BLACKSTONE
MINERALS

ANNUAL REPORT
30 JUNE 2023

LOOKING FORWARD.
MINING GREEN.

ABN 96 614 534 226

CORPORATE DIRECTORY

Non-Executive Chairman

Hamish Halliday

Managing Director

Scott Williamson

Non-Executive Directors

Alison Gaines
Frank Bierlein
Dan Lougher

Company Secretary

Jamie Byrde

Principal & Registered Office

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West Perth WA 6005
Telephone: (08) 9425 5217
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Lawyers

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Lawyers & Consultants
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Perth WA 6000 Australia

Share Registry

Automic Group
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Perth WA 6000

Auditors

Ernst & Young
EY Building, 11 Mounts Bay Road,
Perth WA 6000

Bankers

HSBC Bank Australia
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Perth WA 6000

National Australia Bank
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Perth WA 6000

Stock Exchange Listing

Australian Securities Exchange
(Home Exchange: Perth, Western Australia)
Code: BSX

Website Address

www.blackstoneminerals.com.au

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CHAIRMAN'S LETTER TO SHAREHOLDERS

For the year ended 30 June 2023

Dear fellow Shareholders,

On behalf of the Directors of Blackstone Minerals Limited, I present to shareholders the annual report for the year ended 30 June 2023.

The Ta Khoa Project remains a very attractive prospect and the Refinery is a core component of our strategy, and we remain focused on achieving our corporate strategy through the development of the integrated Ta Khoa mine to battery precursor project in Vietnam. The nickel market, whilst volatile, still remains an attractive value proposition with shortages of battery grade nickel forecast toward the middle of this decade. Blackstone is strategically positioned to benefit from this deficit.

The completion of the 12-month piloting programme validates and underpins the continuation of the Definitive Feasibility Studies and supports our investment in research and development to develop and validate a flowsheet that can produce a battery grade product for the electric vehicle market with industry leading ESG credentials.

The award winning ESG credentials of the team including additional assessments third parties including Digbee, Minviro and Circulor provide the board with confidence that our ESG strategy is aligned with our corporate strategy and validating one of the lowest emitting flowsheets of Carbon emissions amongst our peers.

During the year we appointed Mr Dan Lougher to the Board as an independent Non-Executive Director and to Chair our Technical Committee. Dan brings extensive experience in project development and operations to the Board as well as significant experience in the nickel industries. It is a credit to the brand of Blackstone to attract this level of talent and to see their skills complement the existing Board members, whilst providing an increased level of independence to the Board.

I would like to thank Scott and the team for their continued efforts in scouring the globe for a suitable partner for Blackstone that meets all of the criteria to support the development activities in Vietnam. A core component of Blackstone's strategy is rigorous capital discipline.

Since August 2022, measures have been taken to reduce monthly spend to maintain our cash position which has allowed us to avoid a capital raising since November 2021.

We remain confident that the development of the Ta Khoa Project represents a compelling opportunity in support of our global energy transition and the team are leaving no stone unturned in a global search for a partner.

I would like to take this opportunity to thank all employees, contractors and consultants who have contributed to the company throughout the year and finally, I thank you, our shareholders, for your continued support while we continue to deliver on our corporate strategy over the next 12 months and beyond.

Hamish Halliday
Chairman

DIRECTORS' REPORT

The Directors of Blackstone Minerals Limited submit herewith the consolidated financial statements of the Company and its controlled entities ("Group" or "Consolidated Entity") for the year ended 30 June 2023 in order to comply with the provisions of the Corporations Act 2001.

1. DIRECTORS

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

Mr Hamish Halliday	Non-Executive Chairman
Mr Scott Williamson	Managing Director
Ms Alison Gaines	Non-Executive Director
Dr Frank Bierlein	Non-Executive Director
Mr Daniel Lougher	Non-Executive Director (Appointed 26 October 2022)
Mr Hoirim Jung	Non-Executive Director (Resigned 24 November 2022)

2. PRINCIPAL ACTIVITIES

The principal activity of the Group during the year was mineral exploration. There were no significant changes in the nature of the Group's principal activities during the year.

3. GROUP FINANCIAL OVERVIEW

Profit and Loss

The loss attributable to owners of the Group after providing for income tax amounted to $32,152,210 (2022: $31,938,576). The loss for the year includes $21,266,195 (2022: $25,368,738) in exploration and evaluation expenditure and share based payment expenses of $1,492,773 (2022: $2,578,305).

Financial Position

The Group had $12,382,285 in cash and cash equivalents as at 30 June 2023 (2022: $40,752,510).

4. 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.

5. BUSINESS STRATEGIES & PROSPECTS FOR THE FORTHCOMING YEAR

Blackstone Minerals Ltd (ASX: BSX / OTCQX: BLSTF / FRA: B9S) is focused on building an integrated battery metals processing business in Vietnam that produces Nickel:Cobalt:Manganese ("NCM") precursor products for Asia's growing lithium-ion battery industry.

Blackstone will produce the lowest emission precursor products, as verified by Minviro and the Nickel Institute *(refer ASX announcement 15 September 2022)*.

The existing business has a modern nickel mine, located in Vietnam, built to Australian standards, which successfully operated as a mechanised underground mine from 2013 to 2016. This will be complemented by a larger concentrator, refinery and precursor facility to become an integrated in-country production facility.

To unlock the flowsheet, the Company is focused on a partnership model and is collaborating with groups who are committed to sustainable mining, minimising the carbon footprint, and implementing a vertically integrated battery metals supply chain.

The Company's development strategy is underpinned by the ability to secure nickel concentrate and the Company's Ta Khoa Project is an emerging nickel sulphide district.

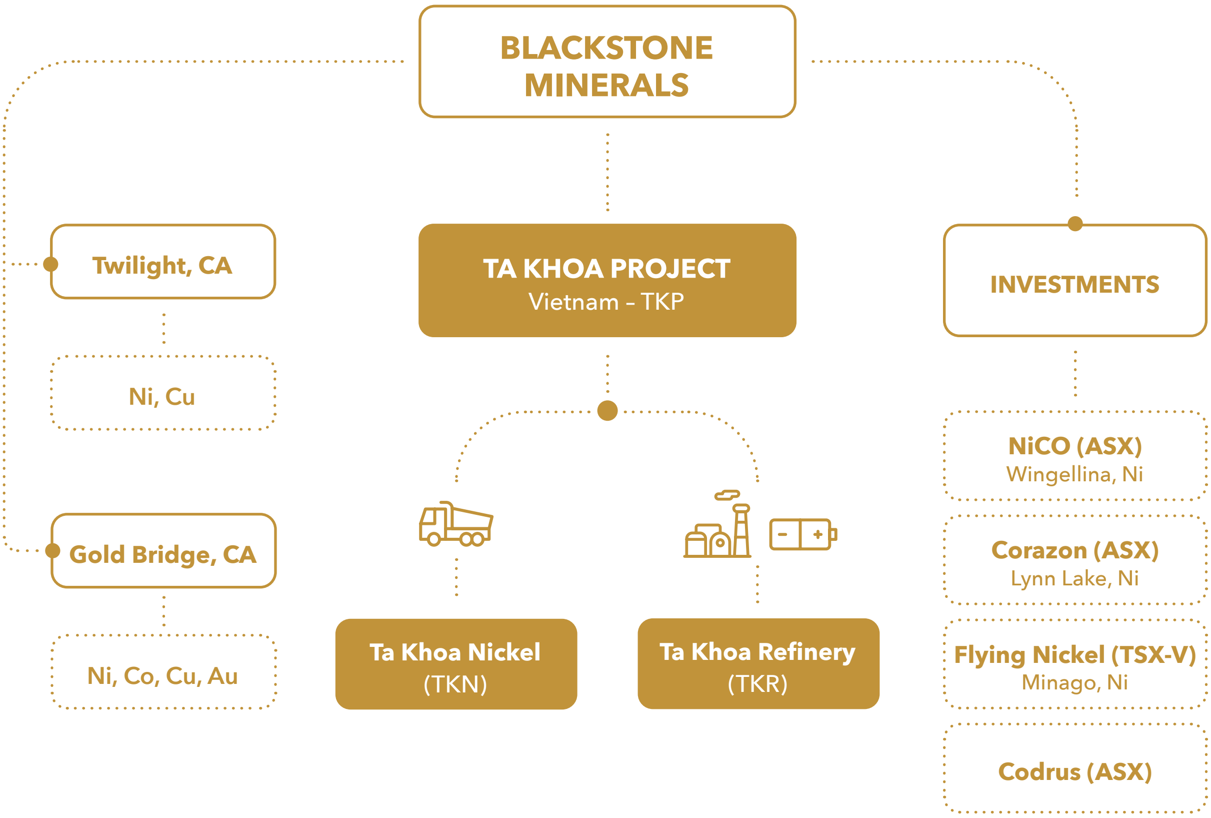

Figure 1: Blackstone Minerals Business Structure Schematic

5. BUSINESS STRATEGIES & PROSPECTS FOR THE FORTHCOMING YEAR (CONTINUED)

Figure 2: Ta Khoa Project Location

6. SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

- On 8 July 2022, the Company announced the issue of 6,000,000 unlisted options issued to corporate advisors Harp Capital with an exercise price of $0.28 per option.
- On 12 August 2022, the Company announced 1,770,660 ordinary fully paid shares were issued upon conversion of 477,660 short term zero exercise price options and 1,300,000 performance options issued with an exercise price of $0.001 per share. The incentives were awarded to key management personnel and employees in 2021 under the performance rights and options plan approved by shareholders on 29 November 2021.
- On 17 August 2022, the Company announced the appointment of Ernst & Young ("EY") as the auditor of the Company with effect from the date of the ASIC consent received on 17 August 2022.
- On 12 October 2022, the company released its FY2022 Sustainability Report. The report supports the Company's commitment to transparency and creating a baseline for future reporting.
- On 21 October 2022, the Company issued 12,867,412 zero exercise performance options expiring 20 October 2027, relating to FY2023 short-term incentives ("STI"), long-term incentives ("LTI") and retention options to KMP and employees under the performance rights and option plan. It was noted that KMP did not participate in the retention scheme.
- On 26 October 2022, the Company announced the appointment of Dan Lougher as Non-Executive Director.
- On 24 November 2022, the Company advised a Board and Governance update, following the appointment of Dan Lougher as independent Director. Dan Lougher was appointed Chair of the newly formed Technical Committee to oversee the company's Ta Khoa Project development. In addition, following feedback from shareholders and proxy advisors, the Board has reviewed the structure of the Committees, with Alison Gaines being appointed as an Independent Nomination Committee Chair. Dr Frank Bierlein has joined the Audit, Risk and ESG Committee, the People, Remuneration, Culture and Diversity Committee and the Technical Committee. In addition to the Committee member updates, the Board advised that Mr Hoirim Jung resigned from his position as Non-Executive Director, effective 24 November 2022.
- On 2 December 2022, the Company issued 2,025,974 zero exercise performance options expiring 20 October 2027, relating to FY2023 STI and LTI to the Managing Director, as approved by shareholders at the Annual General Meeting held on 25 November 2022.
- On 3 March 2023, the Company provided an update on the Ta Khoa Project development, with the completion of the TKR piloting program.
- On 28 March 2023, the Company announced that it had received A$3.8m from the Australian Tax Office ("ATO") as part of the ATO's research and development tax incentive program, in recognition of the technical advancements made by Blackstone in the financial year ended 30 June 2022.

7. REVIEW OF OPERATIONS

Highlights during the year ended 30 June 2023 are presented below:

Ta Khoa Project – Mining and Refinery Project

- Blackstone announced the completion of the Ta Khoa Refinery piloting programme at ALS Metallurgy in Western Australia. The piloting programme successfully developed a scaled version of the Ta Khoa Refinery, processing concentrate to battery grade nickel and cobalt sulphates. The pilot programme achieved the validation of the refinery process, the production of mixed hydroxide precipitate ("MHP"), the distribution of battery grade nickel and cobalt sulphates and- processing of third-party MHP and cobalt supply.

Definitive Feasibility Study ("DFS")

- In consultation with partners and engineering firm Wood, Blackstone explored development options for the Ta Khoa Refinery DFS;
- Blackstone announced the integration of Vietnamese engineering firm Narime into the DFS delivery team to assist Wood in 'localising' the Ta Khoa Refinery design as well as supporting completion of 'in-country' vendor and contractor due diligence and sourcing of local construction pricing to feed into the study estimates;
- The Company engaged Metso as the technology supplier for the precursor cathode active material ("pCAM") plant in the Ta Khoa Refinery DFS delivery team.
- In collaboration with Vietnam's People's Committee at both provincial and district level, Blackstone welcomed the opportunity to relocate the Ta Khoa Refinery to Bac Phong Commune, Phu Yen District, which reduces project risk and community impact.
- The Company presented a Mining Evaluation Report to the National Reserves Council of Vietnam for work undertaken throughout the life of the existing tenure.

PERMITTING

- Blackstone formed a Permitting Steering Committee, members including key government officials from the Vietnamese provincial People's Committee and heads from provincial level agencies such as Department of Natural Resources and Energy, Department of Finance, and Department of Industry and Trade. The purpose of the Committee is to spearhead the Ta Khoa Project permitting process and ensure project success.
- The Company received an extension of the existing Ban Phuc Nickel Mine Mining Licence until December 2025.
- Blackstone submitted the Mining Evaluation Report to the National Reserves Council of Vietnam to progress the conversion of the existing Exploration Licence to a Mining Licence, capturing the Ban Phuc disseminated sulphide ("DSS") probable reserve and massive sulphide vein ("MSV") mineral resources.

7. REVIEW OF OPERATIONS (CONTINUED)

EXPLORATION

Ta Khoa Nickel, Vietnam:

- Results from the most recent round of infill drilling at King Snake and Ban Chang were received;
- Resource definition drilling at King Snake MSV deposit confirmed continuity and high grades (up to 4.3% Ni and 18.2 g/t PGE [1]);
- Strong nickel and copper drill results returned from the Suoi Phang massive sulphide vein ("MSV") target;
    - 2.95m @ 2.42% Ni, 0.52% Cu, 0.06% Co & 0.05g/t PGE from 37.05m.
- Vietnam team ramped up regional greenfields exploration.

Twilight Nickel-Copper Project, Canada:

- Ground electro-magnetic ("FLTEM") surveys were conducted during the year, with the program targeting potential Ni-Cu-Co sulphides.

CORPORATE

- Blackstone released its FY2022 Sustainability Report. The report supports the Company's commitment to transparency in the business and the development of an industry leading, low CO_2 emission Green Nickel™ sulphide project in Vietnam to supply into the growing Lithium-ion battery industry.
- The Company completed its second Digbee ESG™ assessment upgrading last year's rating from a BB to BBB. Digbee is the only ESG disclosure, ratings and communications platform designed specifically for the mining sector.
- Blackstone announced the results from an independent Life Cycle Assessment ("LCA"), conducted by LCA Practitioners Minviro, confirming a result of 9.8 kg CO_2 eq. per kg pCAM from the Company's project. This is substantially lower than existing nickel production pathways in terms of Global Warning Potential, with known opportunities to reduce even further to 6.3kg CO_2 eq. per kg pCAM.
- During the year, an application for a $3.8 million research and development rebate was completed for submission to the Australian Tax Office in recognition of flowsheet technology developed in FY2022/2023. The R&D refund was received on 28 March 2023.
- The Company announced the appointment of Mr Dan Lougher as Independent Non-Executive Director.

[1] *Platinum (Pt) + Palladium (Pd) + Gold (Au)*

7. REVIEW OF OPERATIONS (CONTINUED)

TA KHOA NICKEL PROJECT

With completion of the refinery piloting programme, Blackstone provided a general update on the Ta Khoa Project development. The Company's development strategy focusses on:

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1. Multi-product strategy: In consultation with partners and engineering firm Wood, Blackstone started to explore options to de-risk the Company's path to project cashflows, evaluating various product and throughput staging options including:

- Production of crystal nickel and cobalt sulphate intermediate products, prior to development of the pCAM facility funded from operating cashflow;
- Staged development of the Refinery, with an initial train capacity for 200,000 tonnes of concentrate feed per year, before expanding with a second train to 400,000 tonnes per year, which would be funded from operating cashflow;
- Early development of the Ta Khoa MSV projects (King Snake and Ban Chang), and operation though the existing concentrator.

2. Partnerships: The Company continuously engaged with partners to reach a final JV structure and investment contribution. Five groups visited the project site in 2022 as part of the partnership due diligence process. These visits were accompanied by meetings with Vietnamese and Australian government representatives as well as Austrade, the Australian Department of Foreign Affairs and Trade, financial institutions and other important stakeholders.

The consideration of a multi-product strategy was welcomed by the partners. Having the flexibility to sell nickel and cobalt sulphate intermediate products while completing pCAM qualification processes provides cashflow security during the critical project ramp-up phase. This strategy has also attracted several new downstream players, with short term nickel sulphate off-take a desirable contract to secure.

Blackstone is developing these relationships further and is working with its advisors to ensure that the right partner is chosen, delivering the best outcomes for shareholders.

7. REVIEW OF OPERATIONS (CONTINUED)

3. Community: During the year, Blackstone continued to engage community stakeholders to ensure strong community support for the Ta Khoa Project. After collaboration with the Vietnamese People's Committee at both provincial and district level, the Company welcomed the opportunity to relocate the Ta Khoa Refinery to Bac Phong Commune, Phu Yen District.

Figure 3: Ta Khoa Refinery 3D Model – Phu Yen District

Bac Phong Commune is located adjacent to the Da River and at a point that has all year-round river access. Bac Phong is the preferred location for the Refinery as it:

- has a reduced community impact with the need for resettlement reduced by approximately 70%,
- enabled use of the Da River for transportation during construction and project operations. Using the Da River for transportation provides an alternate transport route as well as significantly reducing the interaction with local communities for logistics management,
- improved access to the proposed residue storage locations,
- is the governments preferred location.

7. REVIEW OF OPERATIONS (CONTINUED)

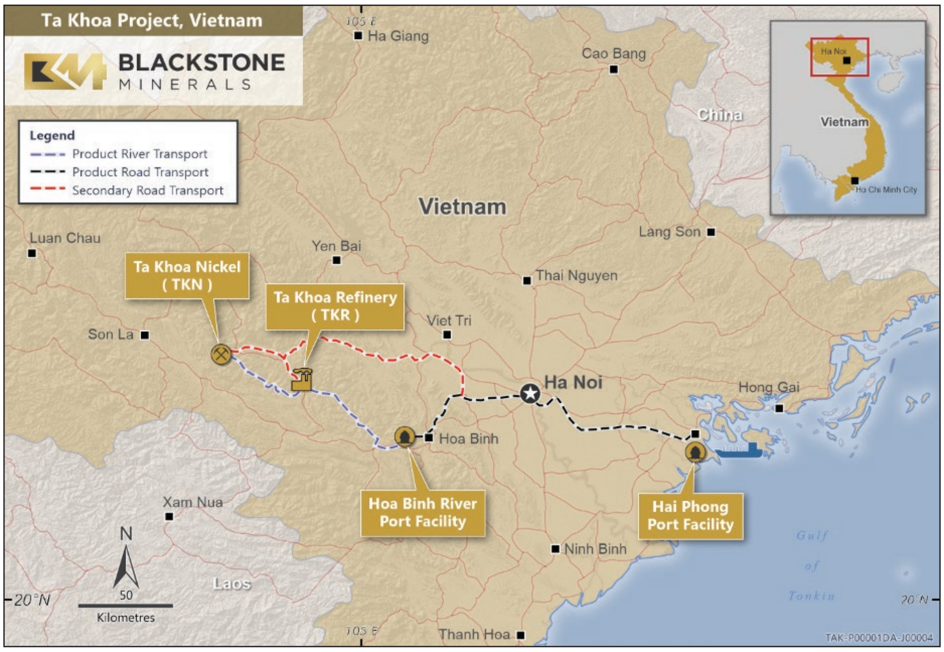


Figure 4: Ta Khoa Project Logistics Routes

4. Permitting: Permitting remained on the critical path and a priority for the Company's Vietnam team. In February 2023, Blackstone hit a major milestone with the submission of the Ta Khoa Refinery dossier and commencement of the environmental and social and economic baseline surveys for the project. Focus remains to complete the baseline surveys as well as to progress the relevant mining and operational licenses for the Ta Khoa Project.

After the formation of a Permitting Steering Committee with members from Blackstone, key government officials from the provincial People's Committee and heads from Provincial level, key milestones in the permitting process were achieved, including:

- Formal submission of a dossier seeking an investment policy from the Son La provincial government for the Ta Khoa Refinery in February 2023. This is an important step in advancing the licensing and permitting of the Ta Khoa Refinery.
- Blackstone hosted the Reserves Council at Ban Phuc Nickel Mine. The Reserves Council inspected core samples, drill hole locations, the bulk sample drive in the underground workings, the plant site and laboratory. The Reserves Council were satisfied that the data captured within the reserve report was factual and valid.
- The Company executed an agreement with Centre of Industrial Environment to undertake the environmental impact assessment for the Ta Khoa Project and executed an agreement with Development Research and Consultancy Centre to undertake a social and economic base line survey of the project. Works commenced in February 2023 with first draft reports expected in Q1 FY 2024.

7. REVIEW OF OPERATIONS (CONTINUED)

Pilot Programme Completion

During the year, Blackstone's piloting programme at ALS laboratories in Western Australia marked a critical milestone to validate and underpin the Company's ongoing DFS for the Ta Khoa Refinery. With the support of ALS, and engineering partner Wood, a 12-month programme of work was undertaken that developed a scaled version of Blackstone's Ta Khoa Refinery, processing nickel concentrate to battery grade nickel and cobalt sulphates, and successful processing of third-party MHP and cobalt supply. Key piloting highlights were:

- Operations: >15,000 labour hours without injury;
- Feed: >7 tonnes (comprised of Ban Phuc and third-party tonnes from Trafigura);
- POX piloting: >700 hours of operation;
- SX piloting: >1,100 hours of operation;
- MHP: >2.2 tonnes produced and leached;
- Product quality:
  1. Nickel sulphate: achieved battery grade specification;
  2. Cobalt sulphate: achieved battery grade specification;
  3. Copper cathode: achieved >99.99% specification;
- Stakeholders: five visits from potential partners and other stakeholders;

Technical outcomes have met and / or exceeded assumptions within Blackstone's Pre-Feasibility Study ("PFS"). These data points will be incorporated into the DFS. In support of partnership efforts, nickel and cobalt sulphates were provided to potential partners.

Blackstone continued its piloting programme for Ta Khoa Nickel, including:

- Progression of bench test work programme;
- Progression of piloting activities from various feed blends from bulk sample drive;
- Continued technical support from GR Engineering Solutions to assist in developing the test work programme and oversee test work activities on site.

Results of this piloting programme have been released *(refer to ASX announcement 29 August 2023)*.

7. REVIEW OF OPERATIONS (CONTINUED)

Securing pCAM Technology Supplier

Blackstone engaged Metso as the technology supplier for the pCAM plant in the Ta Khoa Refinery DFS delivery team. Metso is currently designing the pCAM plant with Wood, providing invaluable experience and engineering technical support. Metso will also conduct independent pCAM test work to 'validate' the nickel and cobalt sulphates generated during the ALS Pilot Programme *(refer to ASX announcement 20 December 2022)* to be suitable for pCAM generation.

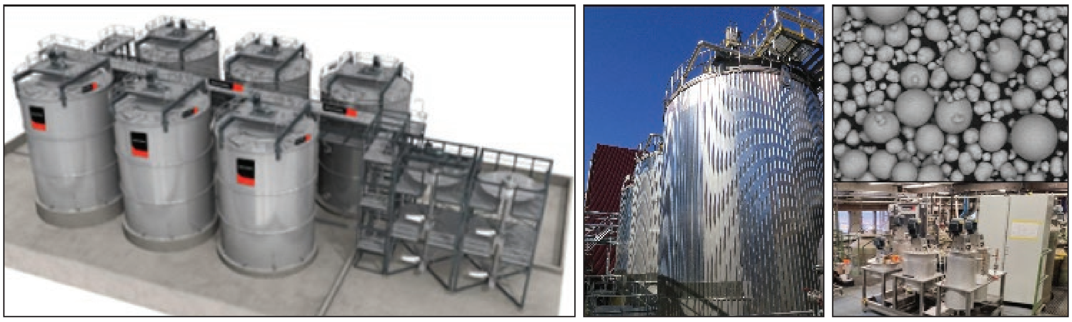


Figure 5: Metso pCAM solutions (Left: Metso OKTOP® reactors, Middle: Metso OKTOP® reactor field installation, Top Right: Metso pCAM size distribution, Bottom Right: Metso pCAM Test Facility

Carbon Mineralisation

Blackstone engaged the University of British Columbia to complete a study assessing the capability of the project to capture carbon via carbon mineralisation. The study demonstrated waste and tailings material to be rich in carbon absorbing minerals capable of capturing and storing up to 8.3g of CO_2 per kg of tailings. The findings from this study support Blackstone's ambition to deliver a net-zero emission project.


NARIME

7. REVIEW OF OPERATIONS (CONTINUED)

TA KHOA PROJECT PERMITTING UPDATE

The key items for Ta Khoa Nickel permitting process are:

- Mining Evaluation Report submitted to the National Reserves Council of Vietnam
- Vietnamese Feasibility Study with Basic Design
- Social and Environmental Impact Assessment
- Environmental Reclamation and Rehabilitation Plan
- Engineering and Construction Permitting
- Mining License Application

Vietnam's Ministry of Natural Resources and Environment ("MONRE") extended the Company's mining license until December 2025. The Mining License extension, approved by the Deputy Minister includes the Ban Phuc Nickel MSV underground mine and associated infrastructure including the 450ktpa nickel concentrator and tailings storage facility. This important permitting step demonstrates MONRE's commitment to support the development of Blackstone's Project and recommencement of mining operations in Son La Province.

7. REVIEW OF OPERATIONS (CONTINUED)

In addition, Blackstone commenced the process to convert the Ta Khoa exploration license area consisting of 35km² which contains the Ban Phuc DSS Probable Reserve (48.7Mt at 0.43% Ni, and 210kt of contained Ni) *(Refer ASX Announcement 28 February 2022)* to an open pit mining license covering 7.6 km².

In pursuit of the Ban Phuc open pit mining license, Blackstone lodged a Mining Evaluation Report to the National Reserves Council of Vietnam for appraisal and approval. The new resources and reserves defined by Blackstone over the past three years of drilling at the project are included in the report which is the first step towards new mining licenses over the King Snake, Ban Chang, Ban Khoa and the Ban Phuc mining areas.

Once the Mining Evaluation Report is approved, the feasibility studies and environmental impact assessments ("EIA") will be submitted to MONRE for additional mining licenses incorporating the new mining areas.

7. REVIEW OF OPERATIONS (CONTINUED)

EXPLORATION

During the year, Blackstone provided an update on drilling at Ta Khoa Nickel. Blackstone received assays for the most recent campaign of resource definition drilling at the King Snake MSV deposit, confirming the continuity and extents of the high-grade massive sulphide core and demonstrating the presence of an associated ultramafic dyke with disseminated Ni-Cu-PGE sulphide mineralisation. The King Snake deposit remains open down plunge to the west (refer Figure 6).

Highlights from resource definition drilling at King Snake include:

KS22-05	6.2m @ 0.73% Ni, 0.89% Cu, 0.02% Co & 3.32g/t PGE from 191.8m, including;
	0.7m @ 1.11% Ni, 4.73% Cu, 0.05% Co & 18.2g/t PGE from 192.65m
KS22-15	**2.35m @ 2.09% Ni, 0.9% Cu, 0.08% Co & 1.77g/t PGE** from 313.65
KS22-21	6.3m @ 0.85% Ni, 0.41% Cu, 0.03% Co & 1.12g/t PGE from 70m, including;
	0.8m @ 4.31% Ni, 1.11% Cu, 0.16% Co & 2.09g/t PGE from 74.65m
KS22-22	2.85m @ 0.95% Ni, 0.56% Cu, 0.04% Co & 2.1g/t PGE from 106.35m, including;
	0.68m @ 3.48% Ni, 1.21% Cu, 0.14% Co & 8.31g/t PGE from 106.77m
KS22-27	9.35m @ 0.93% Ni, 0.46% Cu, 0.04% Co & 0.62g/t PGE from 65.6m, including;
	1.95m @ 3.96% Ni, 1.23% Cu, 0.15% Co & 1.99g/t PGE from 73m

7. REVIEW OF OPERATIONS (CONTINUED)

Success from the first drill hole at Suoi Phang

SP22-01	**2.95m @ 2.42% Ni, 0.52% Cu, 0.06% Co & 0.05g/t PGE from 37.05m**

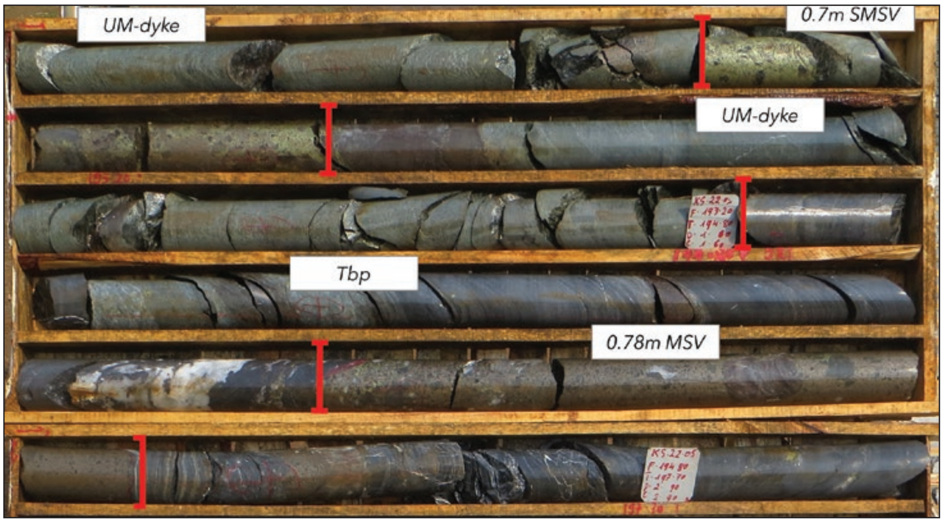


Figure 6: King Snake hole KS22-05

The King Snake Ni-Cu-Co-PGE sulphide deposit is located approximately 1km north of the Ban Phuc disseminated nickel sulphide deposit and immediately south of the Ban Khoa disseminated sulphide deposit (refer Figure 7). King Snake is a magmatic massive sulphide and sulphide matrix breccia vein associated with an ultramafic dyke system intruding calcareous sedimentary rocks and quartz-mica schists of the Ban Phuc horizon. A halo of Ni-Cu-Co-PGE sulphide stringer veins are widely present in the sedimentary wall rocks around the King Snake MSV and the associated ultramafic dykes, commonly carry disseminated to net textured Ni-Cu-Co-PGE sulphides. The King Snake MSV and ultramafic dyke system is closely comparable with the adjacent Ban Phuc MSV mined by Ban Phuc Nickel Mines during the 2013 to 2016 period and processed at the Ban Phuc concentrator which is being used by Blackstone to batch test material from the Ban Phuc disseminated nickel sulphide deposit.

7. REVIEW OF OPERATIONS (CONTINUED)

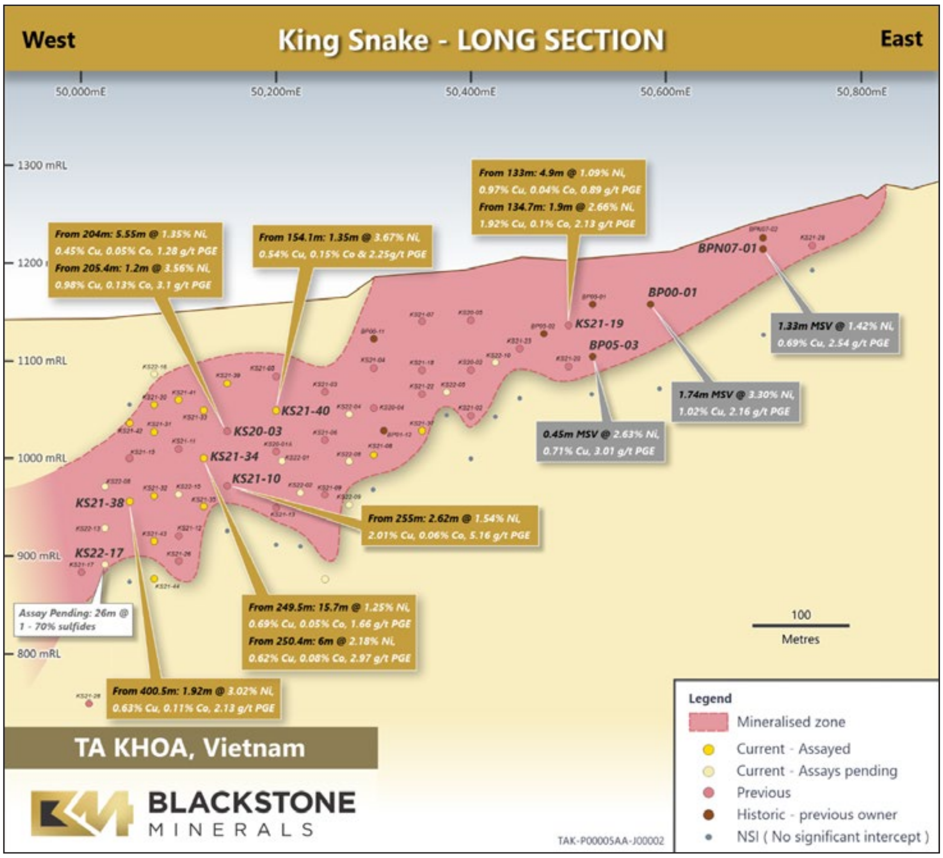


Figure 7: King Snake Long Section

The current mineral resource for King Snake is 0.43 Mt at 1.3% Ni (2.4% NiEq) and was based on information up to and including drill hole KS21-26 (Oct 2021). The King Snake MSV plunges moderately (c. 30 degrees) to the west and remains open down plunge c. >300m beneath surface. Blackstone's exploration and resource definition drill targeting of the King Snake MSV and ultramafic dyke system has been greatly assisted by the use of surface fixed loop and down hole Electro Magnetic ("EM") survey work. Ground conditions have proved well suited to the use of EM and the Company expects to take advantage of this technology for future drill targeting.

7. REVIEW OF OPERATIONS (CONTINUED)

Assays have also been received for exploration drilling at the Suoi Phang MSV target located 12km west of the Ban Phuc nickel concentrator (refer Figure 8). An ultramafic dyke with net-textured and massive Ni-Cu sulphide veining was intersected in drill hole SP22-01 and returned **2.95m @ 2.42% Ni, 0.52% Cu, 0.06% Co & 0.05g/t PGE from 37.05m**.

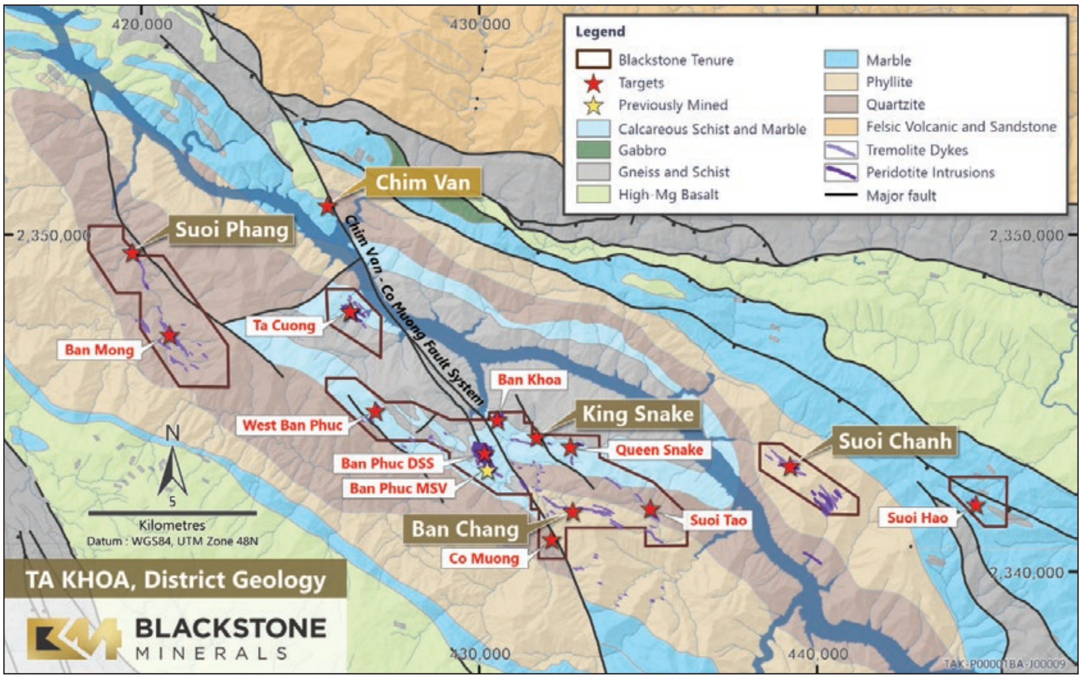


Figure 8: Ta Khoa district geology map with Ni-Cu-Co-PGE sulphide deposits and targets

7. REVIEW OF OPERATIONS (CONTINUED)

OTHER PROJECTS

Gold Bridge Project, British Columbia, Canada

During the year, Blackstone announced the results of its exploration and drilling progress at the Gold Bridge Project, formerly the Little Gem - BC Cobalt Project. The Gold Bridge Project is located 180 km north of Vancouver in British Columbia, Canada.

Highlights during the year are as follows *(Refer ASX Announcement 21 September 2022)*:

- Sample assaying and petrographic analysis carried out by Blackstone confirms presence of Nickel sulphides at Western Gem Ni-Co Prospect;
- Geochemical sampling of dykes from Jewel Au-Cu-Ni-Co prospect completed with samples submitted for analysis at the laboratory;
- Two Fixed-Loop ground supported geophysics surveys have been completed at Jewel Au-Cu-Ni-Co Prospect. Geophysical modelling in progress;
- Reconnaissance prospecting and rock sampling of Conbra target zone completed. Samples have been delivered to the assay laboratory.

Twilight Ni-Cu Project, Labrador, Canada

The Twilight Nickel-Copper Sulphide Project comprises a contiguous 217km² block of exploration claims located in western Labrador approximately 80km northeast of Labrador City – Wabrush and 55km west of Churchill Falls hydroelectricity power station and associated infrastructure. Blackstone has an option agreement to acquire up to 100% project interest of the claims from prospector Big Land Exploration as per the terms of the option agreement *(Refer ASX Announcement 21 September 2022)*.

Highlights during the year are as follows *(Refer ASX Announcement 21 September 2022)*:

- Assaying of rock chip samples collected in the June 2022 quarter field program have identified new Nickel and Cooper sulphide targets;
- FLTEM surveys conducted during the period. Program targeting potential Ni-Cu-Co sulphides.

7. REVIEW OF OPERATIONS (CONTINUED)

CORPORATE

Digbee™ ESG Assessment

Blackstone completed its second Digbee ESG™ assessment to support the development of the Ta Khoa Project with the overall score for the assessment improving to BBB.

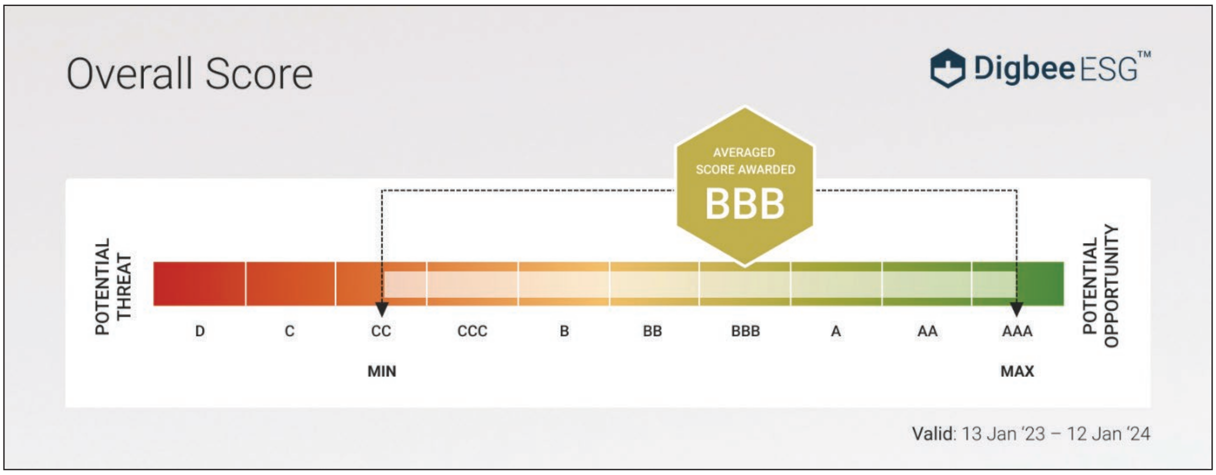


Figure 9: Blackstone's Digbee ESG™ rating

The assessment emphasises that clear improvements at all levels of the Company have been made since the inaugural submission in December 2021, showing that Blackstone holds sustainability as a core value within the organisation.

Design changes such as the change in location for the Refinery for the Nickel Project show that sustainability is included alongside financial and technical decision making.

Life Cycle Assessment

During the year, Blackstone announced that the results from an independent LCA, conducted by LCA Practitioners Minviro (www.minviro.com), underpin Blackstone's vision to develop an industry-leading, low CO_2 emission nickel sulphide project to supply into the growing lithium-ion battery industry. The results support ongoing partnership and funding efforts by validating the Ta Khoa Project design as the route with the lowest life cycle CO_2 emissions compared to emerging and existing NCM811 pCAM (nickel-cobalt-manganese in an 8-1-1 ratio) production routes.

7. REVIEW OF OPERATIONS (CONTINUED)

Minviro were appointed by Blackstone to conduct an LCA on the production of NCM pCAM at the project. The study which was conducted according to the requirements of ISO-14040:2006 and ISO-14044:2006, used data from the PFS published for the downstream Ta Khoa Refinery *(refer to ASX announcement 26 July 2021)* and upstream Ta Khoa Nickel *(refer to ASX announcement 28 February 2022)*.

The Ta Khoa LCA study confirmed a result of 9.8 kg CO_2 eq. per kg which is substantially lower than existing production pathways in terms of Global Warning Potential, with known opportunities to reduce even further to 6.3kg CO_2 eq. per kg pCAM.

FY2022 Sustainability Report

Blackstone released its FY2022 Sustainability Report. The report supports the Company's commitment to transparency in the business and the development of an industry leading, low CO_2 emission Green Nickel™ sulphide project in Vietnam to supply into the growing Lithium-ion battery industry.

Highlights of the report included:

- Results of a LCA confirmed the Ta Khoa Project as the lowest Global Warming Potential (9.8 kg CO_2 eq. per kg NCM811) compared to existing producers of NCM811 precursor;
- Assessment of Greenhouse Gas Emissions for scope 1, 2, and 3 to advance the understanding of Blackstone's baseline emissions prior to project development, enabling the Company to address climate related risks and identify reduction opportunities;
- A structured Remuneration Framework was established with an equity incentive plan to reward, incentivise, attract, and retain high calibre people to the business; and
- Introduction of a personal Health and Safety pre-start programme (Take-5) with the help of the workforce.

7. REVIEW OF OPERATIONS (CONTINUED)

Government Relations

Blackstone was honoured to host a senior delegation visit from Vietnam's Son La Province, that was organised and funded by the Vietnamese Ministry of Foreign Affairs. The Company was pleased to have Ms Thanh Ha Nguyen, the Consul General of Vietnam (Western Australia), and Mr Albert Purnomo, previous Global Engagement Manager, Austrade also attended the visit.

The objective of the visit was to further strengthen the relationship between Blackstone's management team and the Son La Government and to introduce the delegation to Australia's highest standard of mining safety & environmental performance, as well as to give an update on progress that was made with the piloting work and the DFS.

Figure 10: Son La Delegation Visit to Perth

7. REVIEW OF OPERATIONS (CONTINUED)

In May 2023, Blackstone met with the Son La Provincial Party Committee to reaffirm the Company's commitments regarding the Ta Khoa Project in the Province. Managing Director, Scott Williamson, gave an update on progress regarding partners, funding and the status of the DFS. The update was well received with the Vice Party Secretary, Lo Minh Hung confirming the Provinces' ongoing commitment and support for the project.

Figure 11: Son La Provincial Party Committee Meeting

The Company was invited to attend a roundtable on energy and resources at the Australian Embassy in Hanoi. The event was hosted by Australia's Ambassador to Vietnam, His Excellency Mr. Andrew Goledzinowski and chaired by the Australian Prime Minister's Special Envoy for Southeast Asia, Mr Nicholas Moore.

Attendees included representatives of the World Bank, business leaders from both Australia and Vietnam and representatives from the Department of Foreign Affairs and Trade. While the event covered a broad range of topics, two main areas of focus were renewable energy and the exploration and development of mineral resources.

7. REVIEW OF OPERATIONS (CONTINUED)

Vietnamese Mining Law Update

Blackstone was invited to participate in a series of workshops from the Ministry of Natural Resources and Energy and the General Department of Minerals, Vietnam for the revision and rewriting of the Vietnamese Mining and Minerals Law. The Ministry is collecting submissions and holding open forums to gather input from across the mining sector.

The Ministry has also requested assistance from the Australian Government via the Department of Foreign Affairs and Trade ("DFAT") to provide guidance and support. The Australian Government was previously involved in the drafting of the 1996 Mineral law of Vietnam. Blackstone has been working closely with DFAT to highlight areas for improvement within the current mineral law. DFAT in conjunction with an independent mining law consultant will provide guidance to the Vietnamese Government on increasing access to land for exploration, improved taxation and royalty schemes and streamlining the permitting process.

The Vietnamese Government aims to update the Mining Law to align it with other successful mining jurisdictions and to make Vietnam a more attractive destination for foreign direct investment in exploration, mining and mineral processing.

Research and Development Rebate

During the year, Blackstone announced that it had received A$3.8m from the ATO as part of the research and development ("R&D") tax incentive programme, which were approved in recognition of technical advancements made by Blackstone in the financial year ended 30 June 2022.

The R&D clam reflects the significant investment by Blackstone to develop the Ta Khoa Refinery process. The ATO has recognised Blackstone's unique strategy to convert nickel concentrate blends into battery products in the form of pCAM. The majority of Blackstone's investment was directed to process development and piloting programmes. The company will aim lodge a further rebate for its R&D expenditure for the year ending 30 June 2023.

Appointments

Blackstone strengthened its Board of Directors with the appointment of Dan Lougher, a qualified mining engineer with over 40 years of experience in all aspects of resource and mining project exploration, feasibility, development and operations and a significant corporate network in the financial and mining community, as Non-Executive Director. Following this appointment, Mr Hoirim Jung resigned from his position as Non-Executive Director with effect from 24 November 2022.

In addition the Board reviewed the structure of Committees with the following changes:

- Newly formed Technical Committee to oversee the Company's project development, chaired by Dan Lougher;
- Alison Gaines appointed as the Independent Nomination Committee Chair, in additional to Chair of the Audit, Risk & ESG Committee and People, Remuneration and Culture Committee; and
- Dr Frank Bierlein joined the Audit, Risk, and ESG Committee, the People, Remuneration, Culture and Diversity Committee and the Technical Committee.

8. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

- On 18 July 2023, the Company announced that it had received A$2.8m as an advance from R&D lending fund backed by Asymmetric Innovation Finance and Fiftyone Capital, on the Company's 2023 refundable tax offset for R&D expenditure.
- On 20 July 2023, the Company announced the completion of key Vietnamese studies and commencement of early contractor engagement for the Ta Khoa Refinery Definitiv Feasibility Study.
- On 26 July 2023, the Company announced that it had entered into a three-way Memorandum of Understanding with Vietnam Rare Earths JSC and ASX listed, Australia Strategic Materials to cooperate on opportunities to develop a fully integrated rare earths mine to metals value chain in Vietnam.

Other than those stated above, no other matters or circumstances have arisen since 30 June 2023 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

9. LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Company will continue its ongoing Ta Khoa Project Definitive Feasibility Studies and exploration programmes in Vietnam. The Company will continue to undertake permitting activities, secure feedstock, pursue partnerships and obtain relevant agreements for funding of the Ta Khoa Project.

Exploration activities will continue on its Goldbridge and Labrador Projects in Canada as the Company continues to explore for commercial resources that continue to supports its strategy of supplying battery metals for the production of electric vehicles.

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES

MR HAMISH HALLIDAY

Independent Non-Executive Chairman - appointed 30 August 2016

Qualifications

BSc (Geology), MAusIMM

Experience

Mr Halliday is a Geologist with a Bachelor of Science from the University of Canterbury and has over 25 years of corporate and technical experience in the mining industry. Mr Halliday co-founded Blackstone Minerals and was instrumental in the acquisition of its Company's current tenement portfolio. Mr Halliday has been involved in the discovery and acquisition of numerous projects over a range of commodities throughout four continents. Mr Halliday has founded and held executive and non-executive directorships with a number of successful listed exploration companies including Adamus Resources Ltd ("Adamus"). He was CEO of Adamus from its inception through to successful completion of a feasibility study on its gold project in Ghana which is now in production.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares: 11,481,383

Other Directorships

Comet Resources Limited (since 16 December 2014)

MR SCOTT WILLIAMSON

Managing Director – appointed 6 November 2017

Qualifications

BEng (Mining) Bcom, MAusIMM

Experience

Mr Williamson is a mining engineer with a Bachelor of Commerce degree from the West Australian School of Mines ("WASM"). Mr Williamson has over 10 years' experience in the mining and finance sectors across a variety of technical and corporate roles, including Investor Relations Manager at Resolute Mining Ltd and a senior Analyst at Hartley's.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares: 8,200,000
Options: 3,130,791

Other Directorships

Leeuwin Metals Limited (since 29 March 2023).

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES (CONTINUED)

MS ALISON GAINES

Non-Executive Director – appointed 1 April 2021

Qualifications

Doctor of University (hon.causa), Master of Arts (Public Policy), Bachelor of Laws, Bachelor of Arts hons (Politics), Australian Institute of Company Directors and INSEAD IDP-C and Fellow of the Australian Institute of Company Accountants.

Experience

Ms Gaines is a Board Advisor and Australian Non-Executive Director with strong commercial skills and international experience. She has been an executive for over 20 years and is an active non-executive director and chair on Australian and international boards. She has recently established her own board governance advisory firm after fourteen years with Gerard Daniels, a Perth headquartered international search and board consulting firm where she was recently global Chief Executive Officer, responsible for the Perth, Sydney, London and Houston offices.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares:	Nil.
Service Rights:	212,465

Other Directorships

Hiremii Limited – Non-Executive Chairperson (since 3 May 2021 to 27 July 2023)

DR FRANK BIERLEIN

Non-Executive Director – appointed 12 November 2021

Qualifications

PhD (Geology) from the University of Melbourne, Fellow of the Australian Institute of Geoscientists (AIG) and member of both the Society of Economic Geologists (SEG) and the Society of Geology Applied in Mineral Deposits.

Experience

Dr Bierlein is a geologist with 30 years of experience as a consultant, researcher, lecturer and industry professional. Dr Bierlein has held exploration and generative geology management positions across a vast number of companies as well as consulting for several others. Dr Bierlein has worked on six continents spanning multiple commodities, and over the course of his career has published and co-authored more than 130 articles in peer-reviewed scientific journals.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares:	Nil.

Other Directorships

Impact Minerals Limited (since 13 October 2021)
Variscan Mines Limited (since 21 October 2022)
PNX Metals Limited (since 18 June 2021 to 6 April 2023)
Firetail Resources Limited (since 10 November 2021 to 5 July 2023)

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES (CONTINUED)

MR DANIEL LOUGHER

Non-Executive Director – appointed 26 October 2022

Qualifications

Bachelor of Science (Honours) of Mining Geology, a Graduate Diploma in Engineering (Mining), Master of Science (Engineering). First Class Mine Manager's Certificate of Competency (WA) and fellow of the Australia Institute of Mining and Metallurgy.

Experience

Mr Lougher is a qualified mining engineer with over 40 years of experience in all aspects of resource and mining project exploration, feasibility, development and operations and has a significant corporate network in the financial and mining community. Mr Lougher left his role, CEO and Managing Director of Western Areas, following a merger with IGO Ltd. Prior to leading Western Areas, Mr Lougher Spent 18 years in Africa with BHP Billiton, Impala Plats, Anglo American and Genmin.

Interest in Securities at the date of this report

Fully Paid Ordinary Shares: Nil.

Other Directorships

Perseus Mining Limited (since 18 June 2021)
St Barbara Limited (18 November 2022 to 30 June 2023)
American West Metals Limited (since 25 October 2022)

10. INFORMATION ON DIRECTORS AND COMPANY SECRETARIES (CONTINUED)

MR HOIRIM JUNG

Non-Executive Director – appointed 21 April 2020, resigned 24 November 2022

Qualifications

Bachelor of Economics, Member of Korean Institute of Certified Public Accountants (KICPA)

Experience

Mr Jung has over 12 years of financial management experience, specifically in financing and feasibility studies for new projects. He began his career with KPMG Samjong Accounting Corporation, one of Korea's "big four" accounting firms, providing advisory services for various M&A transactions. He then moved to Atinum Partners, where he was involved in investments in the oil and gas industry and managed the invested assets in North America. He joined EcoPro in 2016 where his accomplishments include successfully dealing with the initial public offering of subsidiary EcoPro BM (KOSDAQ: 247540).

Interest in Securities at the date of resignation

Fully Paid Ordinary Shares: Nil.

Other Directorships

Nil.

Mr JAMIE BYRDE – BCOM, CA.

Company Secretary - appointed 15 March 2017

Mr Byrde is a Chartered Accountant with over 19 years' experience in corporate, audit and Company secretarial matters. Previously Mr Byrde has held positions providing corporate advisory services, financial accounting/reporting and ASX/ASIC compliance management. Mr Byrde is also currently Company Secretary for Venture Minerals Limited and Codrus Minerals Limited.

11. PEOPLE, REMUNERATION, CULTURE AND DIVERSITY COMMITTEE CHAIR LETTER

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to present our Remuneration Report for the financial year 2023 (FY2023), which summarises Blackstone Minerals' remuneration strategy and outcomes for Key Management Personnel, Executives and Non-Executive Directors.

Our Year

Blackstone has delivered a number of achievements for FY2023 including the completion of the 12-month piloting programme in December 2022, being a critical milestone to validating and underpinning the ongoing Definitive Feasibility Study at the Ta Khoa Project. Our business has not been immune to the volatile financial markets, however we continue to be proud of the strong Blackstone brand which enables the business to attract quality people from Directors to employees, all of which would not have been possible without the ongoing dedication of all our people and management team.

Remuneration Outcomes

The Committee has continued to work with BDO Remuneration and Reward Pty Ltd (BDO) to undertake Board, Executive, Key Management Personnel ("KMP") and Employees salary benchmarking against its peers and establishing a structured remuneration framework with an equity incentive plan to reward, incentivise, attract and retain high calibre people to the business.

Following the review by BDO, in FY23, a Performance Rights and Incentive Plan Framework was implemented and the company issued 14,893,386 options, consisting of short-term, long-term and retention options to KMP and employees under the Performance Rights and Option Plan. As per the FY 2022 plan, the KMP did not participate in the retention scheme for the FY 2023 plan. We continue to believe this plan is designed to support the business strategy and drive sustainable outperformance for shareholders in the long term.

In addition to this, in FY2023 saw further strengthening of the Board Committee structures, with the establishment of the Technical Committee, which joins the previously established Audit, Risk and ESG Committee, People, Remuneration, Culture and Diversity Committee and Nomination Committee. We believe the current Board Committee structure allows for appropriate Board Governance and oversight for Blackstone.

The committees structures also saw the following updates during the year:

- Alison Gaines appointed as the Independent Nomination Committee Chair, in additional to Chair of the Audit, Risk & ESG Committee and People, Remuneration and Culture Committee; and
- Frank Bierlein joined the Audit, Risk, and ESG Committee, the People, Remuneration, Culture and Diversity Committee and the Technical Committee.

11. PEOPLE, REMUNERATION, CULTURE AND DIVERSITY COMMITTEE CHAIR LETTER (CONTINUED)

Board Changes

On 26 October 2022, Blackstone strengthened its Board of Directors with the appointment of Dan Lougher, a qualified mining engineer with over 40 years of experience in all aspects of resource and mining project exploration, feasibility, development and operations and a significant corporate network in the financial and mining community, as Non-Executive Director. Following this appointment, Mr Hoirim Jung resigned from his position as Non-Executive Director with effect from 24 November 2022. It has been a pleasure to have Dan on the board since October 2022 and continue to look forward to his contribution of his expertise which he brings to the Board.

Our remuneration strategy supports Blackstone's business strategy

The Board has continued to commit to ensuring the remuneration strategy reflects good governance, consultation with key stakeholders, and is transparent in its design to support the business strategy and drive sustainable outperformance for shareholders over the long-term. It strongly aligns to shareholder's interests by incorporating significant equity components to encourage executives to behave like owners of the business – focused on sustainable, long-term value creation.

On behalf of the Board, we invite you to read the report and we look forward to receiving your feedback at the Annual General Meeting ("AGM").

Alison Gaines

Independent Chair of the People, Remuneration, Culture and Diversity Committee
Independent Chair of the Nomination Committee
Independent Chair of the Audit, Risk & ESG Committee

12. REMUNERATION REPORT (AUDITED)

The Directors of Blackstone Minerals Limited are pleased to present your Company's 2023 remuneration report which sets out remuneration information for the Non-Executive Directors, Executive Directors and other key management personnel ("KMP"). This report forms part of the Director's Report and has been audited in accordance with section 300A of the Corporations Act 2001.

The following sections are included with this report:

A. Directors and key management personnel

B. Remuneration governance

C. FY2023 Snapshot and Company Performance

D. FY2023 Executive Remuneration Policy and Framework

E. Non-Executive Director Remuneration

F. Voting and comments made up at the company's 2022 Annual General Meeting

G. Details of Remuneration

H. Details of Share Based Payments and Bonuses

I. Equity instruments held by key management personnel

J. Loans to key management personnel

K. Other transactions with key management personnel

A. Directors and key management personnel

Non-Executive Directors

Mr H Halliday	Non-Executive Chairman
Mr H Jung	Non-Executive Director (Resigned 24 November 2022)
Ms A Gaines	Non-Executive Director
Dr F Bierlein	Non-Executive Director
Mr Dan Lougher	Non-Executive Director (Appointed 26 October 2022)

Executive Directors

Mr S Williamson	Managing Director

Other key management personnel

Mr J Byrde	Company Secretary
Mr M Thomas	CFO (Appointed 11 July 2022, Resigned 3 March 2023)
Mr A Strickland	Executive

All of the key management personnel held their positions during the year ended 30 June 2023 and up to the date of this report unless otherwise disclosed.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

B. Remuneration Governance

The Board has formed a People, Remuneration, Culture and Diversity Committee, which will work together with Executive KMP and Management to apply our Remuneration Governance Framework (see below) and ensure our strategy supports sustainable shareholder value. Our remuneration framework moving forward has been designed to support our Purpose, Principles, Strategy and our long-term approach to creating value for our shareholders, customers and the community.

Membership of the Committee from 1 July 2022 comprised of the following and chaired by an independent NED as follows:

Alison Gaines	Independent Non-Executive Committee Chair
Frank Bierlein	Independent Non-Executive Committee Member

The Committee's Charter allows the Committee access to specialist external advice about remuneration structure and levels and is utilised periodically to support the remuneration decision making process.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

The Remuneration Governance Framework is summarised through the diagram below.

Blackstone Board

- - Overall Responsibility for the remuneration strategy and outcome for executives and non-executive directors
- - Reviews and approves recommendations for the Nomination and Remuneration Committee
- - Approves the appointment of the non-executive directors

Nomination Committee

a. Maintaining a Board that has an appropriate mix of skills and experience to be an effective decision-making body; and

b. Ensuring that the Board is comprised of Directors who contribute to the successful management of the Company and discharge their duties having regard to the law and the highest standards of corporate governance

People, Remuneration, Culture and Diversity Committee

- The Independent Chair of the Committee, non-executive and managing director, make recommendations to the Board on remuneration strategy, governance and policy for Executive KMP and Non-Executive Directors
- Key responsibilities of the Committee are as follows:
  a. In respect of its remuneration role
- The primary purpose of the Committee (in relation to its remuneration role) is to support and advise the Board in fulfilling its responsibilities to shareholders by:
  a. reviewing and approving the executive remuneration policy to enable the Company to attract and retain executives and Directors who will create value for shareholders;
  b. ensuring that the executive remuneration policy demonstrates a clear relationship between key director performance and remuneration;
  c. recommending to the Board the remuneration of executive and non-executive Directors;
  d. fairly and responsibly rewarding executives having regard to the performance of the Group, the performance of the executives and the prevailing remuneration expectations to the market;
  e. reviewing the Company's recruitment, retention and termination policies and procedures for senior management;
  f. reviewing and approving the remuneration of Director reports to the Managing Director, and as appropriate other senior executives; and
  g. reviewing and approving any equity based plans and other incentive schemes. The Remuneration Policy will guide the People, Remuneration, Culture and Diversity recommendations and the Board's adoptions of those recommendations.

Managing Director and Human Resources Manager

- Provides information to the People and Remuneration Committee for the Committee to recommend:
  1. Incentive targets and outcomes
  2. Remuneration Policy
  3. Short and Long-Term incentive participation eligibility
  4. Individual remuneration and contractual arrangements for executives

Independent External Advisors

- Provide external independent advice, information and recommendations relevant to remuneration decisions where required
- Throughout the year, the Board received benchmarking data on executive remnuerations to external providers

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

C. FY2023 Snapshot and Company Performance

The remuneration framework has been tailored to increase goal congruence between shareholders, directors and executives. This has previously been achieved by the issue of performance options to directors, executives and other key management personnel, at the discretion of the Board of Directors. The options issued under the Employee Incentive Scheme have been based on a mixture of short, medium and long-term incentive options. This structure rewarded executives for both short-term and long-term shareholder wealth development. The Company's performance in FY2023 is summarised below:

	30 June 2018	30 June 2019	30 June 2020	30 June 2021	30 June 2022	30 June 2023
Profit or Loss attributable to owners of Blackstone	(8,438,991)	(4,182,260)	(12,429,0731)	(15,880,279)	(31,938,577)	(32,152,210)
Group Profit or (Loss)	(8,438,991)	(4,182,260)	(12,429,073)	(17,179,625)	(35,542,567)	(34,483,662)
Share Price ($)	$0.175	$0.083	$0.185	$0.355	$0.180	$0.120
Market Capitalisation	$16,835,834	$23,347,156	$46,577,231	$117,800,427	$84,860,562	$56,842,669

* *comparative information has not been adjusted for the effects of adopting AASB 16 in 2020 and AASB 9 and 15 in 2019.*

FY2023 Remuneration Outcomes

During the year, the company issued 14,893,386 zero exercise price options ("ZEPOs"), consisting of short-term, long-term and retention options to KMP and employees under the Performance Rights and Option Plan. Included in this issue, was the issue of 5,647,533 short-term incentive ZEPOs and 5,697,568 long-term incentive ZEPOs issued to KMP. KMP did not participate in the retention tranche. 1,937,337 ZEPOs issued to Mitch Thomas included in this total were cancelled upon his resignation during the year.

These performance conditions were selected as they strongly correlate remuneration to outcomes key to executing on strategic objectives and achieving short-term and long-term goals of the company. To assess whether the performance conditions are satisfied, the Board and Executive Management assess results against the terms outlined in the vesting conditions.

The grant date for all options issued below to Mr Williamson was 25 November 2022. The grant date for all options issued to KMP below was 14 October 2022.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

C. FY2023 Snapshot and Company Performance (continued)

The terms of these options issued to KMP were as follows:

Short Term Incentives

Tranche	Vesting Conditions	Vesting date/First Exercise Date	Exercise Price	Expiry Date	Number of Options Issued to KMP FY 2023	Fair Value per Option	Total Fair Value	Share-based payment for KMP in Rem Report FY 2023
STI Tranche 1	• Zero fatalities at the Ta Khoa Project • Lost time injury frequency rate < 2 per annum. • Zero material reportable environmental, community or landholder incidents	30 Jun 23	$0.00	21 Oct 27	Mr Williamson 135,065 Mr Byrde 53,576 Mr Strickland 104,368	Mr Williamson $0.16 Mr Byrde $0.185 Mr Strickland $0.185	Mr Williamson $21,610 Mr Byrde $9,912 Mr Strickland $19,308	Mr Williamson $21,610 Mr Byrde $9,912 Mr Strickland $19,308
STI Tranche 2	• Executed binding agreements to deliver project (or part thereof); and • Relevant market announcement of binding partnership. • Agreement to fund Ta Khoa Refinery Project (TKR) (Downstream) (or proportional part thereof). Proportional award available	30 Jun 23	$0.00	21 Oct 27	Mr Williamson 270,130 Mr Byrde 107,152 Mr Strickland 208,736	Mr Williamson $0.16 Mr Byrde $0.185 Mr Strickland $0.185	Mr Williamson $43,221 Mr Byrde $19,823 Mr Strickland $38,616	Mr Williamson $- * Mr Byrde $- * Mr Strickland $- *
STI Tranche 3	• Successful completion of TKR Definitive Feasibility Study report delivered by end of FY 2023, on budget and approved by Board; and • Relevant market of successful completion of above activities. Proportional award available	30 Jun 23	$0.00	21 Oct 27	Mr Williamson 270,130 Mr Byrde 107,152 Mr Strickland 208,736	Mr Williamson $0.16 Mr Byrde $0.185 Mr Strickland $0.185	Mr Williamson $43,221 Mr Byrde $19,823 Mr Strickland $38,616	Mr Williamson $- *** Mr Byrde $14,867 *** Mr Strickland $28,962 ***
				Total STI ZEPOs issued to KMP*	**1,465,045**		**$254,150**	**$94,479**

* *The vesting conditions of STI Tranche 2 had not been met as at the 30 June 2023 measurement date, and therefore the options were cancelled following 30 June 2023. The accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

** *645,780 STI Options Issued to Mitch Thomas were cancelled upon his resignation during the year and have been excluded from the table.*

*** *The Board used its discretion to award 75% of STI Tranche 3 to employees only and did not apply to directors, based on the conditions assessed at 30 June 2023. The remaining 25% awarded were cancelled following 30 June 2023 and the accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

C. FY2023 Snapshot and Company Performance (continued)

Long Term Incentives

Tranche	Vesting Conditions	Vesting date/First Exercise Date	Exercise Price	Expiry Date	Number of Options Issued to KMP FY 2023	Fair Value per Option	Total Fair Value	Share-based payment for KMP in Rem Report FY 2023
LTI Tranche 1	If resource <30 % growth on reported resources then 0% vesting of incentives. If resource >31% and <50% then a 50% proportional vesting of incentives. If resource >50% then 100% vesting of incentives. Proportional award available Achieve a JORC compliant resource includes inferred, measured or indicated Nickel or metal equivalents reported in accordance with clause 50 of JORC code	30 Jun 25	$0.00	21 Oct 27	Mr Williamson 675,325 Mr Byrde 83,712 Mr Strickland 326,152	Mr Williamson $0.16 Mr Byrde $0.185 Mr Strickland $0.185	Mr Williamson $108,052 Mr Byrde $15,487 Mr Strickland $60,338	Mr Williamson $24,733 Mr Byrde $4,052 Mr Strickland $15,785
LTI Tranche 2	Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2022 to 30 June 2025 (the "Measurement Period")	30 Jun 25	$0.00	21 Oct 27	Mr Williamson 337,662 Mr Byrde 41,856 Mr Strickland 163,076	Mr Williamson $0.0962 Mr Byrde $0.1189 Mr Strickland $0.1189	Mr Williamson $32,483 Mr Byrde $4,977 Mr Strickland $19,390	Mr Williamson $7,435 Mr Byrde $1,302 Mr Strickland $5,073
LTI Tranche 3	Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2022 and 30 June 2025 of the selected peer group *	30 Jun 23	$0.00	3 Dec 26	Mr Williamson 337,662 Mr Byrde 41,856 Mr Strickland 163,076	Mr Williamson $0.0962 Mr Byrde $0.1189 Mr Strickland $0.1189	Mr Williamson $32,483 Mr Byrde $4,977 Mr Strickland $19,390	Mr Williamson $7,435 Mr Byrde $1,302 Mr Strickland $5,073
				Total LTI ZEPOs issued to KMP	**2,170,377**		**$297,577**	**$72,190**

* *Peer group selected for LTI Tranche 3: Ardea Resources Limited, Duketon Mining Limited, Azure Mining Limited, Cobalt Blue Holdings Limited, Sunrise Energy Metals Limited, Cannon Resources Limited, Nickel Search Limited, Widgie Nickel Limited, Poseidon Nickel Limited, Australia Mines Limited, Centaurus Metals Limited, Queensland Pacific Metals Limited, GME Resources Limited and Lunnon Metals Limited.*

** *807,224 LTI Options Issued to Mitch Thomas were cancelled upon his resignation during the year and have been excluded from the table.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

C. FY2023 Snapshot and Company Performance (continued)

The Managing Director, Scott Williamson received 675,325 Short Term Incentive zero exercise price options (consisting of 135,065 Tranche 1, 270,130 Tranche 2 and 270,130 Tranche 3 options) and 1,350,649 Long Term Incentive options (consisting of 675,325 Tranche 1, 337,662 Tranche 2 and 337,662 Tranche 3) under the above terms during the year. As at 30 June 2023, it was assessed that Tranche 1 of the STI options had vested.

Ms Gaines received 212,465 service rights in lieu of committee fees as approved by shareholders on 29 November 2021 at the AGM. The service rights represent committee fees that would otherwise be payable to Ms Gaines in cash for each of the three year periods between 30 June 2021 and 30 June 2024. The services rights issues were as follows:

- 70,821 service rights in lieu of $25,000 annual committee fees for FY 2022
- 70,821 service rights in lieu of $25,000 annual committee fees for FY 2023
- 70,821 service rights in lieu of $25,000 annual committee fees for FY 2024

The service rights were issued using a deemed issue price equal of $0.353, which is the volume weighted average price of the shares over the 30 consecutive trading days ending 30 June 2021. The issuance of these rights was selected as a replacement for cash remuneration of the same value and therefore no further performance conditions were attached.

The value presented in subsection G Details of Remuneration represents the fair value of the rights on grant date amortised over the vesting periods as required under AASB 2 Share-based payments. The fair value of $0.57 per right corresponds with a grant date of 29 November 2021. The full fair value as at grant date to be amortised over the vesting periods is $121,105.

It is worth noting that in the FY2023 remuneration framework and moving forward, the STI and LTI awards to KMPs will continued to be structured in a manner that consists of explicit performance measures, as well as a service condition.

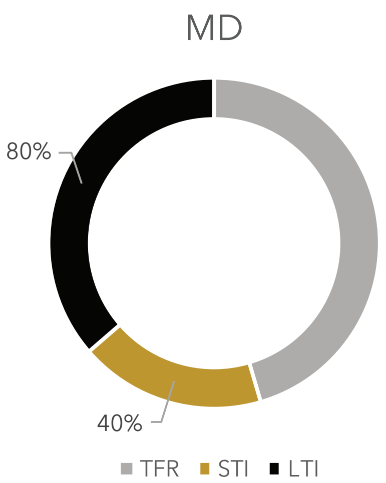
12. REMUNERATION REPORT (AUDITED) (CONTINUED)

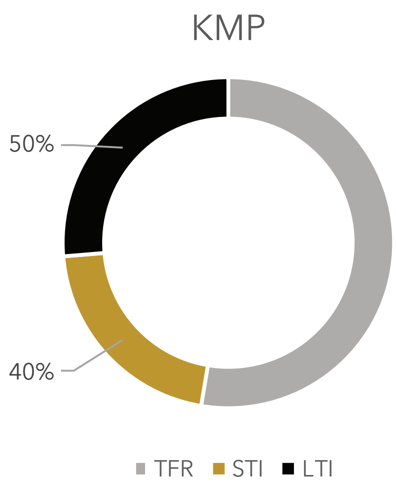
D. FY2023 Executive Remuneration Policy and Framework

The Board reviewed and updated the remuneration framework for FY2023. The Board has sought to ensure that the framework is fit for purpose and aligns with shareholder value creation. It is the Board's intention that this remuneration framework will set the platform for the remuneration moving forward, with the Board committed to continuing to review and improve the framework on an annual basis. The remuneration framework features the following:

Remuneration Mix

The percentages provided here are presented as a percentage of Total Fixed Remuneration (TFR).





FY2022 Incentive award features

Short-Term Incentive (STI)

- Annual Grant
- Award provided 100% in equity through Zero Exercise Priced Options
- 12-month performance period
- 100% of award to KMPs subject to 12-month restriction on sale of underlying shares

Long-Term Incentive (LTI)

- Annual Grant
- Award provided 100% in equity through Zero Exercise Priced Options
- 3-year performance period
- As part of the awards, there will be a trance that will include a requirement for there to be zero workplace fatalities at the Company's premises or operational sites

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

D. FY2023 Executive Remuneration Policy and Framework (continued)

The remuneration policy of Blackstone Minerals Limited has always been designed to best align executives' objectives with shareholder and business objectives by providing both fixed and variable remuneration components which are assessed on an annual basis. By providing components of remuneration that are indirectly linked to share price appreciation (in the form of options and rights), executive, business and shareholder objectives have been strongly aligned. FY 2023 included grants of STI and LTI awards to executives.

The Board of Blackstone believes the remuneration framework in place for FY2023 acted appropriately and effectively in its ability to attract, motivate and retain key talent to run and manage the Company, as well as create alignment between Company and shareholder value creation.

In determining competitive remuneration rates, the Board review local and international trends among comparative companies and industry generally. Independent, external benchmarking data is used as one of a number of factors such as the surrounding market conditions and sentiment, the trajectory of the Company's growth, strategic objectives, competency and skillset of individuals, scarcity of talent, changes in role complexities and geographical spread of the Company to ensure that the Company's remuneration levels are competitive amongst market peers. These ongoing reviews are performed to confirm that the executive remuneration framework is in line with market practice and is reasonable in the context of Australian executive reward practices.

The Board also ensures that the mix of executive compensation between fixed and variable, long-term awards is appropriate as well as cash versus equity levels. The Company endeavours to reduce cash expenditure by providing a greater proportion of compensation in the form of equity instruments. This allows cash-flows to be directed towards exploration programs with a view to improving the quality of our projects.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

D. FY2023 Executive Remuneration Policy and Framework (continued)

Total Fixed Remuneration

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, is reviewed annually by the People, Remuneration, Culture and Diversity Committee on behalf of the Board. This is based on individual responsibility and contribution, the overall performance of the consolidated entity and comparable market remuneration taking into account the scale of the Company's business and responsibilities. Executives may receive their fixed remuneration in the form of cash and other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to Blackstone and provides additional value to the Executive.

There were no increases in TFR in FY2023, unless relating to change in roles and increases in statutory superannuation rates.

Incumbent	Position	FY2022 TFR [A]	FY2023 TFR [B]	% Change in TFR from FY2022 to FY2023
S Williamson	Managing Director	$390,000	$390,000	0%
J Byrde	Chief Financial Officer	–	$124,600 [C]	100% [C]
	Company Secretary	$154,700	$155,400 [C]	0.45%
A Strickland	Executive	$300,000 [D]	$301,363	0.45%

A *Includes superannuation of 10%, which was effective from 1 July 2021 (previously 9.5%).*

B *Includes superannuation of 10.5%, which was effective from 1 July 2022 (previously 10%).*

C *Following the resignation of Mr Thomas on 3 March 2023, Mr Byrde was temporarily-appointed as Chief Financial Officer and Company Secretary, and his remuneration was increased to $280,000 including superannuation.*

D *Mr Strickland's agreement increased from $220,000 to $300,000 including superannuation on 1 July 2021. Mr Strickland's role changed to Executive effective 14 February 2022 (Previously Head of Project Development 29 October 2020 to 13 February 2022).*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

D. FY2023 Executive Remuneration Policy and Framework (continued)

During the year, there were STI and LTI awards granted to Executives on the terms noted under section 12 (D) of the Remuneration Report above.

How is the award delivered?	The award is delivered through the issue of ZEPOs under the Employment Performance Rights and Option Plan.
How often are awards made and was an award made in FY2023	At the Board's discretion or within six months of commencement of a new employee. In FY2023, a plan was finalised which involved annual grants of STI and LTI's for key management personnel.
What is the quantum of the award and what allocation methodology is used?	1,465,045 STI ZEPOs and 2,170,377 LTI ZEPOs issued to KMP with an exercise price of $0.00, expiring on 27 October 2025.
What are the performance conditions?	**STI Tranche 1** • Zero fatalities at the Ta Khoa Project. • Lost time injury frequency rate< 2 per annum. • Zero material reportable environmental, community or landholder incidents. **STI Tranche 2** • Executed binding agreements to deliver project (or part thereof); and • Relevant market announcement of binding partnership. • Agreement to fund Ta Khoa Refinery Project (TKR) (Downstream) (or proportional part thereof). Proportional award available **STI Tranche 3** • Successful completion of TKR Definitive Feasibility Study report delivered by end of FY 2023, on budget and approved by Board; and • Relevant market of successful completion of above activities. Proportional award available **LTI Tranche 1** If resource <30 % growth on reported resources then 0% vesting of incentives. If resource >31% and <50% then a 50% proportional vesting of incentives. If resource >50% then 100% vesting of incentives. Proportional award available **LTI Tranche 2** Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2022 to 30 June 2025 (the "Measurement Period") **LTI Tranche 3** Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2022 and 30 June 2025 of the selected peer group.
Why were the performance conditions selected?	For options with performance conditions, these conditions were selected as they strongly correlate remuneration to outcomes key to executing on strategic objectives and achieving short-term and long-term goals of the company.
What is the performance period?	**STI** – from issue date to vesting date 30 June 2023 **LTI** – from issue date to the end of the measurement period

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

D. FY2023 Executive Remuneration Policy and Framework (continued)

What happens to Performance Rights granted under the LTI Plan when an Executive ceases employment?	Where a participant ceases employment defined by the Group as resignation or termination for cause, any unvested options are forfeited, unless otherwise determined by the Board. Where a participant ceases employment for any other reason, unvested options will continue "on-foot" and will vest at the end of the original vesting period. Note that the Plan Rules provide the Board with discretion to determine that a different treatment should apply at the time of cessation, if applicable.
Malus/Clawback provisions	In the event of fraud, dishonest conduct or breach of duty or obligation owed to the Company by the participant, the Board has the discretion to lapse all unvested options.
What happens in the event of a change in control?	A change of control occurs where, as a result of any event or transaction, a new person or entity becomes entitled to a significant percentage of shares in the Group. • In the event of a 50% change of control of the Group, all unvested Options will vest in full, and Options will be exercisable until the end of the original exercise period, subject to the Board determining that an alternative treatment should apply. • Where a transaction or event occurs, other than a 50% Change of Control, that in the opinion of the Board should be treated as a change of control for the purposes of the Plan, the Board can determine the appropriate treatment of unvested Options. With respect to vested options these would convert into shares of the acquiring Company.

Service Agreements

Blackstone Minerals Limited

Executive KMP	Company	Position	Contract duration	Notice Period	Termination payments in lieu of notice
S Williamson	Blackstone Minerals Limited	Managing Director	Unlimited	3 months	Up to 3 months fully paid
J Byrde	Blackstone Minerals Limited	Company Secretary	Unlimited	3 months	Up to 3 months fully paid
		Chief Financial Officer	6 months	1 months	Statutory
A Strickland	Blackstone Minerals Limited	Executive	Unlimited	3 months	Up to 3 months fully paid

Codrus Minerals Limited

Executive KMP	Company	Position	Contract duration	Notice Period	Termination payments in lieu of notice
J Byrde	Blackstone Minerals Limited	Company Secretary	Unlimited	3 months	Up to 3 months fully paid

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

E. Non-Executive Director Remuneration

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Fees for Non-Executive Directors are not linked to the performance of the group.

In determining competitive remuneration rates, the Board review local and international trends among comparative companies and industry generally.

Typically, Blackstone will compare Non-Executive Remuneration to companies with similar market capitalisations in the exploration and resource development sector. These ongoing reviews are performed to confirm that Non-Executive remuneration is in line with market practice and is reasonable in the context of Australian executive reward practices.

Further to ongoing reviews, the maximum aggregate amount of fees that can be paid to non-executive directors is $500,000.

Board fees for FY2023 are as below (inclusive of superannuation):

Board fees		FY22	FY23
Chairman		$140,000	$150,000
Non-Executive Director		$77,000	$77,000
Committee fees			
Audit, Risk and Environment, Social and Governance Committee	Chair	$15,000	$15,000
	Member	-	$7,500
People, Remuneration, Culture and Diversity Committee	Chair	$12,000	$15,000
	Member	$6,000	-
Nomination Committee	Chair	-	-
	Member	$8,000	$7,500
Technical Committee	Chair	-	$15,000
	Member	-	$7,500

F. Voting and comments made up at the company's 2022 Annual General Meeting

The Remuneration Report for the financial year ended 30 June 2022 received positive shareholder support at the 2022 AGM with a vote of 99.12% in favour (2021: 99.91%).

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

G. Details of Remuneration

Details of the remuneration of the Directors and key management personnel of the group of Blackstone Minerals Limited are set out in the following table for the year ending 30 June 2023. There have been no changes to the below named key management personnel since the end of the reporting year unless otherwise noted.

	Short-Term							
	Cash Salary & Fees ($)	Incentives ($)	Consulting Fees ($)	Leave Entitlements ($)	Other Amounts [D] ($)	Super-annuation ($)	Share Based Payments - Options & Service Rights [E] ($)	Total ($)
2023								
Blackstone Minerals Limited								
Non-Executive Directors								
Mr H Halliday	77,000	-	73,000	-	3,750	-	-	153,750
Mr H Jung [A]	-	-	-	-	3,750	-	-	3,750
Ms A Gaines	80,000	-	-	-	3,750	8,400	33,668	125,818
Dr F Bierlein	82,844	-	-	-	3,750	8,699	-	95,293
Mr D Lougher [B]	58,882	-	-	-	3,750	6,183	-	68,815
Executive Directors								
Mr S Williamson	362,500	-	-	55,208	3,750	27,477	126,151	575,086
Other Key Management Personnel								
Mr M Thomas [C]	231,344	-	-	-	3,750	23,171	-	258,265
Mr J Byrde [G]	266,362	-	-	(14,099) [F]	9,034	27,968	61,567	350,832
Mr A Strickland	272,727	-	-	26,842	-	28,636	98,575	426,780
Total Group Remuneration	1,431,659	-	73,000	67,951	35,284	130,534	319,961	2,058,389

A *Mr Jung resigned from Blackstone Minerals Limited on 25 November 2022. Mr Hung's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Mr Lougher was appointed on 26 October 2022.*

C *Mr Thomas appointed as CFO on 11 July 2022 and resigned from Blackstone Minerals Limited on 3 March 2023. Mr Thomas's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date. All STI and LTI ZEPOs issued to Mr Thomas during the year were forfeited and cancelled following his resignation.*

D *Represents allocation of value of Director and Officer insurance applied within the Group.*

E *The fair value of the options is calculated based on the fair value at grant using a Black-Scholes model. The amounts recognised in remuneration represent only the amortisation of grant date fair value relevant to the current period based on the vesting date. Refer to Note 28 for further details of options issued during the June 2023 financial year.*

F *Following the appointment of Mr Thomas as CFO on 11 July 2022, Mr Byrde's role changed to Company Secretary only, and a portion of his leave was paid out prior to the role change. Mr Byrde was re-appointed as CFO and Company Secretary on 3 March 2023.*

G *Balances include remuneration received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR). The amounts included were as follows:*

Remuneration received as Board members of Codrus Minerals Limited								
Non-Executive Directors								
Mr J Byrde	60,000	-	-	-	5,284	6,300	-	71,584

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

G. Details of Remuneration (continued)

	Short-Term							
	Cash Salary & Fees ($)	Incentives ($)	Consulting Fees ($)	Leave Entitlements ($)	Other Amounts [D] ($)	Super-annuation ($)	Share Based Payments - Options & Service Rights [C] ($)	Total ($)
2022								
Blackstone Minerals Limited								
Non-Executive Directors								
Mr H Halliday	67,203	-	69,166	-	4,286	-	-	140,655
Mr A Radonjic [A, F]	34,424	-	17,654	-	10,891	3,443	-	66,412
Mr H Jung	65,000	-	-	-	4,286	-	-	69,286
Ms A Gaines	80,000	-	-	-	4,286	8,000	73,944 [E]	166,230
Dr F Bierlein [B]	42,808	-	-	-	4,286	4,281	-	51,375
Executive Directors								
Mr S Williamson	360,939	-	-	41,250	4,286	27,500	182,892	616,867
Other Key Management Personnel								
Mr J Byrde [F]	220,434	-	-	16,757	10,891	22,043	48,173	318,298
Mr A Strickland	271,328	-	-	16,629	-	27,133	217,524	532,614
Total Group Remuneration	1,142,136	-	86,820	74,636	43,212	92,400	522,533	1,961,737

A *Mr Radonjic resigned from Blackstone Minerals Limited on 12 November 2021. Mr Radonjic's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Dr Bierlein was appointed on 12 November 2021.*

C *The fair value of the options is calculated based on the fair value at grant using a Black-Scholes model. The amounts recognised in remuneration represent only the amortisation of grant date fair value relevant to the current period based on the vesting date. Refer to Note 29 for further details of options issued during the June 2022 financial year.*

D *Represents allocation of value of Director and Officer insurance applied within the Group.*

E *Represents performance rights issued in lieu of committee fees totalling $75,000 (being $25,000 for three years), The value presented represented the fair value of the rights on grate date amortised over the vesting periods as required under AASB 2 Share-based payments.*

F *Balances include remuneration received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR). The amounts included were as follows:*

Remuneration received as Board members of Codrus Minerals Limited

Non-Executive Directors								
Mr A Radonjic	15,385	-	-	-	6,605	1,539	-	23,529
Mr J Byrde	60,000	-	-	-	6,605	6,000	-	72,605

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

H. Details of Share Based Payments and Bonuses

There were no cash bonuses issued or paid during the year.

Options are issued to directors, executives and other key management personnel of Blackstone Minerals Limited as part of their remuneration. The options are issued based on performance criteria set by the Board to increase goal congruence between executives, directors, other key management personnel and shareholders.

Further details of options issued to Directors and key management personnel are as follows:

	Granted	Total Fair Value on Grant Date of Options and Service Rights Granted in FY 2023	Options and Service Rights Granted as Part of Remuneration [F]	Total Remuneration Represented by Options and Service Rights	Vested and Exercised	Other changes	Lapsed/ Forfeited
	No.	$	$	%	No.	No.	No.
2023							
Directors of Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	-	-	-	-	-	-	-
Mr H Jung [A]	-	-	-	-	-	-	-
Ms A Gaines	-	-	33,668 [G]	26.8%	-	-	-
Dr F Bierlein	-	-	-	-	-	-	-
Mr D Lougher [B]	-	-	-	-	-	-	-
Executive Director							
Mr S Williamson	2,025,974	281,070	126,151 [D]	21.9%	-	-	220,963 [J]
Other Key Management Personnel							
Mr M Thomas [C]	1,937,337	-	-	-	-	-	1,937,337
Mr J Byrde	602,728	105,971	61,567 [D]	17.5%	300,000 [H]	-	83,853 [J]
Mr A Strickland	1,174,144	195,658	98,575 [D]	23.1%	500,000 [I]	-	169,972 [J]
Share based payments and Bonuses as Board members of Codrus Minerals Limited [E]							
Mr J Byrde	-	-	-	-	-	-	-

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

A *Mr Jung resigned from Blackstone Minerals Limited on 25 November 2022. Mr Hung's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Mr Lougher was appointed on 26 October 2022.*

C *Mr Thomas appointed as CFO on 11 July 2022 and resigned from Blackstone Minerals Limited on 3 March 2023. Mr Thomas's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date. All of the STI and LTI ZEPOs issued to Mr Thomas during the year were forfeited and cancelled following his resignation.*

D *Includes remuneration represented by options granted in prior year where fair value amounts have amortised into the current period.*

E *Represents share-based payments and bonuses received by Blackstone Board members in the capacity of being a Board member of the consolidated subsidiary, Codrus Minerals Limited (ASX: CDR).*

F *The fair value of the options is calculated at the date of grant using a Black-Scholes model. Refer to Note 28 for further details of options issued during the June 2023 financial year.*

G *Represents performance rights issued in lieu of committee fees totalling $75,000 (being $25,000 for three years), which are being amortised over the three year period. The value disclosed above represents the value of these rights recognised in the current year.*

H *The intrinsic fair value of the 300,000 options exercised by Mr Byrde on 12 August 2022 was $83,700 net of costs to exercise.*

I *The intrinsic fair value of the 500,000 options exercised by Mr Strickland on 12 August 2022 on 12 August 2022 was $139,500 net of costs to exercise.*

J *The Board assessed that the vesting conditions of STI Tranche 2 issued during the year had not been met at the 30 June 2023 measurement date. STI Tranche 3 was awarded 75% at Board's direction to employees. Therefore Tranche 2 and 25% of Tranche 3 were forfeited and cancelled after 30 June 2023.*

I. Equity instruments held by key management personnel

The tables below show the number of:

i. options and performance rights over ordinary shares in the Company, and
ii. shares held in the Company that were held during the year by key management personnel of the group, including their close family members and entities related to them.

There were no shares granted during the reporting year as compensation.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

I. Equity instruments held by key management personnel (continued)

i. Option and rights holdings

	Balance at start of the year	Granted as remuneration	Exercised	Other changes	Balance on Date individual ceases to be a KMP	Balance at end of the year	Vested and Exercisable
2023							
Directors of Blackstone Minerals Limited							
Non-Executive Directors							
Mr H Halliday	–	–	–	–	–	–	–
Mr H Jung [A]	–	–	–	–	–	–	–
Ms A Gaines	212,465	–	–	–	–	212,465	141,644 [E]
Dr F Bierlein	–	–	–	–	–	–	–
Mr D Lougher [B]	–	–	–	–	–	–	–
Executive Director							
Mr S Williamson	1,325,780	2,025,974	–	(220,963) [I]	–	3,130,791	356,027 [F]
Other Key Management Personnel							
Mr M Thomas [C]	–	1,937,337	–	(1,937,337)	–	–	–
Mr J Byrde	677,335	602,728	(300,000)	(83,853) [I]	–	896,210	137,428 [G]
Mr A Strickland	1,764,874	1,174,144	(500,000)	(169,972) [I]	–	2,269,046	274,340 [H]
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [D]							
Mr J Byrde	2,000,000	–	–	100,000 [J]	–	2,100,000	2,100,000

A *Mr Jung resigned from Blackstone Minerals Limited on 25 November 2022. Mr Hung's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Mr Lougher was appointed on 26 October 2022.*

C *Mr Thomas appointed as CFO on 11 July 2022 and resigned from Blackstone Minerals Limited on 3 March 2023. Mr Thomas's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date. All of the STI and LTI ZEPOs issued to Mr Thomas during the year were forfeited and cancelled following his resignation.*

D *Represents subsidiary equity instruments held by Blackstone Board members in subsidiaries in their capacity of being a Board member of Codrus Minerals Limited (ASX: CDR).*

E *Balance represents Class A service rights which vested on 30 June 2022 and Class B service rights which vested on 30 June 2023.*

F *Balance represents FY2022 STI Tranches 1 & 3 which vested on 30 June 2022 consisting of 88,385 ZEPOs for STI Tranche 1 and 132,577 for STI Tranche 3, and FY2023 STI Tranche 1 which vested on 30 June 2023 consisting of 135,065 ZEPOs.*

G *Balance represents FY2022 STI Tranches 1 & 3 consisting of 41,926 ZEPOs for STI Tranche 1 and 41,926 for STI Tranche 3, and FY2023 STI Tranche 1 which vested on 30 June 2023 consisting of 53,576 ZEPOs.*

H *Balance represents FY2022 STI Tranches 1 & 3 consisting of 84,986 ZEPOs for STI Tranche 1 and 84,986 for STI Tranche 3, and FY2023 STI Tranche 1 which vested on 30 June 2023 consisting of 104,368 ZEPOs.*

I *Balance represents FY2022 STI Tranche 2 which did not vest at the 30 June 2022 measurement period, and were cancelled 12 August 2022.*

J *Participation in CDR Loyalty Option Entitlement Offer.*

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

I. Equity instruments held by key management personnel (continued)

ii. Share holdings

The number of shares in the Company held during the financial year by each Director of Blackstone Minerals Limited and other key management personnel of the group, including their personally related parties, are set out below. There were no shares granted during the year as compensation.

	Balance at start of the year or on appointment	Received on exercise of options and performance shares	Other changes	Balance on Date individual ceases to be a KMP	Balance at end of the year
30 June 2023					
Directors of Blackstone Minerals Limited					
Non-Executive Directors					
Mr H Halliday	11,481,383	-	-	-	11,481,383
Mr S Williamson	8,200,000	-	-	-	8,200,000
Mr H Jung [A]	-	-	-	-	-
Ms A Gaines	-	-	-	-	-
Dr F Bierlein	-	-	-	-	-
Mr D Lougher [B]	-	-	-	-	-
Other Key management personnel					
Mr M Thomas [C]	-	-	-	-	-
Mr J Byrde	300,000	300,000	-	-	600,000
Mr A Strickland	-	500,000	(39,511)	-	460,489
Equity instruments held by key management personnel as Board members of Codrus Minerals Limited [D]					
Mr J Byrde	200,000	-	-	-	200,000

A *Mr Jung resigned from Blackstone Minerals Limited on 25 November 2022. Mr Hung's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

B *Mr Lougher was appointed on 26 October 2022.*

C *Mr Thomas appointed as CFO on 11 July 2022 and resigned from Blackstone Minerals Limited on 3 March 2023. Mr Thomas's remuneration within the Group is disclosed up to this date as he was no longer a KMP of Blackstone following this date.*

D *Represents subsidiary equity instruments held by Blackstone Board members in subsidiaries in their capacity of being a Board member of Codrus Minerals Limited (ASX: CDR).*

J. Loans to key management personnel

There were no loans made to Directors and other key management personnel of the group, including their close family members.

12. REMUNERATION REPORT (AUDITED) (CONTINUED)

K. Other transactions with key management personnel

Mr Radonjic is a Director of Venture Minerals Limited which shares office and administration service costs on normal commercial terms and conditions. Mr Radonjic resigned as Non-Executive Director of Blackstone Minerals Limited on 12 November 2021.

Mr Halliday was a Non-Executive Director of Venture Minerals Limited until 26 November 2021, which shares either office and administration service costs on normal commercial terms and conditions. Following this date, Venture Minerals Limited was no longer considered a related party.

Aggregate amounts of each of the above types of other transactions with key management personnel of Blackstone Minerals Limited:

		2023 $	2022 $
(i)	Recharges to entities with joint KMP Recharge of rent and shared office costs Recharges to Venture Minerals Limited	-	170,167
(ii)	Purchases from entities with joint KMP Shared office costs and other supplier services on arms' length terms: Payments to Venture Minerals Limited	-	10,908
(iii)	Balances outstanding to entities with joint KMP Venture Minerals Limited	-	-

L. Use of Remuneration advisors

The Remuneration Committee approved the engagement of BDO Remuneration and Reward Pty Ltd (BDO) to undertake Board, Executive, Key Management Personnel (KMP) and Employees salary benchmarking against its peers and establishing a structured remuneration framework with an equity incentive plan to reward, incentivise, attract and retain high calibre people to the business.

The remuneration recommendations were provided to the Committee as an input into decision making only. Both BDO and the Remuneration Committee are satisfied the advice received from BDO is free from undue influence from the KMP to whom the remuneration recommendations apply. The Remuneration Committee considered the recommendations, along with other factors, in making its remuneration decisions.

The Company paid BDO $Nil for the work performed and recommendations provided in FY 2023 (2022: 7,250).

End of remuneration report

13. SHARES UNDER OPTION

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

Date options issued	Expiry Date	Exercise Price	Number under Option
21 Aug 2020/11 Nov 2020	20 August 2025	$0.001	1,150,000
21 Feb 2020/16 Oct 2020	20 February 2025	$0.001	600,000
3 Dec 2021	3 December 2026	$0.001	572,094
3 Dec 2021	3 December 2026	$0.000	2,441,005
3 Dec 2021	3 December 2026	$0.000	273,937
23 Dec 2021	3 December 2026	$0.000	212,465
8 Jul 2022	7 July 2025	$0.280	6,000,000
21 Oct 2022/2 Dec 2022	27 October 2027	$0.000	5,001,753
21 Oct 2022/2 Dec 2022	27 October 2027	$0.000	4,890,344
21 Oct 2022/2 Dec 2022	27 October 2027	$0.000	3,063,951
			24,205,549

No option holder has any right under the options to participate in any other share issue of the Company or any other entity.

14. INSURANCE OF DIRECTORS AND OFFICERS

During or since the financial year, the Company has paid premiums of $30,000 (2022: $30,000) in respect of a contract insuring all the directors of Blackstone Minerals Limited against legal costs incurred in defending proceedings for civil or criminal conduct other than:

a. A wilful breach of duty
b. A contravention of sections 182 or 183 of the Corporations Act 2001, as permitted by section 199B of the Corporations Act 2001

The Company has agreed to indemnify all the Directors and Executive officers for any breach of environmental or discrimination laws by the Company for which they may be held personally liable.

15. INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young Australia during or since the financial year.

16. MEETINGS OF DIRECTORS

The number of Directors' meetings (including committees) held during the year that each Director who held office during the financial year were eligible to attend and the number of meetings attended by each Director was:

FY 2023	Full meetings of Directors		People, Remuneration, Culture and Diversity Committee		Audit, Risk and ESG Committee		Nomination Committee		Technical Committee	
Director	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended	Number of Meetings Eligible	Meetings Attended
Mr H Halliday	9	9	1	1	2	2	1	1	3	3
Mr S Williamson	9	9	2	2	-	-	1	1	1	1
Mr H Jung [A]	2	-	-	-	-	-	-	-	-	-
Ms A Gaines	9	9	3	3	2	2	1	1	-	-
Dr F Bierlein	9	9	3	3	2	2	-	-	3	3
Mr D Lougher [B]	7	7	-	-	1	1	-	-	3	3

A *Mr Jung resigned from Blackstone Minerals Limited on 24 November 2022.*

B *Mr Lougher was appointed on 26 October 2022.*

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

17. ENVIRONMENTAL REGULATION AND PERFORMANCE

Blackstone is committed to ensuring compliance with environmental laws and minimising the environmental impacts of its exploration and operation of the Ta Khoa Project in Vietnam, with an appropriate focus placed on compliance with environmental regulations.

No material breaches have occurred or have been notified by any Government agencies during the year ended 30 June 2023.

18. AUDITOR'S INDEPENDENCE DECLARATION & NON-ASSURANCE SERVICES

The lead auditor's independence declaration for the year ended 30 June 2023 has been received and can be found on page 63 of the Directors' report.

The Company engaged Ernst & Young Australia to assist with preparation and lodgement of FY 2022 R&D Tax at a fee of $114,167 (2022: $68,138 for FY2021 lodgement). The Board of Directors has considered the position and are satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

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

Signed in accordance with a resolution of the Board of Directors.

Scott Williamson
Managing Director

Perth, Western Australia, 29 September 2023

Competent Persons Statement

Reporting of Exploration Results

No new Exploration Results are contained in this report. Information in this report that refers to Exploration Results is based on information previously disclosed. The Information in this report that relates to previous exploration results is extracted from previous ASX announcements, published on 21 November 2022 "Ta Khoa Drilling Update" and 21 September 2022 "Nickel Sulfides confirmed at Gold bridge and Twilight Projects, Canada".

Estimation and Reporting of Mineral Resources – Ta Khoa Nickel Project

No new Mineral Resource information is contained in this report. Information in this report which refers to Mineral Resources for the Ban Phuc, Ban Khoa, Ban Chang and King Snake Prospects is taken from the company's initial ASX disclosure dated 23 December 2021 - Ta Khoa Mineral Resource Update, found at www.blackstoneminerals.com.au.

Reporting of Ore Reserves

No new Ore Reserve information is contained in this report. Information in this report which refers to Ore Reserves for the Ban Phuc Disseminated Prospect is taken from the company's initial ASX disclosure dated 28 February 2022 – "Blackstone Completes PFS at Ta Khoa Nickel Project" - found at www.blackstoneminerals.com.au.

Blackstone Minerals owns 90% of the tenure owner – Ban Phuc Nickel Mines of Vietnam.

No New Information or Data

The Company confirms that it is not aware of any new information or data that materially affects the information including in the original market announcements or the information on this page, and in the case of estimates of Mineral Resources and Ore Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed.

The Company confirms that the form and context in which the Competent Persons' finding are presented have not been materially modified from the original market announcements.

Mining Centre	Indicated Resources															Inferred Resources														
	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)	Mt	Ni (%)	NiEQ (%)	Cu (%)	Co (%)	Au (g/t)	Pd (g/t)	Pt (g/t)	Ni (kt)	NiEQ (kt)	Cu (t)	Co (t)	Au (kOz)	Pd (kOz)	Pt (kOz)
Ban Phuc (DSS)																														
Oxide	**4**	**0.54**	**0.64**	0.07	0.01	0.02	0.07	0.07	**23**	**27**	3.1	0.5	2.9	10	9.3	**8**	**0.36**	**0.41**	0.02	0.01	0.01	0.03	0.03	**28**	**31**	1.6	0.7	2.4	8.2	8.5
Transitional	**6**	**0.47**	**0.55**	0.05	0.01	0.02	0.06	0.06	**29**	**34**	3.3	0.7	3.5	13	12	**4**	**0.34**	**0.39**	0.02	0.01	0.01	0.03	0.03	**13**	**15**	0.6	0.3	1.2	3.9	4.1
Fresh	**91**	**0.36**	**0.42**	0.02	0.01	0.01	0.05	0.04	**331**	**384**	21	9.2	36	137	124	**10**	**0.29**	**0.33**	0.01	0.01	0.01	0.02	0.02	**28**	**32**	0.6	0.8	2.2	6.2	6.9
Ban Phuc total	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**21**	**0.33**	**0.37**	**0.01**	**0.01**	**0.01**	**0.03**	**0.03**	**69**	**78**	**2.8**	**1.9**	**5.9**	**18.3**	**19**
Ban Khoa (DSS)																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.2**	**0.33**	**0.41**	0.05	0.01	0.01	0.06	0.06	**0.8**	**1.0**	0.1	0.0	0.1	0.4	0.4
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.1**	**0.33**	**0.40**	0.05	0.01	0.01	0.04	0.04	**0.3**	**0.4**	0.0	0.0	0.0	0.1	0.1
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**5.9**	**0.31**	**0.38**	0.05	0.01	0.01	0.04	0.04	**19**	**23**	2.8	0.8	2.0	7.8	7.8
Ban Khoa total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**6.2**	**0.31**	**0.39**	**0.05**	**0.01**	**0.01**	**0.04**	**0.04**	**20**	**24**	**2.9**	**0.8**	**2.1**	**8.4**	**8.4**
Sub-total - DSS	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**27**	**0.32**	**0.37**	**0.02**	**0.01**	**0.01**	**0.03**	**0.03**	**88**	**101**	**5.7**	**2.7**	**8.0**	**27**	**28**
Ban Chang (MSV)																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.01**	**0.88**	**1.46**	0.55	0.05	0.05	0.22	0.20	**0.1**	**0.2**	0.1	0.0	0.0	0.1	0.1
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.04**	**0.91**	**1.51**	0.54	0.06	0.05	0.25	0.23	**0.4**	**0.6**	0.2	0.0	0.1	0.3	0.3
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.6**	**1.20**	**2.00**	0.73	0.07	0.05	0.36	0.30	**7.8**	**13**	4.8	0.5	1.1	7.5	6.2
Ban Chang total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.70**	**1.18**	**1.96**	**0.72**	**0.07**	**0.05**	**0.35**	**0.29**	**8.3**	**14**	**5.1**	**0.5**	**1.2**	**8.0**	**6.6**
King Snake (MSV)																														
Oxide	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.002**	**1.00**	**1.72**	0.51	0.04	0.16	0.46	0.70	**0.0**	**0.0**	0.0	0.0	0.0	0.0	0.0
Transitional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.01**	**1.05**	**1.92**	0.64	0.04	0.12	0.60	0.98	**0.1**	**0.3**	0.1	0.0	0.1	0.3	0.4
Fresh	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.4**	**1.30**	**2.40**	0.82	0.05	0.14	0.74	1.28	**5.3**	**9.8**	3.4	0.2	1.8	9.7	16.8
King Snake total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**0.43**	**1.29**	**2.38**	**0.82**	**0.05**	**0.14**	**0.73**	**1.27**	**5.5**	**10.1**	**3.5**	**0.2**	**1.9**	**10.0**	**17.3**
Subtotal - MSV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**1.1**	**1.22**	**2.12**	**0.76**	**0.06**	**0.08**	**0.49**	**0.66**	**14**	**24**	**8.5**	**0.7**	**3**	**18**	**24**
Ta Khoa Total	**102**	**0.38**	**0.44**	**0.03**	**0.01**	**0.01**	**0.05**	**0.04**	**383**	**445**	**27**	**10**	**42**	**159**	**145**	**28**	**0.36**	**0.44**	**0.05**	**0.01**	**0.01**	**0.05**	**0.06**	**102**	**126**	**14**	**3**	**11**	**45**	**52**

Table 1 – Blackstone Minerals - Mineral Resource Statement (June 30, 2022)

Notes:

1. *JORC (2012) disclosure for this Mineral Resource Estimate can be found on the company's website (December 23rd, 2021).*
2. *Drilling conducted after October 2021 will be included in new Mineral Resource Estimates planned for late 2022. The new information relates to infill drilling and is not expected the result in changes to the current estimates.*
3. *Some numerical differences may occur due to rounding.*
4. *The resource reporting lower cut-off grades have changed from the previous 2020 Mineral Resource:*
    a. *Cut-off grade reporting lower limit:*
        i. *DSS: Ban Phuc, Oxide & Transitional = 0.30% Ni, Fresh = 0.25% Ni – previously reported at 0.30% Ni for all material types*
        ii. *MSV: Ban Chang & King Snake = 0.70% Ni – MSV's not previously reported by Blackstone Minerals*
5. *Nickel Equivalent calculations are:*
    a. *Ban Phuc Ni Eq (%) = Ni (%) + 0.270 x Cu (%) + 2.76 x Co (%) + 0.336 x Pd (g/t) + 0.139 x Pt (g/t) + 0.190 x Au (g/t)*
    b. *Ban Khoa Ni Eq (%) = Ni (%) + 0.517 x Cu (%) + 1.95 x Co (%) + 0.314 x Pd (g/t) + 0.129 x Pt (g/t) + 0.244 x Au (g/t)*
    c. *Ban Chang & King Snake Ni Eq (%) = Ni (%) + 0.617 x Cu (%) + 2.24 x Co (%) + 0.331 x Pd (g/t) + 0.165 x Pt (g/t) + 0.252 x Au (g/t)*
6. *The Ban Phuc Mineral Resource Update includes all available drill holes drilled up to and including BP21-41 (Completed June 2021).*
7. *The Ban Khoa Mineral Resource Update includes all available drill holes drilled up to and including BK21-13 (Completed May 2021) – drilling and testing is ongoing at the prospect (at Dec 2021).*
8. *The King Snake Mineral Resource includes drill holes drilled up to and including KS21-26 (Completed June 2021) – drilling and testing is ongoing at the prospect (at Dec 2021).*
9. *The Ban Chang Mineral Resource includes drill holes drilled up to and including BC21-34 (Completed June 2021) – drilling and testing is ongoing at the prospect (at Dec 2021).*
10. *The effective date of the Mineral Resource reported is 30th of October 2021, (the approximate cut-off date of the information included in the Mineral Resource), however no new data for the DSS deposits was collected after June 2021. Drilling has been continuous at Ban Chang and King Snake for all of 2021.*
11. *The Ta Khoa mineral concessions are held by Ban Phuc Nickel Mine LLC, Vietnam (BPNM). Blackstone Minerals owns 90% of BPNM. Resources are presented on a 100% basis.*

Classification	Tonnes (kt)	Ni (%)	Cu (ppm)	Co (ppm)
Proven	-	-	-	-
Probable	48,747	0.43	379	110
Total	**48,747**	**0.43**	**379**	**110**

Table 2 – Blackstone Minerals – Ore Reserve Statement (June 30, 2022)

The Qualified Person for the Ore Reserve estimate is Richard Jundis, P.Eng., of Optimize Group Inc.

1. JORC (2012) disclosure for this Mineral Resource Estimate can be found on the company's website (February 28th, 2022).
2. The estimate has an effective date of 31 Dec, 2021.
3. Ore Reserves are defined within a mine plan and incorporate 2% mining dilution and 2% overall metal losses.
4. Ore Reserves are based on Measured and Indicated Mineral Resource classifications only.
5. Ore Reserves are based on metal prices of US$16,800/tonne Nickel:Cobalt:Manganese 811 (NCM811), US$3.58/lb copper and US$18.60/lb cobalt. The pits are constrained within an optimized pit shell ranging from 17-49° overall wall slopes depending on rock type, and process recoveries that vary according to the recovery curves.
6. For each block, a total revenue and cost is generated. If the net profit is greater than 0, the block is flagged as ore; if profit less than zero, the block is flagged as waste. Mining costs average 1.89 $/t mined, processing costs are 10.40 US$/t processed, site general and administrative 1.00 US$/t processed, and nickel royalties 4.74 US$/t processed.
7. The estimate of Ore Reserves may be materially affected by metal prices, US$/VND$ exchange rate, environmental, permitting, legal, title, taxation, socio-political, marketing, infrastructure development or other relevant issues.
8. Totals may not sum exactly due to rounding.
9. Ore Reserves are a sub-set of Mineral Resources.
10. No further resource definition drilling has been carried after the reserve statement was completed. 14 metallurgical drilling holes have been completed after the reserve statement was completed. As the drill core from the 14 holes is depleted by the metallurgical testing – no new 'resource' specific information is expected from this drilling.

AUDITOR'S INDEPENDENCE DECLARATION

Under Section 307C of the Corporations Act 2001 to the Directors of Blackstone Minerals Limited

EY

Building a better working world

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Auditor's independence declaration to the directors of Blackstone Minerals Limited

As lead auditor for the audit of the financial report of Blackstone Minerals Limited for the financial year ended 30 June 2023, I declare 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;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Blackstone Minerals Limited and the entities it controlled during the financial year.

Ernst & Young

Ernst & Young

Russell Curtin
Partner
29 September 2023

FINANCIAL STATEMENTS

FINANCIAL STATEMENTS

Contents

These financial statements cover Blackstone Minerals Limited as a Group consisting of Blackstone Minerals Limited and the entities it controlled from time to time during the year ("Group" or "consolidated entity"). The financial statements are presented in the Australian currency.

Blackstone Minerals Limited is a Company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Blackstone Minerals Limited
Level 5, 600 Murray Street
West Perth WA 6005

A description of the nature of the Group's operations and its principal activities is included in the review of operations and activities on pages 8 to 27 in the Directors' report, which is not part of these financial statements.

The financial statements were authorised for issue by the Directors on 29 September 2023. The Company has the power to amend and reissue the financial statements.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete, and available globally at minimum cost to the Company. All press releases, financial reports and other information are available on our website:

www.blackstoneminerals.com.au

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Interest income	3(a)	383,563	35,900
Other income	3(b)	3,832,537	1,305,251
Administrative costs		(3,953,673)	(5,221,595)
Consultancy expenses		(1,199,232)	(1,747,338)
Employee benefits expense	4(a)	(4,244,248)	(3,419,364)
Share based payment expenses	28	(1,492,773)	(2,578,305)
Occupancy expenses	4(b)	(249,329)	(166,912)
Compliance and regulatory expenses		(368,461)	(376,913)
Insurance expenses		(128,898)	(112,636)
Exploration expenditure		(21,266,195)	(25,368,738)
Depreciation expense	4(c),9	(727,043)	(827,251)
Depreciation on rights of use assets	4(c),11	(283,888)	(279,394)
Amortisation expense		–	(17,432)
Interest expense on lease liabilities	4(d) 11	(17,839)	(23,134)
Finance and Interest Costs	4(d)	(29,785)	(24,941)
Fair value movements of share investments in listed entities	12	(4,651,189)	3,280,235
Write-off of intangible asset – software		(87,209)	–
(Loss) before income tax		**(34,483,662)**	**(35,542,567)**
Income tax (expense)/benefit	6	–	–
(Loss) for the year		**(34,483,662)**	**(35,542,567)**
Other comprehensive income:			
Items that may be reclassified to profit or loss			
Effect of changes in foreign exchange rates on translation of foreign operations		(160,399)	(258,096)
Total - Items that may be reclassified to profit or loss		**(160,399)**	**(258,096)**
Items that will not be classified to profit or loss		–	–
Total comprehensive (loss)		**(34,644,061)**	**(35,800,663)**
Loss for the year attributable to:			
Non-controlling interests		(2,331,452)	(3,603,991)
Owners of Blackstone Minerals Limited		(32,152,210)	(31,938,576)
		(34,483,662)	**(35,542,567)**
Total comprehensive (loss) attributable to:			
Non-controlling interest		(2,450,189)	(3,774,659)
Owners of Blackstone Minerals Limited		(32,193,872)	(32,026,004)
		(34,644,061)	**(35,800,663)**
Earnings per share for loss attributable to the owners			
Basic and Diluted (loss) per share (cents per share)	22	(6.8)	(7.8)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2023

	Notes	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Current Assets			
Cash and cash equivalents	7	12,382,285	40,752,510
Receivables and other financial assets	8	2,508,403	2,184,905
Total Current Assets		**14,890,688**	**42,937,415**
Non-Current Assets			
Other financial assets	8	816,587	857,792
Property, plant and equipment	9	4,645,538	5,211,413
Intangible Assets		–	87,158
Exploration and evaluation expenditure	10	7,548,095	7,473,136
Right-of-Use assets	11	415,623	684,468
Investment held in listed entities	12	8,402,715	12,878,310
Total Non-Current Assets		**21,828,558**	**27,192,277**
Total Assets		**36,719,246**	**70,129,692**
Current Liabilities			
Trade and other payables	13	4,643,445	4,227,397
Provisions	14	726,512	842,128
Lease liabilities	15	303,084	275,981
Total Current Liabilities		**5,673,041**	**5,345,506**
Non-Current Liabilities			
Provisions	14	521,386	462,529
Lease liabilities	15	133,834	423,251
Other long-term liabilities		–	385,703
Total Non-Current Liabilities		**655,220**	**1,271,483**
Total Liabilities		**6,328,261**	**6,616,989**
Net Assets		**30,390,985**	**63,512,703**
Equity			
Issued capital	16	127,366,410	127,365,110
Reserves	18	9,960,254	8,945,309
Accumulated losses		(105,811,272)	(73,659,062)
Equity attributable to the owners		**31,515,392**	**62,651,357**
Non-controlling interest	19	(1,124,407)	861,346
Total Equity		**30,390,985**	**63,512,703**

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

FOR THE YEAR ENDED 30 JUNE 2023

	Contributed Equity	Accumulated Losses	Foreign Currency Reserve	Option Reserve	Equity Reserve	Attributable to Parent Entity	Non-controlling interest	Total
	$	$	$	$	$	$	$	$
Balance at 1 July 2021	**61,360,348**	**(41,720,486)**	**766,990**	**3,252,277**	**3,160,267**	**26,819,396**	**3,889,448**	**30,708,844**
Total comprehensive income for the period:								
Loss for the year	–	(31,938,576)	–	–	–	(31,938,576)	(3,603,991)	(35,542,567)
Foreign Exchange Differences	–	–	(87,428)	–	–	(87,428)	(170,668)	(258,096)
	-	**(31,938,576)**	**(87,428)**	**-**	**-**	**(32,026,004)**	**(3,774,659)**	**(35,800,663)**
Transactions with owners in their capacity as owners:								
Contributions of equity (net of transaction costs)	66,004,762	–	–	–	–	66,004,762	–	66,004,762
Equity settled share based payment transactions	–	–	–	1,843,190	–	1,843,190	735,115	2,578,305
Adjustment to transaction costs in controlled entity	–	–	–	–	10,013	10,013	11,442	21,455
Balance at 30 June 2022	**127,365,110**	**(73,659,062)**	**679,562**	**5,095,467**	**3,170,280**	**62,651,357**	**861,346**	**63,512,703**
Balance at 1 July 2022	**127,365,110**	**(73,659,062)**	**679,562**	**5,095,467**	**3,170,280**	**62,651,357**	**861,346**	**63,512,703**
Total comprehensive income for the period:								
Loss for the period	–	(32,152,210)	–	–	–	(32,152,210)	(2,331,452)	(34,483,662)
Foreign Exchange Differences	–	–	(41,662)	–	–	(41,662)	(118,737)	(160,399)
	-	**(32,152,210)**	**(41,662)**	**-**	**-**	**(32,193,872)**	**(2,450,189)**	**(34,644,061)**
Transactions with owners in their capacity as owners:								
Contributions of equity (net of transaction costs)	1,300	–	–	–	–	1,300	-	1,300
Equity settled share based payment transactions	–	–	–	1,044,114	–	1,044,114	448,659	1,492,773
Adjustment to transaction costs in controlled entity	–	–	–	–	12,493	12,493	15,777	28,270
Balance at 30 June 2023	**127,366,410**	**(105,811,272)**	**637,900**	**6,139,581**	**3,182,773**	**31,515,392**	**(1,124,407)**	**30,390,985**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	Consolidated 30 June 2023 $	30 June 2022 $
Cash Flows from Operating Activities			
Payments to suppliers and employees		(6,384,555)	(6,648,800)
Interest received		377,869	35,945
Other income		3,832,528	946,657
Payments of historical income tax liabilities		–	(1,705,369)
Payments for exploration and evaluation expenditure		(25,417,727)	(28,452,037)
Corporate restructuring costs		(315,895)	–
Net cash (outflow) from operating activities	23	**(27,907,780)**	**(35,823,604)**
Cash Flows from Investing Activities			
Purchase of property, plant and equipment		(3,476)	(415,946)
Purchase of exploration assets - Minerals Tenements		(70,391)	(71,176)
Investments of shares of listed entities		(175,594)	(9,598,075)
Purchase of Intangible assets – Software		–	(104,590)
Net cash (outflow) from investing activities		**(249,461)**	**(10,189,787)**
Cash Flows from Financing Activities			
Proceeds from issue of shares and other equity securities		–	68,424,731
Proceeds from exercise of options		1,300	1,104,750
Share issue transaction costs		–	(4,250,419)
Payments for lease liabilities		(295,537)	(248,581)
Net cash (outflow)/inflow from financing activities		**(294,237)**	**65,030,481**
Net increase in cash and cash equivalents		**(28,451,478)**	**19,017,090**
Cash and cash equivalents at the start of the year		40,752,510	21,800,914
Effect of exchange rate		81,253	(65,494)
Cash and cash equivalents at the end of the year	7	**12,382,285**	**40,752,510**

Amounts relating to payments to suppliers and employees as set out above are inclusive of goods and services tax. The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1. Summary of significant accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to the financial year presented, unless otherwise stated. The consolidated financial statements cover Blackstone Minerals Limited as a Group consisting of Blackstone Minerals Limited and its subsidiaries ("Group").

(a) Basis of Preparation

These general-purpose consolidated 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. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

i. Compliance with IFRS

The consolidated financial statements of Blackstone Minerals Limited also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

ii. Historical cost convention

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets that have been measured at fair value.

iii. Going Concern

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

At 30 June 2023, the Group comprising the Company and its subsidiaries has incurred a loss for the year attributable to the owners of Blackstone amounting to $32,152,210 (2022: $31,938,576) and had cash outflows from operating activities of $27,907,780 (2022: $35,823,604). The Group has a net working capital surplus of $9,217,647 (2022: $37,591,909) and cash and cash equivalents of $12,382,285 (2022: $40,752,510).

Management has prepared cash flow forecasts for the period ended 30 September 2024, under various scenarios, which reflect that the Group will require additional working capital during this period to enable it to continue to meet its ongoing administration and planned exploration activities.

The Group has potential options available to manage liquidity, including one or a combination of, a placement of shares, option conversion, entitlement offer, joint venture arrangements or sale of certain assets, and as such, the Directors have a reasonable basis to believe that the Group will be able to raise sufficient working capital as and when required to enable it to meet its commitments and pay its debts as and when they fall due.

In the event that all of the funding options available to the Group do not transpire to enable the Group to be able to raise additional working capital as and when required, there is material uncertainty about whether it would be able to continue as a going concern and, therefore, realise its assets and discharge its liabilities in the normal course of business at the amounts stated in the financial report.

The financial statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

1. Summary of significant accounting policies (continued)

(b) Principals of Consolidation

i. Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of the Group as at 30 June 2023 and the results of the parent and all subsidiaries for the year then ended.

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Generally, there is a presumption that a majority of voting rights results in control. When the Group has less than a majority of the voting, or similar, rights of an investee, it considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated 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. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Where the Group's interest in a subsidiary is less than 100 per cent, the interest attributable to outside shareholders is reflected in non-controlling interests (NCIs). Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the NCIs, even if this results in the non-controlling interests having a deficit balance. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

A list of controlled entities is contained in Note 30 to the financial statements. All controlled entities have a 30 June financial year-end.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of directors.

1. Summary of significant accounting policies (continued)

(d) Foreign currency translation

i. Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Australian dollars, which is Blackstone Minerals Limited's functional and presentation currency. The Company's foreign subsidiaries, AMR Nickel Limited and Ban Phuc Nickel Mines Limited have functional currencies of U.S. Dollars and Cobalt One Energy Corp has a functional currency of Canadian Dollars and are subject to foreign currency translations as described in (iii) below. There are no other subsidiaries of the Group that have a functional currency that is different from the Group's presentation currency.

ii. Transactions and balances

Where a company in the Group transacts in a currency other than that of its functional currency, those transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are recognised in profit or loss. They are deferred in equity if they are attributable to part of the net investment in a foreign operation.

iii. Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date
- Contributed equity and accumulated losses are translated at historical rates.
- Income and expenses for the statement of comprehensive income are translated at average exchange rates, and
- All resulting exchange differences are recognised in other comprehensive income.

(e) Interest income

Interest income is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

1. Summary of significant accounting policies (continued)

(f) Income tax

The income tax expense or benefit for the period is the tax payable in the current period on taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability.

No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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 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 balances attributable to amounts recognised directly in equity are also recognised directly in equity.

(g) Leases – Group as lessee

When a contract is entered into, the Group assesses whether the contract contains a lease. A lease arises when the Group has the right to direct the use of an identified asset which is not substitutable and to obtain substantially all economic benefits from the use of the asset throughout the period of use.

i. Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

1. Summary of significant accounting policies (continued)

(g) Leases – Group as lessee (continued)

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short- term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

ii. Lease Liabilities

Lease liabilities are initially measured at the present value of future minimum lease payments, discounted using the Group's incremental borrowing rate if the rate implicit in the lease cannot be readily determined, and are subsequently measured at amortised cost using the effective interest rate. Minimum lease payments are fixed payments.

The lease liability is remeasured when there are changes in future lease payments arising from a change in rates, index or lease terms from exercising an extension or termination option. A corresponding adjustment is made to the carrying amount of the lease assets, with any excess recognised in the consolidated profit or loss and other comprehensive income statement.

iii. Short-term and low value leases

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short- term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(h) Impairment of non-financial assets

At each reporting date, the group assesses whether there is any indication that an asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date or more frequently if events or changes in circumstances indicate that they might be impaired.

(i) Cash and cash equivalents

For the purposes of presentation of the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(j) Receivables

Receivables include amounts due from customers for goods and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets. Receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for expected credit losses.

1. Summary of significant accounting policies (continued)

(k) Exploration and evaluation expenditure

The Company's accounting policy is to expense exploration and evaluation expenditure as incurred other than for acquisition costs, which are capitalised as exploration and evaluation assets at cost. Acquired mineral rights comprise exploration and evaluation assets which are acquired as part of asset acquisitions recognised at cost. Exploration and evaluation assets are assessed for recoverability when facts and circumstances suggest that the carrying amount of the assets may exceed its recoverable amount. This includes where one or more of the following facts and circumstances:

a. the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
b. substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
c. exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
d. sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full from successful development or by sale.

(l) Property, Plant and Equipment

All property, plant and equipment is stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit or loss and comprehensive income during the financial period in which they are incurred.

Land is not depreciated. Effective from 1 July 2021, the Group changed its method of depreciation from the diminishing value method to the straight-line method. The straight-line method has been used to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

Plant and equipment – plant	5.0% - 10.0%
Plant and equipment – office	20.0% - 40.0%
Furniture and equipment	40.0%
Plant and equipment – field	40.0%
Motor vehicles	16.0% - 40.0%
Leasehold improvements	25.0% - 50.0%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the statement of profit or loss and other comprehensive income.

1. Summary of significant accounting policies (continued)

(m) Intangible Assets – Software

Computer software is recorded at cost. Software costs are amortised once the software is ready for use. Software has a finite life and is carried at cost less accumulated amortisation and any impairment losses. Software has an estimated useful life of between one and three years. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

(n) Financial Instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial instruments are measured initially at fair value adjusted by transactions costs, except for those carried "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss. Subsequent measurement of financial assets and financial liabilities are described below.

Classification and subsequent measurement

Financial assets

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- amortised cost;
- fair value through other comprehensive income (FVOCI); and
- fair value through profit or loss (FVPL).

Classifications are determined by both:

- The contractual cash flow characteristics of the financial assets; and
- The entities business model for managing the financial asset.

i. Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents and other receivables fall into this category of financial instruments.

1. Summary of significant accounting policies (continued)

(n) Financial Instruments (continued)

ii. Financial assets at fair value through profit or loss (FVPL)

Financial assets at fair value through profit or loss include only the company's investments in listed securities. These financial assets are initially recorded at the fair value of the consideration paid to acquire the assets and remeasured at fair value at each reporting date, with all gains and losses presented in profit or loss.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

Where applicable, gains and losses arising on changes in fair value are recognised in profit or loss.

Impairment – expected credit losses

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For short term receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1. Summary of significant accounting policies (continued)

(p) Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Rehabilitation Provisions

Rehabilitation costs will be incurred by the Group either while operating, or at the end of the operating life of, the Group's facilities. The Group assesses its rehabilitation provision at each reporting date. The Group recognises a rehabilitation provision where it has a legal and constructive obligation as a result of past events, and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. The nature of these restoration activities includes dismantling and removing structures; dismantling operating facilities; closing plant and waste sites; and restoring, reclaiming and revegetating affected areas.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the operation's location. When the liability is initially recognised, the present value of the estimated costs is capitalised by increasing the carrying amount of the related assets to the extent that it was incurred. Additional disturbances which arise due to further development/ construction are recognised as additions or charges to the corresponding assets and rehabilitation liability when they occur.

Changes in the estimated timing of rehabilitation or changes to the estimated future costs are dealt with prospectively by recognising an adjustment to the rehabilitation liability and a corresponding adjustment to the asset to which it relates.

Any reduction in the rehabilitation liability and, therefore, any deduction from the asset to which it relates, may not exceed the carrying amount of that asset. If it does, any excess over the carrying value is taken immediately to the statement of profit or loss and other comprehensive income.

If the change in estimate results in an increase in the rehabilitation liability and, therefore, an addition to the carrying value of the asset, the Group considers whether this is an indication of impairment of the asset as a whole, and if so, tests for impairment.

Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

1. Summary of significant accounting policies (continued)

(q) Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including nonmonetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when liabilities are settled. The liability for annual leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as other payables.

ii. Other long-term employee benefit obligations

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

The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

iii. Share-based payments

The Company provides benefits to employees (including Directors) of the Group in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ("equity-settled transactions"). There is currently an Employee Incentive Scheme ("IOS"), which provides benefits to directors and senior executives. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of shares of Blackstone Minerals Limited ("market conditions"). The number of shares expected to vest is estimated based on the non-market vesting conditions and the probability the option will be exercised.

(r) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

1. Summary of significant accounting policies (continued)

(s) Earnings per share

i. Basic earnings per share

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

ii. Diluted earnings per share

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

(t) Goods and services tax ("GST")

Income, 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 asset or as part of the expense.

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

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

(u) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is offset against the related asset

Research and development rebates are recognised when there is reasonable assurance that the rebate will be received. Management judgement is required to assess that the rebate meets the recognition criteria and in determining the measurement of the rebate including the assessment of the eligibility and appropriateness of the apportionment of eligible expenses based on research and development activities undertaken by the consolidated entity and taking into consideration relevant legislative requirements.

Further, the Research and Development Tax Incentive program in Australia is a self-assessment regime and there is a four year period from the date of lodgement where the claim may be subject to a review the Australian Taxation Office or Ausindustry, with any amounts overclaimed being potentially subject to full repayment with interest and penalties.

1. Summary of significant accounting policies (continued)

(v) New accounting standards and interpretations adopted by the Group

AASB 2020-3: Amendments to Australian Accounting Standards – Annual Improvements 2018–2020 and Other Amendments

The Entity adopted AASB 2020-3 which makes some small amendments to a number of standards including the following: AASB 1, AASB 3, AASB 9, AASB 116, AASB 137 and AASB 141.

The adoption of the amendment did not have a material impact on the financial statements.

AASB 2021-7a: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections.

AASB 2020-7a makes various editorial corrections to a number of standards effective for reporting periods beginning on or after 1 January 2022. The adoption of the amendment did not have a material impact on the financial statements.

(w) New and amended accounting standards and interpretations issued but not yet effective

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

The amendment amends AASB 101 to clarify whether a liability should be presented as current or non-current. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

The amendment amends AASB 7, AASB 101, AASB 108, AASB 134 and AASB Practice Statement 2. These amendments arise from the issuance by the IASB of the following International Financial Reporting Standards: Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) and Definition of Accounting Estimates (Amendments to IAS 8). The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2021-5: Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendment amends the initial recognition exemption in AASB 112: Income Taxes such that it is not applicable to leases and decommissioning obligations – transactions for which companies recognise both an asset and liability and that give rise to equal taxable and deductible temporary differences. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The impact of the initial application is still being assessed by the Group and is not yet known.

1. Summary of significant accounting policies (continued)

(w) New and amended accounting standards and interpretations issued but not yet effective (continued)

AASB 2021-7b & c: Amendments to Australian Accounting Standards – Effective Date of Amendments to AASB 10 and AASB 128 and Editorial Corrections

The amendment amends AASB 17 Insurance Contracts to make various editorial corrections which applies to annual reporting periods beginning on or after 1 January 2023, with earlier application permitted.

AASB 2021-7c defers the mandatory effective date (application date) of amendments to AASB 10 and AASB 128 that were originally made in AASB 2014-10: Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture so that the amendments are required to be applied for annual reporting periods beginning on or after 1 January 2025 instead of 1 January 2018.

The Group plans on adopting the amendments for the reporting periods ending 30 June 2024 and 30 June 2026. The impact of the initial application is still being assessed by the Group and is not yet known.

AASB 2022-6: Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants

This amendment amends AASB 101 to improve the information an entity provides in its financial statements about liabilities arising from loan arrangements for which the entity's right to defer settlement of those liabilities for at least 12 months after the reporting period is subject to the entity complying with conditions specified in the loan arrangement. It also amends an example in Practice Statement 2 regarding assessing whether information about covenants is material for disclosure. The Group plans on adopting the amendment for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

AASB 2022-7: Editorial Corrections to Australian Accounting Standards and Repeal of Superseded and Redundant Standards

AASB 2022-7 makes editorial corrections to the following standards: AASB 7, AASB 116, AASB 124, AASB 128, AASB 134 and AASB as well as to AASB Practice Statement 2. It also formally repeals superseded and redundant Australian Account Standards as set out in Schedules 1 and 2 to the Standard.

The Group plans on adopting the amendments for the reporting period ending 30 June 2024. The amendment is not expected to have a material impact on the financial statements once adopted.

2. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The group makes estimates and assumptions concerning the future. The resulting accounting estimates and judgements may differ from the related actual results and may have a significant effect on the carrying amount of assets and liabilities within the next financial year and on the amounts recognised in the financial statements. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Capitalisation of acquisition costs on exploration projects and impairment

Acquisition costs incurred in acquiring exploration assets are carried forward where right of tenure of the area of interest is current. These costs are carried forward in respect of an area that has not at balance sheet date reached a stage that permits reasonable assessment of the existence of economically recoverable reserves. The decision as to whether costs are recoverable or to be impaired are based on management's judgement.

Key judgements are applied to make certain estimates as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such estimates and assumptions may change as new information becomes available. To the extent that capitalised exploration and evaluation expenditure is determined not to be recoverable in the future, profits and net assets will be reduced in the period in which the determination is made.

(b) Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date.

Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

2. Critical accounting estimates and judgements (continued)

(c) Shared based payments

Blackstone measures the options issued by reference to the fair value of the equity instruments at the date at which they are granted using a Black-Scholes model, taking into account the terms and conditions upon which the instruments were granted.

For performance rights, Blackstone makes a judgment around whether performance conditions, linked to market and nonmarket conditions, are more than probable to be met at each reporting date and are recognised over the service period. This judgment is made based on management's knowledge of the performance condition and how Blackstone is tracking based on activities as at the report date and with reference to facts and circumstances as of the reporting date.

The fair value of the performance rights with non-market conditions are measured based on the fair value of the security. The fair value of performance rights for market conditions is measured at the date at which they are granted and are determined using a Black- Scholes model, considering the terms and conditions upon which the instruments were granted.

(d) Consolidation of entities in which the Group holds less than a majority of voting rights (de facto control)

The Group considers that it controls Codrus Mineral Limited ("Codrus") even though it owns less than 50% of the voting rights. This is because the Group is the single largest shareholder of Codrus with a 46.67% equity interest. The remaining 53.33% of the equity shares in Codrus are widely held by many other shareholders, none of which individually hold more than 3% of the equity shares (as recorded in the company's shareholders' register from 1 July 2021 to 30 June 2022). There is no history of the other shareholders outvoting the Group.

(e) Accounting for contingent consideration payable

Contingent consideration payable in connection with the purchase of assets outside of a business combination is recognised as a financial liability only when the consideration is contingent upon future events that are beyond the Group's control. In cases where the crystallisation of contingent payments is dependent on the future actions of the Group, the liability is recognised as it accrues at the date a non-contingent obligation arises. Contingent consideration linked to the purchase of individual assets primarily relates to future royalty and milestone payments in connection with the acquisition of the Gold Bridge Project and Record Mine as disclosed in Note 24.

The Group has determined that these obligations do not meet the definition of a financial liability and accordingly have accounted for the royalty and milestone payments as a contingent liability under AASB 137 Provisions, Contingent Liabilities and Contingent Assets.

2. Critical accounting estimates and judgements (continued)

(f) Rehabilitation

A provision has been made for the present value of anticipated costs for future rehabilitation of land explored or mined. The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Group recognises management's best estimate for assets retirement obligations and site rehabilitations in the period in which they are incurred. Actual costs incurred in the future periods could differ materially from the estimates. These factors may include estimate of the extent, timing and costs of rehabilitation activities, technological changes, regulatory changes and cost increases as compared to inflation rates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision. When these factors change or become known in the future, such differences will impact the mine rehabilitation in the period in which the change becomes known.

(g) Foreign currencies

The functional currency for AMR Nickel Limited, Ban Phuc Nickel Mines Limited and Cobalt One Energy Corp is the currency of the primary economic environment in which the entity operates. In this sense, the Group has judged that the functional currency for AMRN Nickel Limited and Bank Phuc Nickel Mines Limited as US dollar and Cobalt One Energy Corp as Canadian dollar. Determination of functional currency involves certain judgements to identify the primary economic environment and the parent entity reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

3. Revenue

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Revenue from continuing operations		
	Interest received	383,563	35,900
	Total revenue from continuing operations	**383,563**	**35,900**
b.	Other Income		
	Rent Income	–	55,780
	Exploration Tax Incentive Refund - Canada	–	482,670
	R&D rebate	3,832,528	470,077
	Other income	9	296,724
	Total Other Income	**3,832,537**	**1,305,251**

4. Expenses

		Consolidated 30 June 2023 $	30 June 2022 $
Profit before income tax includes the following specific expenses:			
a.	Employee benefits expense		
	Salary and wages expense	3,373,601	2,411,179
	Superannuation expense	308,330	324,718
	Other employee costs	562,317	683,467
	Total employee benefits expense	**4,244,248**	**3,419,364**
b.	Occupancy expense		
	Other occupancy costs	249,329	166,912
	Total occupancy expense	**249,329**	**166,912**
c.	Depreciation of non-current assets		
	Right-of-use assets	283,888	279,394
	Plant and equipment – office	204,248	308,067
	Plant and equipment - Plant	520,259	520,259
	Leasehold Improvements	2,536	(1,075) *
	Total depreciation of non-current assets	**1,010,931**	**1,106,645**
	* *The total net impact of the change in this depreciation estimates for leasehold improvements and plant and equipment - office was $49,901. See Note 1(l).*		
d.	Finance costs in respect of finance leases		
	Other bank and finance charges	29,785	24,941
	Interest expense on lease liabilities	17,839	23,134
	Total finance costs in respect of finance leases	**47,624**	**48,075**

5. Auditor's Remuneration

	Consolidated 30 June 2023 $	30 June 2022 $
Payable to the auditors of the group		
Auditing or reviewing the financial statements – EY	237,386	76,000
Auditing or reviewing the financial statements – Stantons	4,640	67,551
Auditing or reviewing the financial statements – other group auditors	3,165	24,034
Other non-assurance services	185,204	5,640
Total auditor remuneration	**430,395**	**173,225**

6. Income Tax Expense

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Income tax expense		
	Current tax	–	–
	Deferred tax	–	–
	Total income tax (expense)/benefit	**-**	**-**
b.	Numerical reconciliation of income tax expense to prima facie tax payable		
	Loss from continuing operations before income tax expense	(34,483,662)	(35,542,567)
	Tax (tax benefit) at the tax rate of 30% (2022: 30%)	**(10,345,099)**	**(10,662,770)**
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
	Tax Differential	885,635	1,414,635
	Share based payments	447,832	773,492
	Other non-deductible amounts	4,399,486	4,652,594
	Prior year adjustments	-	(984,071)
	Non-assessable income	(1,279,274)	(141,023)
	Unrecognised tax losses	4,440,975	3,960,072
	Unrecognised deferred movement	1,450,445	-
	Income tax expense	**-**	**-**
c.	Deferred tax liabilities		
	Unrealised gain on investments in listed securities	-	984,071
	Other deferred tax liabilities	157,628	227,367
		157,628	**1,211,438**
	Off-set of deferred tax assets	(157,628)	(1,211,438)
	Net deferred tax liabilities recognised	-	-
d.	Unrecognised deferred tax assets		
	Tax Losses	5,472,583	3,871,947
	Unrealised loss on investment in listed securities	411,286	-
	Expenses taken into equity	308,456	419,785
	Other temporary differences	492,986	353,617
		6,685,311	**4,645,350**
	Set-off deferred tax liabilities (Note 6(c))	(157,628)	(1,211,438)
	Net deferred tax assets unrecognised	**6,527,683**	**3,433,912**
e.	Tax losses *		
	Unused tax losses for which no DTA has been recognized	18,241,945	12,906,491
	Potential tax benefit at 30% (2022: 30%)	5,472,583	3,871,947
f.	Unrecognised temporary differences *		
	Unrecognised deferred tax asset relating to capital raising costs	4,042,425	2,578,008
	Potential tax benefit at 30% (2022: 30%)	1,055,100	438,036

* *Deferred tax assets from losses and temporary differences pertain strictly to the Australian entities within the Group, whereas these balances associated with the foreign subsidiaries, tax effected, are not material to the financial report as a whole.*

7. Cash & Cash Equivalents

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Cash & cash equivalents		
	Cash at bank and in hand	10,654,204	36,691,865
	Cash at bank and in hand – Codrus Minerals Limited *	1,728,081	4,060,645
	Total cash and cash equivalents	**12,382,285**	**40,752,510**

* *Cash and Cash Equivalents related to Codrus Minerals Limited are consolidated under the principals of AASB 10 Consolidated Financial Statements. Although the Group has de facto control of Codrus (see note 2 for key judgements), statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to access these funds and to transfer cash within the Group.*

b. Cash at bank and on hand.

Cash on hand is non-interest bearing. Cash at bank bears interest rates between 0.00% and 2.10% (2022: 0.00% and 0.29%)

8. Receivables & Other Financial Assets

	Consolidated	
	30 June 2023 $	30 June 2022 $
Current – Receivables and Other Financial Assets		
Other receivables	2,333,568	2,184,905
Short-term deposits	174,835	–
Total current receivables and other financial assets	**2,508,403**	**2,184,905**
Non-Current – Other Financial Assets		
Deposits [1]	292,482	315,075
Deposits pertaining to rehabilitation provisions [2]	524,105	542,717
Total non-current other financial assets	**816,587**	**857,792**

1 *Deposits include cash of $393,984 (30 June 2022: $294,468) as security deposits of which $242,482 is required as security by the relevant authority for the Group office premises, $50,000 held as security against a credit card facilities and $101,502 short-term deposits held in Codrus Minerals Limited.*

2 *Monies held at bank to address mine closure and rehabilitation provisions in Vietnam.*

Past due and impaired receivables

As at 30 June 2023, there were no other receivables that were past due or impaired. (30 June 2022: Nil)

Effective interest rates and credit risk

Information concerning effective interest rates and credit risk of both current and non-current trade and other receivables is set out in Note 21.

9. Property, Plant & Equipment

Consolidated	Plant & Equipment $	Leasehold Inprovements $	Motor Vehicles - Codrus $	Mining Plant & Properties $	Total $
30 June 2022					
Opening net book amount	342,871	2,214	-	4,752,076	5,097,161
Additions	291,872	-	36,353	609,846	938,071
Depreciation charge	(302,251)	1,075	(5,816)	(520,259)	(827,251)
Disposal	–	–	–	–	-
Net exchange differences	–	–	–	3,432	3,432
Closing net book amount	**332,492**	**3,289**	**30,537**	**4,845,095**	**5,211,413**
At 30 June 2022					
Gross carrying amount at cost	900,843	37,720	36,353	5,885,613	6,860,529
Accumulated depreciation	(568,351)	(34,431)	(5,816)	(1,040,518)	(1,649,116)
Net book amount	**332,492**	**3,289**	**30,537**	**4,845,095**	**5,211,413**
30 June 2023					
Opening net book amount	332,492	3,289	30,537	4,845,095	5,211,413
Additions	3,476	–	–	131,972	135,448
Depreciation charge	(192,033)	(2,536)	(12,215)	(520,259)	(727,043)
Disposal	(3,149)	–	–	–	(3,149)
Net exchange differences	–	–	–	28,869	28,869
Closing net book amount	**140,786**	**753**	**18,322**	**4,485,677**	**4,645,538**
At 30 June 2023					
Gross carrying amount at cost	901,170	37,720	36,353	6,046,454	7,021,697
Accumulated depreciation	(760,384)	(36,967)	(18,031)	(1,560,777)	(2,376,159)
Net book amount	**140,786**	**753**	**18,322**	**4,485,677**	**4,645,538**

10. Exploration & Evaluation Assets

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Non-current		
	Opening balance	7,473,135	7,400,000
	Acquisition/(write off) of assets	70,391	73,135
	Effect of exchange rates	4,569	-
	Total non-current exploration and evaluation expenditure	**7,548,095**	**7,473,135**

b. The value of the group's interests in exploration expenditure is dependent upon:

- the continuance of the Group's rights to tenure of the areas of interest;
- the results of future exploration; and
- the recoupment of costs through successful development and exploitation of the areas of interest, or alternatively, by their sale.

The Group's exploration properties may be subjected to claim(s) under native title, or contain sacred sites, or sites of significance to Aboriginal people for Australian Assets and First Nations People for its Canadian Assets. As a result, exploration properties or areas within the tenements may be subject to exploration restrictions, mining restrictions and/or claims for compensation. At this time, it is not possible to quantify whether such claims exist, or the quantum of such claims

Acquisition of Exploration Assets – 30 June 2023

During the year, the company recognised $70,391 (CAD 65,000) of acquisitions costs related to the Twilight Project in Labrador, Canada (30 June 2022: $73,135 (CAD $65,000)).

11. Right of Use Assets – At Cost

	Consolidated	
	30 June 2023 $	30 June 2022 $
Cost		
Opening balance	848,832	526,408
On initial recognition	–	–
Other additions	–	725,847
Disposal of lease	–	(362,798)
Effect of exchange rates	15,042	(40,625)
Closing Balance	**863,874**	**848,832**
Depreciation		
Opening balance	(164,363)	(247,768)
Depreciation for the year	(283,888)	(279,394)
Disposal of lease	–	362,798
Closing Balance	**(448,251)**	**(164,364)**
Net carrying amount	**415,623**	**684,468**
Amounts recognised in profit and loss		
Other income – recharges	–	55,780
Depreciation expense on right of use assets	(283,888)	(279,394)
Interest expense on lease liabilities	(17,839)	(23,134)
Low value asset leases expenses	–	(3,979)
Payments of lease liabilities	295,537	270,131

The Group has a lease over the premises at Level 5, 600 Murray Street, West Perth with an average estimated life of 1.5 years remaining. The lease held over 24 Outram Street, West Perth was transferred to another party, and therefore written off in the Group as at 30 June 2022.

The discount rate used in calculating the present value of the Right of Use Assets is 4.75% per annum (was 5.5% for the 24 Outram Street lease), representing the Group's incremental cost of borrowings.

The lease liabilities are disclosed in Note 15.

12. Investments in Listed Entities

	Consolidated	
	30 June 2023 $	30 June 2022 $
Opening balance	12,878,310	–
Listed equity investments acquired	175,594	9,598,075
Fair value adjustment through profit or loss	(4,651,189)	3,280,235
Total Investments in listed entities	**8,402,715**	**12,878,310**

During the year, the Company invested $175,594 in shares of listed entities (30 June 2022: $9,598,075). Fair value of these equity shares are determined by reference to published price quotations in an active market, and are recognised through profit or loss. This is considered Level 1 in the fair value hierarchy.

The quoted price of each listed security as at balance date is as follows:

NICO Resources Limited – AUD $0.465
Corazon Mining Limited – AUD $0.015
Flying Nickel Mining Corp – AUD $0.091 (CAD $0.08)

13. Trade & Other Payables

	Consolidated	
	30 June 2023 $	30 June 2022 $
Current		
Trade Payables	2,861,165	2,392,062
Other Payables	1,748,467	1,779,059
Taxes Payables to foreign authorities [1]	33,813	56,276
Total current trade & other payables	**4,643,445**	**4,227,397**

1 *The tax payable to foreign authorities are past due. These payables represent historical tax liabilities associated with previous mining activities.*

14. Provisions

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Current		
Employee entitlements	407,586	421,797
Other provisions	318,926	420,331
Total current provisions	**726,512**	**842,128**
Non-current		
Mine Rehabilitation [1]	521,386	462,529
Total non-current provisions	**521,386**	**462,529**

1 *The rehabilitation provision represents the rehabilitation costs relating to the Ban Phuc mine site, which is expected to be incurred when mining operations cease. These provisions were acquired as part of the 100% acquisition of AMRN (and 90% of BPNM) in April 2020. Assumptions relating to cash outflows were made based on the company's assessment of its legal obligations under the laws and regulations of Vietnam. These estimates are reviewed regularly to take into account any material changes to the assumptions. However, actual rehabilitation costs will ultimately depend upon the timing of the cash flows and future market prices for the necessary rehabilitation works required that will reflect market conditions at the relevant time. Furthermore, the timing and extent will depend on any further environmental responsibilities in restoring the should Vietnamese regulations change.*

15. Lease Liabilities

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Maturity analysis:		
Year 1	312,437	293,542
Year 2	135,137	296,823
Year 3	-	136,933
Total	**447,574**	**727,298**
Less: Finance charges allocated to future periods	(10,656)	(28,066)
Total liabilities at balance date	**436,918**	**699,232**
The lease liabilities split between current and non-current are as follows:		
Current	303,084	275,981
Non-current	133,834	423,251
Total lease liabilities	**436,918**	**699,232**

16. Contributed Equity

		Consolidated		Consolidated	
		30 June 2023 Shares	30 June 2023 $	30 June 2022 Shares	30 June 2022 $
a.	Issued and unissued share capital				
	Ordinary shares – fully paid	473,688,908	127,366,410	471,447,565	127,365,110
	Total issued and unissued share capital	**473,688,908**	**127,366,410**	**471,447,565**	**127,365,110**

Included in the above total is 20,000,000 treasury shares held by Acuity Capital (30 June 2021: 8,000,000 shares). These shares, while held by Acuity are held for the benefit of the Group and therefore represent treasury shares.

b. Ordinary Shares

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

c. Options

Information relating to options including details of options issued, exercised and lapsed during the financial period and options outstanding at the end of the financial period, is set out in Note 17.

16. Contributed Equity (continued)

		Date Issued	Number of Shares	Issue Price $	Total $
d.	Movements in issued capital				
	Opening Balance 1 July 2021		**331,832,190**		**61,360,348**
	Conversion of Performance Options	27 Aug 2021	1,400,000	0.001	1,400
	Issue of shares - Acuity	24 Sep 2021	8,000,000	0.4644	3,715,000
	Conversion of Performance Options	8 Oct 2021	200,000	0.001	200
	Conversion of Director Performance Options	22 Oct 2021	1,000,000	0.001	1,000
	Issue of shares - Placement Tranche 1	10 Nov 2021	38,134,805	0.580	22,118,187
	Conversion of Director Performance Options	12 Nov 2021	1,500,000	0.001	1,500
	Collateral share funds - Acuity	12 Nov 2021	–	0.000	4,400,000
	Issue of shares - Share Purchase Plan	26 Nov 2021	9,137,788	0.580	5,299,917
	Conversion of Advisor Options	15 Nov 2021	1,500,000	0.600	900,000
	Conversion of Advisor Options	15 Nov 2021	200,000	0.001	200
	Issue of shares - Placement Tranche 2	26 Nov 2021	56,692,782	0.580	32,881,814
	Issue of shares - Acuity collateral	22 Mar 2022	20,000,000	0.000	–
	Conversion of Performance Options	22 Mar 2022	650,000	0.001	650
	Conversion of Advisor Options	27 May 2022	1,000,000	0.200	200,000
	Conversion of Performance Options	27 May 2022	200,000	0.001	200
	Less: Transaction costs				(3,515,306)
	Closing Balance at 30 June 2022		**471,447,565**		**127,365,110**
	Opening Balance 1 July 2022		**471,447,565**		**127,365,110**
	Conversion of Zero Exercise Price Options – FY22 STI T1 & T3	12 Aug 2022	477,660	0.000	–
	Conversion of Performance Options	12 Aug 2022	300,000	0.001	300
	Conversion of Performance Options	12 Aug 2022	1,000,000	0.001	1,000
	Conversion of Zero Exercise Price Options – FYT22 STI T1 & T3	29 Nov 2022	159,916	0.000	–
	Conversion of Zero Exercise Price Options – FY22 Retention	24 Mar 2023	303,767	0.000	–
	Less: Transaction costs				(–)
	Closing Balance at 30 June 2023		**473,688,908**		**127,366,410**

17. Issued Share Options and Performance Shares

Expiry date	Exercise price	Balance at start of year	Granted during the year	Issued/ (Exercised) during the year	Forfeited/ lapsed during the year	Balance at end of the year
30 June 2022 unlisted share option details						
20 Aug 2025	0.1 cents	4,150,000	–	(1,550,000)	–	2,600,000
20 Feb 2025	0.1 cents	2,000,000	–	(1,100,000)	–	900,000
30 Sep 2024	0.1 cents	2,500,000	–	(2,500,000)	–	–
12 Jun 2022	20 cents	1,000,000	–	(1,000,000)	–	–
11 Dec 2021	0.6 cents	4,000,000	–	(1,500,000)	(2,500,000)	–
3 Dec 2026	0 cents	–	2,679,739 *	–	–	2,679,739
3 Dec 2026	0 cents	–	3,092,235	–	–	3,092,235
3 Dec 2026	0 cents	–	1,033,988	–	–	1,033,988
3 Dec 2026	0 cents	–	212,465	–	–	212,465
		13,650,000	**7,018,427**	**(7,650,000)**	**(2,500,000)**	**10,518,427**
30 June 2023 unlisted share option details						
20 Aug 2025	0.1 cents	2,600,000	–	(1,000,000)	(450,000)	1,150,000
20 Feb 2025	0.1 cents	900,000	–	(300,000)	–	600,000
7 Jul 2025	28 cents	–	6,000,000	–	–	6,000,000
3 Dec 2026	0 cents	2,679,739	–	(637,576)	(1,470,069)	572,094
3 Dec 2026	0 cents	3,092,235	–	–	(651,230)	2,441,005
3 Dec 2026	0 cents	1,033,988	–	(303,767)	(456,284)	273,937
3 Dec 2026	0 cents	212,465	–	–	–	212,465
20 Nov 2027	0 cents	–	5,647,533 **	–	(645,780)	5,001,753
20 Nov 2027	0 cents	–	5,697,568	–	(807,224)	4,890,344
20 Nov 2027	0 cents	–	3,548,285	–	(484,334)	3,063,951
		10,518,427	**20,893,386**	**(2,241,343)**	**(4,964,921)**	**24,205,549**

* *At 30 June 2022, the Board assessed that the vesting conditions of STI Tranche 2 had not been met as at the 30 June 2022 measurement date, and therefore the options were cancelled following 30 June 2022. 1,339,873 STI Tranche 2 options were forfeited and cancelled subsequent to 30 June 2022.*

** *At 30 June 2023, the Board assessed that the vesting conditions of STI Tranche 2 had not been met as at the 30 June 2023 measurement date. The Board and management used its discretion to award 75% of STI Tranche 3 to employees only and did not apply to directors, based on the conditions at 30 June 2023. Therefore, STI Tranche 2 and 25% of STI Tranche 3 were cancelled following 30 June 2023.*

18. Reserves

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
a.	Option reserve		
	Opening balance	5,095,467	3,252,277
	Share based payments	1,044,114	1,843,190
	Total Option reserve	**6,139,581**	**5,095,467**

The option reserve records the value of options and rights granted by the Company to directors, employees and contractors in share-based payment transactions. Information relating to options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year, is set out in Note 17.

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
b.	Foreign Currency Translation Reserve		
	Opening balance	679,562	766,990
	Exchange differences arising on translation of foreign operations attributable to parent entity.	(41,662)	(87,428)
	Closing Balance	**637,900**	**679,562**

The foreign currency translation reserve is used to record exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies into the Group's presentation currency.

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
c.	Equity Reserve		
	Opening balance	3,170,280	3,160,267
	Adjustment to transaction costs allocated to parent entity	12,493	10,013
	Closing Balance	**3,182,773**	**3,170,280**

The equity reserve is used to record the increase in equity attributable to the parent as a result of transaction with the NCI that does not result in the loss of control.

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
d.	Total reserves		
	Option Reserve	6,139,581	5,095,467
	Foreign Currency Translation Reserve	637,900	679,562
	Equity Reserve	3,182,773	3,170,280
	Closing Balance	**9,960,254**	**8,945,309**

19. Non-Controlling Interest

	Consolidated	
	30 June 2023 $	30 June 2022 $
Opening balance	861,346	3,889,448
Loss for the year attributable to non-controlling interest	(2,331,452)	(3,603,991)
Transaction costs allocated to NCI	15,777	11,442
Share based payments in controlled entity	448,659	735,115
Share of foreign currency translation loss on translation of foreign operations.	(118,737)	(170,668)
Total Non-Controlling Interest	**(1,124,407)**	**861,346**

20. Significant party owned subsidiary - Codrus Minerals Limited

On 23 June 2021, Codrus Minerals Limited ("Codrus") successfully listed on the ASX in an $8m IPO through the issue of 40 million shares at $0.20 raising $8m (before costs). As at 30 June 2023, Blackstone owned 46.67% of Codrus shares (2022: 46.67%). Codrus is a listed public company limited by shares, incorporated and domiciled in Australia. The principal activity of Codrus during the year was mineral exploration.

Statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to access or use the assets of Codrus – see Note 7.

The summarised financial information of Codrus is provided below. This information is based on amounts before inter-company eliminations but after consolidation procedures in order to harmonise the subsidiary's accounting policies with those of the Group and to eliminate unrealised profits and losses on intercompany transactions

20. Significant party owned subsidiary - Codrus Minerals Limited (continued)

	30 June 2023 $	30 June 2022 $
Summarised Statement of Financial Position		
Assets		
Current assets	1,937,345	4,180,379
Non-current assets	1,646,243	1,634,374
Total assets	**3,583,588**	**5,814,753**
Liabilities		
Current liabilities	272,135	301,603
Total liabilities	**272,135**	**301,603**
Equity		
Contributed equity	11,190,473	11,183,704
Reserves	2,205,875	1,718,216
Accumulated losses	(10,084,895)	(7,388,770)
Total equity	**3,311,453**	**5,513,150**
Attributable to:		
Equity holders of parent	1,545,345	2,020,207
Non-controlling interest	1,766,108	3,492,943
	3,311,453	**5,513,150**
Summarised Statement of Profit or Loss		
Other incomes	70,689	1,087
Exploration expenditure	(1,499,005)	(2,556,013)
Other expenses	(1,267,810)	(1,540,182)
Loss before income tax	**(2,696,126)**	**(4,095,108)**
Attributable to:		
Equity holders of parent	(1,258,192)	(1,911,051)
Non-controlling interest	(1,437,934)	(2,184,057)
	(2,696,126)	**(4,095,108)**
Commitments (Exploration Commitments)		
Not longer than one year	474,814	337,974
Longer than one year, but not longer than five years	825,396	774,614
Longer than five years	-	-
	1,300,210	**1,112,588**

21. Financial Instruments, Risk Management Objectives and Policies

The Group's principal financial instruments comprise cash, short-term deposits and investments in listed securities. The main purpose of the financial instruments is to earn the maximum amount of interest at a low risk to the Group. The Group also has other financial instruments such as trade and other receivables and trade and other payables which arise directly from its operations. For the period under review, it has been the Group's policy not to trade in financial instruments.

The main risks arising from the Group's financial instruments are interest rate risk, liquidity risk, credit risk, foreign currency risk and equity price risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

21. Financial Instruments, Risk Management Objectives and Policies (continued)

(a) Interest Rate Risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rate for each class of financial assets and financial liabilities comprises:

Consolidated	Weighted Average Interest Rate	Floating Interest Rate	Fixed Interest	Non-interest bearing	Total
	%	$	$	$	$
30 June 2022					
Financial Assets					
Cash and cash equivalents	0.29%	38,661,008	-	2,091,502	40,752,510
Receivables - current	0.00%	-	-	2,184,905	2,184,905
Other financial assets - non-current	0.15%/0.25%	-	315,075	-	315,075
		38,661,008	**315,075**	**4,276,407**	**43,252,490**
Financial Liabilities					
Trade & other payables - current	0.00%	-	-	4,227,397	4,227,397
Lease liabilities	4.75%	-	699,232	-	699,232
		-	**699,232**	**4,227,397**	**4,926,629**
30 June 2023					
Financial Assets					
Cash and cash equivalents	0.02%	9,718,084	-	2,765,703	12,483,787
Receivables - current	0.00%	-	-	2,406,901	2,406,901
Other financial assets - non-current	0.15%/0.25%	-	292,482	-	292,482
		9,718,084	**292,482**	**5,172,604**	**15,183,170**
Financial Liabilities					
Trade & other payables - current	0.00%	-	-	4,643,445	4,643,445
Lease liabilities	4.75%	-	436,918	-	436,918
		-	**436,918**	**4,643,445**	**5,080,363**

21. Financial Instruments, Risk Management Objectives and Policies (continued)

(b) Group sensitivity analysis

The entity's main interest rate risk arises from cash and cash equivalents with variable interest rates. At 30 June 2023, the group had $12,483,787 of cash and cash equivalents (includes $1,829,583 of cash and cash equivalents held by Codrus Minerals Limited) and any exposure to changes in interest rate on cash is immaterial to the profit or loss and Equity of the Group.

(c) Liquidity risk

The group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Due to the dynamic nature of the underlying businesses, the group aims at ensuring flexibility in its liquidity profile by maintaining the ability to undertake capital raisings. Funds in excess of short-term operational cash requirements are generally only invested in short term bank bills.

The maturity date for all payables is one year or less from balance date other than $133,834 (2022: $423,251) of lease liabilities which are payable over a period greater than one year.

(d) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the group. The group has adopted the policy of only dealing with creditworthy counterparties and obtaining sufficient collateral or other security where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group holds significant balances of cash with counterparties that are reputable banks in Australia and Vietnam, none of whom present significant credit risk. The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the group's maximum exposure to credit risk.

(e) Foreign currency risk

The Group is exposed to currency risk arising from exchange rate fluctuations on purchases that are denominated in currency other than the respective functional currencies of the Group entities, primarily the Australian Dollar (AUD), United States Dollar (USD) and the Canadian (CAD). The currencies in which these transactions are primarily denominated in are AUD, USD and CAD. The Group does not have a hedging policy in place.

At 30 June 2023, the group had the following financial assets and financial liabilities domiciled in both Canadian and USD as follows:

	Canada - CAD	Vietnam - USD
Currency	AUD Equivalent	AUD Equivalent
Financial Assets	70,971	1,647,347
Financial Liabilities	48,587	675,594
Net Financial Assets/(liabilities)	22,384	971,753

21. Financial Instruments, Risk Management Objectives and Policies (continued)

(f) Equity price risk

The Group's listed equity investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions. At the reporting date, the exposure to listed equity investments at fair value was $8,402,715 (30 June 2022: 12,873,310) as per Note 12.

The changes in fair values of the equity investments held are strongly positively correlated with changes of the ASX and TSX-V market indices. The Group has determined that an increase/(decrease) of 10% of the ASX index could have an impact of approximately $792,425 increase/(decrease) on the income and equity attributable to the Group and an increase/(decrease) of 10% of the TSX-V market index could have an impact of approximately $47,846 increase/(decrease) on the income and equity attributable to the Group.

(g) Net fair value

The carrying value and net fair values of financial assets and liabilities at balance date are:

30 June 2022	Carrying Amount $	Net fair Value $
Financial assets		
Cash and cash equivalents	40,752,510	40,752,510
Receivables - current	2,184,905	2,184,905
Other financial assets - non-current	315,075	315,075
Investments in listed entities	12,878,310	12,878,310
	56,130,800	**56,130,800**
Financial Liabilities		
Trade and other payables - current	4,227,397	4,227,397
	4,227,397	**4,227,397**

30 June 2023	Carrying Amount $	Net fair Value $
Financial assets		
Cash and cash equivalents	12,483,787	12,483,787
Receivables - current	2,406,901	2,406,901
Other financial assets - non-current	292,482	292,482
Investments in listed entities	8,402,715	8,402,715
	23,585,885	**23,585,885**
Financial Liabilities		
Trade and other payables - current	4,643,445	4,643,445
	4,643,445	**4,643,445**

22. Earnings per Share

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Loss		
	Loss used in the calculation of basic EPS	(32,152,210)	(31,938,576)
b.	Weighted average number of ordinary shares ('WANOS')		
	WANOS used in the calculation of basic earnings per share:	473,168,660	410,131,223
c.	Loss per share (in cents)	(6.8)	(7.8)
d.	Diluted loss per share is considered to be the same as the basic loss per share, as the potential ordinary shares on issue are anti-dilutive and have not been applied in calculating dilutive loss per share.		

The balance of unexercised options and rights at the end of the period is 24,205,549 (30 June 2022: 10,518,427). As the Company incurred a loss for each year presented, these options and performance rights are anti-dilutive and are not included in the determination of diluted earnings per share for the current and comparative periods.

23. Cash Flow Information

		Consolidated	
		30 June 2023 $	30 June 2022 $
a.	Reconciliation of cash flows from operating activities with loss from ordinary activities after income tax:		
	(Loss) from ordinary activities after income tax	**(34,483,662)**	**(35,542,568)**
	Revaluation of listed investments	4,475,595	(3,280,235)
	Depreciation	1,010,931	1,124,077
	Interest on right of use asset	17,840	23,134
	Share based payments	1,492,773	2,578,305
	Non-cash exploration costs	–	–
	Foreign currency differences	(172,616)	148,484
	Changes in assets and liabilities:		
	Decrease in operating receivables & prepayments	(71,076)	(2,346,970)
	(Increase) in capitalised exploration expenditure	(4,568)	(1,960)
	Increase /(Decrease) Increase in operating trade and other payables	(158,786)	1,210,971
	Increase/(Decrease) in employee provisions	(14,211)	263,158
	Net cash (used in) Operating Activities	**(27,907,780)**	**(35,823,604)**
b.	Non-cash investing and financing		
	During the 30 June 2023 and 30 June 2022 financial years, there were no significant non-cash financing and investing activities		

24. Commitments

(a) Exploration commitments

	Consolidated	
	30 June 2023 $	30 June 2022 $
Not longer than one year	460,679	412,670
Longer than one year, but not longer than five years	1,591,430	2,058,482
Longer than five years	–	–
	2,052,109 *	**2,471,152** *

*Excludes exploration commitments related to the Codrus Minerals Limited and it's subsidiaries. A table of Codrus' commitments for each reporting period has been disclosed in Note 20.

In order to maintain rights of tenure to mining tenements subject to these agreements, the group would have the above discretionary exploration expenditure requirements up until expiry of leases. These obligations, which are subject to renegotiation upon expiry of the leases, are not provided for in the financial statements and are payable per the above maturities. If the Company decides to relinquish certain leases and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

(b) Lease commitments: group as lessee

On 1 January 2022, the Company, as sole tenant, entered into a non-cancellable lease for the head office for 3 years.

The lease commitments have been accounted for as a right of use assets as at 30 June 2023 and the corresponding lease liability accounted for under AASB 16 Leases.

(c) Contingent consideration payable

North America - Gold Bridge

The Company has the following contingent liabilities and commitments as part of the consideration payable for the acquisition of the Gold Bridge Project (Little Gem Gold-Cobalt) Project, the Company will be required to pay the following royalties upon commencement of mining:

i. in respect of the first 10,000 tonnes of ore mined from the Project, a 20% net profits interest and a 1% Net Smelter Return (NSR) royalty shall be payable to the current owner of the Little Gem Gold-Cobalt Project; and

ii. an NSR royalty equal to 2.5% thereafter (over 10,000 tonnes) shall be payable to the current owner of the Little Gem Gold-Cobalt Project.

Under the Cartier Option Agreement acquired as part of Cobalt One Energy Corp acquisition is a Net Smelter Royalty of 2% and Net Smelter Returns Royalty on the Mineral Claims.

24. Commitments (continued)

Oregon, United States - Record Mine

On 29th of January 2019, the Company entered into an agreement to acquire tenements in Oregon, United States known as the Record Mine, for an option fee of US$20,000 payable on agreement, with an option fee payable annually on 1 February each year for four years for US$25,000 per year (included in exploration commitments per 22 (a)). After the fourth year the purchase price is contingent upon the option being exercised for a total payment of US$1 million dollars. The holding of the record mine was transferred to Codrus Minerals Limited as part of the spin-out from Blackstone along with all commitments.

Owners shall retain Net Smelter Royalty (NSR) equal to 1.5% and shall be payable to the current owner of the Record mine in Oregon USA.

There are no further commitments or contingent liabilities.

25. Events Occurring After Balance Date

- On 18 July 2023, the Company announced that it had received A$2.8m as an advance from R&D lending fund backed by Asymmetric Innovation Finance and Fiftyone Capital, on the Company's 2023 refundable tax offset for R&D expenditure.
- On 20 July 2023, the Company announced the completion of key Vietnamese studies and commencement of early contractor engagement for the Ta Khoa Refinery Definitiv Feasibility Study.
- On 26 July 2023, the Company announced that it had entered into a three-way Memorandum of Understanding with Vietnam Rare Earths JSC and ASX listed, Australia Strategic Materials to cooperate on opportunities to develop a fully integrated rare earths mine to metals value chain in Vietnam

Other than those stated above, no other matters or circumstance have arisen since 30 June 2023 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

26. Segment Information

(a) Description of segments

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker that are used to make strategic decisions. For the purposes of segment reporting the chief operating decision maker has been determined as the Board of directors. The amounts provided to the Board of directors with respect to total assets and profit or loss is measured in a manner consistent with that of the financial statements. Assets are allocated to a segment based on the operations of the segment and the physical location of the asset.

The Board monitors the entity primarily from a geographical perspective, and has identified three operating segments, being exploration for mineral reserves within Australia, North America and Vietnam.

(b) Segment information provided to the board of directors

The segment information provided to the Board of Directors for the reportable segments is as follows:

26. Segment Information (continued)

(b) Segment information provided to the board of directors (continued)

Consolidated	North America $	Vietnam $	Australia $	Unallocated $	Total $
2022					
Interest revenue	–	2,684	–	33,216	35,900
Other income	482,671	282,293	–	540,287	1,305,251
Total segment revenue and other income	**482,671**	**284,977**	**-**	**573,503**	**1,341,151**
Depreciation and amortisation expense	–	–	–	(1,124,077)	(1,124,077)
Total segment loss before income tax	**(529,779)**	**(13,679,071)**	**(2,556,013)**	**(18,777,704)**	**(35,542,567)**
Total segment assets	**6,340,537**	**4,333,823**	**1,600,000**	**57,855,331**	**70,129,691**
Total segment liabilities	**(8,057)**	**(3,385,773)**	**-**	**(3,223,159)**	**(6,616,989)**

Consolidated	North America $	Vietnam $	Australia $	Unallocated $	Total $
2023					
Interest revenue	–	–	–	383,563	383,563
Other income	–	9	–	3,832,528	3,832,537
Total segment revenue and other income	**-**	**9**	**-**	**4,216,091**	**4,216,100**
Depreciation and amortisation expense	–	–	–	(1,010,931)	(1,010,931)
Total segment loss before income tax	**(788,278)**	**(8,414,914)**	**(1,499,005)**	**(23,781,465)**	**(34,483,662)**
Total segment assets	**6,080,469**	**3,181,180**	**1,600,000**	**25,857,597**	**36,719,246**
Total segment liabilities	**(48,587)**	**(1,708,010)**	**-**	**(4,571,664)**	**(6,328,261)**

Significant unallocated assets include: cash and cash equivalents $12,382,285 (30 June 2022: $40,752,510), receivables $688,583 (30 June 2022: $2,184,905), plant & equipment $3,803,830 (30 June 2022: $4,528,391) and investments held in listed entities $8,402,715 (30 June 2022: 12,878,310)

Significant unallocated liabilities include: trade and other payables $3,899,804 (30 June 2022: $2,413,899)

(c) Measurement of segment information

All information presented in part (b) above is measured in a manner consistent with that in the financial statements.

27. Related Party Transactions

(a) **Parent entity**

The ultimate parent entity within the group is Blackstone Minerals Limited.

(b) **Subsidiaries**

Interests in subsidiaries are set out in Note 30.

(c) **Key Management Personnel compensations**

	Consolidated 30 June 2023 $	30 June 2022 $
Key Management Personnel Compensation within the Group		
Blackstone Minerals Limited		
Short-term employee benefits	1,607,894	1,346,804
Post-employment benefits	130,534	92,400
Share-based payments – Options and Rights	319,961	522,533
Total key management personnel compensation	**2,058,389**	**1,961,737**

(d) **Transactions with entities with joint KMPs**

The following transactions occurred with a party where both the Company and the party shared KMPs during the reporting period:

		2023 $	2022 $
i.	Recharges to entities with joint KMP		
	Recharge of rent and shared office costs		
	Recharges to Venture Minerals Limited	–	170,167
ii.	Purchases from entities with joint KMP		
	Shared office costs and other supplier services on arms' length terms:		
	Payments to Venture Minerals Limited	–	10,908
iii.	Balances outstanding to entities with joint KMP		
	Venture Minerals Limited	–	–

Mr Radonjic is a Director of Venture Minerals Limited which shares office and administration service costs on normal commercial terms and conditions. Mr Radonjic resigned as Non-Executive Director of Blackstone Minerals Limited on 12 November 2021.

Mr Halliday was a Non-Executive Director of Venture Minerals Limited until 26 November 2021, which shares either office and administration service costs on normal commercial terms and conditions. Following this date, Venture Minerals Limited was no longer considered a related party.

Details of remuneration disclosures are included in the Remuneration Report on pages 35 to 55.

28. Share Based Payments

(a) Fair value of listed options granted

There are no listed options on issue.

(b) Fair value of zero exercise price options granted to Employees

During the year, the Company issued 14,893,386 zero exercise price options ("ZEPOs") to employees over three classes/tranches, Short Term Incentives ("STI"), Long Term Incentives ("LTI") and Retention, under the vesting conditions as specified in the table below.

The fair value for all tranches at grant date is determined using a Black Scholes Model applying the following inputs:

- Weighted average exercise price of $0.000;
- Weighted average life of the option (years) of 5;
- Weighted average underlying share price: refer below for each tranche;
- Expected share price volatility of 85%;
- Weighted average risk-free interest rate between 3.14% & 3.69%.

Volatility is calculated based on share price history of the company and used as the basis for determining expected share price volatility. The expected volatility reflects the assumptions that the historical volatility over a period similar to the life of the options is indicative of future trends which may not be the actual outcomes. The life of the options is agreed upon by the Board to ensure long term goal congruence between Directors, Management and Shareholders.

28. Share Based Payments (continued)

(b) Fair value of zero exercise price options granted to Employees (continued)

Class	Milestones	Description of milestones	Vesting Date ***	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT14	Short Term Incentives – Tranche 1	Environment, Social and Governance · Zero fatalities at the Ta Khoa Project · Lost time injury frequency rate< 2 per annum. · Zero material reportable environmental, community or landholder incidents.	30 June 2023	994,442	14 Oct 2022	0.000	0.185	183,972	160,078 *
			30 June 2023	135,065	25 Nov 2022	0.000	0.160	21,610	21,610
BSXOPT14	Short Term Incentives – Tranche 2	Partnerships and Funding · Executed binding agreements to deliver project (or part thereof); and · Relevant market announcement of binding partnership. · Agreement to fund Ta Khoa Refinery Project (TKR) (Downstream) (or proportional part thereof). Proportional award available.	30 June 2023	1,988,883	14 Oct 2022	0.000	0.185	367,943	– **
			30 June 2023	270,130	25 Nov 2022	0.000	0.160	43,221	– **
BSXOPT14	Short Term Incentives – Tranche 3	DFS completion Successful completion of TKR Definitive Feasibility Study report delivered by end of FY 2023, on budget and approved by Board; and Relevant market of successful completion of above activities. Proportional award available	30 June 2023	1,988,883	14 Oct 2022	0.000	0.185	367,943	240,116 ***
			30 June 2023	270,130	25 Nov 2022	0.000	0.160	43,221	– ***
				5,647,533				**1,027,910**	**421,804**

* *Prior to vesting, the value of options related to employees who resigned and therefore forfeited the options were reversed out from share-based payments expenses. 129,156 STI Tranche 1, 258,312 STI Tranche 2 and 258,312 STI Tranche 3 options were cancelled prior to 30 June 2023 due to employee resignations. 2,000,701 options from Tranche 2 and 2,000,701 options from Tranche 3 related to those employees were cancelled following 30 June 2023*

** *The vesting conditions of STI Tranche 2 had not been met as at the 30 June 2023 measurement date, and therefore the options were cancelled following 30 June 2023. The accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

*** *Board and Management used its discretion to award 75% of STI Tranche 3 to employees only and did not apply to directors, based on the conditions assessed at 30 June 2023. The remaining 25% awarded were cancelled following 30 June 2023 and the accumulated value attributed to those options was reversed out through share-based payments expense recorded during the period.*

**** *The holder must be in service at the vesting date.*

28. Share Based Payments (continued)

(b) Fair value of zero exercise price options granted to Employees (continued)

Class	Milestones	Description of milestones	Vesting Date ***	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT15	Long Term Incentives – Tranche 4	Increase in JORC compliant resources If resource <30 % growth on reported resources then 0% vesting of incentives. If resource >31% and <50% then a 50% proportional vesting of incentives. If resource >50% then 100% vesting of incentives.	30 Jun 2025	2,173,459	14 Oct 2022	0.000	0.185	402,090	85,659
		Proportional award available Achieve a JORC compliant resource includes inferred, measured or indicated Nickel or metal equivalents reported in accordance with clause 50 of JORC code.	30 Jun 2025	675,325	25 Nov 2022	0.000	0.160	108,052	24,733
BSXOPT15	Long Term Incentives – Tranche 5	· Shareholder Return (Market Conditions) · Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2022 to 30 June 2025 (the "Measurement Period")	30 Jun 2025	1,086,730	14 Oct 2022	0.000	0.1189 *	129,212	27,527
			30 Jun 2025	337,662	25 Nov 2022	0.000	0.0962 *	32,483	7,435
BSXOPT15	Long Term Incentives – Tranche 6	Shareholder Return (Market Conditions) Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2022 and 30 June 2025 of the selected peer group	30 Jun 2025	1,086,730	14 Oct 2022	0.000	0.1189 *	129,212	27,527
			30 Jun 2025	337,662	25 Nov 2022	0.000	0.0962 *	32,483	7,435
				5,697,568				**833,532**	**180,316**

** *Option with market-based conditions were valued using the Monte Carlo valuation method using the above inputs noted*

** *As the options have not yet vested, the value of options related to employees who resigned and therefore forfeited the options were reversed out from the share-based payments. 403,612 LTI Tranche 1, 201,806 LTI Tranche 2 and 201,806 LTI Tranche 3 options were cancelled prior to 30 June 2023 due to employee resignations*

*** *The holder must be in service at the vesting date*

28. Share Based Payments (continued)

(b) Fair value of zero exercise price options granted to Employees (continued)

Class	Milestones	Description of milestones	Vesting Date	Number issued	Grant Date	Exercise Price $	Underlying Share Price on Grant Date $	Total Fair Value $	Share based payment expense recognised during the period $
BSXOPT16	Retention	18 Months Retention	Continuous employment from Issue date until measurement date 31 December 2023	3,548,285	14 Oct	0.000	0.185	656,433	331,398*
2022				**3,548,285**				**656,433**	**331,398**

* *As the options have not yet vested, the value of options related to employees who resigned and therefore forfeited the options were reversed out from the share-based payments. 403,612 LTI Tranche 1, 201,806 LTI Tranche 2 and 201,806 LTI Tranche 3 options were cancelled prior to 30 June 2023 due to employee resignations.*

(c) Fair value of unlisted options issued to Corporate Advisors

During the year, the Company issued 6,000,000 unlisted options to Corporate Advisors with the following vesting conditions:

The price was calculated by using the Black-Scholes European Option Pricing Model applying the following inputs.

- Weighted average exercise price of $0.28;
- Weighted average life of the option (years) of 3;
- Weighted average underlying share price: $0.20
- Expected share price volatility of 85%;
- Weighted average risk-free interest rate: 3%
- Fair value per option: $0.09618

The fair value of the options issued was $577,061. As at the reporting date, no value was expensed as the probability of achieving the milestone was assessed to be less than 50%.

28. Share Based Payments (continued)

(d) Fair value of unlisted options granted to joint venture partner by Codrus Minerals Limited

During the year, Codrus issued 1,000,000 unlisted options to Joint Venture Partner for meeting its minimum expenditure of $100,000 under the Farm In and Joint Venture Agreement with Talgomine, with an exercise price of $0.20 expiring on 9 June 2025. The value of the options recognised was $18,405.

A further $17,270 of options value were recognised during the year based on the Company meeting its minimum spend of additional spend of $300,000 resulting to the Company earning its rights to participating interest of 70%. Once elected, the Company will issue 2,500,000 options to Talgomine, with an exercise price of $0.50 with a 2-year expiry from the date of issue.

The price was calculated by using the Black-Scholes Option Pricing Model applying the following inputs.

- Weighted average exercise price of $0.20;
- Weighted average life of the option (years) of 2.55;
- Weighted average underlying share price of $0.20;
- Expected share price volatility of 85%;
- Weighted average risk-free interest rate of 3.11%.

Volatility is calculated based on historical share price history of the company and used as the basis for determining expected share price volatility as it assumed that this is indicative of future tender, which may not eventuate. The life of the options is agreed upon by the Board to ensure long term goal congruence between Directors, Management and Shareholders.

(e) Share-Based Payments recognised for options issued by Blackstone in prior years.

During the year, $238,408 of share-based payments was recognised for unlisted options and rights issued by Blackstone in the previous years, which were being amortised over their relevant vesting periods. Additionally, $127,812 of share-based payments were reversed during the period relating to unvested unlisted options following cessation of employment for related employees.

28. Share Based Payments (continued)

(f) Share-Based Payments recognised for options issued by Codrus in prior years.

During the period, $412,984 of share-based payments was recognised for unlisted options issued by Codrus in the previous years, which were being amortised over their relevant vesting periods.

Total share-based payment transactions recognised during the year are set out below.

	30 June 2023 $	30 June 2022 $
Share based payments expense		
Options issued to Blackstone directors, employees and consultants1	1,044,114	1,843,190
Options issued to Codrus directors, employees and consultants2	448,659	735,115
Options issued to Blackstone Corporate Advisors	–	–
Options issued to Codrus Corporate Advisors	–	–
Total Share based payments expense	**1,492,773**	**2,578,305**

A portion of the share-based payments expenses for both 30 June 2023 and 30 June 2022, represent the expense related to the options issued in prior years that relate to current period of service for employees, directors and consultants.

1 *Expenses relating to Options issued during FY2023: $935,518 (30 June 2022: $1,192,960); Expenses relating to Options issued in prior period: $110,596 (30 June 2022: $650,230)*

2 *Expenses relating to Options issued during FY2023: $35,675 (30 June 2022: $372,785); Expenses relating to Options issued in prior period: $412,984 (30 June 2021: $362,330)*

29. Contingent Liabilities

There are no contingent liabilities outstanding at the end of the year, other than those disclosed in Note 24.

30. Subsidiaries

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

Name of entity	Country of incorporation	Class of Shares	Equity Holding [A] 2023 %	Equity Holding [A] 2022 %
Codrus Minerals Limited	Australia	Ordinary	46.67 [C]	46.67 [C]
Blackstone Minerals (Canada) Pty Ltd	Australia	Ordinary	100	100
Black Eagle (US) LLC [B]	United States	Ordinary	46.67	46.67
Cobalt One Energy Corp	Canada	Ordinary	100	100
AMR Nickel Limited	Cook Islands	Ordinary	100	100
Ban Phuc Nickel Mines Limited	Vietnam	Ordinary	90	90

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

B *Black Eagle (US) LLC is a wholly owned subsidiary of Codrus Minerals Limited.*

C *See Note 2 for key judgement regarding de facto control.*

31. Parent Entity Information

		Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
a.	Assets		
	Current assets	10,589,595	35,547,187
	Non-current assets	22,234,670	26,761,603
	Total assets	**32,824,265**	**62,308,790**
b.	Liabilities		
	Current liabilities	4,035,255	2,534,092
	Non-current liabilities	264,276	417,747
	Total liabilities	**4,299,531**	**2,951,839**
c.	Equity		
	Contributed equity	127,366,409	127,365,109
	Reserves	6,139,582	5,095,467
	Accumulated losses	(104,981,257)	(73,103,626)
	Total equity	**28,524,734**	**59,356,950**
d.	Total Comprehensive loss for the year		
	Loss for the period after income tax	(31,877,631)	(34,923,744)
	Other comprehensive income for the year	–	–
	Total comprehensive loss for the year	**(31,877,631)**	**(34,923,744)**
e.	The parent entity has not guaranteed any loans for any entity during the year.		
f.	The parent entity has no contingent liabilities at the end of the financial year.		

DIRECTOR'S DECLARATION

In the Directors' opinion

a. the financial statements and notes set out on pages 67 to 116 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 Group's financial position as at 30 June 2023 and of its performance for the period ended on that date; and
b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
c. the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

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 Board of Directors.

Scott Williamson
Managing Director

Perth, Western Australia, 29 September 2023

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Independent auditor's report to the members of Blackstone Minerals Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Blackstone Minerals Limited (the Company) and its subsidiaries (collectively the Group), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, 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 Group is in accordance with the *Corporations Act 2001*, including:

a. Giving a true and fair view of the consolidated financial position of the Group as at 30 June 2023 and of its consolidated financial performance for the year ended on that date; and

b. Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report, which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial report* section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial report.

Carrying Amount of Exploration and Evaluation Expenditure Assets

Why significant	How our audit addressed the key audit matter
As disclosed in Note 10 to the financial report as at 30 June 2023, the Group held exploration and evaluation expenditure assets of $7,548,095. The carrying amount of exploration and evaluation expenditure assets is assessed for impairment by the Group when facts and circumstances indicate that the exploration and evaluation expenditure assets may exceed its recoverable amount. The determination as to whether there are any indicators to require an exploration and evaluation expenditure asset to be assessed for impairment, involves a number of judgments including whether the Group has tenure, will be able to perform ongoing expenditure and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable. During the year the Group determined that there had been no indicators of impairment. Given the size of the balance relative to the Group's balance sheet and the judgmental nature of impairment indicator assessments associated with exploration and evaluation expenditure assets, we consider this a key audit matter.	We evaluated the Group's assessment as to whether there were any indicators of impairment to require the carrying amount of exploration and evaluation expenditure assets to be tested for impairment. In performing our audit procedures, we: ► Considered the Group's right to explore in the relevant areas of interests, which included obtaining and assessing supporting documentation such as tenure documents. ► Considered the Group's intention to carry out significant exploration and evaluation activities in the relevant exploration area which included assessing whether the Group's cash-flow forecasts provided for expenditure for planned exploration and evaluation activities, and enquiring with senior management and Directors as to the intentions and strategy of the Group. ► Considered whether there was any other data or information that indicated the carrying amount of the exploration and evaluation expenditure asset would not be recovered in full from successful development or by sale. ► Assessed the adequacy of the disclosure in Note 10 to the financial report

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Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's 2023 annual report, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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

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

Responsibilities of the directors for the financial report

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

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or 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 this financial report.

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

- Identify and assess the 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 Group'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 Group'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 Group 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 Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated to the directors, we determine those matters that were of most significance in the audit of the financial report of the current year and are therefore the 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 the public interest benefits of such communication.

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Report on the audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 35 to 55 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Blackstone Minerals Limited for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Ernst & Young

Russell Curtin
Partner
Perth
29 September 2023

Corporate Governance Statement

In accordance with ASX Listing Rule 4.10.3 the Company's Corporate Governance Statement can be found on the Company's website, refer to http://blackstoneminerals.com.au/corporate/

Distribution of equity securities

Analysis of numbers of equity security holders by size of holding as at 11 September 2023 were as follows:

Holding	Number of Shareholders
1,000	248
1,001 - 5,000	1,219
5,001 - 10,000	712
10,001 - 100,000	1,685
100,001 and over	359
	4,223

Holders of less than a marketable parcel: 1,149

Substantial Shareholders

he names of the substantial shareholders as at 11 September 2023:

Shareholder	Number
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	64,013,892
FIL INVESTMENT MANAGEMENT LIMITED	40,000,382
CIVETTA NANJIA	36,527,415
ECOPRO LTD	32,652,541

Voting Rights - Ordinary Shares

In accordance with the holding Company's Constitution, on a show of hands every member present in person or by proxy or attorney or duly authorised representative has one vote. On a poll every member present in person or by proxy or attorney or duly authorised representative has one vote for every fully paid ordinary share held.

ADDITIONAL SHAREHOLDER INFORMATION

Unquoted Securities

Class	Exercise price	Vesting conditions	Expiry date	Number of options	Number of holders
Employee Options	$0.001	1,000,000 vesting on decision to mine, 300,000 vesting on Completion of DFS and Downstream Pilot Plant	20 August 2025	1,150,000	3
Employee Options	$0.001	Tranche 2 - 50% to vest upon 18 months service and 50% vested.	20 February 2025	600,000	1
STI ZEPOs FY22	$0.000	Tranche 1 - Complete life cycle carbon analysis on integrated upstream and downstream PFS for the Ta Khoa Project demonstrating NCM production impact (Kg CO_2 eq/Kg NCM) in lowest 50th percentile of similar producers. The analysis will be completed with reference to an independent third party report Tranche 3 - Achieve a JORC compliant resource of 500,000 tonnes (inferred and indicated) of Nickel or metal equivalents reported in accordance with clause 50 of JORC code, for the Ta Khoa Project and greater than 50% conversion of Resource to Reserve.	3 December 2026	572,094	5
LTI ZEPOs FY22	$0.000	Tranche 1 - Securing a binding downstream offtake and a downstream partner to develop the Ta Khoa Project Tranche 2 - Achieve a final investment decision and commence development of the Ta Khoa Project Tranche 3: · Zero fatalities at the Ta Khoa Project · Total Recordable Incident Frequency Rate target is 30% off 3.9% = 3% · Zero material breaches of any permits · A net zero carbon DFS (Scope 1 and 2 emissions) Tranche 4 - Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2021 to 30 June 2024 (the "Measurement Period") Tranche 5 - Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2021 and 30 June 2024 of the selected peer group (See Notice of Meeting 26/10/2021).	3 December 2026	2,441,005	10
Retention ZEPOs FY22	$0.000	18 months service from date of issue	3 December 2026	273,937	4
Advisor Options	$0.28	Nil	7 July 2025	6,000,000	3
Director Performance Rights	$0.000	36 months of continuous service	3 December 2026	212,465	1

Unquoted Securities (continued)

Class	Exercise price	Vesting conditions	Expiry date	Number of options	Number of holders
STI ZEPOs FY23	$0.000	Tranche 1: · Environment, Social and Governance · Zero fatalities at the Ta Khoa Project · Lost time injury frequency rate< 2 per annum. · Zero material reportable environmental, community or landholder incidents. Tranche 2 - Partnerships and Funding · Executed binding agreements to deliver project (or part thereof); and · Relevant market announcement of binding partnership. · Agreement to fund Ta Khoa Refinery Project (TKR) (Downstream) (or proportional part thereof). Proportional award available. Tranche 3 - DFS completion · Successful completion of TKR Definitive Feasibility Study report delivered by end of FY 2023, on budget and approved by Board; and · Relevant market of successful completion of above activities. Proportional award available	20 October 2027	5,001,753	16
LTI ZEPOs FY23	$0.000	Tranche 3 -Increase in JORC compliant resources · If resource <30 % growth on reported resources then 0% vesting of incentives. · If resource >31% and <50% then a 50% proportional vesting of incentives. · If resource >50% then 100% vesting of incentives. Proportional award available Achieve a JORC compliant resource includes inferred, measured or indicated Nickel or metal equivalents reported in accordance with clause 50 of JORC code. Tranche 4 - Shareholder Return (Market Conditions) - Proportional vesting will occur based on the Absolute Total Shareholder Return ("ATSR") from 1 July 2022 to 30 June 2025 (the "Measurement Period") Tranche 5 - Shareholder Return (Market Conditions) - Proportional vesting will occur where the Relative Total Shareholder Return ("RTSR") exceeds the median TSR over the Measurement Period from 1 July 2022 and 30 June 2025 of the selected peer group	20 October 2027	4,890,344	13
Retention ZEPOs FY23	$0.000	Continuous employment from Issue date until measurement date 31 December 2023	20 October 2027	3,063,951	14

ADDITIONAL SHAREHOLDER INFORMATION

Equity Security holders

The names of the twenty largest ordinary fully paid shareholders as at 11 September 2023 are as follows:

Shareholder	Number	% Held of Issued Ordinary Capital
CITICORP NOMINEES PTY LIMITED	100,316,365	21.18%
"BNP PARIBAS NOMS PTY LTD <DRP>"	30,586,745	6.46%
DELPHI UNTERNEHMENSBERATUNG AKTIENGESELLSCHAFT	25,969,750	5.48%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	21,178,993	4.47%
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	17,305,581	3.65%
DEUTSCHE BALATON AKTIENGESELLSCHAFT	15,045,391	3.18%
ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD	13,640,000	2.88%
<ACUITY CAPITAL HOLDINGS A/C>	13,640,000	2.88%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	12,987,317	2.74%
SPARTA AG	8,050,000	1.70%
MRS CANDICE MARIE WILLIAMSON	6,650,000	1.40%
MR HAMISH PETER HALLIDAY	6,547,632	1.38%
SPARTA AG	5,500,000	1.16%
BNP PARIBAS NOMINEES PTY LTD ACF CLEARSTREAM	5,355,118	1.13%
TA KHOA MINING LIMITED	5,220,000	1.10%
CCRD ENTERPRISES PTY LTD	4,000,000	0.84%
<CCRD FAMILY A/C>	5,013,096	1.06%
MR HAMISH PETER HALLIDAY	4,000,000	0.84%
MRS LENORE THERESA RADONJIC	3,500,001	0.74%
2INVEST AG	3,350,000	0.71%
MR PHILLIP IMMISCH	2,757,392	0.58%
MS KIRI MARGUERITE DORJI	2,725,001	0.58%
	295,698,382	**62.42%**

As at 11 September 2023

Project	Location	Tenement	Interest
Gold Bridge	British Columbia, Canada	501174, 502808	100%
	British Columbia, Canada	503409, 564599	100%
	British Columbia, Canada	573344, 796483	100%
	British Columbia, Canada	844114, 1020030	100%
	British Columbia, Canada	1047915, 1055449	100%
	British Columbia, Canada	1046246, 1046253	100%
	British Columbia, Canada	1050797, 1052563	100%
	British Columbia, Canada	1052564, 1052989	100%
	British Columbia, Canada	1052990, 1052991	100%
	British Columbia, Canada	1052992, 1052993	100%
	British Columbia, Canada	1055836, 1055837	100%
	British Columbia, Canada	1055838, 1055839	100%
	British Columbia, Canada	1055840, 1055859	100%
	British Columbia, Canada	1055860, 1055861	100%
	British Columbia, Canada	1055862, 1055863	100%
	British Columbia, Canada	1055864, 1052630	100%
	British Columbia, Canada	1052893, 1065892	100%
	British Columbia, Canada	1066580,1066581	100%
Ta Khoa	Vietnam	ML 1211/GPKT-BTNMT and 522 G/P	90%
Twilight Ni-Cu	Labrador, Canada	026822M, 025183M,	0%[1]
	Labrador, Canada	025744M, 019447M,	0%[1]
	Labrador, Canada	019456M, 026615M,	0%[1]
	Labrador, Canada	033850M, 033849M,	0%[1]
	Labrador, Canada	033848M, 033851M	0%[1]
West Voisey	Labrador, Canada	034230M, 034234M	0%[2]
Bull Run (Record Mine) [3]	Oregon, USA	OR152073, OR152074	0%[4]
	Oregon, USA	OR152076, OR152077	0%[4]
	Oregon, USA	OR152078, OR152627	0%[4]
	Oregon, USA	OR17242 – OR17246	0%[4]
	Oregon, USA	OR176469 – OR176514	100%
	Oregon, USA	OR178405 – OR178437	100%
	Oregon, USA	OR105272173 – OR105272184	100%
Silver Swan South[3]	Western Australia	P27/2191 – P27/2196	100%
	Western Australia	E27/545	100%
Red Gate[3]	Western Australia	E31/1096	100%
Middle Creek[3]	Western Australia	P46/1900 - P46/1912	95%
	Western Australia	P46/1914 - P46/1920	95%
	Western Australia	P46/1924	100%
	Western Australia	P46/2091 – P46/2095	100%
	Western Australia	E46/1428, E46/1429, E46/1431	100%
	Western Australia	P46/2046 – P46/2052	100%
Waladdi Soak[3]	Western Australia	E27/682	Under application
Koonkoobing Hill[3]	Western Australia	E70/6306	100%
Karloning[3]	Western Australia	E70/5339	100%[5]
Karloning Northeast[3]	Western Australia	E70/6462	Under application
Wialki[3]	Western Australia	E70/6472	Under application
Danberrin Hill South[3]	Western Australia	E70/6348	100%
Fleet Street[3]	Western Australia	E70/5630	0%[6]

Note 1: held under option agreement with Big Land Exploration Ltd to earn up to 100% interest in the project.

Note 2: held under option agreement with Wayde Guinchard and Myrtle Guinchard to earn up to 100% interest in the project.

Note 3: Projects and Tenements held by Codrus Minerals Limited. Codrus Minerals Limited has been consolidated under the principals of AASB 10 Consolidated Financial Statements. Although the Group has de facto control of Codrus (see note 2 for key judgements), statutory and regulatory restrictions and the protective rights of the NCI restrict the ability of the Company to make direct the activities of these projects.

Note 4: held under option agreement to acquire 100% of the Record Mine.

Note 5: Codrus has rights to earn up to 90% of the Karloning Rare Earth Element (REE) Project.

Note 6: Codrus has rights to earn up to 80% interest of Fleet Street's tenement

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