Black Cat Syndicate Limited

ABN 63 620 896 282

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2024

The directors of Black Cat Syndicate Limited ("Black Cat" or "the Company") present the Consolidated Financial Statements of the Company and its controlled entities ("Group" or "Consolidated Entity") for the financial year ended 30 June 2024.

DIRECTORS

The names and particulars of the directors of Black Cat during or since the end of the financial year are:

Paul Chapman (Non-Executive Chair)
B.Comm, ACA, Grad Dip Tax, MAICD, MAusIMM
Appointed 4 August 2017

Mr Chapman is a chartered accountant with over 30 years of experience in the resources sector, gained in Australia and the United States. Mr Chapman has experience across a range of commodity businesses including gold, nickel, uranium, manganese, bauxite/alumina and oil/gas, and has held managing director and other senior management roles in a number of public companies. Mr Chapman was a founding shareholder and director of the following ASX listed companies: Reliance Mining, Encounter Resources, Rex Minerals and Silver Lake Resources.

Directorships in listed companies in the 3 years immediately preceding the end of financial year:

Dreadnought Resources Limited	9 April 2019 - present
Encounter Resources Limited	7 October 2005 - 24 November 2023
Meeka Metals Limited	24 May 2022 - present
Sunshine Metals Limited	24 November 2020 - present

Gareth Solly (Managing Director)
B.Sc (Geology) First Class Honours, Dip. Business
Appointed 1 January 2018

Mr Solly has 25 years of mining industry experience, covering numerous orebody types in both underground and surface environments, and has a proven ability in leading mine geology, resource development and near mine exploration teams. With 11 years of experience in senior management roles including Registered Manager, Chief Geologist and Group Geology Manager with organisations including Saracen Gold Mines, Silver Lake Resources and Norilsk Nickel. Of particular relevance, Mr Solly was Chief Geologist and later Resident Manager at Mount Monger, which is similar in many ways to the Company's current operations, and involved managing a workforce of approximately 200.

Directorships in listed companies in the 3 years immediately preceding the end of financial year:

Nil.

Les Davis (Non-Executive Director)
M.Sc (Min Econs)
Appointed 4 August 2017

Mr Davis has a Master's Degree in Mineral Economics from Curtin University of Western Australia and has over 45 years of mining industry experience, including 18 years of experience in mine development and narrow vein mining. Mr Davis's career incorporates more than 21 years in senior management and executive roles, including mine manager, technical services manager, concentrator manager, resident manager and general manager expansion projects with organisations including WMC Resources, Reliance Mining and Consolidated Minerals. Mr Davis was the founding managing director of ASX listed Silver Lake Resources until his resignation on 22 November 2019.

Directorships in listed companies in the 3 years immediately preceding the end of financial year:

Silver Lake Resources Limited	25 May 2007 - 22 November 2019
Spectrum Metals Limited	2 February 2019 - 18 March 2020
Sunshine Metals Limited	24 November 2020 - present

Former Directors

Philip Crutchfield (Non-Executive Director)
B. Comm, LL.B (Hons), LL.M LSE
Appointed 6 April 2021

Mr Crutchfield is senior barrister specialising in commercial law, and a former partner of Mallesons Stephen Jaques (now King & Wood Mallesons).

Mr Crutchfield is currently a non-executive director of Dreadnought Resources, Encounter Resources and Hamelin Gold.

Directorships in listed companies in the 3 years immediately preceding the end of financial year:

Applyflow Limited	17 October 2019 – 31 July 2023
Dreadnought Resources Limited	13 September 2022 - present
Encounter Resources Limited	9 October 2019 – present
Hamelin Gold Limited	31 August 2021 – present
Zip Co Limited	15 December 2015 - 2 March 2021

Mr Crutchfield retired as a Non-Executive Director on 30 November 2023.

Tony Polglase (Non-Executive Director)
B.Eng (Hons) First Class Honours
Appointed 25 May 2020

Mr Polglase has more than 45 years of multi-disciplined mining experience across ten different countries and is qualified in mechanical and electrical engineering, with an honours degree in metallurgy. Mr Polglase has significant experience in the development and operation of mining projects, having been responsible for, or closely involved with, the commissioning of more than seven mines.

Mr Polglase is a non-executive director of New World Resources and Bravo Mining Corp.

Directorships in listed companies in the 3 years immediately preceding the end of financial year:

Bravo Mining Corp.	17 January 2022 – present
New World Resources Limited	17 October 2019 – present

Mr Polglase retired as a Non-Executive Director on 26 July 2024.

DIRECTORS' INTERESTS

As at the date of this report the directors' interests in shares and unlisted options of the Company are as follows:

Director	Ordinary Shares	Options	Performance Rights
P Chapman	9,969,501	1,222,222	-
G Solly	2,525,000	-	1,316,689
L Davis	6,738,571	1,000,000	-

Included in the directors' interests of unlisted options, there are 2,222,222 options that are vested and exercisable as at the date of signing this report.

COMPANY SECRETARIES

Mark Pitts (Joint Company Secretary)
BBus, FCA, GAICD
Appointed 9 November 2017

Mr Pitts has over 31 years' experience in business administration and corporate compliance. Having started his career with KPMG, Mr Pitts has worked at senior management level in a variety of commercial and consulting roles including mining services, healthcare and property development. The majority of the past 15 years of Mr Pitt's career has been spent working for, or providing services to, publicly listed companies in the junior resources sector.

Dan Travers (Joint Company Secretary)
BSc (Hons), FCCA
Appointed 23 November 2017

Mr Travers is a Fellow of the Association of Chartered Certified Accountants, with over 18 years' experience in the administration and accounting function for publicly listed companies following significant public practice experience. Mr Travers holds undergraduate degrees with honours in both Mathematics and Accounting.

DIRECTORS' MEETINGS

The number of meetings of the Company's directors held during the period ended 30 June 2024, and the number of meetings attended by each director are as follows:

Board and Committee Meetings						
	Board		Audit and Risk Committee		Remuneration and Nomination Committee	
Director	Eligible to Attend	Attended	Eligible to Attend	Attended	Eligible to Attended	Attended
P Chapman	9	8	-	-	-	-
G Solly	9	9	-	-	-	-
L Davis	9	8	1	1	1	1
P Crutchfield	4	4	1	1	1	1
T Polglase	9	9	1	1	1	1

RESULTS OF OPERATIONS

Financial Position and Performance

The consolidated net loss after income tax for the financial year was $3.8M (2023: $4.8M).

At the end of the financial year the Group had $14.0M (2023: $4.7M) in cash and cash equivalents.

Capitalised mineral exploration and evaluation expenditure at the end of the financial year was $122.6M (2023: $115.6M). Capitalised mine development costs at the end of the financial year were $9.0M (2023: nil)

During the year the Company raised a total of $27.0M before costs from the issue of placement shares which included a placement in November 2023 and the first tranche of another placement in June 2024. A further $9M was received (before costs) on the issue of convertible note securities.

REVIEW OF OPERATIONS

Exploration: Significant exploration activities were undertaken throughout the financial year with a focus on the Paulsens Gold Operation.

Economic Studies: As a result of the changing gold price environment, substantial cashflow increases were seen at each of Black Cat's Operations, and updated studies for each were released to the market in May 2024.

Operations: Significantly, mining activities at the Myhree and Boundary open pits, part of the Kal East Gold Project commenced in June 2024. Alongside this, refurbishment activities commenced at the Paulsens Gold Operation to allow for commissioning to begin in December 2024.

DIVIDENDS

No dividend has been paid or recommended for the financial year ended 30 June 2024 (2023: Nil).

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the 2024 financial year, the Group transitioned from the exploration stage to the mine development stage at the Myhree/Boundary open pits within the Kal East Gold Project. The Group also commenced refurbishment of the processing facility at its Paulsens Gold Operation, after a successful equity placement in June 2024. Other than the aforementioned, there have been no significant changes in the state of affairs of the Group during the financial year other than as stated in this report.

PRINCIPAL ACTIVITIES

The principal activity of the Company during the financial year was the exploration for minerals and the economic development of the Company's gold projects located in Western Australia. Significantly, mining activities at the Kal East Gold Operation commenced in June 2024. Alongside this, refurbishment activities commenced at the Paulsens Gold Operation to allow for commissioning to begin in December 2024.

MATTERS OR CIRCUMSTANCES ARISING AFTER THE END OF THE FINANCIAL YEAR

On 4 June 2024, the Company announced that it had received firm commitments for $36M via a two-tranche placement to institutional and sophisticated investors. The first tranche was received prior to 30 June 2024 and the second tranche was received in July 2024.

On 26 July 2024, Mr Polglase retired as a Non-Executive Director.

On 26 July 2024, first ore was mined and stockpiled at the Company's Kal East Gold Project.

On 5 August 2024, the Company announced the signing of a term sheet with Nebari Natural Resources Credit Fund II, LP ("Nebari") for a 3-year, USD$20.5M senior secured loan note facility.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

The Group continues to undertake exploration activities at its three West Australian assets (Coyote, Paulsens and Kal East). In July 2024, the Company announced first ore mined from the Kal East Gold Project via a turn-key funding, development and processing arrangement. Alongside this, the Company continues to focus on mill refurbishment and restart activities, and commissioning of the Paulsens Gold Operation in December 2024.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The group hold various licences including mining, exploration and prospecting tenements which are subject to environmental licence conditions under the laws and regulations of the Commonwealth of Australia and the State of Western Australia. All licence, tenement conditions and environmental reporting requirements were addressed during the reporting period. All minor environmental matters raised by the Department of Mining, Energy, Industry, Regulations and Safety were resolved immediately.

Accordingly, the directors are not aware of any instances of non-compliance with respect to environmental regulations.

Shareholding Qualifications

Options

As at 30 June 2024, 22,543,455 unissued ordinary shares of the Company were under option as follows:

Number of Options	Exercise Price	Expiry Date
129,000	$1.20	21 Jul 2024
202,000	$0.98	10 Dec 2024
330,000	$1.00	28 Mar 2025
80,000	$0.83	28 Mar 2025
618,000	$0.51	28 July 2026
710,000	$0.55	21 Feb 2027
300,000	$0.52	21 Mar 2027
18,444,455[1]	$0.3375	14 Nov 2025
1,430,000	$0.32	8 Feb 2028
300,000	$0.405	18 Apr 2028

[1] Quoted options (ASX:BC8O) issued as attaching securities pursuant to a share placement.

All options on issue at the date of this report are vested and exercisable. Each option on exercise entitles the option holder to 1 fully paid ordinary share in the Company.

Changes during the period

During the financial period, the Company granted 1,730,000 options over unissued shares to employees, pursuant to the terms and conditions of the Company's shareholder approved incentive securities plan.

During the financial period, nil options were exercised.

A total of 3,475,000 employee options were cancelled during the financial period on cessation of employment with the Company, or on expiry of the exercise period.

During the year the Company undertook a share placement to raise $8.3 million before costs. Under the terms of the placement, investors who subscribed for shares received 1 new option for every 2 fully paid ordinary shares subscribed for. Pursuant to the share placement a total of 18,444,445 listed options were issued exercisable at $0.3375 each and expiring 14 November 2025.

Since the end of the financial period:

- 2,000,000 options to directors and 4,000,000 options to brokers have been issued.
- 129,000 options have been cancelled on expiry and 580,000 options have been cancelled due to cessation of employment;
- 155,556 shares have been issued on the exercise of options.

Options do not entitle the holder to:

- participate in any share issue of the Company or any other body corporate (other than on the exercise of the option); or
- any voting rights at meetings of shareholders.

Performance Rights

Number of Performance Rights on Issue	Performance Rights Fully Vested	Expiry Date
6,760,011	Nil	30 June 2027
554,423	554,423	30 June 2028

Performance Rights on issue expiring 30 June 2027 are subject to the following vesting conditions at 30 June 2024:

(i) One third (1/3) vest on achieving a sustained production rate of 40,000 to 45,000oz pa at the Coyote Gold Operation;

(ii) One third (1/3) vest on achieving a sustained production rate of 60,000 to 70,000oz pa at the Paulsens Gold Operation; and

(iii) One third (1/3) vest on achieving a sustained production rate of 50,000 to 60,000oz pa at the Kal East Gold Operation.

Performance Rights on issue expiring 30 June 2028 are fully vested and exercisable at 30 June 2024.

Changes during the period

A total of 3,344,798 performance rights were issued during the financial year.

During the financial year a total of 1,550,682 performance rights were cancelled on cessation of employment.

During the financial year a total of 146,759 shares were issued on the exercise of performance rights with an expiry date of 30 June 2028.

Since the end of the financial period:

- no performance rights have been issued;
- 630,000 performance rights have been cancelled; and
- no performance rights have become vested and exercisable into shares.

ISSUED CAPITAL

Number of Shares on Issue		
	2024	**2023**
Ordinary fully paid shares	**377,870,219**	**266,876,453**

During the financial period ended 30 June 2024 the Company issued the following ordinary fully paid shares:

- 106,205,664 shares pursuant to share placements;
- 2,425,055 shares to suppliers in consideration for services provided;
- 2,000,000 shares in consideration for the acquisition of exploration assets;
- 216,288 shares to employees in share-based remuneration; and
- 146,759 on the exercise of vested employee performance rights.

REMUNERATION REPORT (AUDITED)

Remuneration paid to directors and officers of the Group is set by reference to remuneration paid by ASX listed companies of a similar size and operating in the mineral exploration industry. Additionally, in determining the remuneration of the directors and officers, reference is made to the Company's financial position and the specific skills and experience of the relevant director/officer.

Details of the nature and amount of remuneration paid to directors, and to each of the officers of the Company receiving the highest remuneration ("Key Management Personnel" or "KMP") are found in this report.

Remuneration Committee

In August 2022, the Company established a Remuneration and Nomination Committee. The Remuneration and Nomination Committee operates under a board approved Charter ("Charter"). The Charter, among other things, provides a framework for the consideration of remuneration matters. Prior to the establishment of the Remuneration and Nomination Committee the board was responsible for implementing the requirements of the Charter. Given the current size of the board, remuneration matters are being addressed by the board.

In accordance with the Charter, the board is responsible for:

1. Setting remuneration packages for directors and other KMP of the Company; and
2. Implementing shareholder approved employee incentive plans and making awards pursuant to those plans.

Non-Executive Remuneration

The Company's policy is to remunerate non-executive directors at rates comparable to similar sized ASX listed companies in the same industry, for their time, commitment, and responsibilities.

Non-executive director remuneration is not linked to the performance of the Company, however, to align directors' interests with shareholders' interests, remuneration may be provided to non-executive directors in the form of long-term equity-based incentives. Accordingly, non-executive director remuneration is determined as follows:

1. Fees are set within the aggregate amount approved by shareholders and are payable in cash and with statutory superannuation entitlements; and
2. Participation in equity-based remuneration schemes is subject to approval by shareholders.

The maximum non-executive directors' fees payable in aggregate is currently set at $350,000 pa.

Engagement of Non-Executive Directors

Non-executive directors conduct their duties under the following terms:

1. A non-executive director may resign from their position and thus terminate their contract on written notice to the Company; and

1. A non-executive director may be removed from office by a resolution of shareholders voting at a shareholder meeting.

In consideration of the services provided by Mr Paul Chapman as non-executive chair, Mr Chapman is paid a director fee of $60,000 pa (inclusive of statutory superannuation) in equal monthly instalments in arrears.

In consideration of the services provided by Messrs Les Davis, Tony Polglase and Philip Crutchfield as non-executive directors, the Company pays each director $40,000 pa (inclusive of statutory superannuation) in equal monthly instalments in arrears.

Messrs Chapman, Davis, Polglase and Crutchfield are also entitled to fees or other amounts as the board determines, where they perform special duties or otherwise perform extra services or make special exertions on behalf of the Company outside of their stated duties. There were no such fees paid during the financial year ended 30 June 2024.

Mr Polglase had May and June 2024 fees accrued at 30 June 2024 which amounted to $6,666. These were paid at the end of July 2024.

Effective from 1 July 2024 fees for the Non-Executive Chairman were revised to $90,000 pa (excluding superannuation) and for Non-Executive Directors $70,000 pa (excluding superannuation).

Non-executive directors are entitled to be reimbursed reasonable expenses incurred in performing their duties.

Executive Director and Other Key Management Personnel Remuneration

Executive remuneration consists of base salary, plus other performance incentives to ensure that:

1. Remuneration packages incorporate a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the Company's circumstances and objectives; and
2. A proportion of remuneration is structured in a manner to link reward for corporate and individual performance.

Executives are offered a competitive base salary at market rates (based on comparable ASX listed companies) which are reviewed annually to ensure market competitiveness. To date, the Company has not engaged an external remuneration consultant to advise the board on remuneration matters.

Executive Employment Agreements

Managing Director (Mr Gareth Solly)

The Managing Director, Mr Gareth Solly, is employed under a 3-year executive service agreement on the following material terms and conditions:

- 3-year fixed term contract, commencing 1 January 2024;
- Base salary of $320,000 pa plus statutory superannuation. Mr Solly's Salary is reviewed annually;
- At the non-executive directors' discretion, Mr Solly may also receive performance-based bonuses, the performance criteria, assessment and timing of which is determined by the non-executive directors; and
- subject to shareholder approval, Mr Solly may participate in the Company's Incentive Option Plan and other incentive plans adopted by the non-executive directors.
- Notice period:
    - With cause: 1 month;
    - Without cause: 3 months; or
    - At any time, without notice if convicted of any major crime which brings the Company into lasting disrepute.
- No specific termination entitlements specified.

Chief Financial Officer (Mr Nick Dwyer)

Mr Dwyer was employed under an executive service agreement on the following material terms and conditions:

- Contract of no fixed term;
- Fixed salary of $255,000 pa plus statutory superannuation, reviewed annually;

- Eligible to participate in short-term and long-term incentive arrangements;
- Notice period:
  - With cause: 1 month;
  - Without cause: 3 months; or
  - At any time, without notice if convicted of any major crime which brings the Company into lasting disrepute.
- No specific termination entitlements specified.

Short-Term Incentive Payments ("STIs")

The board sets the Key Performance Indicators ("**KPIs**") for executives and other senior employees. The KPIs selected are to align the reward of the individual executive, to the strategy and performance of the Company.

Performance objectives, which may be financial or non-financial, or a combination of both, are weighted when calculating the maximum STIs payable to executives. At the end of the specified measurement period, the board will assess the actual performance of executives against the set performance objectives and make determinations. The maximum amount of the STIs, or a lesser amount depending on actual performance achieved, is paid to the executives as either a cash payment or issue of securities in the Company. No STIs are payable to executives where it is considered that the actual performance has fallen below the minimum requirement.

Details of performance related remuneration can be found below.

Employee Incentive Plan

The Company provides incentives to directors and employees under Black Cat Syndicate's Employee Incentive Plan, which was last approved by shareholders on 30 November 2023.

The board:

3. Ensures that incentive plans include appropriate and realistic performance targets, and provide rewards when those targets are achieved;
4. Reviews and approves existing incentive plans established for employees; and
5. Approves the administration of the incentive plans, including receiving recommendations for, and the consideration and approval of grants pursuant to such incentive plans.

Long Term Incentives ("LTIs")

Under Black Cat Syndicate's Employee Incentive Plan, options or performance rights may be granted to employees to align the employees with the creation of shareholder value over the long term, whilst also attracting, motivating and retaining key employees.

Performance targets, whilst challenging, represent key milestones in respect of the growth of the Company, and are considered consistent with sustained growth in shareholder value.

Details of the LTIs are as follows:

Eligibility	Members of the senior leadership team who are responsible for setting the strategic direction of the Company
Awards	The LTI Awards are in the form of Performance Rights. Performance rights are issued for nil consideration and if Vesting Conditions are satisfied, may be exercised before the Expiry Date into ordinary fully paid shares in the Company. LTI Awards are issued pursuant to the terms and conditions of the Company's Employee Incentive Plan
Performance Period	The Vesting Conditions of the LTI Awards are measured, and can be achieved, at any time prior to the Expiry Date
Expiry Date	LTI Awards expire 30 June 2027, unless lapsing earlier in accordance with the terms and conditions of the Company's Employee Incentive Plan

Vesting Conditions (Key Performance Indicators (KPIs))	LTI Awards are measured from 1 July 2022 (or the date of grant if issued subsequently), may vest and become exercisable in three equal tranches based on the following specific performance conditions (KPIs) relating to production of gold from its three distinct gold projects as follows: • 1/3 vest on achieving a sustained production rate of 40,000 to 45,000oz pa at the Coyote Gold Operation • 1/3 vest on achieving a sustained production rate of 60,000 to 70,000oz pa at the Paulsens Gold Operation • 1/3 vest on achieving a sustained production rate of 50,000 to 60,000oz pa at the Kal East Gold Project

A total of 2,643,616 LTI Awards were issued by the Company during the financial year to employees of the Company, including the following Key Management Personnel:

Name	Position	Value of LTI Awards[2]	Value of LTI Awards as % of total Base Salary[1]	Number of LTI Awards (Performance Rights)
Nick Dwyer	Chief Financial Officer	$344,500	138%	1,300,000

[1] Base Salary relates to the annual fixed remuneration (exclusive of superannuation) payable to the respective KMP as at the LTI as at the date of commencement of employment.
[2] The value of LTI Awards at grant date.

LTI Outcomes

2,643,616 LTI Awards were issued during the 2024 financial year.

1,550,682 unvested LTI Awards were cancelled during the 2024 financial year as a result of cessation of employment.

Short Term Incentive Plan (STI)

The Company has not implemented STI KPIs for the year ended 30 June 2024.

STI Outcome – 2023 Financial Year

During the financial year, the board evaluated performance against the criteria for maximum STIs achievable for the financial year ended 30 June 2023, including safety and environmental, exploration success, completion of economic studies, commencement of production, debt repayment and share price performance.

Eligibility for participation in the STI scheme for the year ended 30 June 2023 was determined as follows:

Eligible participant	Max % Base Salary Achievable
Managing Director, CFO, GM - Projects	40%
Mine Study Manager, Resource Development Manager, Project Manager - Coyote	30%
HR Manager, Environmental Lead, Project Mining Engineer	20%

Total STIs determined to be payable amounted to $247,533. Including $71,149 in respect of the Managing Director.

It was determined that the STIs would be paid in the form of equity-based remuneration.

Pursuant to elections made by the 2023 STI recipients a total of 216,288 ordinary fully paid shares were issued at $0.265 per share amounting to $58,355 and 440,277 performance rights, expiring 30 June 2028, were issued at $0.265 per performance right amounting to $118,787, in January 2024.

A further 260,905 performance rights in the same class expiring 30 June 2028 were issued in May 2024 to the Managing Director, following shareholder approval on 30 April 2024.

Name of KMP	Position of KMP	Maximum FY2024 STI Bonus Achievable[1]	Actual FY2024 STI Bonus paid during the year[2]
Gareth Solly	Managing Director	$96,000	$71,749

Shareholding Qualifications

The directors are not required to hold any shares in the Company under the Company's constitution.

Group Performance

In considering the Company's performance, the board provides the following information in respect of the current and previous financial periods:

	2024 $	2023 $	2022 (restated) $	2021 $	2020 $
Loss for the period attributable to shareholders	(3,807,339)	(4,799,532)	(3,901,147)	(2,324,794)	(1,397,501)
Closing price per share at 30 June	0.30	0.38	0.30	0.62	0.81

As a company with minimal income generating assets, the board does not include the profit/(loss) of the Company as a KPI. KPIs are as disclosed above.

Voting at the Group's 2023 Annual General Meeting (AGM)

At the November 2023 AGM, 99.1% of the votes directed by shareholders, or their nominated proxy, supported the adoption of the Remuneration Report for the period ended 30 June 2023. The Group did not receive any specific feedback at the AGM regarding its remuneration practices.

Remuneration Disclosures

The Key Management Personnel of the Company for the 2024 financial year have been identified as:

Name	Position	Term as KMP
Non-executive directors		
Paul Chapman	Non-executive chair	Full financial year
Les Davis	Non-executive director	Full financial year
Philip Crutchfield	Non-executive director	Ceased 30 November 2023
Tony Polglase	Non-executive director	Full financial year
Executive director		
Gareth Solly	Managing director	Full financial year
Senior executives		
Michael Bourke	General manager – Projects	Ceased 07 July 2023
Nick Dwyer	Chief financial officer	Commenced 18 March 2024
David Lim	Chief financial officer	Ceased 30 April 2024

Remuneration Disclosures

The details of the remuneration of each member of Key Management Personnel is as follows:

	Short Term		Post-Employment	Other Long Term		
Name	Base Salary $	Short Term Incentive $	Super-annuation Contributions $	Value of convertible securities $	Total $	Value of Convertible securities as a proportion of Total Remunerati-on
2024						
Directors						
P Chapman	54,054	-	5,946	-	60,000	-
G Solly	344,616	71,749	37,908	-	454,273	-
L Davis	36,036	-	3,964	-	40,000	-
P Crutchfield[1]	15,015	-	1,652	-	16,667	-
T Polglase[2]	40,000	-	-	-	40,000	-
Total Directors	**489,721**	**71,749**	**49,470**	-	**610,940**	-
Other KMP						
N Dwyer[3]	73,558	-	8,091	383,051	464,700	82.4%
Total Other KMP	**73,558**	**-**	**8,091**	**-**	**-**	**-**
Total KMP	**563,279**	**71,749**	**57,561**	**383,051**	**1,075,640**	**-**
2023						
Directors						
P Chapman	54,299	-	5,701	-	60,000	-
G Solly	320,000	-	35,658	43,687	399,345	10.9%
L Davis	36,199	-	3,801	-	40,000	-
P Crutchfield	36,199	-	3,801	-	40,000	-
T Polglase	40,000	-	-	-	40,000	-
Total Directors	**486,697**	**-**	**48,961**	**43,687**	**579,345**	**-**
Other KMP						
M Bourke	290,000	-	30,450	58,000	378,450	15.3%
D Sanders	193,413	-	21,778	35,428	250,619	14.1%
D Lim	85,000	-	8,925	68,469	162,394	42.2[3]
Total Other KMP	**568,413**	**-**	**61,153**	**161,897**	**791,463**	**-**
Total	**1,055,110**	**-**	**110,114**	**205,584**	**1,370,808**	**-**

[1] Mr Crutchfield retired effective 30 November 2023.
[2] Mr Polglase is remunerated via a consulting company and superannuation is not applicable. Mr Polglase resigned on 26 July 2024.
[3] Mr Dwyer's employment commenced on 18 March 2024.

Details of Performance Related Remuneration

During the financial period the Company paid a bonus of $71,749 to the Managing Director in the form of 260,905 performance rights expiring 30 June 2028.

Options Granted as Remuneration to KMP

The following options were issued as remuneration to Key Management Personnel during the period ended 30 June 2024:

KMP	Number of Options	Grant Date	Expiry Date	Exercise Price	Volatility	Interest Rate	Value of Options
Nick Dwyer	300,000	12 Apr 2024	18 Apr 2028	$0.405	75.2%	3.76%	$38,551

The fair value of options issued as remuneration is allocated over the vesting period of the options. Options are provided at no cost to the recipients. In respect of fully vested options issued, the fair value is recognised in the financial period in which the options are granted.

Performance Rights Granted as Remuneration to KMP

The following performance rights were issued as remuneration to Key Management Personnel during the period ended 30 June 2024:

KMP	Number of Rights	Grant Date	Expiry Date	Performance Condition	Total Value of Rights
Gareth Solly	260,905	30 Apr 2024	30 Jun 2028	Fully vested on grant following shareholder approval on 30 April 2024.	$71,749
Nick Dwyer	1,300,000	12 Apr 2024	30 Jun 2027	1/3 vest on achieving a sustained production rate of 40,000 to 45,000oz pa at the Coyote Gold Operation 1/3 vest on achieving a sustained production rate of 60,000 to 70,000oz pa at the Paulsens Gold Operation 1/3 vest on achieving a sustained production rate of 50,000 to 60,000oz pa at the Kal East Gold Project	$344,500

The fair value of performance rights issued as remuneration is allocated over the vesting period of the performance rights. Performance rights are provided at no cost to the recipients.

Exercise of Equity-Based Remuneration Granted to KMP

No options or performance rights granted as remuneration during the current or prior financial period have been exercised into shares.

Equity Instrument Disclosures Relating to Key Management Personnel

Option Holdings

Key Management Personnel have the following interests in options over unissued shares of the Company at year end:

Name	Balance at start of the period	Received during the period as remuneration	Other changes during the period	Balance at the end of the period	Vested and exercisable at the end of the period
2024					
Directors					
P Chapman[2]	-	-	222,222	222,222	222,222
G Solly	75,000	-	-	75,000	75,000
L Davis[2]	-	-	155,556	155,556	155,556
P Crutchfield[3]	200,000	-	-	200,000	200,000
T Polglase[2,4]	250,000	-	22,222	272,222	272,222
Other KMP					
N Dwyer	-	300,000	-	300,000	300,000
M Bourke[1]	300,000	-	(300,000)	-	-
D Lim[3]	300,000	-	(300,000)	-	-

[1] Options lapsed unexercised. Mr Bourke ceased employment with the Company on 10 July 2023.
[2] Quoted options issued as attaching securities pursuant to a share placement.
[3] Option holdings at cessation of employment and were cancelled subsequent to the end of the period. Mr Lim ceased employment on 10 April 2024. Mr Crutchfield retired from the Company of 30 November 2023.
[4] Mr Polglase resigned on 26 July 2024.

Performance Rights Holdings

Key Management Personnel have the following interests in performance rights of the Company at year end:

Name	Balance at start of the period	Received during the period as remuneration	Other changes during the period	Balance at the end of the period	Vested and exercisable at the end of the period
2024					
Directors					
G Solly[1]	1,055,784	260,905	-	1,316,689	260,905
Other KMP					
N Dwyer[4]	-	1,300,000	-	1,300,000	-
M Bourke[2]	956,804	-	(956,804)	-	-
D Lim[2]	630,000	-	(630,000)	-	-

[1]Performance rights issued pursuant to 2023 STI outcomes
[2]Performance rights cancelled on cessation of employment.
[3]Performance rights holding at cessation of employment.
[4]Performance rights issued pursuant to LTI plan

Share Holdings

The number of shares in the Company held during the financial period by Key Management Personnel, including their related parties is set out below. There were no shares granted during the reporting period as compensation.

Name	Balance at start of the year	Received during the year on exercise of options	Other changes during the period	Balance at the end of the year
2024				
Directors				
P Chapman[1]	9,154,687	-	444,444	9,599,131
G Solly	2,525,000	-	-	2,525,000
L Davis[1]	6,095,977	-	311,112	6,407,089
P Crutchfield[1,2,3]	8 441,026	-	2,222,222	10,663,248
T Polglase[1,3]	125,557	-	44,444	170,001
Other KMP				
N Dwyer	-	-	111,111	111,111

[1] Shareholder approved participation in placement for changes in the period.
[2] Holdings on cessation of employment.
[3] Mr Crutchfield retired from the Company of 30 November 2023. Mr Polglase resigned on 26 July 2024.

Subsequent to the end of the financial year, a total of 370,370 shares to Mr Chapman and 175,926 shares to Mr Davis pursuant to a share placement and a further 155,556 shares on the exercise of options to Mr Davis.

Loans Made to Key Management Personnel

No loans were made to Key Management Personnel, or their related entities during the reporting period.

Other Transactions with Key Management Personnel

There we no other transactions with Key Management Personnel during the year in addition to those disclosed in the Remuneration Report.

End of Remuneration Report

OFFICERS' INDEMNITIES AND INSURANCE

During the period, the Company paid an insurance premium to insure certain officers of the Company. The officers of the Company covered by the insurance policy include the directors named in this report.

The Directors' and Officers' Liability insurance provides cover against costs and expenses that may be incurred in defending civil or criminal proceedings that fall within the scope of the indemnity, and that may be brought against the officers in their capacity as officers of the Company. The insurance policy does not contain details of the premium paid in respect of individual officers of the Company. Disclosure of the nature of the liability cover and the amount of the premium is subject to a confidentiality clause under the insurance policy.

The Company has not provided any insurance for an auditor of the Company.

PROCEEDINGS ON BEHALF OF THE COMPANY

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

NON-AUDIT SERVICES

Where non-audit services are provided to the Group by the auditor the board satisfies itself that the provision of any non-audit services is compatible with, and does not compromise, the auditor independence requirements of the Corporations Act 2001.

No non-audit services were provided by the auditor during the financial year.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act is set out on the following page.

This report is made in accordance with a resolution of the Directors.

Dated at Perth this 27th day of September 2024.

Gareth Solly
Managing Director

Grant Thornton Audit Pty Ltd
Level 43 Central Park
152-158 St Georges Terrace
Perth WA 6000
PO Box 7757
Cloisters Square
Perth WA 6850

T +61 8 9480 2000

Auditor's Independence Declaration

To the Directors of Black Cat Syndicate Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Black Cat Syndicate Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

L A Stella
Partner – Audit & Assurance

Perth, 27 September 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Consolidated 30 June 2024 $'000	Consolidated 30 June 2023 $'000
Interest income		48	183
Other income	5	4,727	1,786
Total income		**4,775**	**1,969**
Administrative expenses:			
Corporate administration costs	6	(3,358)	(5,318)
Depreciation		(22)	(112)
Amortisation		-	(62)
Finance costs	6	(2,497)	(116)
Write-off of exploration costs	14	(1,429)	(150)
Other expenses	6	(1,276)	(1,011)
Loss before income tax		**(3,807)**	**(4,800)**
Income tax expense	7	**-**	-
Loss after tax		**(3,807)**	**(4,800)**
Other comprehensive income:			
Total comprehensive loss for the year		**(3,807)**	**(4,800)**
Earnings per share attributable to the ordinary equity holders of the Company			
Basic loss per share (cents)	33	**(1.3)**	**(2.0)**
Diluted loss per share (cents)	33	**(1.3)**	**(2.0)**

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

	Note	Consolidated	
		30 June 2024 $'000	30 June 2023 $'000
Current assets			
Cash and cash equivalents	8	13,978	4,657
Trade and other receivables	9	1,617	385
Inventory	10	324	338
Other current assets	11	1,176	57
Total current assets		**17,095**	**5,437**
Non-current assets			
Security deposits	8	65	65
Property, plant and equipment	13	8,832	7,117
Mine properties under development	14	8,953	-
Exploration and evaluation expenditure	14	122,562	115,562
Right of use assets	15	290	-
Total non-current assets		**140,702**	**122,744**
Total assets		**157,797**	**128,181**
Current liabilities			
Trade and other payables	16	2,929	5,584
Employee entitlements	17	447	562
Financial liabilities	19	6,235	5,074
Lease liabilities	18	202	-
Total current liabilities		**9,813**	**11,220**
Non-current liabilities			
Financial liabilities	19	9,147	5,000
Lease liabilities	18	88	-
Provision for rehabilitation	20	21,755	18,486
Total non-current liabilities		**30,990**	**23,486**
Total liabilities		**40,803**	**34,706**
Net assets		**116,994**	**93,475**
Equity			
Issued capital	21	131,811	105,794
Share based payments/other reserve	24	1,364	1,327
Accumulated losses	23	(16,181)	(13,646)
Total equity		**116,994**	**93,475**

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

	Consolidated				
	Number of shares '000	Issued Capital $000	Accumulated Losses $000	Share-Based Payments/ Other Reserve $000	Total $000
2023					
Balance at the start of the financial year	215,039	86,788	(9,281)	1,505	**79,012**
Prior period amendment - fair value of lapsed convertible securities recognised in a prior year	-	-	435	(435)	**-**
Loss for the financial year	-	-	(4,800)	-	**(4,800)**
Movement in fair value of share-based payments	-	-	-	716	**716**
Transfer on exercise of convertible securities	-	459	-	(459)	**-**
Other share-based payments	1,812	562	-	-	**562**
Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs)	50,025	17,985	-	-	**17,985**
Balance at the end of the financial year	**266,876**	**105,794**	**(13,646)**	**1,327**	**93,475**
2024					
Balance at the start of the financial year	266,876	105,794	(13,646)	1,327	**93,475**
Prior period amendment - fair value of lapsed convertible securities recognised in a prior year	-	(459)	459	-	**-**
Loss for the financial year	-	-	(3,807)	-	**(3,807)**
Movement in fair value of share-based payments	-	-	-	643	**643**
Transfer on cancelled or lapsed options	-	-	813	(839)	**(26)**
Shares issued to creditors	2,425	505	-	-	**505**
Tenement acquisition	2,000	560	-	-	**560**
Exercise of options	147	32	-	(32)	**-**
Shares issued to employees	216	57	-	-	**57**
Transactions with equity holders in their capacity as equity holders: Shares issued (net of costs)	106,206	25,322	-	-	**25,322**
Convertible note equity component	-	-	-	265	**265**
Balance at the end of the financial year	**377,870**	**131,811**	**(16,181)**	**1,364**	**116,994**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Consolidated 30 June 2024 $'000	Consolidated 30 June 2023 $'000
Cash flows from operating activities			
Interest received		49	183
Interest paid		(54)	-
Payments to suppliers and employees		(5,588)	(5,353)
Other income		69	-
Site recoveries		3,467	1,786
Net cash used in operating activities	32	**(2,057)**	**(3,384)**
Cash flows from investing activities			
Payments on exploration and evaluation		(15,285)	(22,493)
Proceeds on disposal of assets		232	242
Payments for property, plant and equipment		(2,039)	(1,055)
Payment of deferred consideration		(5,478)	(5,000)
Exploration incentive grant		-	123
Net cash used in investing activities		**(22,570)**	**(28,183)**
Cash flows from financing activities			
Payment of lease liability principal		(179)	(58)
Proceeds from borrowings		-	734
Proceeds from issue of convertible debt securities		9,000	-
Repayment of borrowings		-	(610)
Proceeds from the issue of shares		27,016	18,786
Payments for share issue costs		(1,889)	(801)
Net cash from financing activities		**33,948**	**18,052**
Net increase/(decrease) in cash held		9,321	(13,515)
Cash at the beginning of the financial year	8	4,657	18,172
Cash at the end of the financial year	8	**13,978**	**4,657**

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

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied throughout the reporting period, unless otherwise stated. The financial report includes financial statements for the consolidated entity consisting of Black Cat Syndicate Limited and its controlled entities ("**Group**" or "**Consolidated Entity**").

(a) Basis of Preparation

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.

Compliance with the Australian Accounting Standards results in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and throughout this financial report, and have been consistently applied unless stated otherwise.

The consolidated financial statements have been prepared on a historical cost basis, except for right of use assets recognised for leases, and deferred consideration payable that have been measured at fair value.

The consolidated financial statements are presented in Australian dollars and all values are rounded to the nearest thousand ($000), except when otherwise indicated. The Group has prepared the financial statements on the basis that it will continue to operate as a going concern (See Note 2).

(b) Adoption of New and Revised Accounting Standards

The accounting policies adopted are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 30 June 2023, unless otherwise stated. All new and amended accounting standards and interpretations effective from 1 July 2024 were adopted by the Group with no material impact. There are expected to be material impacts from AASB 18 Presentation and Disclosure in Financial Statements: AASB 18 replaces AASB 101 as the standard describing the primary financial statements and sets out requirements for the presentation and disclosure of information in AASB-compliant financial statements. The amendments are effective for annual reporting periods beginning on or after 1 January 2027.

(c) Reporting Basis and Conventions

These financial statements have been prepared under the historical cost convention, and on an accrual basis.

(d) Critical Accounting Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and various other factors that are believed to be reasonable under the current circumstances. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected. Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial information are described in Note 3.

(e) Principles of Consolidation

The financial statements comprise the financial statements of the Company and its controlled entities from the date control commences, until the date control ceases. The financial statements of controlled entities are prepared for the same reporting period as the head entity (Black Cat Syndicated Limited), using consistent accounting policies.

The Group controls an entity when it is exposed to, or has rights to, variable returns from its investment with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee
- The ability to use its power over the investee to affect its returns

Inter-entity balances resulting from transactions with or between controlled entities are eliminated in full on consolidation. Investments in subsidiary companies are accounted for at cost in the individual financial statements of the Company.

(f) Segment Reporting

Operating segments are identified, and segment information disclosed, where appropriate, on the basis of internal reports reviewed by the Company's board of directors, being the Group's Chief Operating Decision Maker, as defined by AASB 8.

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(g) Other Income

Other income includes gains which represent increases in economic benefits to the Group, in form of income, which do not qualify as revenue.

Camp licensing income

The Group recognises gains from income received from third parties who utilise its site accommodation facilities, on a gross basis, with variable expenses associated with providing the services to the third party recognised in other expenses.

(h) Income Tax

The income tax expense/benefit for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to the 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 timing 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 substantially enacted for each jurisdiction in which the Group operates. 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 those timing 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 liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and 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.

(i) Impairment of Assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(j) Cash and Cash Equivalents

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

(k) Trade and Other Receivables

Receivables are initially recognised at fair value and subsequently at the amounts considered receivable. They are generally due for settlement within 30 days and therefore all classified as current. Balances within receivables do not contain impaired assets, are not past due and are expected to be received when due.

The Group does not have trade receivables in relation to gold sales. Prepayments relate to annual insurance payments. The only material receivables at year end are for camp rental income, GST and fuel tax credits receivable from the Australian Taxation Office.

Due to the short-term nature of these receivables, their carrying value is assumed to approximate fair value.

(l) Property, Plant and Equipment

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

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

item will flow to the Group and the cost of the item can be measured reliably. All repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment, other than assets acquired for use in mineral exploration and evaluation activities, whose cost is capitalised as exploration and evaluation expenditure, is calculated using an appropriate allocation method which reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Group (e.g. straight line, diminishing value or unit of production) to systematically allocate its depreciable value over the assets useful life.

The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at least at each financial year end. Capital work in progress is not depreciated until it is installed and ready for use.

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 disposal of property, plant and equipment are determined by comparing the fair value of sales proceeds received on disposal, if any, with the carrying amount. Any gains and losses are included in the calculation of profit or loss.

Assets classified as exploration assets represents fixed assets uses in exploration and evaluation activities. Exploration assets acquired after 30 June 2022 are fully depreciated on acquisition, with the depreciation charged recognised as a cost of exploration for, and evaluation of, mineral resources.

The depreciation rates used:

Mobile Plant: 20% pa

Equipment: 20% - 30% pa

(m) Mineral Exploration and Evaluation Expenditure

Mineral exploration and evaluation expenditure, including the acquisition of tenements from external parties, for each area of interest is capitalised where rights of tenure are current and in respect of which:

- such costs are expected to be recouped through the successful development and exploitation of the area of interest, or alternatively by its sale; or
- exploration and/or evaluation activities in the area have not reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active or significant operations in, or in relation to, the area of interest is continuing.

In the event that an area of interest, or and individual exploration tenement, is relinquished, the capitalised cost for the abandoned area is expensed in the year in which the area is abandoned. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

(n) Mine properties

Mine development represents expenditure in respect of exploration and evaluation, based on mining activities and related mining data and construction costs and development incurred by the Group previously accumulated and carried forward in relation to properties in which mining has now commenced.

Such expenditure comprises direct costs and an appropriate allocation of directly related overhead expenditure. All expenditure incurred prior to commencement of production is carried forward to the extent to which recoupment out of future revenue from the sale of production, or from the sale of the property, is reasonably assured. When further development expenditure is incurred in respect of a mine property after commencement of commercial production, such expenditure is carried forward as part of the cost of the mine property only when future economic benefits are reasonably assured, otherwise the expenditure is classified as part of the cost of production and expensed as incurred. Such capitalised development expenditure is added to the total carrying value of mine development being amortised.

Mine development costs (as transferred from exploration and evaluation and or assets under construction) are amortised on a units-of-production basis over the life of mine to which they relate. In applying the units of production method, amortisation is calculated using the expected total contained ounces as determined by the life of mine plan specific to that mine property. For development expenditure undertaken during production, the amortisation rate is based on the ratio of total development expenditure (incurred and anticipated) over the expected total contained ounces as estimated by the relevant life of mine plan to achieve a consistent amortisation rate per ounce. The rate per ounce is typically updated annually as the life of mine plans are revised.

At each reporting date, the Group assesses whether there is any indication that an asset, or group of assets is impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any) which is the amount by which the assets value exceeds its recoverable amount. Where the asset does not generate cash inflows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs.

The recoverable amount is the higher of 'fair value less costs of disposal' (FVLCOD) and 'value in use'. The asset is then written down to its recoverable amount and the impairment losses are recognised in the profit or loss. Where an impairment

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

loss subsequently reverses for assets other than goodwill, the carrying amount of the asset is increased, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in the profit or loss immediately.

(o) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(p) Trade and Other Payables

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

(q) Employee Benefits

Salaries, Wages and Annual Leave

Liabilities for salaries and wages, including non-monetary benefits, and accrued annual leave are recognised in employee entitlements in respect of employees' services up to the reporting date, and are measured at the amounts expected to be paid when the liabilities are settled.

Long Service Leave

Any liability for long service leave 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 salaries, experience of employee departures and periods of service. Expected future payments are discounted at the corporate bond rate with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share Based Payments

Director/Employee Remuneration

From time to time the Group may offer options or performance rights to directors and employees of the Group as part of the Group's remuneration policy ("**SBP Benefits**").

The fair value of SBP benefits granted is recognised as an expense on a pro rata basis over the vesting period of the SBP benefit, being the period during which the director/employee becomes unconditionally entitled to exercise the SBP benefit, with a corresponding increase in the Share Based Payments Reserve.

The fair value of SBP benefits is measured at grant date. For SBP Benefits issued as options fair value is calculated using a Black-Scholes option pricing model that takes into account the exercise price, term, share price of the underlying security at grant date, expected price volatility of the underlying share, expected dividend yield and the risk-free rate for the term of the SBP benefit. SBP Benefits issued as performance rights are valued using an appropriate method based on the terms and conditions of the performance right, including vesting conditions.

The fair value of the SBP benefits granted is adjusted to reflect market vesting conditions. Non-market vesting conditions are included in assumptions about the number of SBP benefits that are expected to become exercisable. At each balance date the entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

Upon the exercise of SBP benefits, the fair value of SBP benefits exercised is transferred from share-based payments reserve to share capital account, along with the proceeds received, if any, from the SPB benefit holder, net of any directly attributable transaction costs.

Upon the lapse of unexercised SBP benefits, the value of the benefit credited to the Share Based Payments Reserve is either recognised in the calculation in profit or loss in the current period, for that part of the recognised fair value that was expensed in the current period, or accumulated losses, where the expense was recognised in a prior year.

(r) Issued Capital

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.

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(s) Earnings Per Share

i. Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss 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 year, adjusted events other than the conversion of potential ordinary shares, that have changed the number of ordinary shares outstanding without a corresponding change in the resources e.g. a bonus issue or share split.

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 income tax effect of dividends and interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Goods and Services Tax (“GST”)

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

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

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 flows.

(u) Financial Instruments

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

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

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Group’s assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain. Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured based on the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(v) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(w) Current versus Non-Current Classification

The Group presents assets and liabilities in the statement of financial position based on a current or non-current classification.

NOTE 1 SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

An asset is classified as current when it is carrying amount:

- is expected to be realised, or intended to be sold or consumed in the Group's normal operating cycle;
- expected to be realised within 12 months after the balance date through use or sale; or
- cash or a cash equivalents (unless restricted for at least 12 months after the reporting period.

A liability is current when it is:

- expected to be settled in the Group's normal operating cycle;
- it is due to be settled within 12 months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other assets and liabilities are classed as non-current.

(x) Fair value estimation

The nominal value less estimated credit adjustments of receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

Fair Value Measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market. Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

(y) Rehabilitation provisions

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of development activities undertaken, and it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of abandoning sites, removing facilities and restoring the affected areas.

The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the balance date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each balance date.

The initial estimate of the restoration and rehabilitation provision is capitalised into the cost of the related asset and amortised on the same basis as the related asset, unless the present obligation arises from the production of inventory in the period, in which case the amount is included in the cost of production for the period. Changes in the estimate of the provision for restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognised as a finance cost rather than being capitalised into the cost of the related asset.

NOTE 2 GOING CONCERN

The Group has prepared the financial statements on the basis that it will continue as a going concern.

For the financial year, the Group recorded a net loss after tax of $3.8M, an operating cash outflow of $2.1M and net cash outflow (before financing activities) of $24.6M.

The Group at 30 June 2024 reported a working capital surplus of $7.3M, which includes cash and cash equivalents of $14.0M. The Group completed a $36M equity placement on 4 June 2024 that resulted in the receipt of gross proceeds from tranche one totalling $20.4M. Subsequent to balance date, on 31 July 2024, gross proceeds of $15.9M were received from the second tranche.

Further to the above, the Group announced the signing of a term sheet with Nebari Natural Resources Credit Fund II, LP ("Nebari") for a 3 year, USD$20.5M senior secured loan note facility ("Facility"). The Facility is comprised of two tranches, the Base Facility of USD$17M and a Standby Facility of USD$3.5M. The directors expect that the Facility will be finalised late September/early October 2024. In order to fund the restart of Paulsens, there will be the requirement for the use of the funds associated with the Base Facility and the Standby Facility is held for contingency.

Directors consider that the Group will be able to continue as a going concern based on of the following:

- Finalisation of the Nebari Facility based on the executed Term Sheet;
- The likely exercise of "in the money" options by optionholders;
- Operating cashflow generated by the Myhree/Boundary open pits, part of the Kal East Gold Project;

NOTE 2 GOING CONCERN (CONTINUED)

- Expected operating cashflow to be generated by the Paulsens Gold Operation;
- The ability to undertake alternative equity or debt funding, supported by a history of successfully raising funds when required;
- Positive economic studies at Paulsens, Kal East and Coyote run at gold prices lower than current spot and forward prices; and
- Contingency planning, including discretionary cost reductions or asset divestment.

Whilst the Directors are confident of the Group's ability to continue as a going concern, due to the factors mentioned above, there is material uncertainty that may cast doubt on the Group's ability to continue as a going concern. The availability of the Nebari Facility above is subject to a number of conditions precedent, including Nebari due diligence, execution of formal Facility documentation; and other customary conditions precedent. The Company is unaware of any reasons the Facility will not be available as and when required.

The financial viability of the Group over the medium to long-term will largely be subject to successful recommencement of operations at the Paulsens Gold Operation and the continued development of the Kal East Gold Project and the potential development of the Coyote Gold Operation. Based on the factors discussed above, the directors are satisfied that the going concern basis of preparation for the financial statements is appropriate.

If the Group is unable to continue as a going concern, it may be required to realise its assets and/or settle its liabilities other than in the ordinary course of business and at amounts different from those stated in the financial report.

The financial report does not include adjustments to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that may be necessary should the Group not continue as a going concern.

NOTE 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group's management reviews these estimates and underlying assumptions on an ongoing basis. Estimates are based on historical experience and other factors, including the expectation of future events considered to be reasonable under the circumstances. However, actual results may differ from these estimates. Revisions to accounting estimates are recognised prospectively in the period in which the estimates are revised, and any future periods affected.

The sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year are as follows:

Accounting for Capitalised Exploration and Evaluation Expenditure

The Group's accounting policy is stated at Note 1(m). There is some subjectivity involved in the carrying forward as capitalised or writing off to the income statement exploration and evaluation expenditure. Key judgements are applied in determining expenditure directly related to exploration and evaluation activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Management gives due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure reflect fairly the prevailing situation.

Accounting for Share-Based Payments

The values of amounts recognised in respect of share-based payments have been estimated based on the fair value of the equity instruments granted. Fair values of options issued are estimated by using an appropriate option pricing model. There are many variables and assumptions used as inputs into the models. If any of these assumptions or estimates were to change this could have a significant effect on the amounts recognised. See Note 22 for details of inputs into option pricing models in respect of options issued during the reporting period.

Provision for restoration and rehabilitation

Accounting for restoration provisions requires management to make estimates of the future costs that the Group will incur to complete the restoration and remediation work required to comply with its permits, existing laws and regulations. Actual costs incurred may differ from those amounts estimated. In addition, future changes to environmental laws and regulations could increase the extent of restoration work required to be performed by the Group. Increases in future costs could materially impact the provision recognised for decommissioning and restoration costs. The provision represents management's best estimate of the present value of the future decommissioning, restoration and remediation costs.

Mineral reserve and resource estimates

The Group estimates its ore reserves and mineral resources based on information compiled by Qualified Persons as defined in accordance with The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('the JORC Code'). Reserves are used in impairment assessment and for forecasting the timing of settlement of decommissioning and restoration costs. There are numerous uncertainties inherent in estimating ore reserves, and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates could have a material effect on the future of the Group's financial position and results of operation.

NOTE 3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

Areas of accounting policy judgment are as follows:

Impairment review

The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as market and economic conditions, production budgets and forecasts, and life of-mine estimates. This would include an assessment of any significant declines in the market value of the Company's share price and changes in the quantity and grade of the recoverable reserves, commodity prices, capital costs, operating costs and foreign exchange and interest rates. In undertaking this evaluation, management is required to make significant judgements and if impairment indicators are identified, impairment testing will be necessary.

Accounting for capitalised exploration and evaluation expenditure

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalised as exploration and evaluation assets. Exploration and evaluation expenditures relate to the acquisition of mineral interests and the subsequent search for deposits with economic potential, detailed assessment of deposits that have been identified as having economic potential.

Once the technical feasibility and commercial viability of the extraction of mineral reserves or resources from a particular mineral property has been determined, exploration and evaluation assets are reclassified to mineral properties and mine development costs and are carried at cost until the properties to which the expenditures relate are sold, abandoned or determined by management to be impaired in value.

The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination of factors, including: the extent to which mineral reserves or mineral resources as defined in The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('the JORC Code') have been identified through a feasibility study or similar document, the results of optimisation studies and further technical evaluation carried out to mitigate project risks identified in the feasibility study, the status of environmental permits; and the status of mining leases or other development permits.

Provision for restoration and rehabilitation

Future obligations to retire an asset, including dismantling, remediation and ongoing treatment and monitoring of the site related to normal operations are initially recognised and recorded as a liability based on estimated future cash flows discounted at a risk-free rate. The restoration provision is adjusted at each reporting period for changes to factors including the expected amount of cash flows required to discharge the liability, the timing of such cash flows, the inflation rate and the risk-free discount rate.

The restoration provision is accreted to full value over time through periodic charges in the calculation of profit or loss. The amount of the restoration provision initially recognised is capitalised as part of the related asset's carrying value and amortised during the production life of the asset. The method of amortisation follows that of the underlying asset's "useful life". The costs related to a restoration provision are only capitalised to the extent that the amount meets the definition of an asset and can bring about future economic benefit. A revision in estimates or a new disturbance will result in an adjustment to the liability with an offsetting adjustment to the related asset.

Convertible Note

The convertible note facility has been assessed to be a compound financial instrument, consisting of a financial liability and equity. The Company has recognised a financial liability, representing the fair value of contractual cash outflows related to the facility, and the equity component in Other Reserves.

The financial liability has initially been recognised at fair value, determined by discounting the cash flows of the instrument back to present value using a discount rate based on a comparable non-convertible instrument. For the purpose of determining the fair value of the debt component, the Company has used as the comparable rate the 12% pa rate agreed at arm's length between the Company and an independent party. The equity component has been calculated as the residual difference between the consideration received for the convertible debt, and the fair value of the debt component as determined above.

NOTE 4 SEGMENT INFORMATION

The Group's operating segments are based on the internal management reports that are reviewed and used by the Group's Board of Directors, identified together as the chief operating decision makers, in assessing performance.

The Group's business is organised into two operating segments, being mine development assets and exploration and evaluation assets, all conducted within Western Australia. The Group's Black Cat (Kal East) project is recognised under the mine development segment as the mine commenced development during the 2024 financial year. The chief operating decision makers monitor the operating results of its segments separately for the purpose of making decisions about resource allocation and performance assessment. Corporate expenditures supporting the business during the period, adjustments and eliminations processed on consolidation and other items that cannot be directly attributed to the reportable operating segments are identified as 'Other' balances. The Group has formed a tax consolidation group and therefore tax balances have been included in the 'Other' grouping.

During the year to 30 June 2024, there have been no changes from prior periods in the measurement methods used to determine operating segments and reported segment profit or loss.

The reportable segment is represented by the primary statements forming these financial statements.

	Mine development $'000	**Exploration and evaluation assets $'000**	**Total operations $'000**	**Other $'000**	**Total $'000**
2024					
Segment loss before income tax	-	906	**906**	(4,713)	**(3,807)**
Segment loss includes the following adjustments:					
Depreciation and amortisation	-	-	**-**	(22)	**(22)**
Exploration and evaluation expenditure write-off	-	(1,429)	**(1,429)**	-	**(1,429)**
At 30 June 2024					
Segment assets	8,953	108,992	**117,945**	39,852	**157,797**
Segment liabilities	-	(117,638)	**(117,638)**	76,835	**(40,803)**

2023					
Segment loss before income tax	-	(54)	**(54)**	(4,746)	**(4,800)**
Segment loss includes the following adjustments:					
Depreciation and amortisation	-	-	**-**	(174)	**(174)**
Exploration and evaluation expenditure write-off	-	(150)	**(150)**	-	**(150)**
At 30 June 2023					
Segment assets	-	98,689	**98,689**	29,492	**128,181**
Segment liabilities	-	(99,705)	**(99,705)**	64,999	**(34,706)**

NOTE 5 OTHER INCOME

	Consolidated 30 June 2024 $'000	Consolidated 30 June 2023 $'000
Camp licensing income	**4,541**	1,786
Metal sales	**69**	-
Gain on sale of fixed assets	**117**	-
	4,727	**1,786**

NOTE 6 LOSS FOR THE YEAR

Loss before income tax includes the following specific expenses:

	Consolidated 30 June 2024 $'000	Consolidated 30 June 2023 $'000
Corporate Administration expenses:		
Remuneration:		
- Employee benefits	**1,348**	3,119
- Share-based payments	**674**	716
Corporate administration costs	**982**	1,063
Investor relation costs	**119**	263
Other	**235**	157
	3,358	**5,318**
Finance costs:		
Unwinding of rehabilitation provision present value	**784**	156
Interest	**1,708**	-
Gain on revaluation of provision for rehabilitation	**-**	(40)
Foreign exchange loss	**5**	-
	2,497	**116**
Other operating expenses:		
Camp costs	**1,271**	919
Foreign exchange loss	**5**	-
Loss on sale of fixed assets	**-**	92
	1,276	**1,011**

NOTE 7 INCOME TAX

	Consolidated	
	30 June 2024 $'000	30 June 2023 $'000
a) Income tax expense		
Current income tax:		
Current income tax expense	**6,125**	11,460
Current income tax expense not recognised	**(6,125)**	(11,460)
Deferred income tax:		
Relating to origination and reversal of timing differences	**(2,350)**	1,415
Deferred income tax benefit not recognised	**2,350**	(1,415)
Income tax expense/(benefit) reported in the income statement	**-**	-
b) Reconciliation of Income Tax Expense to Prima Facie Tax Payable		
Loss from continuing operations before income tax expense	**(3,807)**	(4,800)
Tax at 30% (2023: 30%)	**(1,142)**	(1,440)
Tax effect of permanent differences:		
Non-deductible expenses	**221**	255
Capital raising costs	**508**	240
Net deferred tax asset benefit not brought to account	**413**	945
Tax (benefit)/expense	**-**	-
c) Deferred Tax – Balance Sheet		
Deferred tax liabilities		
Trade & other receivables	**(10)**	-
Inventories	**(97)**	(15)
Property, plant and equipment	**(158)**	(43)
Other	**(318)**	(17)
Right of use assets	**(87)**	-
Capitalised exploration expenditure	**(37,101)**	(30,323)
Deferred tax assets		
Provisions – current	**134**	169
Provisions – non-current	**1,030**	53
Lease liabilities	**87**	-
Deductible equity raising costs	**4**	16
Borrowing costs	**49**	-
Equity issue costs	**887**	779
Revenue losses available to offset against future taxable income	**33,447**	31,605
Net deferred tax asset not recognised	**2,133**	**2,224**

NOTE 7 INCOME TAX (CONTINUED)

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
d) Deferred Tax – Income Statement		
Liabilities		
Trade & other receivables	**(10)**	
Inventories	**(82)**	(15)
Property, plant and equipment	**(115)**	(43)
Other	**(301)**	(17)
Capitalised exploration expenditure	**(6,778)**	(21,677)
Right of use asset	**(87)**	
Accruals	**-**	(136)
Assets		
Provisions – current	**(34)**	74
Provisions – non-current	**977**	53
Lease liabilities	**87**	-
Business related costs – P&L	**(12)**	(699)
Borrowing costs	**49**	-
Equity issue costs	**108**	779
Increase in tax losses carried forward	**1,842**	23,097
Deferred tax benefit movement for the period not recognised	**4,356**	**1,416**

The deferred tax benefit of tax losses not brought to account will only be obtained if:

i. The Company derives future assessable income of a nature and an amount sufficient to enable the benefit from the tax losses to be realised;

ii. The Company continues to comply with the conditions for deductibility imposed by tax legislation; and

iii. No changes in tax legislation adversely affect the Company realising the benefit from the deduction of the losses.

All unused tax losses of $111,489,000 (2023: $99,073,000) were incurred by Australian entities.

NOTE 8 CASH AND CASH EQUIVALENTS

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
Cash at bank and on hand	**13,978**	4,657
	13,978	**4,657**

Bonds and deposits

At 30 June 2024, the Group had one cash backed bank guarantees amounting to $65,000 (2023: to $64,920) representing security for rental leases held by members of the Group. The cash used as security for the bank guarantees is only available to the Group on termination of the respective leases.

NOTE 9 TRADE AND OTHER RECEIVABLES

	Consolidated	
	30 June 2024 $'000	30 June 2023 $'000
Trade receivables	**1,457**	3
Other receivables	**72**	-
GST/FTC recoverable	**88**	382
	1,617	**385**

Details of fair value and exposure to interest risk are included at Note 25.

NOTE 10 INVENTORY

	Consolidated	
	30 June 2024 $'000	30 June 2023 $'000
Opening balance	**338**	491
Other movements in inventory for the year	**(14)**	(153)
Closing balance	**324**	**338**

Inventory relates to diesel fuel and camp stock.

NOTE 11 OTHER CURRENT ASSETS

	Consolidated	
	30 June 2024 $'000	30 June 2023 $'000
Prepaid insurances	**1,176**	57

Prepaid insurances relate to the Group's insurances for all sites for the 2025 financial year.

NOTE 12 IMPAIRMENT OF NON-FINANCIAL ASSETS

Methodology

Impairment is recognised when the carrying amount exceeds the recoverable amount. The recoverable amount, being the value in use (VIU) of the Myhree and Boundary open pits CGU of the Kal East Project, has been estimated using the discounted cash flows method based on the Group's recoverable gold minerals.

VIU is estimated based on discounted cash flows using a market-based commodity price, estimated quantities of recoverable minerals, production levels, operating costs and capital requirements. The estimates in the VIU calculation are considered to be level 3 measurements as they are derived from calculation techniques that include inputs that are not based on observable market data.

The Group considers the inputs and the valuation approach to be consistent with the approach taken by similar market participants. Estimates of recoverable minerals, production levels, operating costs and capital requirements are sourced from the Group's life of mine planning process. The current Life of Mine Plan was developed in the context of the current gold price environment and using an Ore Reserve estimate determined using a gold price of A$2,500 per ounce.

Key assumptions used in calculations

The table below summarises the key assumptions used in the 30 June 2024 carrying value assessments.

Key Assumption	Unit	2024	2023
Gold price	A$/oz	**2,500**	-
Ore reserve	Ounces	**52koz**	-
Recovery	%	**92**	-

Commodity prices estimation approach
Gold prices are estimated with reference to external market forecasts and reviewed at least annually. The price applied has considered observable market data including spot prices.

Production activity and operating and capital costs
Life of mine production activity and operating and capital cost assumptions are based on the Group's internal life of mine financial model. Recoveries are based on the mix of ore type processed through the plant.

Resources and reserves
Mineral Resource and Ore Reserve ounces are based on the Group's JORC Code 2012 compliant Mineral Resource and Ore Reserve updates announced to the ASX on 9 May 2024.

Sensitivity analysis
The following changes in the key assumptions would have the following approximate impact (increase or decrease) on the VIU of the Myhree and Boundary open pits CGU within the Kal East Project in Australian dollars:

Key Assumption	Change in assumption	2024
Gold price	$150/oz increase / decrease (of 52koz reserves)	$7.8M
Ore reserve	5% increase / decrease (of 52koz reserves x $2,500oz Reserves price)	$6.5M

It must be noted that each of the sensitivities above assume that the specific assumptions move in isolation whilst all other assumptions are held constant. In reality, a change in one of the aforementioned assumptions may accompany a change in another assumption which may have an offsetting impact. Action is also usually taken by management to respond to adverse changes in economic assumptions that may mitigate the impact of any such change.

NOTE 13 PROPERTY, PLANT AND EQUIPMENT

	Exploration Assets $'000	Mobile Plant $'000	Plant & Equipment $'000	Capital Work in Progress $'000	Total $'000
Cost at the start of the 2024 financial year	**1,382**	**211**	**168**	**6,898**	**8,659**
Transfers	-	-	(27)	27	-
Additions	-	-	-	1,707	1,707
Disposals	-	(211)	(7)	(4)	(221)
Cost at the end of the 2024 financial year	**1,382**	**-**	**135**	**8,629**	**10,146**
Accumulated depreciation at the start of the financial year	**(1,326)**	**(89)**	**(127)**	**-**	**(1,542)**
Depreciation expense for the financial year	-	(17)	(34)	-	(52)
Disposals	-	106	174	-	279
Accumulated depreciation at the end of the 2024 financial year	**(1,326)**	**-**	**12**	**-**	**(1,314)**
Net book value at the start of the 2023 financial year	56	122	42	6,898	7,117
Net book value at the end of the 2024 financial year	**56**	**-**	**148**	**8,629**	**8,832**

Property, plant and equipment is measured at cost, unless otherwise stated. Capital work in progress includes assets which are not installed and ready for use at the balance date. No items of property, plant and equipment have been pledged as security by the Group.

NOTE 14 CAPITALISED MINERAL EXPLORATION AND EVALUATION AND MINE PROPERTIES UNDER DEVELOPMENT

	Consolidated	
	30 June 2024 $'000	30 June 2023 $'000
Capitalised exploration costs at the start of the year	**115,562**	89,311
Acquisition costs for the year	**560**	450
Costs incurred during the year	**14,338**	25,951
Rehabilitation provision revaluation	**2,484**	-
Transfers to mine properties under development	**(8,953)**	-
Capitalised costs written off for relinquishment of tenure	**(1,429)**	(150)
Capitalised exploration costs at the end of the year	**122,562**	**115,562**
Capitalised mine properties under development costs at start of year	**-**	-
Transfers from exploration & evaluation	**8,953**	-
Capitalised mine properties under development costs at year end	**8,953**	**-**

The recoverability of the carrying amount of the exploration and evaluation assets is dependent upon the successful development and commercial exploitation, or alternatively, sale of the respective areas of interest. The capitalised exploration expenditure written off includes expenditure written off on the relinquishment of exploration tenements.

During the 2024 financial year, $9M of the Group's exploration and evaluation costs related to the Myhree/Boundary open pits at the Kal East Gold Project were transferred into mine properties under development (2023: $nil). Details of the rehabilitation provision are included in Note 20.

NOTE 15 RIGHT OF USE (ROU) ASSETS

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
Carrying value at the start of the year	**-**	128
Amortisation charged	**-**	(61)
Derecognition of right of use asset on expiry of lease	**-**	(67)
Recognition of ROU Asset	**290**	-
	290	**-**

A right of use asset has been recognised during the financial year for a Volvo L120 at the Paulsens Gold Operation.

NOTE 16 TRADE AND OTHER PAYABLES

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
Trade payables and accruals	**2,571**	5,475
Other payables	**358**	109
	2,929	**5,584**

The trade payables and accruals balance for the current financial year includes a provisional amount for $1.14 million for Transfer Duty (included accrued interest) related to the acquisition of the Coyote Gold Operation. The duty was paid in August 2024. Details of fair value and exposure to interest risk are included at Note 25.

NOTE 17 EMPLOYEE ENTITLEMENTS

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
Annual leave	**347**	462
Long service leave	**100**	100
	447	**562**

NOTE 18 LEASE LIABILITIES

	Consolidated	
	30 June 2024 $'000	**30 June 2023 $'000**
Leases		
Carrying value at the start of the year	**-**	132
Lease payments made	**-**	(58)
Finance costs	**-**	-
Derecognition of provision on expiry of lease	**-**	(74)
Recognition of lease liabilities	**290**	-
	290	**-**

Refer to Note 15 for details of the corresponding right of use asset arising from the abovementioned lease.

NOTE 19 FINANCIAL LIABILITIES

	Consolidated	
	30 June 2024 $000	**30 June 2023 $000**
Current financial liabilities		
Deferred consideration	**5,000**	5,000
Interest accrued on deferred consideration	**500**	-
Insurance premium funding facility	**735**	74
Total current financial liabilities	**6,235**	5,074
Non-current financial liabilities		
Deferred consideration	**-**	5,000
Convertible note facility	**9,147**	-
Total non-current financial liabilities	**9,147**	5,000
	15,382	**10,074**

Deferred consideration

On 7 November 2022 the Group entered into Deeds of Variation with the vendor of the Paulsens and Coyote Gold Operations, pursuant to which the parties agreed that deferred consideration of $15M due to the vendor on 30 June 2024, would be paid in instalments as follows:

	Coyote $'000	Paulsens $'000	Total $'000
Instalment due 30 June 2023 – paid	3,667	1,333	5,000
Instalment due 30 June 2024 – paid	3,667	1,333	5,000
Instalment due 30 June 2025 – owing	3,666	1,334	5,000
Total	**11,000**	**4,000**	**15,000**

The instalment due 30 June 2024 plus accrued interest was paid prior to the balance due date.

Fixed simple interest of 10% pa is payable on the Instalment due June 2025. Interest accrues on a monthly basis and is due 30 June 2025.

The deferred consideration is secured over tenements of Black Cat (Paulsens) Pty Ltd and Black Cat (Coyote) Pty Ltd. Other liabilities are not secured over the assets of the Group.

NOTE 19 FINANCIAL LIABILITIES (CONTINUED)

Convertible note facility

Key terms of this facility are set out below:

Details	Key Terms
Facility Amount	A$9,000,000
No. of Notes to be issued	9,000,000
Face Value of Notes	A$1.00
Interest rate	10.00%pa
Interest	Interest on unconverted notes accrues daily and is capitalised monthly up to 30 September 2024. Interest thereafter is to be paid on a monthly basis, net of withholding tax, with withholding tax as capitalised. Interest accrued up to the date of conversion is paid within 5 business days of conversion.
Maturity Date	31 March 2027
Redemption	Any outstanding notes at the Maturity Date will be automatically redeemed, for the Face Value of the Note, within 5 business days.
Conversion shares	Notes are convertible into fully paid ordinary shares of the Company
Conversion	On receipt of all regulatory and shareholder approvals
Conversion Ratio	Number of conversion shares = Convertible Notes/$0.225

The facility has been assessed to be a compound financial instrument, consisting of a financial liability and equity. The Company has recognised a financial liability, representing the fair value of contractual cash outflows related to the facility, and the equity component in Other Reserves.

The financial liability has initially been recognised at fair value, determined by discounting the cash flows of the instrument back to present value using a discount rate based on a comparable non-convertible instrument. For the purpose of determining the fair value of the debt component, the Company has used as the comparable rate the 12% pa rate agreed at arm's length between the Company and an independent party for a separate facility.

The equity component has been calculated as the residual difference between the consideration received for the convertible debt, and the fair value of the debt component as determined above.

The Group recognised the following financial liability and equity at the inception of the facility:

Financial liability:	$8,643,785
Equity component:	$356,215
Total:	$9,000,000

NOTE 20 PROVISION FOR REHABILITATION COSTS

	Consolidated	
	30 June 2024 $000	30 June 2023 $000
Opening balance	**18,486**	18,370
Liabilities recognised Kal East Gold Project	**3,104**	-
Unwinding of present value of liability	**785**	156
Change in rehabilitation provision estimates	**(620)**	(40)
Closing balance	**21,755**	**18,486**

As at 30 June 2024, the provision for rehabilitation costs includes rehabilitation liabilities recognised for each of the Company's three main assets being, Kal East, Coyote and Paulsens.

Unwinding of the present value of the provision is included in finance costs in the statement of profit and loss.

NOTE 21 ISSUED CAPITAL

a) Ordinary Shares

The Company is a limited liability public company incorporated in Western Australia with shares publicly traded on the Australian Securities Exchange. The Company's ordinary shareholders have limited liability, whereby any liability is limited to the amount (if any) unpaid on the shares held by them.

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

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote on a show of hands, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value. There is no limit to the authorised share capital of the Company.

NOTE 21 ISSUED CAPITAL (CONTINUED)

		30 June 2024		30 June 2023	
	Issue Price	Number	$000	Number	$000
b) Share Capital					
Issued share capital		**377,870,189**	**131,811**	**266,876,453**	**105,794**
c) Share Movements During the Year					
Balance at the start of the financial year		**266,876,453**	**105,794**	213,634,175	86,788
Adjustment to opening balance	-	**-**	**(459)**	-	-
Share placement	$0.225	**36,888,890**	**8,300**	-	-
Share placement	$0.27	**69,316,744**	**18,716**	-	-
Shares based payment – tenement acquisition	$0.28	**2,000,000**	**560**	-	-
Share based payment – services	$0.20	**1,495,043**	**295**	-	-
Share based payment – services	$0.23	**930,012**	**209**	-	-
Employee incentives	$0.26	**216,288**	**57**	-	-
Performance rights exercised to shares	$0.22	**146,759**	**32**	-	-
Shares issued on exercise of options	-	**-**		8,930,278	1,786
Value transfer from share-based payments reserve on exercise of convertible securities	-	**-**	**-**	-	459
Share placement	$0.40	**-**	**-**	42,500,000	17,000
Shares based payment – tenement acquisition	$0.30	**-**	**-**	1,500,000	450
Shares based payment - heritage agreement	$0.36	**-**	**-**	312,000	112
Less share issue costs	**-**	**-**	**(1,693)**	-	(801)
Balance at the end of the financial year	**-**	**377,870,189**	**131,811**	**266,876,453**	**105,794**

NOTE 22 SHARE BASED PAYMENTS

Options

As at 30 June 2024, 4,099,000 (2023: 5,844,000) unissued ordinary shares of the Company are under option as follows:

Number of Options Granted	Exercise Price	Expiry Date
129,000	$1.20	21 July 2024
202,000	$0.98	10 December 2024
330,000	$1.00	28 March 2025
80,000	$0.83	28 March 2025
618,000	$0.51	28 July 2026
710,000	$0.55	21 February 2027
300,000	$0.52	21 March 2027
18,444,455[1]	$0.3375	14 November 2025
1,430,000	$0.32	8 February 2028
300,000	$0.405	18 April 2028

[1] Quoted options (ASX:BC8O) issued as attaching securities pursuant to a share placement.

During the year ended 30 June 2024 the Company issued 1,730,000 options over unissued shares to employees (2023: 3,433,000).

3,475,000 employee options were cancelled during the financial year on cessation of employment and a total of 950,000 options were cancelled on expiry of the exercise period.

Since the end of the financial year;

- 6,000,000 options have been issued;
- 280,000 options were lapsed unexercised; and
- no shares have been issued on the exercise of options.

Options do not entitle the holder to:

- participate in any share issue of the Company or any other body corporate; or
- any voting rights until the options are exercised into ordinary shares.

Weighted Average Contractual Life

The weighted average contractual life for un-exercised options is 33 months (2023: 31 months).

Reconciliation of Movement of Options Over Unissued Shares During the Period Including Weighted Average Exercise Price ("WAEP")

	2024		2023	
	Number	WAEP	Number	WAEP
Options outstanding at the start of the period	**5,844,000**	**$0.651**	14,677,147	$0.394
Options granted during the period	**1,730,000**	**$0.335**	3,433,000	$0.532
Options cancelled during the period	**(3,975,000)**	**$0.644**	(3,335,869)	$0.605
Options exercised during the period	**-**	**-**	(8,930,278)	$0.20
Options outstanding at the end of the period[1]	**3,599,000**	**$0.507**	5,844,000	$0.651

[1] Subsequent to the balance sheet date 129,000 share option lapsed unexercised and 500,000 options were cancelled due to cessation of employment. 388,888 options where exercised.

NOTE 22 SHARE BASED PAYMENTS (CONTINUED)

Basis and Assumptions Used in the Valuation of Options

The 1,730,000 options issued as remuneration during the financial year were valued using the Black-Scholes option valuation methodology:

Date Granted	Number of Options Granted	Price at Grant	Exercise Price	Expiry Date	Risk Free Interest Rate Used	Volatility Applied	Value of Options ($'000)
9 February 2024	1,430,000	$0.215	$0.32	8 Feb 2028	3.74%	65.87%	131
12 April 2024	300,000	$0.265	$0.405	18 Feb 2028	3.74%	65.06%	38

All options issued during the period vested on grant and the above values for the options have been recognised during the reporting period in the statement of profit and loss.

Performance Rights

As at 30 June 2024, the Company had 6,684,434 (2023: 5,667,007) performance rights on issue:

Number of Performance Rights on Issue	Performance Rights Fully Vested	Expiry Date
6,130,011	Nil	30 June 2027
554,423	Nil	30 June 2028

A summary of the key terms of the performance rights are disclosed below:

- each performance right entitles the holder to 1 fully paid ordinary share of the Company on conversion.
- the performance rights have an exercise price of $0.
- Unexercised performance rights have not entitlement to vote at a shareholders meeting, or participate in the winding up of the Company.

The Performance Rights on issue are subject to the following vesting conditions:

(i) One third (1/3) on achieving a sustained production rate of 40,000 to 45,000oz pa at the Coyote Gold Operation;

(ii) One third (1/3) on achieving a sustained production rate of 60,000 to 70,000oz pa at the Paulsens Gold Operation; and

(iii) One third (1/3) on achieving a sustained production rate of 50,000 to 60,000oz pa at the Kal East Gold Project.

A total of 2,643,616 (2023: 6,838,337) performance rights were issued during the financial year.

During the financial year a total of 1,550,682 performance rights have been cancelled on cessation of employment.

Since the end of, the financial period:

- no performance rights have been issued;
- 630,000 performance rights were cancelled;
- no performance rights have become vested and exercisable into shares; and
- no shares have been issued on the exercise of vested performance rights.

Basis and Assumptions Used in the Valuation of Performance Rights

3,344,798 performance rights issued as remuneration during the financial year were valued with reference to the underlying share price at the date of grant. The fair value attributed to the performance rights are recognised for accounting purposes over the relevant performance right's vesting period:

Date Granted	Expiry Date	Number of Performance Rights Granted	Underlying Price at Grant (cents)	Fair Value of Performance Rights ($'000)
25 Jan 2024	30 Jun 2028	440,227	$0.255	116
9 Feb 2024	30 Jun 2027	2,643,616	$0.215	633
30 Apr 2024	30 Jun 2028	260,905	$0.275	72

NOTE 23 ACCUMULATED LOSSES

Accumulated Losses	2024 $'000	2023 $'000
Balance at the beginning of the year	**(13,646)**	(9,281)
Prior period amendment – fair value of lapsed convertible securities recognised in a prior financial year	**459**	435
Transfer on cancelled or lapsed options	**813**	-
Loss for the year	**(3,807)**	(4,800)
Balance at the end of the year	**(16,181)**	**(13,646)**

NOTE 24 RESERVES

Reserves	2024 $'000	2023 $'000
Balance at the beginning of the year	**1,327**	1,505
Transfer of cancelled/lapsed options	**(839)**	(435)
Exercise of options	**(32)**	-
Fair value of convertible securities expensed during the year	**643**	716
Equity component of Convertible Notes	**265**	-
Transfer of fair value to share capital on conversion of convertible security	**-**	(459)
Balance at the end of the year	**1,364**	**1,327**

The Share-based Payment Reserve recognises the fair value of convertible securities granted but not exercised.

NOTE 25 FINANCIAL INSTRUMENTS

Credit Risk

The directors do not consider that the Group's financial assets are subject to anything more than a negligible level of credit risk, and as such no disclosures are made.

Impairment Losses

The directors do not consider that any of the Group's financial assets are subject to impairment at the reporting date. No impairment expense or reversal of impairment charge has occurred during the reporting period.

Interest Rate Risk

At the reporting date the interest profile of the Group's interest-bearing financial instruments was:

	2024 $'000	2023 $'000
Variable rate instruments		
Cash and cash equivalents	**13,978**	**4,657**

Cash Flow Sensitivity Analysis for Variable Rate Instruments

A change of 500 basis points in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

NOTE 25 FINANCIAL INSTRUMENTS (CONTINUED)

	Profit or loss		Equity	
	5% pa Increase ($'000)	5% pa Decrease ($'000)	5% pa Increase ($'000)	5% pa Decrease ($'000)
2024 **Variable rate instruments**	699	(699)	699	(699)
2023 **Variable rate instruments**	233	(233)	233	(233)

Liquidity Risk

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

Consolidated	Carrying Amount $'000	Contractual Cash Flows $'000	< 6 Months $'000	6-12 Months $'000	1-2 Years $'000	2-5 Years $'000	> 5 Years $'000
2024							
Trade and other payables	2,929	2,929	2,929	-	-	-	-
Lease liabilities	290	290	99	103	88	-	-
Loan liabilities	15,382	18,052	725	6,183	866	10,278	-
Total	**18,601**	**21,271**	**3,753**	**6,286**	**954**	**10,278**	**-**
2023							
Trade and other payables	5,658	5,658	5,658	-	-	-	-
Lease liabilities	-	-	-	-	-	-	-
Loan liabilities	10,000	11,000	-	5,500	5,500	-	-
Total	**15,090**	**16,658**	**5,658**	**5,500**	**5,500**	**-**	**-**

Fair Values

Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet are as follows:

	Consolidated			
	2024		2023	
	Carrying Amount $'000	Fair Value $'000	Carrying Amount $'000	Fair Value $'000
Cash and cash equivalents	**13,978**	**13,978**	4,657	4,657
Trade and other receivables	**1,617**	**1,617**	385	385
Trade and other payables	**(2,929)**	**(2,929)**	(5,658)	(5,658)
Lease liabilities	**(290)**	**(290)**	-	-
Financial liabilities	**(15,382)**	**(15,382)**	(10,000)	(10,000)
Total	**(3,006)**	**(3,006)**	**(10,616)**	**(10,616)**

The Group's policy for recognition of fair values is disclosed at Note 1(x).

NOTE 26 DIVIDENDS

No dividends were paid or proposed during the financial years ended 30 June 2024 or 30 June 2023.

The Company has no franking credits available as at 30 June 2024 or 30 June 2023.

NOTE 27 RELATED PARTY DISCLOSURES

(a) Directors and Key Management Personnel

The following persons were considered Key Management Personnel of Black Cat during the financial year:

Name	Position	Term as KMP
Non-executive directors		
Paul Chapman	Non-executive chair	Full financial year
Les Davis	Non-executive director	Full financial year
Philip Crutchfield	Non-executive director	Ceased 30 November 2023
Tony Polglase[1]	Non-executive director	Full financial year
Executive director		
Gareth Solly	Managing director	Full financial year
Senior executives		
Michael Bourke	General manager – projects	Ceased 10 July 2023
Nick Dwyer	Chief financial officer	Commenced 18 March 2024
David Lim	Chief financial officer	Ceased 30 April 2024

[1] Mr Polglase resigned as director subsequent to the end of the financial year on 25 July 2024.

There were no other persons employed by or contracted to the Company during the financial year, having responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly.

(b) Key Management Personnel Compensation

A summary of total compensation paid to Key Management Personnel during the year is as follows:

	2024 $'000	2023 $'000
Total short-term employment benefits – cash-based	**563,279**	1,055,110
Total short-term employment benefits – equity-based[1]	**71,749**	-
Total post-employment benefits	**57,561**	110,114
Other long term equity employment benefits[2]	**383,051**	205,584
Total	**1,075,640**	**1,370,808**

[1]Includes short term bonus paid in respect of the 2023 financial year in the form of equity-based remuneration.
[2]Fair value of long-term equity-based incentives vesting during the reporting period.

NOTE 27 RELATED PARTY DISCLOSURES (CONTINUED)

(c) Other Transactions with Key Management Personnel

During current there were no other transactions with Key Management Personal other than those disclosed above.

During the financial year the Company employed the spouse of Gareth Solly in a temporary administrative role. Remuneration for the period ended 30 June 2024 was $3,189.

(d) Related Entities

The following entities are related parties:

Subsidiary Company	Country of Incorporation	Ownership Interest	
		2024	2023
Black Cat (Kal East) Pty Ltd	Australia	**100%**	100%
Black Cat (Paulsens) Pty Ltd	Australia	**100%**	100%
Black Cat (Coyote) Pty Ltd	Australia	**100%**	100%

Details of transaction and balance between the Company and its subsidiary entities disclosed in the table above are disclosed below:

The Company's outstanding loans to subsidiary companies are as follows:

	30 June 2024 $'000	30 June 2023 $'000
Black Cat (Kal East) Pty Ltd	**49,002**	47,178
Black Cat (Paulsens) Pty Ltd	**33,921**	18,999
Black Cat (Coyote) Pty Ltd	**10,069**	7,934

The Company provides funding and personnel to its subsidiaries at cost, the value of which are included in the loan amounts disclosed above.

Loans to subsidiaries do not attract interest and are repayable on demand.

NOTE 28 AUDITOR'S REMUNERATION

	30 June 2024 $'000	30 June 2023 $'000
Fees paid or payable to the Group's previous auditor, Crowe and current auditors Grant Thornton Audit Pty Ltd:		
- Services for statutory audit or review of financial statements	**81**	81
- Services for regulatory assurance purposes	**-**	2
- Non-audit services	**-**	-
Total	**81**	**83**

NOTE 29 CONTINGENCIES

(i) Contingent Liabilities

There were no material contingent liabilities not provided for as at 30 June 2024 and 30 June 2023 other than:

Royalties

Kal East Gold project

The Group is subject to a 1% gross revenue royalty in respect of minerals produced from the following tenements: E25/0499, E25/0512, E27/0532, P25/2287, P25/2288, P25/2293, P25/2377, P25/2378 and P25/2641.

The Group is subject to a NPI payment of 10% of net profits to a maximum of $250,000 and 1% net smelter return royalty thereafter in respect of minerals produced from the following tenements: E25/499, E25/520, M25/24, M25/83, M25/91, M25/129, P25/2367, P25/2368, P25/2369, P25/2377, P25/2378.

The Group is subject to a 1% net smelter royalty in respect of minerals produced from the following tenements: E25/0594, P25/2685 and P25/2323.

The Group is subject to a 1.5% gross royalty in respect of minerals produced from the following tenements: P25/2324, P25/2325, P25/2326, P25/2327, P25/2328, P25/2331, P25/2357, P25/2358, P26/4117, P26/4118, P26/4119 and P26/4122.

Coyote Gold Operations

The Group is subject to a 1.75% gross royalty in respect of all minerals produced from the following tenements, with a scaled dollar/oz based on production above 300koz: E80/1737, M80/0560, M80/0561 and M80/0645.

The Group is subject to a 1.5% gross royalty in respect of minerals produced from M80/0563.

The Group is subject to a scaled dollar/oz based on production above 300koz: E80/1483, E80/3665 and M80/0559.

Paulsens Gold Operations

The Group is subject to a 2.5% net smelter royalty in respect of all production from E08/1649, with an additional 0.75% net smelter royalty in respect of all production over 250koz.

The Group is subject to a 1.75% gross royalty in respect of all minerals produced from E08/1650.

The Group is subject to a 1% net smelter royalty in respect of minerals produced from the following tenements: M08/0191, M08/0192 and M08/0193.

The Group is subject to a 0.5% net smelter royalty in respect of Cu and Au produced from the following tenements: E08/2945, E08/3067, E08/3246, E08/3247, and E08/3317.

In addition, there may be other historical agreements relating to certain other tenements of the Group, which may, or may not, create an obligation on the Group to pay royalties on some or all minerals derived from some tenements upon commencement of production.

Native Title and Aboriginal Heritage

Native title claims have been made with respect to certain areas which include tenements in which the Group has an interest. The Group is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the Group or its projects. Agreement is being or has been reached with various native title claimants in relation to Aboriginal Heritage issues regarding certain areas in which the Group has an interest.

Contingent Consideration

Pursuant to the agreement to acquire the Coyote and Paulsens Gold Projects executed in the 2021/22 financial year the Company has the following contingent liabilities in relation to the acquisitions:

Production Milestones	Contingent consideration $'000
Production of 5,000oz from Coyote Gold Operation	$2,500
Production of 50,000oz from Coyote Gold Operation (inclusive of initial 5,000oz production milestone)	$2,500
Production of 5,000oz from Paulsens Gold Operation	$2,500
Production of 50,000oz from Paulsens Gold Operation (inclusive of initial 5,000oz production milestone)	$2,500

Directors have determined that the fair value of the Milestone consideration is nil as at the reporting date. Production from the Paulsens and Coyote Gold Operations likely to be contingent upon successful developing and/or funding of the projects and as such the timing and likelihood of commencement of production activities is uncertain. The Company will continue

NOTE 29 CONTINGENCIES (CONTINUED)

to assess the production outlook for these projects and contingent consideration may be recognised in future reporting periods, if required by accounting standards.

(ii) Contingent Assets

There were no material contingent assets as at 30 June 2024 (2023: $nil).

NOTE 30 COMMITMENTS

(a) Exploration

The Group has certain obligations to perform minimum exploration work on mineral leases held. These obligations may be varied by application or relinquishment of exploration tenure.

As at balance date, total exploration expenditure commitment on tenements held by the Group which has not been provided for in the financial statements and which cover the following 12-month period amount to $4,248,000 (2023: $4,792,960).

(b) Contractual Commitments

There are no material contractual commitments as at 30 June 2024 (2023: $nil) not otherwise disclosed in the financial statements.

NOTE 31 EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

On 4 June 2024, the Company announced that it had received firm commitments for $36M via a two-tranche placement to institutional and sophisticated investors. The first tranche was received prior to 30 June 2024 and the second tranche was received in July 2024. On 26 July 2024, Mr Polglase retired as a Non-Executive Director.

On 26 July 2024, first ore was mined and stockpiled at the Company's Kal East Gold Project.

On 5 August 2024, the Company announced the signing of a term sheet with Nebari Natural Resources Credit Fund II, LP for a 3-year, USD$20.5M senior secured loan note facility.

Other than the above, there has not arisen between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors to affect substantially the operations of the Group, the results of those operations or the state of affairs of the Group in subsequent financial years.

NOTE 32 RECONCILIATION OF LOSS AFTER TAX TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	30 June 2024 $'000	30 June 2023 $'000
Loss from ordinary activities after income tax	**(3,807)**	(4,800)
Depreciation and amortisation	**22**	173
Loss on disposal of fixed assets	**-**	92
Exploration cost written off and expensed	**1,429**	150
Share based payments	**674**	828
Effective interest on convertible notes	**458**	-
Unwinding of Rehab. Provision	**784**	156
Revaluation of provision for rehabilitation	**5**	(40)
Write off of right of use asset on termination of lease	**-**	67
Movement in assets and liabilities:		
(Increase)/decrease in receivables	**(1,232)**	(356)
(Increase)/decrease in inventory	**14**	-
(Increase)/decrease in rehabilitation liability	**2,484**	-
Increase/(decrease) in payables	**(2,773)**	150
Increase/(decrease) in employee leave liabilities	**(115)**	196
Net cash outflow from operating activities	**(2,057)**	**(3,384)**

Non-Cash Investing and Financing Activities

During the 30 June 2024 financial year the Company issued shares in part consideration for the acquisition of exploration assets as follows; 2,000,000 shares ($560,000) to acquire a 100% interest in the Boolaloo tenement package from Kingfisher Mining (2023: nil).

NOTE 33 EARNINGS PER SHARE

	30 June 2024	30 June 2023
a) Basic Earnings Per Share	**Cents**	**Cents**
Loss per share attributable to ordinary equity holders of the Company	(1.3)	(2.0)
b) Diluted Earnings Per Share		
Loss per share attributable to ordinary equity holders of the Company	(1.3)	(2.0)
c) Loss for year		
Loss used in calculation of basic and diluted loss per share ($'000)	(3,807)	(4,800)
	No.	No.
d) Weighted Average Number of Shares Used as the Denominator	301,808,546	236,389,455
Weighted average number of shares used as the denominator in calculating basic earnings per share	301,808,546	236,389,455
Weighted average number of shares used as the denominator in calculating diluted earnings per share		

NOTE 34 PARENT ENTITY INFORMATION

	30 June 2024 $'000	30 June 2023 $'000
Financial position		
Assets		
Current assets	14,973	4,499
Non-current assets	117,871	99,102
Total assets	**132,844**	**103,601**
Liabilities		
Current liabilities	7,011	2,194
Non-current liabilities	9,147	7,332
Total liabilities	**16,158**	**9,526**
Net assets	**116,686**	**94,075**
Equity		
Issued capital	131,811	105,794
Share based payments reserve	1,549	1,327
Accumulated losses	(16,674)	(13,046)
Total equity	**116,686**	**94,075**
Loss for the year	(4,847)	(5,163)
Other comprehensive income	-	-
Total comprehensive income	**(4,847)**	**(5,163)**

Guarantees Entered into by the Parent Entity in Relation to the Debts of its Subsidiaries

As part of the acquisition of the Coyote and Paulsens gold projects from Northern Star Resources Pty Ltd, the parent entity has guaranteed the outstanding consideration obligations of its wholly owned subsidiaries Black Cat (Paulsens) Pty Ltd and Black Cat (Coyote) Pty Ltd. Refer Note 19 Financial Liabilities and Note 29 Contingencies.

Contingencies

For full details of contingencies see Note 29.

Commitments

For full details of commitments see Note 30.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

	Entity type	Country of incorporation	Tax residency	Foreign Jurisdiction	Ownership % (2024 & 2023)
Parent entity:					
Black Cat Syndicate Limited	Body Corporate	Australia	Australian	NA	100
Subsidiaries:					
Black Cat (Paulsens) Pty Ltd	Body Corporate	Australia	Australian	NA	100
Black Cat (Kal East) Pty Ltd	Body Corporate	Australia	Australian	NA	100
Black Cat (Coyote) Pty Ltd	Body Corporate	Australia	Australian	NA	100

Each of the entities above are Companies and are not tax residents of foreign jurisdictions.

Basis of preparation

The consolidated entity disclosure statement (CEDS) has been prepared in accordance with subsection 295(3A)(a) of the Corporations Act 2001. The entities listed in the statement are Black Cat Syndicate Ltd and all the entities it controls in accordance with AASB 10 Consolidated Financial Statements.

DIRECTORS' DECLARATION

In the opinion of the directors of Black Cat Syndicate Limited ("the Company")

(a) the financial statements and notes set out on pages 18 to 51 are in accordance with the Corporations Act 2001, including:

  (i) giving a true and fair view of the financial position as at 30 June 2024 and of the performance for the period ended on that date of the Group; and
  (ii) complying with Accounting Standards and the Corporations Regulations 2001 and other mandatory professional reporting requirements.

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

(c) the consolidated entity disclosure statement required by section 295(3A) of the Corporations Act 2001 (Cth) is true and correct; and

(d) the financial statements comply with International Financial Reporting Standards as set out in Note 1.

The directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Managing Director and Chief Financial Officer for the financial period ended 30 June 2024.

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

Signed at Perth this 27th day of September 2024.

Gareth Solly
Managing Director

Grant Thornton Audit Pty Ltd
Level 43 Central Park
152-158 St Georges Terrace
Perth WA 6000
PO Box 7757
Cloisters Square
Perth WA 6850

T +61 8 9480 2000

Independent Auditor's Report

To the Members of Black Cat Syndicate Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Black Cat Syndicate Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, the consolidated entity disclosure statement 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 Group's financial position as at 30 June 2024 and of its 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 2 in the financial statements, which indicates that the Group incurred a net loss of $3.8 million during the year ended 30 June 2024, had operating cash outflow of $2.1 million and net cash outflow (before financing activities) of $24.6 million. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Key audit matter	How our audit addressed the key audit matter
Mine properties under development – Note 14	
The Group recorded mine properties under development totalling $8.953 million at 30 June 2024 relating to the construction and development of the Group's Kal East Project (KEP) cash generating unit (CGU). Management reclassified the KEP exploration and evaluation asset value to Mine properties under development. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources,* an impairment test in accordance with AASB 136 *Impairment of Assets* was required at the date the reclassification occurred. Management test the CGU for impairment by comparing their carrying amounts against their recoverable amounts determined by either, the greater of its fair value less costs to sell and its value in use. Mine properties under development was considered a key audit matter due to the size of property, plant and equipment asset recorded and the level of estimates and judgements used by management within the assumptions in determining a value in use calculation. These assumptions included; • forecast mining production; • forecast gold price; • forecasted production costs; • life of mine reserves; and • discount rate. These estimates and judgements required specific valuation expertise and analysis.	Our procedures included, amongst others: • Enquiring with management to obtain and document an understanding of management's process relating to the assessment of impairment, including management's consideration of valuation techniques required by the accounting standards for determining the recoverable amount for the KEP; • Obtaining the management reconciliation of capitalised mine properties and agreeing to the general ledger; and • Evaluating the value-in-use models against the requirements of AASB 136 in order to: - Review management's life-of-mine production schedules; - Test the mathematical accuracy of the calculation formulas; - Evaluate management's ability to perform accurate estimates; - Test forecast cash inflows and outflows to be derived by the KEP's assets; and - Review discount rates, forecasted gold and foreign exchange rates applied to forecast future cash flows; and • Assessing the appropriateness of the related financial statement disclosures.

Capitalised mineral exploration and evaluation – Note 14	
At 30 June 2024, the carrying value of exploration and evaluation assets was $122.562 million. In accordance with AASB 6 *Exploration for and Evaluation of Mineral Resources*, the Group is required to assess at each reporting date if there are any triggers for impairment which may suggest the carrying value is in excess of the recoverable value. The process undertaken by management to assess whether there are any impairment triggers in each area of interest involves an element of management judgement. This area is a key audit matter due to the significant judgement involved in determining the existence of impairment triggers.	Our procedures included, amongst others: • Obtaining management's reconciliation by area of interest / tenement, (i) comparing with prior period, (ii) reviewing for unusual items and/or key fluctuations and discussed those with management; and (iii) agreeing to general ledger; • Tracing projects to statutory registers, exploration licences and third-party confirmations to determine whether there are rights to tenure; • Undertaking a detailed review of management's assessment of trigger events; • Enquiring with management regarding their intention to conduct exploration and evaluation activity in the relevant exploration area, including review of management's budgeted expenditure and understand whether any data exists to suggest the carrying value of exploration and evaluation assets are likely to be recovered through development or sale; and • Assessing the appropriateness of the related financial statement disclosures.

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 Group's annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the financial report

The Directors of the Company are responsible for the preparation of:

a) the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* (other than the consolidated entity disclosure statement); and

b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

i) the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and

ii) the consolidated entity disclosure statement that is true and correct and is free of 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 related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or 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.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf.This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 7 to 15 of the Directors' report for the year ended 30 June 2024.

In our opinion, the Remuneration Report of Black Cat Syndicate Limited, for the year ended 30 June 2024 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.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

L A Stella
Partner – Audit & Assurance

Perth, 27 September 2024