,000	38,046	450,000	47,250	-	-	125,013
31/05/2023	Mr. Jean Kaisin	200,000	17,652	200,000	16,909	200,000	21,000	-	-	55,561
		1,550,000	136,803	1,550,000	131,047	1,550,000	162,750	-	-	430,700

Note 19. Related party transactions (continued)

Grant Date	Related Party	Class 1 Number	Class 1 Value ($)	Class 2 Number	Class 2 Value ($)	Class 3 Number	Class 3 Value ($)	Class 4 Number	Class 4 Value ($)	Total Value ($)
21/12/2023	Mr. Peter Batten	1,000,000	182,862	1,000,000	174,012	1,000,000	164,133	1,000,000	-	521,007

Receivable from and payables to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
During the year ended 31 December 2023, there were no loans payable/ receivable from related parties.

Note 20. Commitments

	31 December 2023 $	31 December 2022 $
Exploration expenditure commitments		
Within one year	26,616	142,430
One to five years	1,922,143	3,451,076
	1,948,759	3,593,506

Note 21. Events after the reporting period

No matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

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 consolidated entity's financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors

____
Michael Davy
Non-Executive Chairman

21 March 2024

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INDEPENDENT AUDITOR'S REPORT

To the members of Haranga Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Haranga Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including material accounting policy information and the directors' declaration.

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

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

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

Basis for opinion

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

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

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

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 group's ability to continue as a going concern and therefore the group 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.

BDO

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.

Carrying Value of Capitalised Exploration and Evaluation Assets

Key audit matter	How the matter was addressed in our audit
The carrying value of the capitalised exploration and evaluation assets as at 31 December 2023 is disclosed in note 2 and 9 of the financial report. As the carrying value of these Exploration Assets represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 Exploration for and Evaluation of Mineral Resources. In particular, whether facts and circumstances indicate that the exploration and evaluation assets should be tested for impairment. As a result, this is considered a key audit matter.	Our procedures included, but were not limited to the following: • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and directors' meeting minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether there are any other facts or circumstances existing to suggest impairment testing was required; and • Assessing the adequacy of the related disclosures in Note 2 and Note 9 of the financial report.

BDO

Accounting for share based payments

Key audit matter	How the matter was addressed in our audit
During the year ended 31 December 2023, the Group issued performance rights and options to directors, employees and financial consultants which have been accounted for as share-based payments. Refer to notes 2 and 14 of the financial report for a description of the accounting policy and significant estimates and judgements applied to these arrangements. 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 Group's accounting for share-based payments to be a key audit matter.	Our procedures included, but were not limited to the following: • Reviewing the relevant terms and conditions to obtain an understanding of the contractual nature of the share-based payment arrangements; • Reviewing and evaluating management's assessment of the likelihood of achieving the non-market conditions attached to the share-based payments; • Reviewing management's determination of the fair value of the share-based payments granted, considering the appropriateness of the valuation methodology applied and resultant valuation; • Assessing the experience, expertise and qualifications of management's valuation expert; • Assessing the allocation of the share-based payment expense over the relevant vesting periods; and • Assessing the adequacy of the Group's disclosures in Notes 2 and 14 of the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2023, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 16 to 21 of the directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Haranga Resources Limited, for the year ended 31 December 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit (WA) Pty Ltd

BDO

Neil Smith

Director

Perth, 21 March 2024

INTRODUCTION

This Corporate Governance Statement is current as at 21 March 2024 and has been approved by the Board of the Company on that date.

This Corporate Governance Statement discloses the extent to which the Company follow the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations **(4th Edition) (Recommendations**). The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.
The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.
The Company's Corporate Governance Plan is available on the Company's website at https://haranga.com/who-we-are/corporate-governance/.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 (a) A listed entity should have and disclose a board charter which sets out the respective 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.	YES	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, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and (b) 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.	YES	(a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation. (b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment. The Company has written agreements with each of its Directors and senior executives.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
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: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either:	NO	The Company has a Diversity Policy, which is disclosed on the Company's website, as part of the Corporate Governance Plan. However, the Diversity Policy does not include requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Board has not set measurable objectives for achieving gender diversity. Given the Company's stage of development and the number of employees, the Board considers it is not practical to set measurable objectives for achieving gender diversity at this time.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(A) 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 (B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators,” as defined in the Workplace Gender Equality Act.		
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.	YES	(a) The Company’s 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. The process for this is set out in the Company’s Corporate Governance Plan, which is available on the Company’s website. (b) The Company’s Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. An evaluation of the Board was conducted during the reporting period.
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.	YES	(a) The Company’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company’s senior executives on an annual basis. The Company’s Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the 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. The applicable processes for these evaluations can be found in the Company’s Corporate Governance Statement, which is available on the Company’s website. The Company’s Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. An evaluation of the Company’s senior executives was conducted during the reporting period.
Principle 2: Structure the Board to be effective and add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director,	YES	(a) The Company does not have a Nomination Committee. The Company’s 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 are independent Directors, and which must be chaired by an independent Director.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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.		(b) The Company does not have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: (i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	YES	Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise are present to facilitate successful strategic direction. The Board has identified the appropriate mix of skills and diversity required of its members to operate efficiently and effectively. The Company's Board Skills Matrix can be found at Appendix 1.
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 Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), 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	YES	(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers all of the Non-Executive Directors to be independent.

<table>
<tr><th>RECOMMENDATIONS (4TH EDITION)</th><th>COMPLY</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td>(b) The Company will disclose in its Annual Report and the Corporate Governance Statement any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent. All directors have received performance-based remuneration (including options) but the directors believe it is not material and will not interfere with the directors' independent judgement and capacity to act in the best interests of the Company. The Company considers it necessary, given its speculative and small scale activities, to attract and retain suitable Directors by offering Directors an interest in the Company and considers it appropriate to provide remuneration to its Directors in the form of securities in order to conserve its limited cash reserves.

(c) The length of service of each Director as at the end of each financial year is as follows:
<table><tr><th>Name</th><th>Length of service</th></tr><tr><td>Michael Davy
Non-Executive Chairman</td><td>1 year 11 months</td></tr><tr><td>Peter Batten
Managing Director</td><td>7 months</td></tr><tr><td>Hendrik Schloemann
Non-Executive Director</td><td>2 years 9 months</td></tr><tr><td>John Davis
Non-Executive Director</td><td>2 year 9 months</td></tr></table></td></tr>
<tr><td>Recommendation 2.4
A majority of the Board of a listed entity should be independent Directors.</td><td>YES</td><td>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.

The Board currently comprises a total of four directors, of whom all are considered to be independent. As such, independent directors currently do comprise the majority of the Board.</td></tr>
<tr><td>Recommendation 2.5
The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</td><td>YES</td><td>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.

The Non-executive Chair of the Board is Mr Michael Davy. Mr Davy is considered to be an independent Director and he is not the CEO/Managing Director.</td></tr>
</table>

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.	YES	In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	YES	(a) The Company and its subsidiary companies are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. (b) The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
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.	YES	(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. (b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	YES	The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.	YES	The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
	Principle 4: *Safeguard the integrity of corporate reports*	
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) 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.	YES	(a) The Company does not have an Audit and 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 with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. (b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. Although the Board does not have a separate Audit and Risk Committee, it had adopted an Audit and Risk Committee Charter, which is disclosed on the Company's website. 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 including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: (i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.
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 a declaration that 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.	YES	The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Board received a signed declaration from the CEO (equivalent) and CFO (equivalent) in accordance with Recommendation 4.2 and Section 295A of the Corporation Act 2001 prior to the approval of the Company's financial statements.
Recommendation 4.3	YES	The Company is committed to providing clear, concise and accurate reports so investors can make informed decisions. Prior to lodgement with ASX quarterly cash flow reports are subject to robust preparation and review. A declaration is then provided

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.		by the CFO (equivalent) and CEO (equivalent) to the Board noting compliance with section 286 of the Corporations Act 2001, the appropriate accounting standards and with listing Rule 19.11A.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company's Corporate Governance Plan details the Company's Continuous Disclosure policy. The Corporate Governance Plan, which incorporates the Continuous Disclosure policy, is available on the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board receives copies of all material market announcements promptly after they have been released on the 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.	YES	The Company announces all substantive investor or analyst presentations on the ASX Markets Announcement Platform ahead of the presentation date.
Principle 6: *Respect the rights of security holders*		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy 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.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Notice material states that all Shareholder are encouraged to participate at the meeting.
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.	YES	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
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 registry electronically.	YES	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		Shareholders queries should be referred to the Company Secretary at first instance.
Principle 7: Recognise and manage risk		
Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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 risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	YES	(a) The Company does not have an Audit and 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 with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. A copy of the Corporate Governance Plan is available on the Company's website. (b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. 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 including the following processes to oversee the entity's risk management framework: (i) the Board devotes time at quarterly 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.
Recommendation 7.2 The Board or a committee of the Board should: (a) 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.	YES	(a) 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. (b) The Board continues to review the risk profile of the Company and monitors risk throughout the reporting period.
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.	YES	(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place.

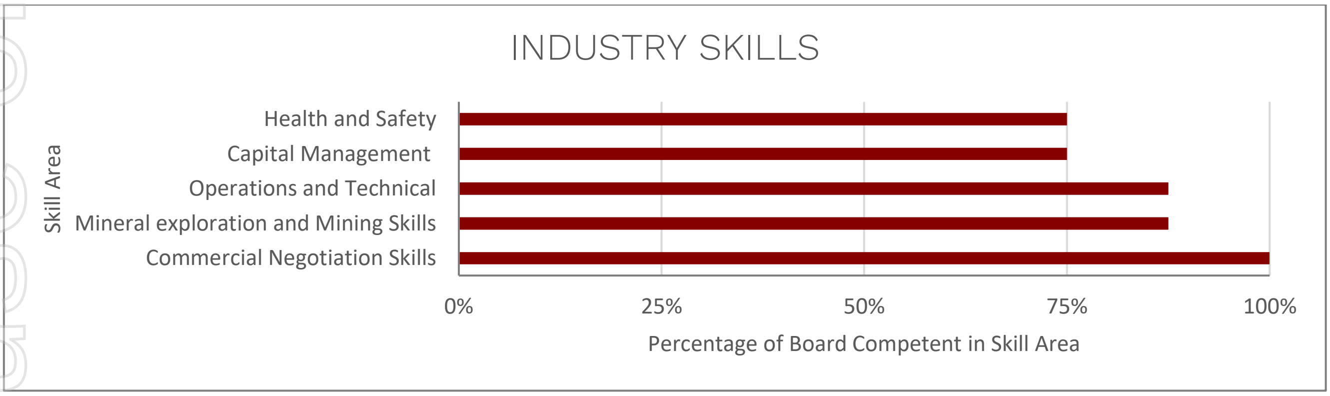
RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		(b) The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's governance, risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's *Risk Management Policy* (available on the Company's website).
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	YES	The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks. The Company is currently exposed to minimal environmental and social risks due to its present size and magnitude of operations.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) 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.	YES	(a) The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration 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 are be independent Directors, and which must be chaired by an independent Director. (b) The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. 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 Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive: (i) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.
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.	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives. This information is disclosed in the Company's remuneration report contained in the Company's Annual Report and is disclosed on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
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.	YES	(a) The Company has an equity-based remuneration scheme. The Company has 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. (b) The Company's Remuneration Committee Charter includes a statement of the Company's policy on prohibiting participants in the Haranga Resources Incentive Option Scheme (**Plan**) entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan. The *Remuneration Committee Charter* is available on the Company's website.

APPENDIX 1
BOARD SKILLS MATRIX

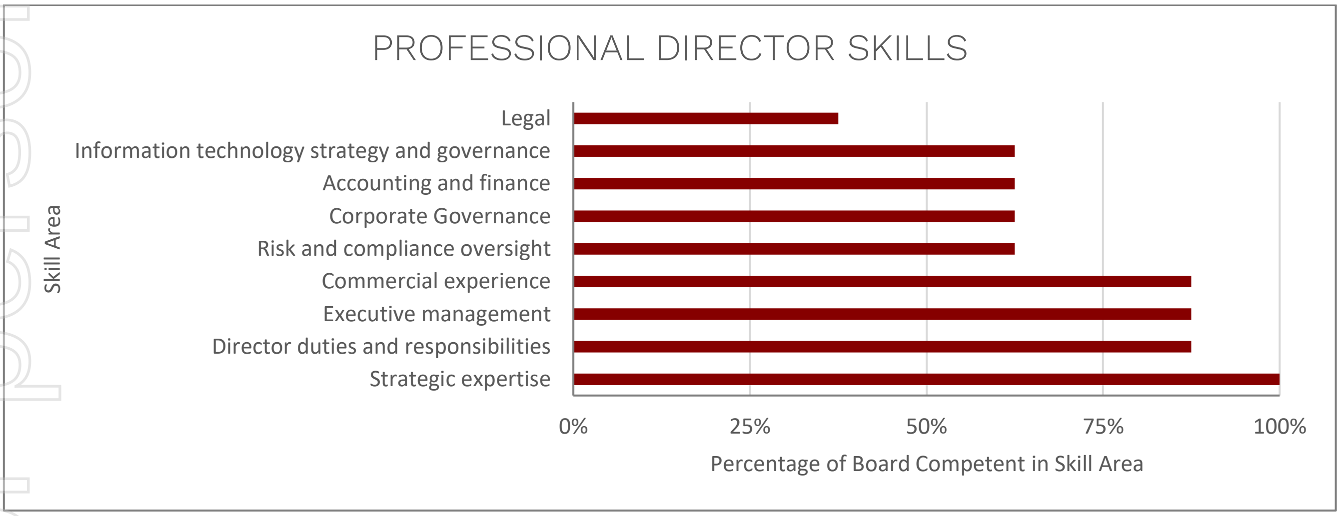
The Board has identified that the appropriate mix of skills and diversity required of its members to operate effectively and efficiently is achieved by personnel having substantial skills and experience in the following Industry Skills: Health and Safety; Operations and Technical; Mineral Exploration and Mining Skills; Capital Management; and Commercial Negotiation Skills.

The skills and experience of the Board in each of these areas is summarised as follows:



In addition, directors of the Company are expected to be knowledgeable and experienced in the following areas: Legal; Accounting and finance; Information technology; Corporate governance; Risk and compliance oversight; Director duties and responsibilities; Strategic expertise; Commercial experience; and Executive management.

The skills and experience of the Board in each of these areas is summarised as follows:



Gaps in the collective skills of the Board are considered regularly by the full Board in its capacity as the Nomination and Remuneration Committee.

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 18 March 2024.

Ordinary Share Capital

89,529,376 fully paid ordinary shares are held by 855 individual holders.

Voting Rights
The voting rights attached to each class of equity security are as follows:

- Ordinary Shares: Each ordinary share is entitled to vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- Listed Options, Unlisted Options and Performance Rights: Listed Options, Performance Shares and Performance Rights do not carry any voting rights.

Top 20 Security Holders – Fully Paid Ordinary Shares

	Name of Holder	Holding	%
1	MARTIN JOACHIM PAWLITSCHEK	4,500,000	5.03%
2	DUSKO LJUBOJEVIC	4,500,000	5.03%
3	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	3,728,168	4.16%
4	FIRST GROWTH FUNDS LIMITED	3,650,000	4.08%
5	S3 CONSORTIUM PTY LTD	3,409,091	3.81%
6	ONE MANAGED INVESTMENT FUNDS LIMITED <TI GROWTH A/C>	3,011,913	3.36%
7	BLUE OLIVE CAPITAL PTY LTD <BLUE OLIVE FUND A/C>	2,740,000	3.06%
8	CELTIC CAPITAL PTE LTD <INVESTMENT 1 A/C>	2,213,005	2.47%
9	EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	1,818,182	2.03%
10	AEGIAN PAL PTY LTD <ELPIDA SUPER FUND A/C>	1,586,098	1.77%
11	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	1,556,375	1.74%
12	MANZOORI PTY LTD <MANZOORI FAMILY A/C>	1,372,500	1.53%
13	FOTIOS LEKKAS	1,370,000	1.53%
14	MC EQUITY PARTNERS PTY LTD	1,250,000	1.40%
15	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	1,159,376	1.30%
16	CITYSCAPE ASSET PTY LTD <CITYSCAPE FAMILY A/C>	1,096,000	1.22%
17	CELTIC FINANCE CORP PTY LTD	1,062,669	1.19%
18	DIRECT UNION LIMITED	1,014,428	1.13%
19	ADZL PTY LTD	1,000,000	1.12%
20	SHAPE CAPITAL PTY LTD <EQ CAPITAL MARKETS PL F A/C>	880,000	0.98%
	Total	**42,917,805**	**47.94%**
	Total issued capital	**89,529,376**	**100.00%**

Substantial Shareholders – Fully Paid Ordinary Shares:

	Name of Holder	Holding	%
1	FOTIOS LEKKAS & ASSOCIATED ENTITIES	8,812,683	10.88%
2	JASON PETERSON	7,232,262	9.63%
3	MARTIN JOACHIM PAWLITSCHEK	4,500,000	5.03%
4	DUSKO LJUBOJEVIC	4,500,000	5.03%

Distribution of Shareholdings – Fully Paid Ordinary Shares:

Size of Holding	Number of Holders	Number of Shares	%
1 – 1,000	49	10,379	0.01%
1,001 – 5,000	204	657,300	0.73%
5,001 – 10,000	146	1,247,181	1.39%
10,001 – 100,000	317	12,419,153	13.87%
100,001 and over	139	75,195,363	83.99%
Totals	**855**	**89,529,376**	**100.00%**

Restricted Securities

As at 18 March 2024, there were no restricted securities.

Listed Options

As at 18 March 2024 there were 38,500,000 listed options on issue.

Top 20 Security Holders – Listed Options

	Name of Holder	Holding	%
1	M & K KORKIDAS PTY LTD <M & K KORKIDAS PTY LTD A/C>	2,829,317	7.35%
2	MARTIN JOACHIM PAWLITSCHEK	2,250,000	5.84%
3	DUSKO LJUBOJEVIC	2,250,000	5.84%
4	FIRST GROWTH FUNDS LIMITED	1,750,000	4.55%
5	CITYSCAPE ASSET PTY LTD <CITYSCAPE FAMILY A/C>	1,399,668	3.64%
6	BLUE OLIVE CAPITAL PTY LTD <BLUE OLIVE FUND A/C>	1,370,000	3.56%
7	CPS CAPITAL NO 5 PTY LTD	1,055,000	2.74%
8	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	1,000,418	2.60%
9	MR JOHN DAVIS	1,000,000	2.60%
10	MS NERIDA LEE SCHMIDT	1,000,000	2.60%
11	MR HENDRIK SCHLOEMANN	1,000,000	2.60%
12	INTERVIEW HOLDINGS PTY LTD <KIM CHNG FAMILY A/C>	1,000,000	2.60%
13	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	833,333	2.16%
14	SHAPE CAPITAL PTY LTD	833,333	2.16%
15	MRS VALERIA MARTINEZ VIADEMONTE	750,276	1.95%
16	FOTIOS LEKKAS	685,000	1.78%
17	AEGIAN PAL PTY LTD <ELPIDA SUPER FUND A/C>	625,000	1.62%
18	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	625,000	1.62%
19	MS ELAINE YOUNG FORTMANN	595,834	1.55%
20	MR RAYMOND TANTI	550,000	1.43%
	Totals	23,402,179	60.79%
	Total issued options	38,500,000	100.00%

Substantial Option Holders – Listed Options

	Name of Holder	Holding	%
1	M & K KORKIDAS PTY LTD <M & K KORKIDAS PTY LTD A/C>	2,829,317	7.35%
2	MARTIN JOACHIM PAWLITSCHEK	2,250,000	5.84%
3	DUSKO LJUBOJEVIC	2,250,000	5.84%

Distribution of Option Holders – Listed Options:

Size of Holding	Number of Holders	Number of Options	%
1 – 1,000	1	100	0.00%
1,001 – 5,000	55	268,572	0.70%
5,001 – 10,000	23	194,479	0.51%
10,001 – 100,000	136	4,283,062	11.12%
100,001 and over	60	33,753,787	87.67%
Totals	**275**	**38,500,000**	**100.00%**

Restricted Securities

As at 18 March 2024, there were no restricted listed options.

Unquoted Securities

As at 18 March 2024, the following unquoted securities are on issue:

	Number on issue	Number of holders
Options exercisable at $0.18 and expiring on 7 December 2026	4,000,000	4
Performance rights expiring 17 January 2026	5,000,000	2
Performance rights (Class A) expiring 31 May 2028	1,750,000	5
Performance rights (Class B) expiring 31 May 2028	1,750,000	5
Performance rights (Class C) expiring 31 May 2028	1,750,000	5
Performance rights (Class A) expiring 21 December 2028	1,000,000	1
Performance rights (Class B) expiring 21 December 2028	1,000,000	1
Performance rights (Class C) expiring 21 December 2028	1,000,000	1
Performance rights (Class D) expiring 21 December 2028	1,000,000	1

4,000,000 Options expiring 7 December 2026 – 4 holders

Holders with more than 20%

There are no holders in this class with over 20%.

Name of Holder	Number	%
CELTIC CAPITAL PTY LTD <INCOME A/C>	1,750,000	43.75%
CPS CAPITAL NO 5 PTY LTD	1,200,000	30.00%
MR DAVID PETER VALENTINO	950,000	23.75%
Totals	**3,900,000**	**97.50**

5,000,000 Performance Rights expiring 17 January 2026 – 2 holders

Holders with more than 20%

Name of Holder	Number	%
DUSKO LJUBOJEVIC	2,500,000	50.00%
MARTIN JOACHIM PAWLITSCHEK	2,500,000	50.00%
Totals	**5,000,000**	**100.00**

1,750,000 Performance Rights (Class A) expiring 31 May 2028 – 5 holders

1,750,000 Performance Rights (Class B) expiring 31 May 2028 – 5 holders

1,750,000 Performance Rights (Class C) expiring 31 May 2028 – 5 holders

Holders with more than 20%

Name of Holder	Number	%
DAVY CORP PTY LTD <DAVY INVESTMENT A/C>	450,000	25.71%
MR HENDRIK SCHLOEMANN	450,000	25.71%
MR JOHN DAVIS	450,000	25.71%
Totals	**3,900,000**	**97.50**

Performance Rights (Class A – D)

Holders with more than 20%

The sole holder of Performance Rights Class A – D is Mr Peter John Robert Batten.

Shareholders with less than a marketable parcel

At 18 March 2024, there were 181 shareholders holding with less than a marketable parcel of shares ($0.14 on this date) in the Company totalling 352,382 ordinary shares. This represented 0.39% of the issued capital.

ASX Admission Statement

During the financial year, the Company applied its cash in a way that is consistent with its business objectives.

Schedule of Tenements

In accordance with Listing Rule 5.3.3, the Company holds the following tenements.

Licence Number	Interest	Status	Name/ Location
PR 02208	70%	Granted	Saraya Uranium Project – Senegal
No.°10378	100%	Granted	Ibel South - Senegal