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OKAPI
RESOURCES LIMITED

ABN 21 619 387 085

ANNUAL REPORT

FOR THE YEAR ENDED

30 JUNE 2018

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ABN	21 619 387 085
DIRECTORS	Klaus Eckhof – Non-executive Chairman Nigel M Ferguson – Managing Director Raymond (Jinyu) Liu – Non-executive Director
COMPANY SECRETARY	Craig A Nelmes
REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS	Suite 24-26, 22 Railway Road Subiaco Western Australia 6008 Telephone: (08) 6117 9338 Facsimile: (08) 6117 9330
POSTAL ADDRESS	PO Box 2023 Subiaco Western Australia 6904
AUDITORS	Butler Settineri (Audit) Pty Ltd Unit 16, First Floor Spectrum Offices 100 Railway Road Subiaco Western Australia 6008
SOLICITORS	GC Legal & Corporate 9 Victoria Street Mosman Park Western Australia 6012
SHARE REGISTRY	Advanced Share Registry Limited trading as Advanced Share Registry Services 110 Stirling Highway, Nedlands, Western Australia 6009
BANKERS	ANZ Banking Corporation 77 St. Georges Terrace Perth, Western Australia 6000
INTERNET ADDRESS	www.okapiresources.com
STOCK EXCHANGE LISTING	Australian Stock Exchange (ASX Code OKR)

Dear Shareholders,

It is with pleasure that I present to you the 2018 Annual Report for Okapi Resources Limited (Okapi or the Company). The 2017-2018 financial year has been the first full year of Okapi's exploration activities.

The Company was successfully admitted as a listing entity on the ASX on 28 September 2017, after completing an over-subscribed IPO to raise \$5 million. During the year the opportunity arose to make a further strategic placement and in February 2018, a further \$1.5 million raising was completed at an issue price of 70 cents.

Okapi is a mineral resource company with a clear strategy of advancing our current projects by value adding via staged cost-effective field programs. We are pleased that the work undertaken to date has provided results that warrant further investigation and we are excited about commencing follow up work programs. As well as adding value to existing assets your Board has sought to be aggressively active in the identification of acquisition opportunities for mineral assets to complement our existing project portfolio.

I would also like to thank my fellow Board members, management and our key consultants for their efforts over the past year. We look forward to keeping you updated on all we are doing in pursuit of opportunities with scale and ultimately minerals discovery.

Finally, I take this opportunity to thank our loyal shareholders and thank you all for your ongoing support.



Klaus Eckhof
Chairman

Okapi Commences Activity

On 28 September 2017, the Company was officially admitted to the ASX after completion of a heavily over-subscribed Initial Public Offering (“IPO”) which raised \$5 million before costs.

The Company quickly commenced exploration activities at both its Mambasa Project in the Democratic Republic of Congo (“DRC”) and its Crackerjack Project in Western Australia, with both projects returning results of interest which will require follow up work programs.

On 25th January 2018, OKR announced that it had entered into an option agreement over 3 licences prospective for copper and cobalt mineralisation, held by Rubamin in the DRC. Subsequent to the agreement, technical due diligence work was completed during the year over these licences, known as the Katanga Copper-Cobalt Project. Technical work consisted of desktop studies, review of Rubamin data from previous work campaigns and field inspections of the licences.

Mambasa Gold Project (opportunity to earn a 70% equity interest)

The Mambasa Project consists of 2 licences, PE364 and PE480, and is the site of several historic colonial gold workings and also current artisanal gold production. Artisanal activities cover an approximate 600 metre strike length and some workings are up to 25 metres deep. The Project is located approximately 18km south of the village of Mambasa, in the DRC. The Mambasa Project is located within the Ngayu Greenstone Belt hosting Loncor’s Adumbi and Makapela projects. Greenstones of the region are the geological host for many gold deposits of significant size as is shown in *Figure 1* below.

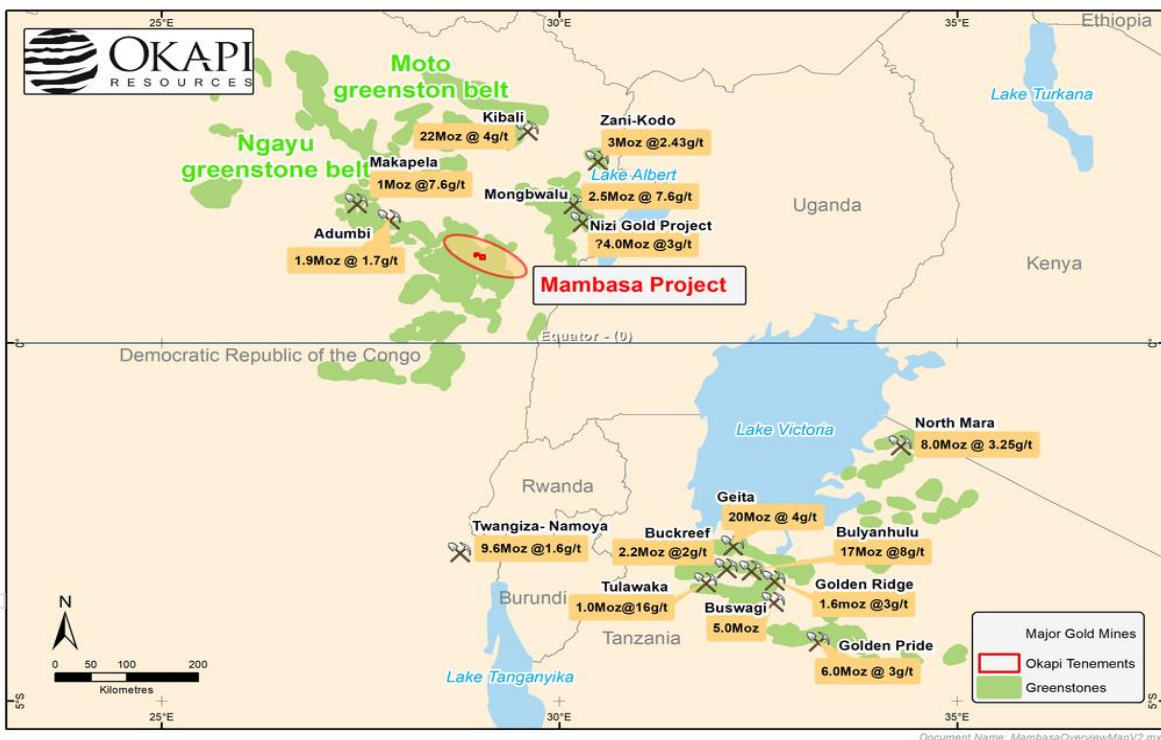


Figure 1: Regional Locality Map - Mambasa Gold Project Showing Nearby Significant Gold Projects

In November 2017 the Company commenced field exploration work on its Mambasa Project. This work consisted of a 2-stage soil sampling program with over 1400 samples collected from PE364. All samples were shipped to ALS Laboratories in Johannesburg for multielement analysis.

The first stage soil sampling program consisted of 997 soil samples being taken from selected portions of the PE364 licence area on an approximate 250m by 100m soil sample grid. The results from this program returned gold-in-soil assays up to 0.93 g/t Au and anomalous gold results identifying a +3,000 metre NW trend (*Figure 3*).

This trend is considered very encouraging, with a similar trend hosting several of the more significant gold projects in the region, including Kibali and Geita (*Figure 1*). A similar NW fabric can be seen in satellite imagery (*Figure 2*), and this lineation is currently interpreted as the same structural trend that is considered a key control in deposits within the Ngayu Greenstone Belt. A further north south trend seemed evident in the first round results which requires further work to determine its importance.

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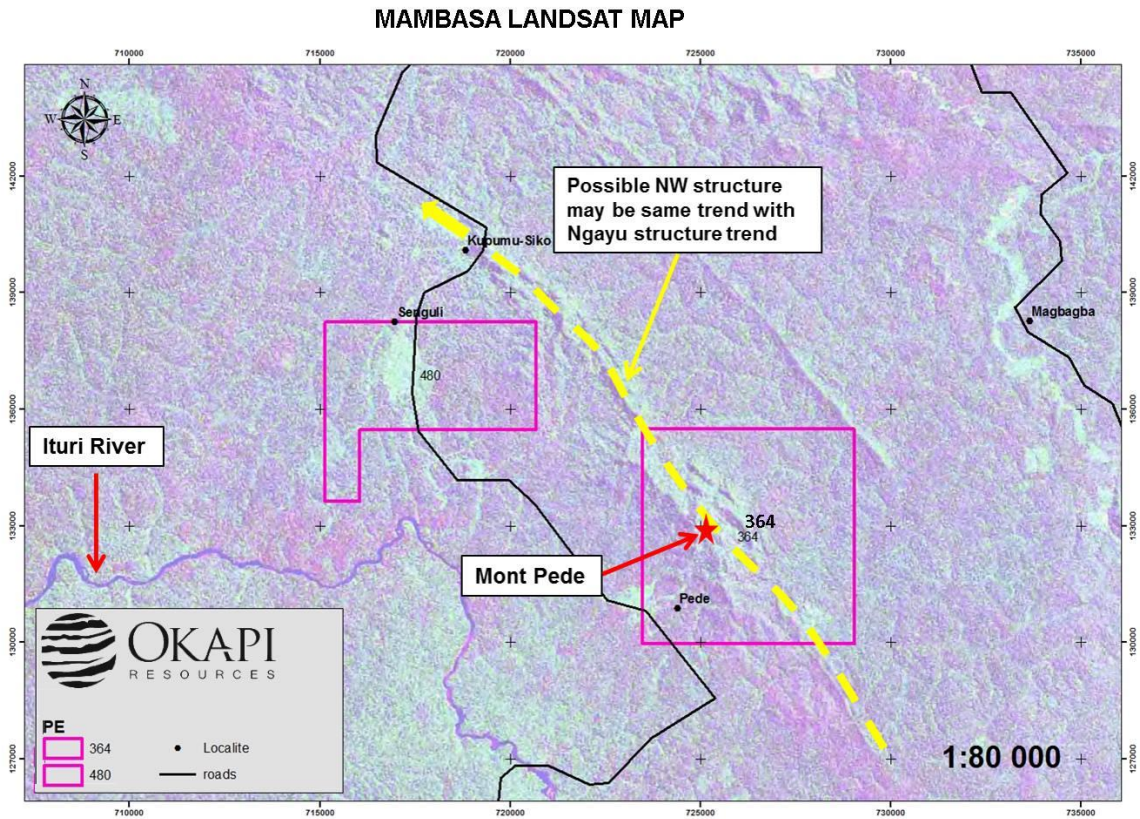


Figure 2: Landsat Imagery with Interpreted Structural Trend

A follow-up infill sampling program was completed in the June 2018 quarter. This program was designed to target areas of interest defined in the initial soil sampling program. This second stage of sampling infilled previous lines at an approximate 125 metre line spacing and at 50 metre centres, with some 500 samples taken and analysed. Results of up to 0.31 g/t Au were achieved from this program. The results continued to define both a NW and NS trend as identified in the initial sampling program (Figure 3). The confluence of these 2 orientations is of particular interest as it possibly defines a control on gold mineralisation within the project area. This observation is supported by the fact that Mount Pede, an area of significant artisanal mining activity, is located at this juncture.

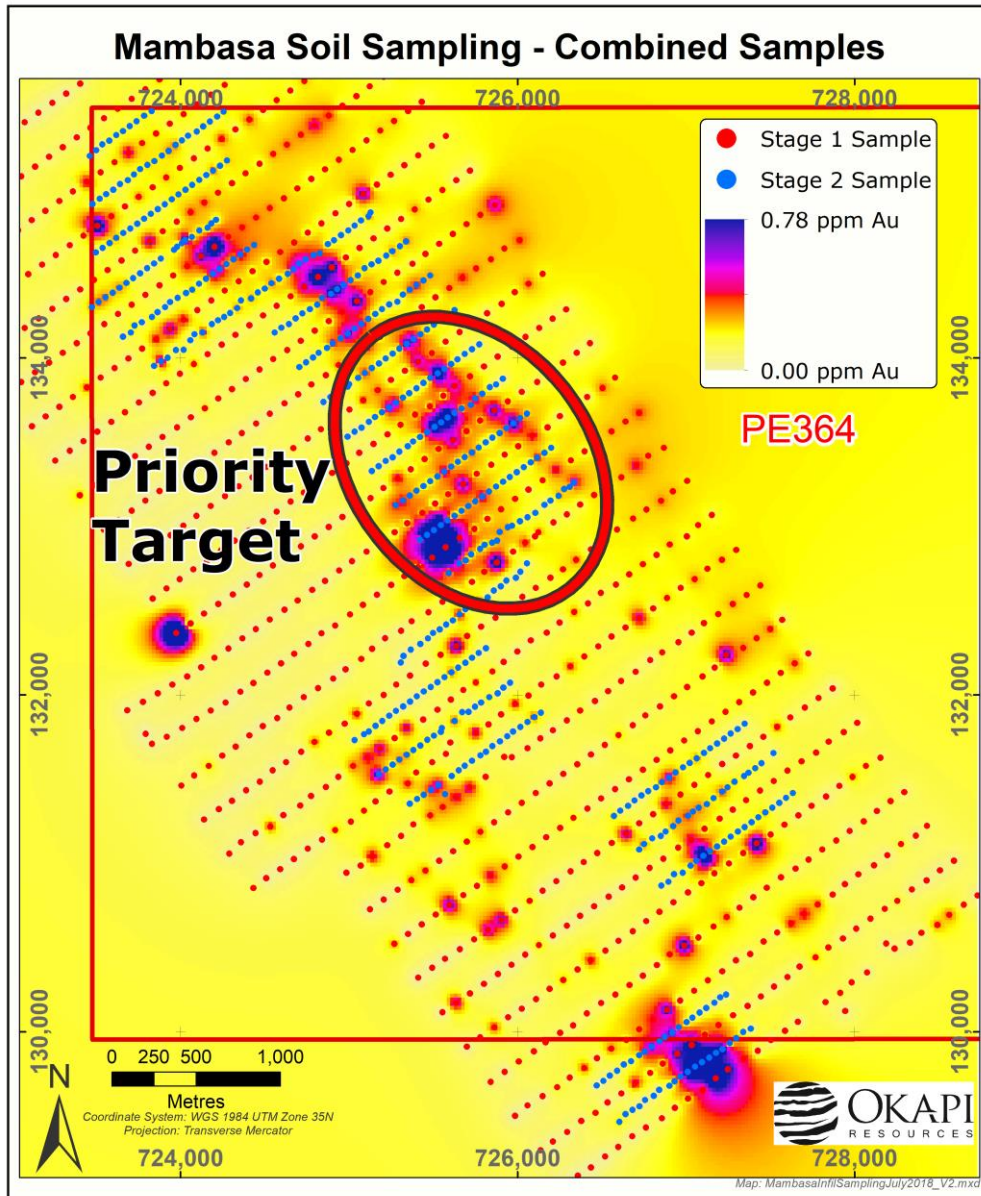


Figure 3: Mambasa Soil Sampling Results - Gold

The cost associated with the exploration program at the Mambasa Project this financial year has meant that the Company has met its' Year 1 expenditure commitments as per the earn-in agreement. Further follow up work is being planned at Mambasa for next financial year.

Crackerjack Gold Project (owned 100%)

On 27 September 2017, the Company acquired all of the issued shares in Panex Resources WA Pty Ltd, the 100% holder of exploration licence E 80/4675

The Crackerjack Project is a sole tenement located approximately 85 kilometres south-west of Halls Creek in the Kimberley District of Western Australia. It is within the Kimberley Goldfield's region, approximately 3.5 km south of the historical Mount Dockrell Mine. The Mount Dockrell area has been worked for alluvial gold and hard rock gold for decades with significant amounts of gold being won (**Figure 4**). Crackerjack has also been interpreted to sit within the same litho-structural setting that hosts numerous historical gold mines in the field.

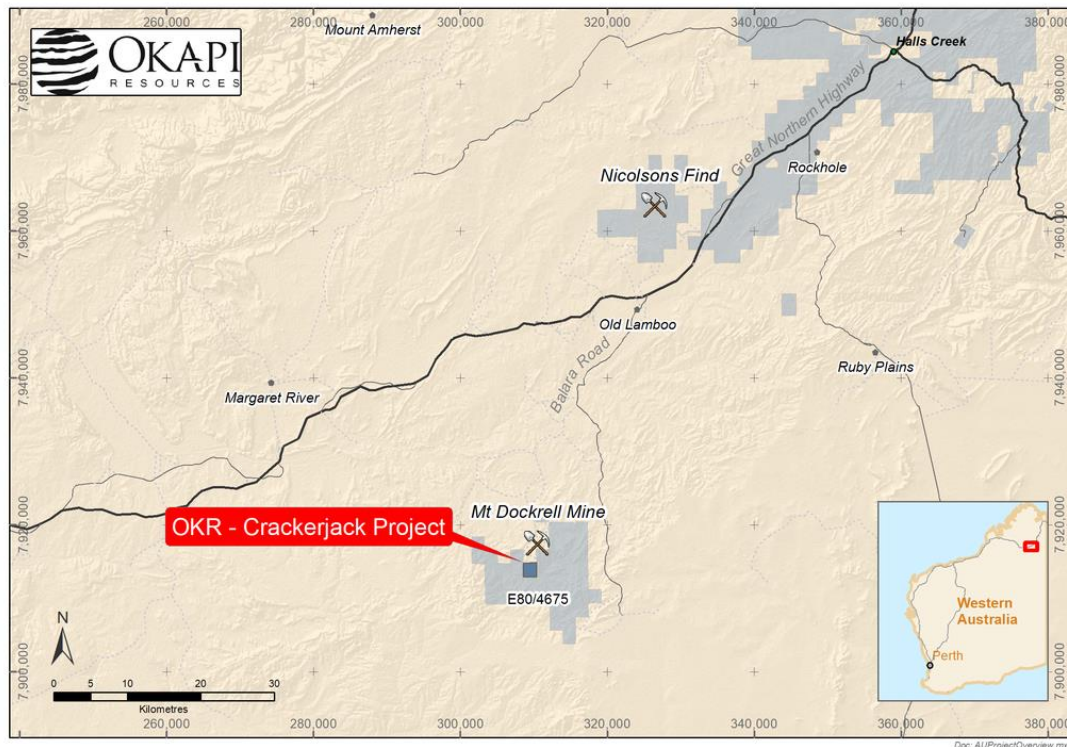


Figure 4: Location Map of the Crackerjack Project

The Company's initial exploration activities focused upon several known historical high-grade gold drill intersections that exist within the boundaries of this tenement.

The Company commenced its initial exploration program with a field mapping program focussing around historic workings. During the mapping program some drill hole collars from historic RC drilling were identified and subsequently surveyed with a hand-held GPS, this data will later permit the modelling of the holes from this drill campaign (*Maldon Minerals 1989*).

A total of 124 rock samples were taken and assayed as part of the initial mapping program. The best assay results being:

- 'Irish Lass' - 2.83 g/t Au, 0.98 g/t Au and 0.68 g/t Au,
- 'Crackerjack' - 10.58 g/t Au, 2.74 g/t Au, 1.82 g/t Au and 0.86 g/t Au,
- 'The Sisters' - 5.32 g/t Au and 3.10 g/t Au, and
- 'The Twins' - 18.29 g/t Au and 9.66 g/t Au.

In addition to the above, anomalous gold results from 0.5 to 0.8 g/t were obtained from rock chip samples gathered in previously unknown areas. These areas 'Nicola' and 'Louise' are shown in Figure 5.

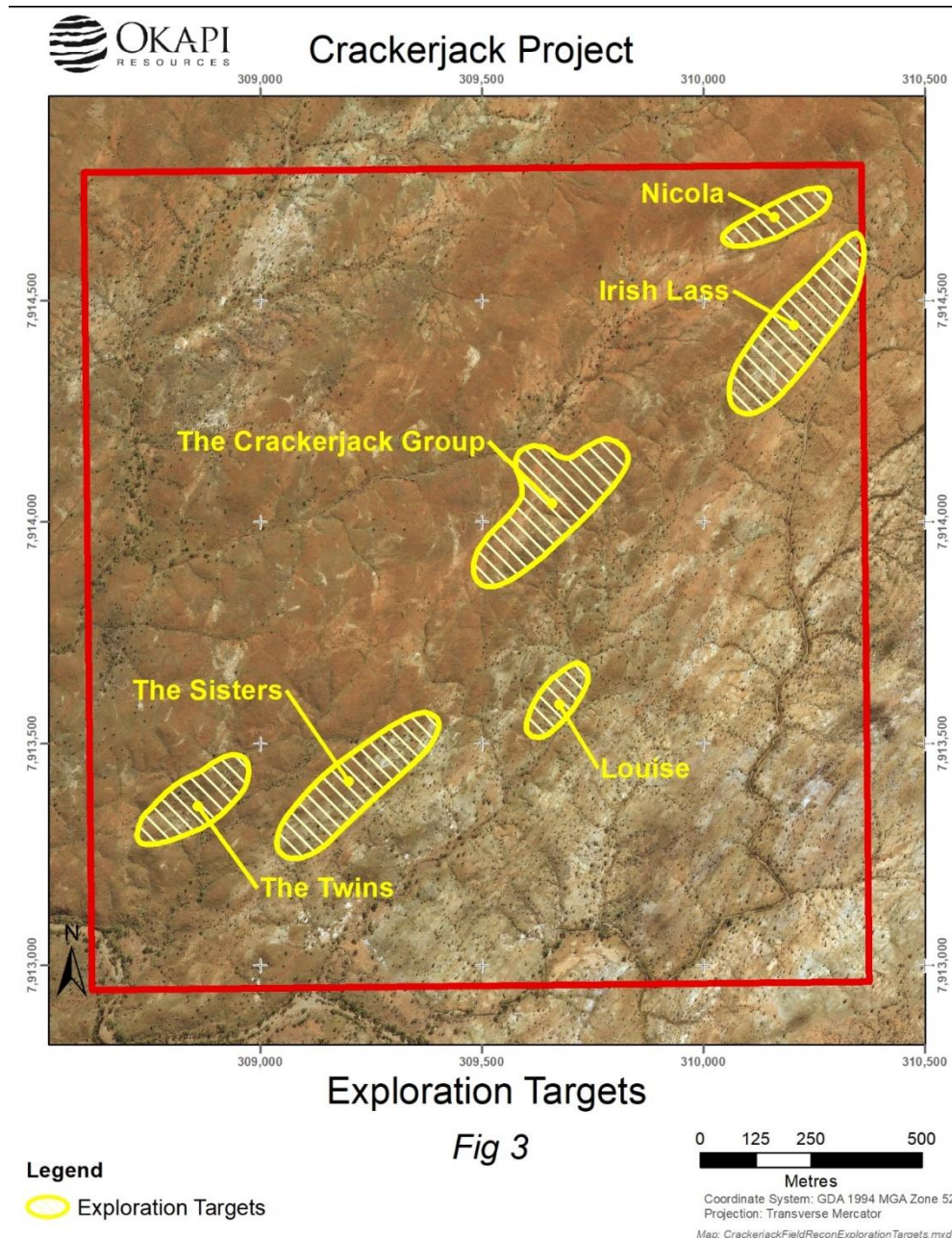


Figure 5: Crackerjack Project Prospect Location Map

Given that significant weathering in the Kimberley region tends to actively leach gold from the near-surface environment, these returned gold results are very encouraging given they are surface samples. Extensive strike lengths of copper and lead-rich horizons were also observed and sampled, but these base metal zones are relatively thin and economic potential of base metals remains subject to review, they do however provide a strong indicator of mineralisation activity related to observed carbonate-rich horizons and understanding their formation is expected to assist with the targeting of gold on the Project.

Drainage samples were also comprehensively collected from above creek junctions, so as to be representative of relatively small drainage areas, during the field program. A total of 72 stream sediment samples underwent a cyanide leach bottle roll procedure and were assayed for gold and a suite of indicator elements.

The results from the stream sediment sampling program ranged from 95 ppb to 1,290 ppb Au and confirmed both areas of known gold mineralisation, as well as identifying three new areas of unexpected gold anomalies. Follow up work is planned to commence in the second half of 2018 at Crackerjack.

Katanga Copper Cobalt Project (opportunity to earn a 70% equity interest)

On 25 January 2018 Okapi executed an Option Agreement with local vendor, Rubamin FZC to earn up to a 70% equity right in up to three mineral exploration licences located in the Democratic Republic of Congo (Figure 6). Rubamin is the current 100% owner of Research Permits:

- PR4981 – the “Luisha Project” covering an area of approximately 48km²;
- PR5468 - the “Tenke Project” covering an area of approximately 151km²; and
- PR13380 - the “Ntongo Project”, covering an area of approximately of 48km²

The Option Agreement granted Okapi rights to invest in the respective licences by satisfying obligations to sole fund exploration and earn an equity interest within the projects. Subject to meeting the exploration earn in obligations and delivering a pre-feasibility study, Okapi has the opportunity to earn up to 70% in each of the licences that constitute the Project.

The Company commenced full technical and legal due diligence on the licences in the March Quarter 2018. The projects are well located within the southern Congo Copper-belt with proximity to known deposits and stratigraphy favourable to both copper and cobalt mineralization (Figure 6).

Technical due diligence work on the Luisha Project included the review of Rubamin’s dataset from their previous work and a brief site visit to validate some of the results contained within the dataset. However, work on the Tenke and Ntongo Projects at the conclusion of the reporting period had been limited due to access issues resulting from the monsoonal wet season. At both Tenke and Ntongo access permitted only a brief visit to both these sites with the area inspected being a limited proportion of the projects. Five rock chip samples were taken from an artisanal site just outside the Tenke licence and are shown in Table 1 below.

Table 1: 'Kate' Rock Chip Sample Results

Sample_ID	Easting	Northing	Elevation	Cu (%)	Co (%)
K1	440525.00	8846582.00	1142.00	21.98	0.01
K2	440331.00	8846572.00	1187.00	30.86	0.01
K3	440530.00	8846583.00	1144.00	4.38	0.01
K4	440323.00	8846577.00	1196.00	3.14	0.01
K5	440259.00	8846553.00	1193.00	3.75	0.01

At the conclusion of the reporting period OKR’s option to acquire an interest in the Katanga Copper Cobalt Project remained in place. Subsequent to the reporting period and on the back of further due diligence work OKR decided to not proceed any further with the project and has no further interest nor obligations in the licences.

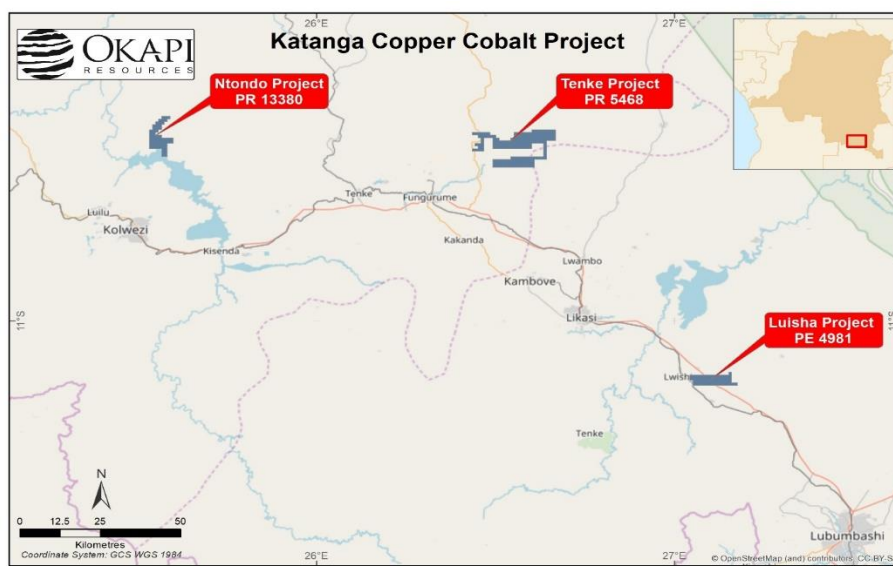


Figure 6: Katanga Copper Cobalt Project License Location Map

The directors present their report on the consolidated entity comprising Okapi Resources Limited (“Okapi” or “the Company”) and its controlled entities (“the consolidated entity” or “Group”) for the financial year ended 30 June 2018.

DIRECTORS

The following persons were directors of the Company during the whole of the financial period and up to the date of this report unless otherwise indicated:

Klaus Eckhof – Non-executive Chairman
 Nigel M Ferguson – Managing Director
 Raymond (Jinyu) Liu – Non-executive Director (appointed 25 October 2017)
 Leonard Vun Chee Math – Non-executive Director (resigned 28 November 2017)

INFORMATION ON DIRECTORS

Mr. Klaus Eckhof (Dip. Geol. TU, AusIMM) Appointed 29 May 2017

Mr Eckhof is a geologist with more than 20 years of experience identifying, exploring and developing mineral deposits around the world. Mr Eckhof worked for Mount Edon Gold Mines Ltd before it was acquired by Canadian mining company Teck. In 1994, he founded Spinifex Gold Ltd and Lafayette Mining Ltd, both of which successfully delineated gold and base metal deposits. In 2003, Mr Eckhof founded Moto Goldmines which acquired the Moto Gold Project in the Democratic Republic of Congo. There, Mr Eckhof and his team delineated more than 20 million ounces of gold and delivered a feasibility study within four years from the commencement of exploration. Moto Goldmines was subsequently acquired by Randgold Resources who poured first gold in September 2013.

During the past three years, Mr. Eckhof has also served as a Director of the following listed companies:

Company	Date Appointed	Date Ceased
Amani Gold Limited	12 August 2014	11 July 2017
Argent Minerals Limited	6 December 2017	23 April 2018
AVZ Minerals Limited	12 May 2014	26 June 2018
Carnavale Resources Limited	1 January 2008	20 July 2015

Interest in shares and performance rights:

1,000,000 ordinary fully paid shares
 2,500,000 performance rights

Mr. Nigel Ferguson (BSc Geology, FAusIMM, MAIG) Appointed 29 May 2017

Mr Ferguson is a geologist with 30 years of experience having worked in senior management positions for the past 20 years in a variety of locations. He has experience in the exploration and definition of precious and base metal mineral resources throughout the world, including DRC, Zambia, Tanzania, Saudi Arabia, South East Asia and Central America. He has been active in the DRC since 2004 in gold and base metals exploration and resource development.

During the past three years, Mr. Ferguson has also served as a Director of the following listed companies:

Company	Date Appointed	Date Ceased
AVZ Minerals Limited	2 February 2017	-

Interest in shares and performance rights:

2,000,010 ordinary fully paid shares
 1,500,000 performance rights

Mr. Jinyu (Raymond) Liu
Appointed 25 October 2017

Mr Liu is a qualified mining engineer with a commercial background and received his degree in Mining Engineering from University of Western Australia. He also holds a Master of Mineral Economics from Curtin University and a Western Australia Unrestricted Quarry Manager's licence. Mr Liu is the founding Managing Partner of Havelock Mining Investment, a Hong Kong investment company and has been involved with numerous investments in ASX listed companies. Previously, he has served as a Director of Fosun International Australia, a Chinese conglomerate and investment company and prior to this, he held technical roles at Rio Tinto, KCGM and Mt Gibson Iron.

During the past three years, Mr. Liu has also served as a Director of the following listed companies:

Company	Date Appointed	Date Ceased
Galan Lithium Limited	25 June 2018	-

Interest in shares and performance rights:
300,000 ordinary fully paid shares

Mr. Leonard Math (BCom, CA)
Resigned 25 October 2017

COMPANY SECRETARY

Craig Nelmes (B. Bus Accounting & Finance)
Appointed 29 May 2017

Craig Nelmes is an Accountant with over 20 years' experience in the mining sector in Australia and overseas, as well as seven years with International Accounting firm Deloitte and most recently completed ten years service with Corporate Consultants Pty Ltd. He is experienced with public company responsibilities including ASX and ASIC compliance, control and implementation of corporate governance, statutory financial reporting and shareholder relations.

Interest in shares and performance rights:
100,000 ordinary fully paid shares
200,000 performance rights

PRINCIPAL ACTIVITIES

The Group is in the business of mineral exploration with a specific focus on gold exploration. The Group's primary aim in the near-term is to explore for, discover and develop gold deposits on the mineral exploration projects within Australia and Africa.

The Group's Mineral Exploration Projects are prospective for gold and/or base metals. They range from early-stage exploration over areas that have not been subject to significant exploration such as the Crackerjack Project, Australia, to more advanced exploration within the Democratic Republic of Congo ("DRC") in areas that have recorded historical mining activity and current artisanal activity at the Mambasa Project, as well as assessing projects in the Katanga Cobalt/Copper belt.

The Group continues to actively reviewing other resource projects, with a focus on advanced project opportunities that offer the best potential to generate wealth for the Group and its shareholders.

FINANCIAL REVIEW

The result of the Group for the financial year ended 30 June 2018 was a loss after tax of \$1,147,328 (2017: \$27,462).

EARNINGS PER SHARE

The basic loss per share for the year ended 30 June 2018 was 4.18 cents (2017: 0.8 cents).

Audited Remuneration Report

This report details the nature and amount of remuneration for all key management personnel of Okapi Resources Limited and its subsidiaries. The information provided in this remuneration report has been audited as required by section 308(C) of the *Corporations Act 2001*. For the purposes of this report, key management personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group and the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Group.

The individuals included in this report are:

Klaus Eckhof	Non-Executive Chairman	
Nigel Ferguson	Managing Director	
Leonard Math	Non-Executive Director	Resigned – 28 November 2017
Raymond (Jinyu) Liu	Non-Executive Director	Appointed - 25 October 2017
Craig Nelmes	CFO/Company Secretary	

(a) Remuneration Policy

The remuneration policy of Okapi Resources Limited has been designed to align director objectives with shareholder and business objectives by providing a fixed remuneration component which is assessed on an annual basis in line with market rates. By providing components of remuneration that are indirectly linked to share price appreciation (in the form of options and/or performance rights), executive, business and shareholder objectives are aligned. The board of Okapi Resources Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best directors to run and manage the Group, as well as create goal congruence between directors and shareholders. The board's policy for determining the nature and amount of remuneration for board members is as follows:

(i) Executive Directors & Other Key Management Personnel

The remuneration policy and the relevant terms and conditions has been developed by the full Board of Directors as the Group does not have a Remuneration Committee due to the size of the Group and the Board. In determining competitive remuneration rates, the Board reviews local and international trends among comparative companies and industry generally. It examines terms and conditions for employee incentive schemes, benefit plans and share plans. Reviews are performed to confirm that executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

The Group is an exploration entity, and therefore speculative in terms of performance. Consistent with attracting and retaining talented executives, directors and senior executives are paid market rates associated with individuals in similar positions, within the same industry.

Mr. Ferguson was appointed Managing Director on 29 May 2017 and receives an annual remuneration package of \$167,250 through an Executive Services Agreement. Mr Ferguson provides his services as Managing Director through Ridgeback Holdings Pty Ltd as trustee for the Ferguson Family Trust. Mr Ferguson's employment may be terminated by the Group giving 6 months' notice. The Group may otherwise terminate his employment immediately for cause. There are no other service or consulting agreements in place with key management personnel. At this stage due to the size of the Group, no remuneration consultants have been used. The Board's remuneration policies are outlined below:

Fixed Remuneration

All executives receive a base cash salary which is based on factors such as length of service and experience as well as other fringe benefits. If entitled, all executives also receive a superannuation guarantee contribution required by the government, which is currently 9.50% and do not receive any other retirement benefits.

Short-term Incentives (STI)

Under the Group's current remuneration policy, executives can from time to time receive short-term incentives in the form of cash bonuses. No short term incentives were paid in the current financial year. The Board is currently determining the criteria of eligibility for short-term incentives and will set key performance indicators to appropriately align shareholder wealth and executive remuneration.

Long-term Incentives (LTI)

Executives are encouraged by the Board to hold shares in the Group and it is therefore the Group's objective to provide incentives for participants to partake in the future growth of the Group and, upon becoming shareholders in the Group, to participate in the Group's profits and dividends that may be realised in future years. The Board considers that this equity performance linked remuneration structure is effective in aligning the long-term interests of Group executives and shareholders as there exists a direct correlation between shareholder wealth and executive remuneration.

(ii) *Non-Executive Directors*

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. In determining competitive remuneration rates, the Board review local and international trends among comparative companies and the industry generally. Typically, the Group will compare non-executive remuneration to companies with similar market capitalisations in the exploration and resource development sector.

(b) **Group Performance, Shareholder Wealth and Directors' and Executives' Remuneration**

No relationship exists between the Group performance, earnings, shareholder wealth and Directors' and Executive remuneration for this financial period. With the exception of the Managing Director, no executive is receiving any base remuneration. No remuneration is currently performance related.

(c) Details of Key Management Personnel Remuneration

2018

Name	Director fees	Post Employment	Share Based Payments	Total	Remuneration as Share payments
	\$	\$	\$	\$	%
Nigel Ferguson – Managing Director	156,797	-	118,850	275,647	43
Klaus Eckhof - Non-executive Chairman	35,000	-	198,082	233,082	85
Jinju (Raymond) Liu ¹ – Non-executive Director	20,000	-	-	20,000	-
Leonard Math ² - Non-executive Director	12,500	-	-	12,500	-
	224,297	-	316,932	541,229	
Craig Nelmes ³	18,332	-	8,015	26,347	30
TOTAL	242,629	-	324,947	585,576	

¹ Mr. Liu was appointed on 25 October 2017

² Mr. Math resigned on 28 November 2017

³ Mr. Nelmes provided CFO and secretarial services directly from April 2018.

2017

Name	Director fees	Post Employment	Share Based Payments	Total	Remuneration as Share payments
	\$	\$	\$	\$	%
Nigel Ferguson – <i>Managing Director</i>	6,969	-	-	6,969	-
Klaus Eckhof - Non-executive Chairman	2,917	-	-	2,917	-
Leonard Math – Non-executive Director	2,500	-	-	2,500	-
	12,386	-	-	12,386	
Other Key management personnel					
Craig Nelmes	-	-	-	-	-
TOTAL	12,386	-	-	12,386	

(d) Share based compensation

The number of performance rights granted and their respective vesting status – to directors and key management personnel as part of compensation during the year ended 30 June 2018 are set out below:

	Class A ¹	Class B	Class C	Total
	No.	No.	No.	No.
Klaus Eckhof – Non-executive Chairman	833,333	833,333	833,334	2,500,000
Nigel Ferguson – Managing Director	500,000	500,000	500,000	1,500,000
Craig Nelmes – Company Secretary/CFO	-	100,000	100,000	200,000

¹ The Class A performance rights vesting conditions were met on 14 December 2017 however no exercise notice had been received at the date of this report.

The values of rights over ordinary shares granted, exercised and lapsed for directors as part of compensation during the year ended 30 June 2018 are set out below:

	Class A ¹	Class B	Class C	Total
	\$	\$	\$	\$
Klaus Eckhof – Non-executive Chairman	166,667	16,486	14,929	198,082
Nigel Ferguson – Managing Director	100,000	9,892	8,958	118,850
Craig Nelmes – Company Secretary/CFO	-	4,157	3,858	8,015
				<u>324,947</u>

(e) Key Management Personnel Compensation – other transactions

(i) Options provided as remuneration and shares issued on exercise of such options.

No options were provided as remuneration during the year.

(ii) Loans to key management personnel

No loans were made to any director or other key management personnel of the Group, including related parties during the financial year.

(iii) Other transactions with key management personnel

No other transactions with key management personnel occurred during the financial year.

Terms and conditions of related party transactions

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated.

(iv) **Share-holdings of Key Management Personnel**

The number of shares in the Company held during the financial year by each director of Okapi Resources Limited and other key management personnel of the Company, including related parties, are set out below. There were no shares granted during the year as remuneration, apart from those issued as a result of performance rights vesting. Shareholdings as at the date of this report are set out below:

2018	Opening Balance 1 July 2017 No.	Other changes during the year No.	Closing Balance 30 June 2018 No.
Directors			
Klaus Eckhof	1,000,000	-	1,000,000
Nigel Ferguson	2,000,010	-	2,000,010
Leonard Math ¹	-	-	-
Junju (Raymond) Liu ²	-	300,000	300,000
Other executives			
Craig Nelmes	100,000	-	100,000
Total	3,100,010	-	12,247,111

¹Mr Math resigned at the 2017 AGM on 28 November 2017.

²Mr Liu was appointed on 25 October 2017.

This is the end of the audited remuneration report.

SHARE OPTIONS

As at 30 June 2018, there were no options over unissued ordinary shares in the Company outstanding, with no options having been issued from incorporation up to the date of this report.

There have been no options issued subsequent to balance date and up to the date of this report.

LIKELY DEVELOPMENTS

The Group's focus over the next financial year will be carry out early stage exploration works on its mineral resource projects and to review additional projects that may be presented to the Group.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

There were no significant changes in the state of affairs of the Group during the financial year, other than the Group issued an initial public offer ("IPO") prospectus with ASIC on 28 June 2017 and its subsequent listing on 28 September 2017.

SUBSEQUENT EVENTS

Since the end of the financial period and to the date of this report, no matter or circumstance has arisen which has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in the subsequent financial year, except for the following:

On 27 September 2018, the Group announced its decision to not pursue the Katanga Copper/Cobalt Project earn-in at the expiry of an extended 180 business days due diligence phase.

DIVIDENDS PAID OR RECOMMENDED

The directors do not recommend the payment of a dividend and no amount has been paid or declared by way of a dividend to the date of this report.

ENVIRONMENTAL REGULATION

The Group is aware of its environmental obligations with regards to its exploration activities and ensures that it complies with all regulations when carrying out any exploration work.

INSURANCE OF DIRECTORS AND OFFICERS

During the financial year, Okapi Resources Limited paid a premium to insure the directors and secretary of the Group. The total amount of insurance contract premiums paid is confidential under the terms of the insurance policy.

The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings. This does not include such liabilities that arise from conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else or to cause detriment to the Group. It is not possible to apportion the premium between amounts relating to the insurance against legal costs and those relating to other liabilities.

PROCEEDINGS ON BEHALF OF THE CONSOLIDATED ENTITY

No person has applied for leave of court to bring proceedings on behalf of the Group or intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or any part of those proceedings. The Group was not a party to any such proceedings during the year.

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2018 has been received and forms part of the Directors' report and can be found on page 11 of the financial report.

NON-AUDIT SERVICES

There have been no non-audit services provided by the Group's auditor during the year.

Signed in accordance with a resolution of the directors.

On behalf of the Directors.



Nigel M Ferguson
Director

27 September 2018
Perth, Western Australia

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of Okapi Resources Limited and its controlled entity for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

- a) No contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Okapi Resources Limited and the entity it controlled during the year.

BUTLER SETTINERI (AUDIT) PTY LTD



MARIUS VAN DER MERWE
Director

Perth
Date: 27 September 2018

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Okapi Resources Limited
Consolidated Statement of Comprehensive Income
For the year ended 30 June 2018

	Note	2018 \$	2017 \$
Revenue			
Interest income		43,559	61
		<u>43,559</u>	<u>61</u>
Expenditure			
Audit fees		(20,076)	(7,500)
Compliance expenses		(51,925)	-
Consulting expenses		(87,266)	-
Corporate expenses		(69,333)	(5,000)
Depreciation		(6,193)	-
Director and employee fees		(242,628)	(12,386)
Exploration expenses		(86,666)	-
Promotional & website		(138,281)	(2,625)
Share based payments		(440,155)	-
Administration		(48,364)	(12)
		<u>(1,147,328)</u>	<u>(27,462)</u>
Loss before income tax		(1,147,328)	(27,462)
Income tax expense	3	-	-
		<u>(1,147,328)</u>	<u>(27,462)</u>
Loss after income tax from continuing operations		(1,147,328)	(27,462)
Other Comprehensive income		-	-
<i>Items that may be reclassified to profit or loss</i>			
Total comprehensive income for the year		(1,147,328)	(27,462)
Loss per share attributable to the ordinary security holders of the Company (cents per share)		<u>4.18</u>	<u>0.80</u>

The accompanying notes form part of these financial statements

Okapi Resources Limited
Consolidated Statement of Financial Position
As at 30 June 2018

	Note	2018 \$	2017 \$
ASSETS			
Current assets			
Cash and cash equivalents	4	4,926,958	19,062
Trade and other receivables	5	78,175	25,224
Other assets	6	9,375	-
Total current assets		<u>5,014,508</u>	<u>44,286</u>
Non-current assets			
Deferred exploration & evaluation expenditure	7	594,160	-
Property plant & equipment	8	25,731	-
Other assets	6	-	65,032
		<u>619,891</u>	<u>65,032</u>
Total assets		<u>5,634,399</u>	<u>109,318</u>
LIABILITIES			
Current liabilities			
Trade and other payables	9	132,561	35,300
Total current liabilities		<u>132,561</u>	<u>35,300</u>
Total liabilities		<u>132,561</u>	<u>35,300</u>
Net assets		<u>5,501,838</u>	<u>74,018</u>
Equity			
Issued capital	10	6,236,473	101,480
Reserves	11(a)	440,155	-
Accumulated losses	11(b)	(1,174,790)	(27,462)
Total equity		<u>5,501,838</u>	<u>74,018</u>

The accompanying notes form part of these financial statements

Okapi Resources Limited
Consolidated Statement of Changes in Equity
For the year ended 30 June 2018

	Issued capital	Reserves	Accumulated Losses	Total
	\$	\$	\$	\$
2017				
<i>Opening Balance – 29 May 2017</i>	-	-	-	-
<i>Loss for the period</i>	-	-	(27,462)	(27,462)
<i>Total comprehensive income for the period</i>	-	-	(27,462)	(27,462)
Shares issued during the period	101,480	-	-	101,480
<i>Balance as at 30 June 2017</i>	<u>101,480</u>	<u>-</u>	<u>(27,462)</u>	<u>(74,018)</u>
2018				
<i>Opening Balance – 30 June 2017</i>	101,480	-	(27,462)	(74,018)
Loss for the year	-	-	(1,147,328)	(1,147,328)
<i>Total comprehensive income for the year</i>	-	-	(1,147,328)	(1,147,328)
Shares issued during the year	6,600,000	-	-	6,600,000
Share issue costs	(465,007)	-	-	(465,007)
Share based payments (Note 11)	-	440,155	-	440,155
<i>Balance as at 30 June 2018</i>	<u>6,236,473</u>	<u>440,155</u>	<u>(1,174,790)</u>	<u>5,501,838</u>

Okapi Resources Limited
Consolidated Statement of Cash Flows
For the year ended 30 June 2018

	Note	2018	2017
Cash flows from operating activities			
Interest received		43,497	32
Payments for exploration & evaluation expenditure		(517,913)	-
Payments to suppliers and employees		(567,764)	(24,918)
Net cash outflows from operating activities	19	(1,042,180)	(24,886)
Cash flows from investing activities			
Payments for tenement acquisitions / option fees		(113,215)	-
Payments for purchases of other fixed assets		(29,234)	-
Net cash inflows from financing activities		(142,449)	-
Cash flows from financing activities			
Proceeds from share issue		6,500,000	101,480
Share issue and IPO costs		(407,475)	(57,532)
Net cash inflows from financing activities		6,092,525	43,948
Net increase in cash and cash equivalents held		4,907,896	19,062
Cash and cash equivalents at the beginning of the period		19,062	-
Cash and cash equivalents at the end of the period	4	4,926,958	19,062

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) General information

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied, unless otherwise stated. The financial statements are for Okapi Resources Limited and its controlled entity.

The financial statements are presented in the Australian currency.

Okapi Resources Limited is a Company limited by shares, domiciled and incorporated in Australia. The financial statements were authorised for issue by the directors on 27 September 2018. The directors have the power to amend and reissue the financial statements.

(b) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. Okapi Resources Limited is a for-profit entity for the purpose of preparing the financial statements.

Comparatives

The Company was incorporated on 29 May 2017, and as such the comparatives cover the period 29 May 2017 to 30 June 2017.

Historical cost convention

These financial statements have been prepared on an accruals basis under the historical cost convention. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

New standards and interpretations adopted in the 2018 financial year

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2018. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below:

AASB 9 Financial Instruments and associated Amending Standards (applicable for annual reporting period commencing 1 January 2018)

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In December 2014, the AASB made further changes to classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard.

Following the changes approved by the AASB in December 2014, the Group no longer expects any impact from the new classification, measurement and derecognition rules on the Group's financial assets and financial liabilities. While the Group has yet to undertake a detailed assessment of the financial instruments classified as available-for-sale financial assets, it would appear that they would satisfy the conditions for classification as available for sale and hence there will be no change to the accounting for these assets.

The new hedging rules would not impact the Group as the Group does not have any hedging arrangements. The new impairment model is an expected credit loss model which may result in the earlier recognition of credit losses. The Group has not yet assessed how its own impairment provisions would be affected by the new rules.

New standards and interpretations not yet adopted (Continued)

AASB 15 Revenue from Contracts with Customers (applicable for annual reporting period commencing 1 January 2018)

The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for good and services and AASB 111 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards. The standard permits a modified retrospective approach for the adoption. Under this approach entities will recognise transitional adjustments in retained earnings on the date of initial recognition without restating the comparative period. They will only need to apply the new rules to contracts that are not completed as of the date of initial application.

This is unlikely to impact the Group as the Group does not have any revenue from contracts with customers at this stage.

AASB 16: Leases applies to annual reporting periods beginning on or after 1 January 2019

This Standard supersedes AASB 117 Leases, Interpretation 4 Determining whether an Arrangement contains a Lease, IC-15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of lease.

Early application of the Standard is permitted provided the new revenue standard, AASB 15 Revenue from Contracts with Customers, has been applied or is applied at the same date as AASB 16. The key features of AASB 16 are as follows:

- (i) Leases are required to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.
- (ii) A lessee measures right-of-use assets similarly to other non-financial assets and lease liabilities similarly to other financial liabilities.
- (iii) Assets and Liabilities arising from the lease are initially measured on a present value basis. The measurement includes non-cancellable lease payments (including inflation-linked payments), and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend to lease, or not to exercise an option to terminate the lease.
- (iv) AASB 16 contains disclosure requirements for leases.

Lessor accounting

- (i) AASB 16 substantially carries forward the lessor accounting requirements in AASB 117. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.
- (ii) AASB 16 also requires enhanced disclosures to be provided by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk.

When this standard is first adopted for the year ending 30 June 2020, there will be no material impact on the transactions and balances recognised in the financial statements.

(c) Principals of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Okapi Resources Limited ("Company" or "Parent Entity") as at 30 June 2018 and the results of all subsidiaries for the period. Okapi Resources Limited and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are entities the parent controls when it 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 over the entity.

(i) Subsidiaries (continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. Intercompany transactions, balances and unrealised gains on transactions between Group companies 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 Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

(ii) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Okapi Resources Limited.

When the Group ceases to have control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, jointly controlled entity or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a jointly controlled entity or associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

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

(d) Income tax

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

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

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

(d) Income tax (continued)

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.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(e) Exploration, evaluation and development expenditure

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

- (i) the rights to tenure of the area of interest are current; and
- (ii) at least one of the following conditions is also met:
 - (a) the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
 - (b) exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation assets are initially measured at cost and include acquisition of rights to explore, studies, exploratory drilling, trenching and sampling and associated activities and an allocation of depreciation and amortisation of assets used in exploration and evaluation activities. General and administrative costs are only included in the measurement of exploration and evaluation costs where they are related directly to operational activities in a particular area of interest.

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

(f) Revenue

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

(g) Cash and cash equivalents

Cash reserves in the statement of financial position comprise cash on hand.

(h) Trade and other receivables

Receivables are recognised and carried at original invoice amount less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written-off as incurred.

(i) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the net asset or 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 taxation authority is included with other receivables or payables in the balance sheet.

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

(j) Trade and other payables

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

(k) Contributed equity

Ordinary shares and options are classified as contributed 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.

Significant accounting judgements and key estimates

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.

Exploration expenditure

Exploration and evaluation costs are assessed on the basis of whether or not it is appropriate to carry as a Deferred exploration asset – refer to (e) above.

2. FINANCIAL RISK MANAGEMENT

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

Risk management is carried out by the full Board of Directors as the Group believes that it is crucial for all Board members to be involved in this process. The Board, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

(a) Market risk

(i) Foreign exchange risk

The Group has minimal operations internationally and there are currently limited exposures to foreign exchange risk arising from currency exposures.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency and net investments in foreign operations. The Group has not formalised a foreign currency risk management policy, however it monitors its foreign currency expenditure in light of exchange rate movements.

(ii) Price risk

Given the current level of operations, the Group is not exposed to price risk.

(iii) Interest rate risk

The Group is exposed to movements in market interest rates on cash and cash equivalents.

The proportional mix of floating interest rates and fixed rates to a maximum of six months fluctuate during the year depending on current working capital requirements. The weighted average interest rate received on cash and cash equivalents by the Group was 1.1%. (2017: 0%).

(b) Credit risk

The maximum exposure to credit risk at reporting date is the carrying amount (net of provision for impairment) of those assets as disclosed in the statement of financial position and notes to the financial statements. The only significant concentration of credit risk for the Group is the cash and cash equivalents held with financial institutions. All bank deposits are held with the major Australian banks for which the Board evaluate credit risk to be minimal.

As the Group does not presently have any trade debtors, lending, significant stock levels or any other credit risk, a formal credit risk management policy is not maintained.

(c) Liquidity risk

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

The financial liabilities of the Group are confined to trade and other payables as disclosed in the Statement of financial position. All trade and other payables are non-interest bearing and due within 12 months of the reporting date.

(d) Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. All financial assets and financial liabilities of the Group at the balance date are recorded at amounts approximating their carrying amount.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

3. INCOME TAX

	2018	2017
	\$	\$
(a) Income tax expense		
Current tax	-	-
Deferred tax	-	-
	-	-
	-	-
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Loss from continuing operations before income tax expense	(1,147,328)	(27,462)
Prima facie tax benefit at Australian tax rate of 27.5% (2017: 27.5%)	(315,515)	(7,552)
<i>Tax effect of amounts which are not deductible (taxable) in calculating taxable income:</i>		
Capital raising fees	(25,575)	-
Non-deductible expenses	9,553	-
Other allowable expenditure	(54,808)	-
Overseas projects income & expenses	23,833	-
Provisions	16,138	-
	(346,374)	-
Tax effect of current year tax losses for which no deferred tax asset has been recognised	346,374	7,552
Income tax expense	-	-

(c) Unrecognised deferred tax assets (i)

Capital raising costs	98,725	-
Carry forward tax losses	355,441	7,552
Gross deferred tax assets	454,166	7,552

(i) No deferred tax asset has been recognised for the above balance as at 30 June 2018 as it is not considered probable that future taxable profits will be available against which it can be utilised.

4. CURRENT - CASH AND CASH EQUIVALENTS

Cash at bank & on hand	92,462	19,062
Cash – at call deposits (i)	4,834,496	-
	4,926,958	19,062

(i) At call deposits earn interest at floating rates based on daily bank deposit rates.

5. CURRENT - TRADE AND OTHER RECEIVABLES

GST receivables	17,098	8,181
Sundry debtors (i)	641	17,043
Exploration advances	60,436	-
	78,175	25,224

(i) Exploration advances & sundry debtors are non-interest bearing and have repayment terms between 30 and 60 days.

6. CURRENT & NON-CURRENT - OTHER ASSETS

	2018	2017
	\$	\$
Current		
Prepayments	<u>9,375</u>	<u>-</u>
Non-current		
IPO costs capitalised	<u>-</u>	<u>65,032</u>

- (i) IPO costs incurred and in relation to the prospectus, dated 28 June 2017. These costs formed part of the total capital raising costs associated with the \$5M raising completed and allotted on 13 September 2017 (Refer to Note 10 (b)).

7. NON-CURRENT – DEFERRED EXPLORATION & EVALUATION EXPENDITURE

<i>Deferred exploration and evaluation – at cost (i)</i>		
Beginning of financial year/(period)	-	-
Tenement acquisition costs – issue of shares to Mambasa vendors	100,000	-
Tenement acquisition costs - other	128,220	-
Exploration & evaluation costs for the year	452,607	-
Exploration & project due diligence costs written-off	(86,666)	-
End of financial year/(period)	<u>594,161</u>	<u>-</u>

- (i) The Group has capitalised all costs associated with its 100% Crackerjack (Australia) and its earn-into the Mambasa Project (DRC). The recoverability of the carrying amount of these exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

8. NON-CURRENT – PROPERTY PLANT & EQUIPMENT

<i>Office Equipment – at cost (i)</i>		
Cost	31,924	-
Accumulated depreciation	(6,193)	-
Net book amount	<u>25,731</u>	<u>-</u>

9. TRADE AND OTHER PAYABLES

	2018	2017
	\$	\$
Current		
Trade payables (i)	39,618	35,300
Accruals and other payables (i)	92,943	35,300
	132,561	35,300

(i) Trade and other payables amounts represent liabilities for goods and services provided to the Group with respect to the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of invoice date.

10. ISSUED CAPITAL

	Issue Price (\$)	2018 Number	2018 \$	2017 Number	2017 \$
(a) Share capital					
Ordinary shares - fully paid		34,342,867	6,236,473	5,200,100	101,480
Total Share Capital		34,342,867	6,236,473	5,200,100	101,480
(b) Movements in share capital					
<i>Balance at beginning of year (2017: on incorporation)</i>		5,200,100	101,480	10	2
<i>Issued during the year:</i>					
Share issue - promoters	\$0.00001	-	-	2,750,000	28
Share issue - seed tranche 1	\$0.001	-	-	1,450,000	1,450
Share issue - seed tranche 2	\$0.10	-	-	1,000,000	100,000
Share issue - IPO	\$0.20	25,000,000	5,000,000		
Mambasa vendor shares (non-cash)	\$0.05	2,000,000	100,000		
Placement	\$0.70	2,142,857	1,500,000		
Share issue costs		-	(465,007)	-	-
<i>Balance at end of year</i>		34,342,867	6,236,473	5,200,100	101,480

(c) Ordinary Performance rights on issue for the year

During the financial period 6,000,000 unlisted Performance Rights were issued to directors, employees and/or key consultants of the Group, and for which there exists three Class each with specific performance hurdles:

	Class A No.	Class B No.	Class C No.	Total No.
Opening – 1 July 2017	-	-	-	-
28 Sep 2017 - performance rights issued on ASX listing (d)	1,699,999	1,699,999	1,700,002	5,100,000
21 Dec 2017 – performance rights issued under plan (d) (e)	-	450,000	450,000	900,000
Closing – 30 June 2018	1,699,999	2,149,999	2,150,002	6,000,000

10. ISSUED CAPITAL (CONTINUED)

(d) Performance rights – Vesting Conditions

The Performance Rights shall vest upon satisfaction of the following milestones:

Class A - the Company achieving and maintaining a market capitalisation of \$12m or more for a continuous period of 30 days on or before 31 December 2021, and the vesting condition was met on 14 December 2017. No exercise of these performance rights has been received as at the date of this report.

Class B - the Company achieving and maintaining a market capitalisation of \$18m or more for a continuous period of 30 days on or before 31 December 2021.

Class C - the Company achieving and maintaining a market capitalisation of \$24m or more for a continuous period of 30 days on or before 31 December 2021

(e) Performance Rights Plan

The Incentive Performance Rights Plan, was approved by shareholders at the 2017 AGM, held in November 2017.

(f) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

The Company does not hold any shares in the Company at 30 June 2018 (2017: Nil).

(g) Capital risk management

The Group's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

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

The working capital position of the Group at 30 June 2018 and 30 June 2017 are as follows:

	2018	2017
	\$	\$
Cash and cash equivalents	4,926,958	19,062
Trade and other receivables	78,175	25,224
Trade and other payables	(132,561)	(35,300)
Working capital position	4,872,572	8,986

11. RESERVES & ACCUMULATED LOSSES

	2018	2017
	\$	\$
(a) Reserves		
<i>Share based payments reserve (i)</i>	<u><u>440,155</u></u>	-
Movements:		
<i>Share based payments reserve</i>		
<i>Balance at the beginning of the year</i>	-	-
<i>Share based payments (performance rights) – under IPO prospectus</i>	404,088	-
<i>Share based payments (performance rights) – under PR plan</i>	<u>36,067</u>	-
<i>Balance as at the end of the year</i>	<u><u>440,155</u></u>	-
(b) Accumulated losses - movements		
Balance at beginning of year	(27,462)	-
Net loss for the year	<u>(1,147,328)</u>	(27,462)
Balance at end of year	<u><u>(1,174,790)</u></u>	(27,462)

(c) Share based payments – performance rights expense for the period

	Class A	Class B	Class B	Class C	Class C
Number Issued (No.)	1,699,999	1,699,999	450,000	1,700,002	450,000
Grant Date	28-Sep-2017	28-Sep-2017	21-Dec-2017	28-Sep-2017	21-Dec-2017
Expiry/Amortisation Date	14-Dec-2017 ¹	31-Dec-2021	31-Dec-2021	31-Dec-2021	31-Dec-2021
Volatility percentage (%)	100%	100%	100%	100%	100%
Risk free rate (%)	1.5%	1.5%	1.5%	1.5%	1.5%
Underlying Fair Value on Grant (\$)	\$0.20	\$0.1112	\$0.3187	\$0.1007	\$0.2958
Total Fair Value (\$) – Life of Right	\$340,000	\$189,040	\$143,415	\$171,190	\$133,110
Total Fair Value (\$) – Expensed 30 June 2018	\$340,000	\$33,631	\$18,706	\$30,456	\$17,362
				<u><u>\$440,155</u></u>	

¹ The vesting condition achieved on 14 December 2017 (**Note 10 (d)**)

12. CONTINGENT LIABILITIES

The Group does not have any contingent liabilities as at reporting date.

13. COMMITMENTS

(a) Exploration commitments

The Group has certain commitments to meet minimum expenditure on the mineral assets it has an interest in or an option to earn an interest in.

	2018	2017
	\$	\$
Annual commitment Crackerjack Project – Western Australia		
<i>Less than one year (i)</i>	<u>10,000</u>	10,000
Annual contractual commitment Mambasa Project, DRC		
<i>Less than one year (ii)</i>	-	<u>150,000</u>
<i>Greater than one and less than three years (ii)</i>	<u>676,498</u>	-

13. COMMITMENTS (CONTINUED)

- (i) Okapi, through its wholly owner subsidiary Panex Resources WA Pty Ltd is the 100% owner of the tenement. In the current financial year, minimum expenditure commitments were far exceeded with direct expenditure of \$171,114
- (ii) The Company has contractual exploration commitments under the Mambasa Joint Venture Agreement (“Agreement”) between the Company and Kalubamba SARL and Medidoc FZE. During the current financial year, direct expenditures of \$229,592 (approximately USD\$172,194) were incurred and enabled it to meet its Phase 1 contractual commitment of USD\$150,000. For Okapi to acquire a 70% in the Mambasa Project, it must next have exploration expenditure of up to USD\$500,000 on or before 30 June 2021 (Refer 14 (a)).

14. INTEREST IN JOINT VENTURES

Mambasa Project – Democratic Republic of Congo (“DRC”)

During the current financial year, Okapi completed the Phase 1 minimum expenditure obligations, being USD \$150,000.

As at the date of this report, Okapi has commenced the Phase 2 stage

Phase 2 – to acquire a 70% Interest in the Mambasa Project:

- (a) Okapi must fund as sole contributor an aggregate Expenditure of up to US\$500,000 before 30 June 2021;
- (b) produce a JORC compliant report outlining an indicated and inferred resource in excess of 500,000 ounces of gold at the Tenements (Resource 1); and
- (c) within 14 days of the announcement of **Resource 1** on the ASX:
 - (i) issue 1,000,000 fully paid ordinary shares to Kalubamba; and
 - (ii) pay US\$50,000 to Kalubamba.

Phase 2 – Larger Resource:

If Okapi announces an indicated & inferred resource in excess of 1,000,000 ounces of gold at the Tenements **Resource 2**, then Okapi must;

- (a) within 14 days of the announcement of **Resource 2** on the ASX:
 - (i) issue a further 1,000,000 fully paid ordinary shares to Kalubamba; and
 - (ii) pay a further US\$100,000 to Kalubamba.

Phase 3 – Decision to Mine

To retain its 70% Interest Okapi and having completed obligations under Phases 1 and 2, then Okapi must;

- (a) fund as sole contributor the production of a Definitive Feasibility Study on or before 31 December 2023; and
- (b) within 14 days of the delivery of the Definitive Feasibility Study to Okapi:
 - (i) issue 2,000,000 Okapi Shares to Kalubamba; and
 - (ii) pay US\$250,000 to Kalubamba.

15. DIVIDENDS

No dividends were paid or recommended for payment during the financial year.

16. REMUNERATION OF AUDITORS

	2018	2017
	\$	\$
During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:		
(a) Audit services		
Butler Settineri (Audit) Pty Ltd - audit and review of financial reports		
- Statutory audit – Okapi Resources Limited	20,076	7,500
- Audit review – Panex resources WA Pty Ltd for Okapi IPO	-	2,500
Total remuneration for audit services	20,076	10,000

17. RELATED PARTY TRANSACTIONS

(a) Parent entity

Okapi Resources Limited (ASX Code: OKR)

(b) Subsidiaries

Interests in subsidiaries are set out in note 18.

(c) Transactions with related parties

Transactions between related parties are on commercial terms and conditions, no more favourable than those available to other parties unless otherwise stated. As at reporting date the following amounts were payable to the directors of the Company and included to Trade and other creditors (Note 9)

	2018	2017
	\$	\$
Mr. Jinju (Raymond) Liu	20,000	-
Mr. Klaus Eckhof	-	2,917
Mr. Nigel Ferguson	-	7,666
Mr. Leonard Math	-	2,500

18. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiary in accordance with the accounting policy described in note 1(c):

Name	Country of Incorporation	Class of Shares	Equity Holding¹	
			2018	2017
			%	%
Panex Resources WA Pty Ltd	Australia	Ordinary	100	-

¹The proportion of ownership interest is equal to the proportion of voting power held.

19. STATEMENT OF CASH FLOWS

	2018	2017
	\$	\$
(a) Reconciliation of net loss after income tax to net cash outflow from operating activities		
Net loss for the year	(1,147,328)	(27,462)
Exploration expenditure capitalised	(346,881)	-
Depreciation of non-current assets	6,193	-
Share based payments – performance rights	440,155	-
Change in operating assets and liabilities		
(Increase) in trade, other receivables and assets	(64,840)	(15,028)
Increase in trade and other payables	70,521	17,604
	(1,042,180)	(24,886)

(b) Non-cash investing and financing activities

There were no non-cash investing or financing transactions for the financial year, except for on 27 September 2017, the Company announced that the conditions precedent under the Mambasa Joint Venture Agreement between the Company, Kalubamba SARL and Medidoc FZE (jointly referred to as the “Vendors”), dated 8 June 2017, was satisfied, and a total of 2,000,000 ordinary fully paid shares were issued (being 1,000,000 ordinary fully paid shares issued to each of the vendors).

20. LOSS PER SHARE

	2018	2017
	\$	\$
(a) Reconciliation of earnings used in calculating loss per share		
Loss attributable to the owners of the Company used in calculating the loss per share	(1,147,328)	(27,462)
	Number of shares	Number of shares
(b) Weighted average number of shares used as the denominator		
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted loss per share	27,445,521	3,315,162

21. EVENTS SUBSEQUENT TO REPORTING DATE

Since the end of the financial year and to the date of this report, no matter or circumstance has arisen which has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in the subsequent financial year, except for the following:

On 27 September 2018, the Group announced its decision to not pursue the Katanga Copper/Cobalt Project earn-in at the expiry of an extended 180 business days due diligence phase.

22. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the Board of Directors that are used to make strategic decisions. For management purposes, the Group has identified one reportable operating segment being exploration activities undertaken in two geographical segment being Australasia and Africa. These segments include the activities associated with the determination and assessment of the existence of commercial economic reserves, from the Group's mineral assets in the sole geographic location.

Segment performance is evaluated based on the operating profit and loss and cash flows and is measured in accordance with the Group's accounting policies.

	Australasia		Africa		Consolidated Total	
	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$
Segment revenue	-	-	-	-	-	-
<i>Reconciliation of segment revenue to total revenue before tax:</i>						
Interest revenue					43,559	61
Segment results	-	-	(86,666)	-	(86,666)	-
<i>Reconciliation of segment result to net loss before tax:</i>						
Share based payments – performance rights					(440,155)	-
Other corporate and administration					(664,066)	(27,523)
Net loss before tax					(1,147,328)	(27,462)
Segment operating assets	199,303	-	455,294	-	654,597	-
<i>Reconciliation of segment operating assets to total assets:</i>						
Other corporate and administration assets					4,979,803	65,032
Total assets					5,634,400	65,032
Segment operating liabilities	726	-	22,477	-	23,203	
<i>Reconciliation of segment operating liabilities to total liabilities:</i>						
Other corporate and administration liabilities					109,358	35,300
Total liabilities					132,561	35,300

In the directors' opinion:

- (a) the financial statements and notes set out on pages 12 to 30 are in accordance with the Corporations Act 2001, including:
 - (i) complying with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the company's and the consolidated entity's financial position as at 30 June 2018 and of their performance for the financial year ended on that date;
- (b) the audited remuneration disclosures set out on the pages 5 to 9 of the directors' report complies with section 300A of the Corporations Act 2001;
- (c) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- (d) a statement that the attached financial statements are in compliance with Australian Accounting Standards has been included in the notes to the financial statements.

The directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the Corporations Act 2001.

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

On behalf of the Board.



Nigel M Ferguson
Director

27 September 2018
Perth, Western Australia

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF OKAPI RESOURCE LIMITED**

Report on the Financial Report

Opinion

We have audited the financial report of Okapi Resource Limited (the Company) and its controlled entity ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2018 and of its financial performance for the period then ended; and
- ii) comply with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We have 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 Consolidated Entity in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our ethical requirements 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 date of this auditor's report.

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

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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. We have determined the matters described below to be key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Capitalised mineral exploration expenditure <i>(refer note 7)</i></p> <p>The Group operates as an exploration entity and as such its primary activities entail expenditure focussed on the exploration for and evaluation of economically viable mineral deposits. These activities currently include the Mambasa Gold Project in DRC and the Crackerjack Gold Project in WA.</p> <p>All exploration and evaluation expenditure incurred has been capitalised and recognised as an asset in the Statement of Financial Position.</p> <p>The carrying value of capitalised mineral exploration assets is subjective and is based on the Group's intention and ability, to continue to explore the asset. The carrying value may also be affected by the results of ongoing exploration activity indicating that the mineral reserves and resources may not be commercially viable for extraction. This creates a risk that the asset value included within the financial statements may not be recoverable.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none">• ensuring the Group's continued right to explore for minerals in the relevant exploration areas including assessing documentation such as exploration and mining licences;• enquiring of management and the directors as to the Group's intentions and strategies for future exploration activity and reviewing budgets and cash flow forecasts;• assessing the results of recent exploration activity to determine whether there are any indicators suggesting a potential impairment of the carrying value of the asset;• assessing the Group's ability to finance the planned exploration and evaluation activity; and• assessing the adequacy of the disclosures made by the Group in the financial report.
<p>Share based payments – performance rights <i>(refer notes 10 and 11)</i></p> <p>The Group awarded performance rights to key management personnel and employees. The rights vest subject to the achievement of specific performance milestones.</p> <p>The Group used both the Black-Scholes and Binomial models in valuing the rights based on the milestones attaching to each tranche of rights awarded.</p>	<p>Our audit procedures included;</p> <ul style="list-style-type: none">• assessing the assumptions used in the valuation of the performance rights;• assessing the recognition of the value of the performance rights;• assessing the accuracy of the share based payment expense for the year; and• assessing the adequacy of the disclosures made by the Group in the financial report.

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Other information

The directors are responsible for the other information. The other information comprises the information in the Directors' Report for the period ended 30 June 2018, 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 accordingly we do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of the 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 the Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 the financial report.

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

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- Identify and assess risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 12 to 16 of the directors' report for the period ended 30 June 2018.

In our opinion, the Remuneration Report of Okapi Resource Limited, for the period ended 30 June 2018, 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.

BUTLER SETTINERI (AUDIT) PTY LTD



MARIUS VAN DER MERWE CA
Director

Perth

Date 27 September 2018

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Okapi Resources Limited
ASX Additional Information
For the period ended 30 June 2018

(a) Shareholding

The distribution of members and their holdings of equity securities as at 23 October 2018 is as follows:

			Ordinary shares	
			Number of holders	Number of shares
1	-	1,000	18	6,926
1,001	-	5,000	91	259,594
5,001	-	10,000	122	1,069,205
10,001	-	100,000	259	7,870,017
100,001		and over	40	25,137,125
			530	34,342,867
The number of shareholders holding less than a marketable parcel of shares are:			70	111,157

(b) Twenty largest shareholders

The names of the twenty largest holders of quoted ordinary shares are as follows:

		Listed ordinary shares	
		Number of shares	Percentage of ordinary shares
1	Havelock Mining Investment Ltd	4,799,143	13.97
2	McNeil Nominees Pty Limited	4,363,814	12.71
3	Ridgeback Holdings Pty Limited <Ferguson Family A/C>	1,950,000	5.68
4	J P Morgan Nominees Australia Limited	1,598,380	4.65
5	Windhager Holding AG	1,200,000	3.49
6	Kalubamba Sarl	1,000,000	2.91
7	Medidoc Fze	1,000,000	2.91
8	Mr Klaus Peter Eckhof	1,000,000	2.91
9	Mr Colin Weekes	746,416	2.17
10	HSBC Custody Nominees (Australia) Limited	740,185	2.16
11	Mr David Samuel Nour	652,501	1.90
12	Peak Asset Management Ltd <Peak Asset Mgmnt Unit A/C>	600,000	1.75
13	Mr. Haijun Ironside Pty Ltd <The Ironside Super Fund A/C>u	510,000	1.49
14	Ironside Pty Ltd <The Ironside Super Fund A/C>	430,000	1.25
15	Granet Superannuation and Investment Services Pty Ltd <Granet Super Fund A/C>	354,166	1.03
16	Mr. Stephen Paul Baxter & Mrs Sarah-May Baxter	300,000	0.87
17	Hongze Group Ltd	300,000	0.87
18	Bellaire Capital Pty Ltd <Bellaire Capital Invest A/C>	253,062	0.74
19	Mr Richard Dikran Shemesian	250,000	0.73
20	Mr George Skaltsis	250,000	0.73
		22,297,667	64.93

(c) Substantial shareholders

The names of substantial shareholders who have notified the Company in accordance with section 671B of the *Corporations Act 2001* are:

	Number of Shares
Nil.	Nil

(d) On-Market Buy-back

There is no current on-market buy-back.

(e) Restricted Securities

The following ordinary shares are currently in escrow:

Restriction	Release Date	No.
24 months from the Date of Quotation	28 September 2019	4,200,000

(f) Unquoted equity securities – performance rights

Class	Performance Hurdle	Number on issue	Number of Holders
A	The Company achieving and maintaining a market capitalisation of \$12m or more for a continuous period of 30 days on or before 31 December 2021 (hurdle met but the rights are not yet exercised)	1,699,999	4
B	The Company achieving and maintaining a market capitalisation of \$18m or more for a continuous period of 30 days on or before 31 December 2021	2,149,999	9
C	The Company achieving and maintaining a market capitalisation of \$24m or more for a continuous period of 30 days on or before 31 December 2021	2,150,002	9

(g) Voting rights

The voting rights attaching to each class of equity securities are set out below:

(i) Ordinary shares

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

(ii) Performance rights

These securities have no voting rights.

(h) Corporate Governance

The Board of Okapi Resources Limited is committed to Corporate Governance. The Board is responsible to its Shareholders for the performance of the Company and seeks to communicate with Shareholders. In accordance with ASX Listing Rule 4.10.3, the Company has elected to disclose its Corporate Governance policies and its compliance with them on its website, rather than in the Annual Report.

Accordingly, information about the Company's Corporate Governance practices is set out on the Company's website at <https://okapiresources.com/corporate-governance>.

(i) Voting rights

Project/Location	Country	Tenement(s)	Percentage held/earning
Crackerjack	Australia	E80/4675	100%
Mambasa Project	DRC, Africa	PE364 & PE480	0% ¹

¹ Okapi is earning an interest in the Mambasa Joint Venture Agreement (Refer to Note 14).