Haranga Resources Limited

ABN 83 141 128 841

Annual Report - 31 December 2022

Directors	Mr Michael Davy (Non-Executive Chairman) Mr John Davis (Non-Executive Director) Dr Hendrik Schloemann (Non-Executive Director)
Company secretary	Ms Kyla Garic
Registered office and principal place of business	Suite 7, 63 Shepperton Road, Victoria Park WA 6100
Share register	Automic Share Registry Level 5, 191 St Georges Terrace Perth WA 6000
Auditor	BDO Audit (WA) Pty Ltd Level 9, Mia Yellagonga Tower 2 5 Spring Street Perth WA 6000
Solicitors	Steinepreis Paganin Lawyers and Consultants Level 4, The Read Buildings 16 Miligan Street Perth WA 6000
Stock exchange listing	Haranga Resources Limited shares are listed on the Australian Securities Exchange (ASX code: HAR)

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Haranga Resources Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2022.

Directors

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

Name	Status	Appointed	Resigned
Mr Michael Davy	Non-Executive Chairman	11 April 2022	-
Mr John Davis	Non-Executive Director	5 July 2021	-
Dr Hendrik Schloemann	Non-Executive Director	5 July 2021	-
Mr Peter Youd	Executive Chairman	31 May 2017	11 April 2022

Information on directors

Name:	**Mr Michael Davy**
Title:	**Non-Executive Chairman** (Appointed 11 April 2022)
Qualifications:	BCom (Acc)
Experience and expertise:	Mr Davy is an Australian executive and Accountant with over 16 years' experience across a range of industries. His last major role was Financial Controller of Songa Offshore (listed Norwegian Oil and Gas drilling company acquired by Transocean Ltd [NYSE: RIG] in January 2018), where Mr Davy managed the finance function and team for the Australian operations. Prior to that Mr Davy had worked in London for other large organisations in the finance department. Mr Davy is currently a director and owner of a number of successful private businesses, which are currently all run under one management. During the past five years Mr Davy has held directorships in several ASX listed companies.
Other current directorships:	Arcadia Minerals Limited (appointed 6 October 2020) Raiden Resources Limited (appointed 29 June 2017) Vanadium Resources Limited (appointed 1 December 2019)
Former directorships (last 3 years):	Riversgold Limited (resigned 24 June 2020)
Interests in shares:	522,003 ordinary shares
Interests in options:	60,000 options exercisable at $0.30, expiring 27 January 2025

Name:	**Mr John Davis**
Title:	**Non-Executive Director** (Appointed 5 July 2021)
Qualifications:	Appl Geol (W.A.I.T) Mem AIG
Experience and expertise:	Mr Davis is a Geologist with more than 30 years' experience in mineral exploration and development in Australia and Southern Africa, including gold, nickel, copper, lithium and tantalum. He has extensive experience in the gold sector, from regional exploration, resource development to production, including as Exploration Manager/Chief Geologist for Metana Minerals NL. Mr Davis was Geological Superintendent at the Greenbushes Lithium/Tantalum/Tin mine in WA during the delineation of the high-grade lithium (spodumene) resource. Mr Davis was Technical Director of Monarch Gold Mining Co Ltd, founding Managing Director of Jabiru Metals Ltd (formerly Pilbara Mines Ltd), founding Managing Director of Exterra Resources Ltd and Non-Executive Director of Anova Metals Ltd
Other current directorships:	Nil
Former directorships (last 3 years):	Anova Metals Limited (resigned 11 October 2021)
Interests in shares:	27,498 ordinary shares
Interests in options:	1,000,000 options exercisable at $0.30, expiring 27 January 2025 (escrowed 24 months from quotation)

Name:	**Dr Hendrik Schloemann**
Title:	**Non-Executive Director** (Appointed 5 July 2021)
Qualifications:	Ph.D.
Experience and expertise:	Dr Schloemann is a geologist with a track record of more than 20 years of exploration in twenty countries, with particular experience in Africa. He has experience with gold exploration in orogenic and epithermal environments, as well as pegmatite, diamond, uranium and gemstone exploration. He is experienced with the corporate requirements of a public company, including raising of funds, marketing, corporate compliance, staffing and formulation of long-term strategy. Hendrik was previously an Executive Director of AIM listed and West Africa focussed Goldstone Resources Limited.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	Nil
Interests in options:	1,000,000 options exercisable at $0.30, expiring 27 January 2025 (escrowed 24 months from quotation)

Name:	**Mr Peter Youd**
Title:	**Executive Chairman** (Resigned 11 April 2022)
Qualifications:	B.Bus (W.A.I.T) ACA
Experience and expertise:	Mr Youd is a Chartered Accountant and has extensive experience within the resources and oil and gas services industries. For the last 30 years Mr Youd has held a number of senior management positions and directorships for publicly listed and private companies within Australia and overseas. Mr Youd was previously a director of First Graphene Limited.
Other current directorships:	Nil
Former directorships (last 3 years):	First Graphene Limited
Interests in shares:	266,667 ordinary shares (escrowed 24 months from quotation)
Interests in options:	1,000,000 options exercisable at $0.30, expiring 27 January 2025 (escrowed 24 months from quotation)

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

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

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') held during the year ended 31 December 2022, and the number of meetings attended by each director were:

	Number attended	**Number eligible to attend**
Mr Michael Davy	3	3
Mr John Davis	6	6
Dr Hendrik Schloemann	6	6
Mr Peter Youd[1]	3	3

[1] Resigned 11 April 2022

Company secretary

Ms Kyla Garic held the position of Company Secretary from appointment date - 11 April 2022.

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

Ms. Nerida Schmidt held the position of Company Secretary until resignation date - 11 April 2022.

Qualifications:	B Com, CPA, F Fin (GDipAFin), ACIS (GDip CSP)
Experience and expertise:	Ms. Schmidt has 29 years' professional experience as the CFO and company secretary of a number of ASX, TSX and AIM listed companies in a variety of industries and has consulted to a number of listed and unlisted entities providing corporate, company secretarial and financial services. She holds a Bachelor of Commerce from the University of Western Australia, is a Certified Practising Accountant and a Fellow of Finsia. She is also a Chartered Secretary and holds a Graduate Diploma in Company Secretarial Practice.

Principal activities

During the year ended 31 December 2022, Haranga held interests in a range of gold projects located in Cote d'Ivoire and Burkina Faso, and a uranium project in Senegal.

Review of operations

The loss for the consolidated entity after providing for income tax and non-controlling interest amounted to $7,588,326 (31 December 2021: $1,185,290).

During the financial year ended 31 December 2022, the following activities occurred:

Corporate

The Company was admitted to the official list on the Australian Securities Exchange (ASX) on 25 January 2022 and its securities commenced trading on 27 January 2022. The Company also commenced trading on the Frankfurt Stock Exchange (FSE), under the code 65E0.

On 11 April 2022, Mr Michael Davy was appointed as nominee Non-Executive Chairman of the Company, following resignation of Mr Peter Youd and Ms Kyla Garic was appointed as Company Secretary, following resignation of Ms Nerida Schmidt.

SENEGAL

Saraya Uranium Project

<u>Permit Renewal</u>

The Company was notified of the Renewal of the Saraya Uranium Permit for a further 3 years. The renewal process required a 25% reduction of the size of the permit. The portion of the permit that is prospective for uranium was fully retained.

<u>Regional Termite Mould Sampling Program</u>

During the year the Company initiated an orientation geochemistry survey and a permit scale geochemistry survey based on the sampling of deeply rooted "cathedral" termite mounds to detect bedrock derived uranium anomalies in the deeper portion of the saprolite.

- The orientation survey included 1,363 samples covering the known uranium mineralisation at the Saraya prospect. The survey yielded anomalous uranium concentrations between 2.5ppm and 41ppm over the known Saraya occurrence, thus confirming that the cost-effective surface sampling of the termite mounds can detect uranium mineralisation in the bedrock below the thick saprolite cover.

- A permit-wide survey of approximately 20,000 samples was initiated during the year with 7,197 samples taken before the onset of the wet season. First results were released after the year end in Q1 2023 and returned several kilometre long anomalies around the Saraya prospect, with anomalous concentrations ranging from 7 ppm to 17 ppm. Different prospects have been identified for follow-up infill sampling. Further results are expected Q1 2023.

<u>Acquisition of Exploration Camp</u>

The acquisition of a 40 person exploration camp, immediately adjacent to the Saraya Uranium prospect, has been completed. The camp has accommodation and messing facilities, along with sample and core storage sheds and has been upgraded to a core cutting and sample preparation base for exploration activities at the Saraya Prospect. The camp is central to the Saraya Project and will provide a base for ongoing exploration activities in south-east Senegal, as well as the Company's Ibel South Gold Project. Further upgrades to the Saraya Exploration Camp and sample preparation facility were completed during the year.

Review of Historical Saraya Data

RSC Global Pty Ltd, Perth based Exploration and Mining Consultants were engaged to review the acquired Historical Saraya data, which is comprised of data for 61,437m of drilling, exploration results, prospects and resource estimations and to propose a diamond drilling program to validate and extend known uranium mineralisation, leading to a Mineral Resource Estimate (MRE) under JORC Guidelines.

Exploration Target

Subsequent to the review of historical uranium exploration results by RSC and following the guidelines of the JORC Code (2012) the Company established a significant Exploration Target at the Saraya Prospect. The Exploration Target* of 5 to 20 MT at a grade range of 350 to 750 ppm eU_3O_8 (4-35 Mlb contained eU_3O_8), is contained in an area of only 0.2 km^2 of the 1,650 km^2 Saraya permit.[1]

Drilling Program

During Q4 2022, the Company's technical team mainly concentrated its effort on the drilling operations at the Saraya Prospect*.[2]
The 3,021-metre maiden drill program was completed in December 2022 and consisted of 22 diamond drill holes. The logging of drill core confirmed wide zones of episyenitic and deuteric alteration in the exploration target envelop, indicating that zones of potential uranium mineralisation were intersected in all drill holes.

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

A summary of the drill results was published on 28 February 2023, after the reporting period, and is provided below:[1]

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

- **At a cut-off of 300 ppm eU_3O_8**, the program resulted in 45 uranium intercepts, totalling 524 m of mineralisation at a **weighted average grade of 775 ppm eU_3O_8**[1] [2] which is at the **upper end of the eU_3O_8 grade range of the Saraya Prospect Exploration Target**[2].

- Best eU_3O_8 intersections include (Refer table 2 & 3 for all results):
    - **5.7 m @ 3,176 ppm eU_3O_8 from 26.8 m in 22-SAR-DD-008,**
        - Including 4.1 m @ 4,166 ppm eU_3O_8 from 27.6 m.
    - **36.4 m @ 1,246 ppm eU_3O_8 from 78.7 m in 22-SAR-DD-020,**
        - including 13.1 m @ 2,123 ppm eU_3O_8 from 82.9 m.
    - **16.7 m @ 1,225 ppm eU_3O_8 from 55.4 m in 22-SAR-DD-020,**
        - including 11.6 m @ 1,571 ppm eU_3O_8 from 59.2 m;
    - **33.3 m @ 1,042 ppm eU_3O_8 from 43.3 m in 22-SAR-DD-022**
        - including 6.2 m @ 1,986 ppm eU_3O_8 from 44.6 m and
        - including 9.7 m @ 1,552 ppm eU_3O_8 from 56.3 m;
    - **31.7 m @ 1,012 ppm eU_3O_8 from 93.0 m in 22-SAR-DD-014**
        - including 11.6 m @ *1,403 ppm* eU_3O_8 from 105.9 m
    - **23.9 m @ 1,157 ppm eU_3O_8 from 54.2 m in 22-SAR-DD-005**
        - Including 13.3 m @ 1,602 ppm eU_3O_8 from 57.8 m

- Upon receipt of ICP-MS results, in Q2 2023, and validation of the historical results, the **Company aims to convert the Exploration Target to an initial Mineral Resource** classified in accordance with the JORC Code (2012).

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

[2] Refer ASX Announcement 05 September 2022 "Significant Uranium Exploration Target Defined at Saraya"

Compliance Statement
The Company confirms that it is not aware of any information or data that materially affects the information included in the market announcements referenced in the footnote 1 – 2 and that all material assumptions and technical parameters continue to apply. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcements.

Ibel South

During the year, the Company was awarded the Ibel South gold permit in Senegal. Ibel South contains known gold anomalies from historical gold exploration up to 180 ppb Au and provides immediate targets for follow-up geochemical sampling and first pass exploration drilling.

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

The Company's technical team designed an infill termite mound sampling program and after reconnaissance in December 2022, completed the sampling of 2,020 samples on a 200m x 50m grid in January 2023, with assay results still pending. Any confirmed gold anomalies may be followed up with Aircore and/or RC Drilling.

COTE d'IVOIRE

Issia-Buyo Gold Project
During the year the Company completed an infill soil sampling program and reconnaissance field mapping covering parts of the Issia-Buyo permit. The Company continued reviewing the soil geochemistry assay results and carried out further infill and resampling using a freshly built analytical laboratory and a reviewed sample preparation process.

Following a review of exploration results for this permit by the Company's technical team and the Board of Directors determined that the Issia-Buyo permit no longer passes the Company's investment criteria. On the 24th of October 2022, Haranga, through its fully owned subsidiary Loropeni Resources SARL, provided 90 days' notice to its project partner Laody Exploration SARL of its intention to no longer fund the exploration of the Issia-Buyo permit. The Company is currently finalising its interest earnt in the Issia-Buyo Gold Project through its past exploration.

BURKINA FASO

Activities in Burkina Faso for this year have remained limited to office work following a second coup within the past year. Considering the grassroots status of the Company's exploration portfolio in this country, inability to do exploration work due to security reasons and that explorers have limited exploration funding, the board has made a decision to exit from Burkina Faso. The board believes it is more prudent to direct all available funding to projects where value can be derived for its shareholders.

During the year the Company relinquished its rights to the Mangodara permit. In line with the Company's decision to exit from Burkina Faso, the Company is in the process of shutting down its in-country office and relinquishing the remainder of its permits.

Significant changes in the state of affairs
On 17 January 2022, the Company completed the acquisition of 100% of the issued share capital of Loropeni Resources SARL (Loropeni) by a way of a Share Sale Agreement. Under the terms of the agreement, the consideration for the acquisition included the issue of 13,000,000 ordinary fully paid shares in the Company, 6,500,000 unlisted options exercisable at $0.30, expiring 3 years from admission to ASX and 5,000,000 performance rights.

On 17 January 2022, the Company completed the acquisition of 70% of issued capital of Mandinga Resources SARL(Mandinga) by a way of a Share Sale Agreement. Under the terms of the agreement, the consideration for the acquisition included 5,000,000 ordinary fully paid shares and 2,500,000 unlisted options exercisable at $0.30, expiring 3 years from admission to the ASX.

On 27 January 2022, the Company commenced trading on the Australian Securities Exchange, following completion of Initial Public Offer under which the Company issued 32,500,000 ordinary fully paid shares at $0.20 to raise $6,500,000 (before costs).

There were no other significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
On 28 February 2023, the Company published Saraya Uranium Project drill results which are included in review of operations section.

On 2 March 2023, the Company issued 2,000,000 listed options exercisable at $0.30 expiring on 27 January 2025 under Corporate Advisory Mandate. Additional 8,000,000 options with the same terms are proposed to be issued subject to shareholder approval.

No matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

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

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

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

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

Grant date	Expiry date	Exercise price	Number under option
03/08/2021	27/01/2025	$0.30	5,000,000
17/01/2022	27/01/2025	$0.30	31,500,000
14/02/2023*	27/01/2025	$0.30	2,000,000
			38,500,000

* Additional 8,000,000 options have been granted subject to shareholder approval.

Shares issued on the exercise of options
There were no ordinary shares of Haranga Resources Limited issued on the exercise of options during the year ended 31 December 2022 and up to the date of this report.

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

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Non-audit services
During the year, BDO Audit (WA) Pty Ltd, the Company's auditor did not provide any services other than their statutory audits. Other BDO divisions provided other corporate services to the Group totalling to $Nil in 2022 (2021: $15,218). Details of their remuneration can be found within the financial statements at Note 8 Auditor's Remuneration.

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 8 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

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

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

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

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

Name	Status	Appointed	Resigned
Mr. Michael Davy	Non-Executive Chairman	11 April 2022	N/A
Mr. John Davis	Non-Executive Director	5 July 2021	N/A
Dr. Hendrik Schloemann	Non-Executive Director	5 July 2021	N/A
Mr. Peter Youd	Executive Chairman	1 June 2017	11 April 2022
Mr. Jean Kaisin	Chief Operating Officer	29 August 2021	N/A

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

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

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

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

During the year ended 31 December 2022 the Company had two appointed executives, being Mr. Jean Kaisin as the Chief Operating Officer and Mr. Peter Youd as Executive Chairman (until resignation). The terms of their Executive Employment Agreements with are summarised in the following table.

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

Mr. Peter Youd
- Executive remuneration of $80,000 per annum
- Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Group's reimbursement policies; and
- Term was ongoing until resignation.

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

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

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

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

The purpose of the Plan is to assist in the reward and motivation of Eligible Participants and link the reward of Eligible Participants to performance and the creation of Shareholder value. It is designed to align the interest of Eligible Participants more closely to the interests of Shareholders by providing an opportunity for Eligible Participants to receive shares. It provides the Eligible Participants with the opportunity to share in any future growth in value of the Company and provides greater incentives for Eligible Participants to focus on the Company's longer-term goals. During the year ended 31 December 2022 a total of Nil options has been issued under this plan (31 December 2021: 5,000,000 options).

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

The maximum aggregate amount of fees that can be paid to Non-executive Directors is presently limited to an aggregate of AU$500,000 per annum and any change is subject to approval by shareholders at the General Meeting. Fees for Non-executive Directors are not linked to the performance of the Company. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Total fees for the Non-Executive Directors for the financial year were $166,665 (31 December 2021: $76,663) and cover main Board activities only. Non-executive Directors may receive additional remuneration for other services provided to the Group.

(5) Details of remuneration

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

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

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

2021	Short-term benefits Cash salary and fees $	Short-term benefits Cash bonus $	Short-term benefits Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity-settled $	Total $
Peter Youd	36,663	-	-	-	-	107,000	143,663
John Davis[1]	20,000	-	-	-	-	107,000	127,000
Hendrik Schloemann	20,000	-	-	-	-	107,000	127,000
Teow Kim Chng[2]	-	-	-	-	-	107,000	107,000
Nerida Schmidt[2]	-	-	-	-	-	107,000	107,000
Jean Kaisin	91,667	-	-	-	-	-	91,667
	168,330	**-**	**-**	**-**	**-**	**535,000**	**703,330**

[1] Mr Davis and Dr. Schloemann were appointed directors on 5 July 2021
[2] Mr Chng and Ms. Schmidt resigned as directors on 5 July 2021, Ms. Schmidt remained as Company Secretary and received Consulting Fees for this role.

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 31 December 2022 (31 December 2021Nil).

Options

There were no options over ordinary shares granted to or vested by directors and other key management personnel as part of compensation during the year ended 31 December 2022. 5,000,000 options over ordinary shares were granted to KMP as part of compensation during year ended 31 December 2021.

(6) Additional disclosures relating to key management personnel

Shareholding

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

	Balance at the start of the year	Granted as part of remuneration	Issued on exercise of options	Disposals/ other changes	Balance at the end of the year
Ordinary shares					
Michael Davy[1]	-	-	-	522,003	522,003
John Davis	-	-	-	27,498	27,498
Hendrik Schloemann	-	-	-	-	-
Peter Youd[2]	266,667	-	-	(266,667)	-
Jean Kaisin	-	-	-	-	-
	266,667	-	-	282,834	549,501

[1] Mr Davy's other changes during the year are in relation to his balance held on appointment.
[2] Mr Youd's other changes during the year are in relation to his balance on resignation.

Option holding

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

	Balance at the start of the year	Granted as part of remuneration	Issued on exercise of options	Expired/ forfeited/ other	Balance at the end of the year	Vested and exercisable	Unvested and unexcisable
Options over ordinary shares							
Michael Davy[1]	-	-	-	60,000	60,000	60,000	-
John Davis	1,000,000	-	-	-	1,000,000	1,000,000	-
Hendrik Schloemann	1,000,000	-	-	-	1,000,000	1,000,000	-
Peter Youd[2]	1,000,000	-	-	(1,000,000)	-	-	-
Jean Kaisin	-	-	-	-	-	-	-
	3,000,000	-	-	(940,000)	2,060,000	2,060,000	

[1] Mr Davy’s other changes during the year are in relation to his balance held on appointment.
[2] Mr Youd’s other changes during the year are in relation to his balance on resignation.

(7) Loans to directors and executives

As at 31 December 2021, Mr. Peter Youd, through his related entities, had lent $329,000 to the parent entity. These loans were not secured and did not bear interest. The loans were repaid following admission of the Company to the ASX.

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

There were no other transactions and balances with KMP and their related parties for the year ended 31 December 2022 (31 December 2021: Nil).

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

At the AGM held on 31 May 2022, 92.89% of the votes received supported the adoption of the remuneration report for the year ended 31 December 2021. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

This concludes the remuneration report, which has been audited.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

Auditor
BDO Audit (WA) Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

____
Michael Davy
Non-Executive Chairman

23 March 2023

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

As lead auditor of Haranga Resources Limited for the year ended 31 December 2022, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

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

NEIL SMITH

Director

BDO Audit (WA) Pty Ltd

Perth

23 March 2023

General information

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

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

Registered office	Principal place of business
Suite 7, 63 Shepperton Road Victoria Park WA 6100	Suite 7, 63 Shepperton Road Victoria Park WA 6100

The financial statements were authorised for issue, in accordance with a resolution of directors, on 23 March 2023. The directors have the power to amend and reissue the financial statements.

Haranga Resources Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 31 December 2022

	Note	2022 $	2021 $
Other income	4	8,504	286,767
Exploration expenditure	5	(2,822,392)	(80,510)
Corporate costs	6	(360,179)	(725,203)
General and administrative expenses	7	(81,026)	(36,678)
Director fees		(166,665)	(94,666)
Share based payments	19	(542,637)	(535,000)
Impairment of assets	13	(4,041,172)	-
Loss before income tax expense		(8,005,567)	(1,185,290)
Income tax expense	9	-	-
Loss after income tax expense for the year		(8,005,567)	(1,185,290)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		58,356	-
Other comprehensive income for the year, net of tax		58,356	-
Total comprehensive income for the year		(7,947,211)	(1,185,290)
Loss for the year is attributable to:			
Non-controlling interest		(417,241)	-
Owners of Haranga Resources Limited		(7,588,326)	(1,185,290)
		(8,005,567)	(1,185,290)
Total comprehensive income for the year is attributable to:			
Non-controlling interest		(407,224)	-
Owners of Haranga Resources Limited		(7,539,987)	(1,185,290)
		(7,947,211)	(1,185,290)
		Cents	**Cents**
Basic earnings per share	17	(13.16)	(16.65)
Diluted earnings per share	17	(13.16)	(16.65)

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

Haranga Resources Limited
Consolidated statement of financial position
As at 31 December 2022

	Note	2022 $	2021 $
Assets			
Current assets			
Cash and cash equivalents	10	2,289,553	12,442
Cash and cash equivalents	10	-	6,305,053
Trade and other receivables		23,450	38,679
Financial assets	12	-	640,910
Other current assets		41,384	677
Total current assets		2,354,387	6,997,761
Non-current assets			
Property, plant and equipment		95,137	-
Exploration and evaluation	13	2,011,862	-
Total non-current assets		2,106,999	-
Total assets		4,461,386	6,997,761
Liabilities			
Current liabilities			
Trade and other payables	14	1,065,098	995,998
Finance Liabilities	15	-	7,354,000
Total current liabilities		1,065,098	8,349,998
Total liabilities		1,065,098	8,349,998
Net assets/(liabilities)		3,396,288	(1,352,237)
Equity			
Issued capital	16	51,003,731	40,372,231
Reserves	18	8,230,595	6,662,871
Accumulated losses		(55,975,665)	(48,387,339)
Equity/(deficiency) attributable to the owners of Haranga Resources Limited		3,258,661	(1,352,237)
Non-controlling interest		137,627	-
Total equity/(deficiency)		3,396,288	(1,352,237)

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

	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total deficiency in equity $
Balance at 1 January 2021	40,834,231	6,127,871	(47,202,049)	-	(239,947)
Loss after income tax expense for the year	-	-	(1,185,290)	-	(1,185,290)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(1,185,290)	-	(1,185,290)
Transactions with owners in their capacity as owners:					
Share-based payments (note 19)	-	535,000	-	-	535,000
Costs of shares to be issued	(462,000)	-	-	-	(462,000)
Balance at 31 December 2021	40,372,231	6,662,871	(48,387,339)	-	(1,352,237)

	Issued capital $	Reserves $	Accumulated losses $	Non-controlling interest $	Total equity $
Balance at 1 January 2022	40,372,231	6,662,871	(48,387,339)	-	(1,352,237)
Loss after income tax expense for the year	-	-	(7,588,326)	(417,241)	(8,005,567)
Other comprehensive income for the year, net of tax	-	48,339	-	10,017	58,356
Total comprehensive income for the year	-	48,339	(7,588,326)	(407,224)	(7,947,211)
Transactions with owners in their capacity as owners:					
Issue of shares (net of costs)	6,531,500	-	-	-	6,531,500
Issue of shares and options for the asset acquisition	3,600,000	976,748	-	-	4,576,748
Issue of shares on conversion of convertible note	500,000	-	-	-	500,000
Share based payments(note 19)	-	542,637	-	-	542,637
Non-controlling interests (note 20)	-	-	-	544,851	544,851
Balance at 31 December 2022	51,003,731	8,230,595	(55,975,665)	137,627	3,396,288

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

	Note	2022 $	2021 $
Cash flows from operating activities			
Payments to suppliers and employees		(1,402,661)	(483,262)
Payments for exploration and evaluation		(1,800,150)	-
Interest received		8,504	57
Net cash used in operating activities	11	(3,194,307)	(483,205)
Cash flows from investing activities			
Payments for property, plant and equipment		(73,903)	-
Cash acquired on acquisition		51,168	-
Net cash used in investing activities		(22,735)	-
Cash flows from financing activities			
Proceeds received for unissued shares		-	6,305,000
Proceeds from share issue		200,000	
Advances to third parties advances		-	(640,910)
Advances from director related entities and third parties		-	1,049,000
Payment for capital raising costs		(462,000)	-
Repayment of borrowings		(549,000)	-
Net cash (used in)/from financing activities		(811,000)	6,713,090
Net (decrease)/increase in cash and cash equivalents		(4,028,042)	6,229,885
Cash and cash equivalents at the beginning of the financial year		6,317,495	87,610
Effects of exchange rate changes on cash and cash equivalents		100	-
Cash and cash equivalents at the end of the financial year	10	2,289,553	6,317,495

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

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out either in the respective notes or below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Going Concern
The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The consolidated entity incurred a loss for the year ended 31 December 2022 of $8,005,567 (31 December 2021 : $1,185,290) and net cash outflows from operating activities of $3,194,307 (31 December 2021: $483,205)

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

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

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

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

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

Note 1. Significant accounting policies (continued)

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Haranga Resources Limited ('company' or 'parent entity') as at 31 December 2022 and the results of all subsidiaries for the year then ended. Haranga Resources Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

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

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

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

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

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

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

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

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

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

Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

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

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

Note 1. Significant accounting policies (continued)

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

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

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

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

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

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

Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Impairment of financial assets
The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

Note 1. Significant accounting policies (continued)

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

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

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

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

Buildings	40 years
Leasehold improvements	3-10 years
Plant and equipment	3-7 years

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 31 December 2022. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

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

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

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is determined using the Black-Scholes option pricing model which takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions which do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions. The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Asset Acquisition
As Mandinga Resources and Loropeni Resources did not meet the definition of a business in accordance with AASB 3 Business Combinations, the Transactions could not be accounted for as a business combination. Therefore, the Transactions have been accounted for as an asset acquisition. Refer to Note 20 'Asset Acquisition' for further information.

Exploration and evaluation costs
Certain exploration and evaluation costs have been capitalised on the basis that the Group will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these 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. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

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

Note 3. Operating segments

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

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

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

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

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

Note 3. Operating segments (continued)

Accounting policy for operating segments
Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Note 4. Other income

	2022 $	2021 $
Fees Forgiven	-	286,710
Interest income	8,504	57
Other income	8,504	286,767

Other income for prior year relates to the fees that were forgiven by Company's directors, and other related parties.

	2022 $	2021 $
Fees forgiven by directors	-	155,710
Fees forgiven by related parties	-	68,000
Fees forgiven by third parties	-	63,000
	-	286,710

Note 5. Exploration expenditure

	2022 $	2021 $
Wages and consulting fees	624,549	51,915
Expenditure on Issia Project	496,406	-
Expenditure on Saraya Uranium Project	1,315,296	-
Other	386,141	28,595
Total exploration expenditure	2,822,392	80,510

Note 6. Corporate costs

	2022 $	2021 $
Auditor fees	56,910	65,360
Corporate advisory fees	140,590	88,619
Legal fees	26,876	294,060
Listing fees and share registry	(10,209)	180,809
Corporate secretarial services	48,440	39,820
Other	97,572	56,525
Total corporate costs	360,179	725,193

Note 7. General and administrative

	2022 $	2021 $
Dues and subscriptions	15,941	-
Insurance	31,590	7,690
Other expenses	33,495	28,988
	81,026	36,678

Note 8. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by BDO Audit (WA) Pty Ltd, the auditor of the company:

	2022 $	2021 $
Audit services - BDO Audit (WA) Pty Ltd		
Audit or review of the financial statements	50,699	55,620
Other services - BDO Corporate Finance (WA) Pty Ltd		
Other services	-	15,218
	50,699	70,838

Note 9. Income tax

	2022 $	2021 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(8,005,567)	(1,185,290)
Tax at the statutory tax rate of 30% (2021: 26%)	(2,401,670)	(308,175)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	148,070	211,316
Adjustment for differences in tax rates	5,019	-
Benefits from tax loss not brought to account	1,036,228	163,860
Temporary differences not recognised	1,212,353	(67,001)
Income tax expense	-	-
The applicable weighted average effective tax rates are as follows:	-	-
Balance of franking account at year end	-	-

Note 9. Income tax (continued)

	2022 $	2021 $
Deferred tax assets		
Tax losses	4,537,194	3,099,490
Black hole expenditure	46,872	70,058
Unrecognised deferred tax asset	4,584,066	3,169,548
Set-off deferred tax liabilities	-	-
Less deferred tax assets not recognised	(4,584,066)	(3,169,548)
Deferred tax liabilities		
Exploration expenditure	603,559	-
Set-off deferred tax assets	(603,559)	-
Net deferred tax liabilities	-	-
Tax losses		
Unused tax losses and temporary differences for which no deferred tax asset has been recognised	15,280,220	12,190,571

Accounting policy for income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset. The carry forward losses must satisfy rules under the tax legislation at the time of recoupment.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Note 10. Cash and cash equivalents

	2022 $	2021 $
Current assets		
Cash at bank	2,289,553	12,442
Cash at bank - restricted	-	6,305,053
	2,289,553	6,317,495

Restricted cash and cash equivalents comprise the subscription funds totalling $6,305,053 which had been received as at 31 December 2021, shares for which were issued on 17 January 2022.

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

Note 11. Cash flow information

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

	2022 $	2021 $
Loss after income tax expense for the year	(8,005,567)	(1,185,290)
Adjustments for:		
Foreign exchange differences	(1,958)	-
Other income - forgiveness of debt	-	(286,710)
Share-based payments	542,637	535,000
Impairment expense	4,041,172	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	2,262	(3,430)
(Increase)/decrease in other assets	(40,707)	270
Increase in trade and other payables	267,854	456,955
Net cash used in operating activities	(3,194,307)	(483,205)

Non-cash investing and financing activities
As a result of the Transactions, ordinary shares in the Company were issued as consideration for the assets acquired. Further details are disclosed in Note 20 'Asset Acquisition'

Note 12. Financial assets

	2022 $	2021 $
Current assets		
Loan - Loropeni Resources Limited	-	542,642
Loan - Mandinga Resources Limited	-	98,268
	-	640,910

Prior to the settlement of the Loropeni Resources Limited and Mandinga Resources Limited Acquisition, Haranga agreed to loan the entities funds pre settlement to continue activities and expenses such as in-country exploration and general working capital purposes ("Acquisition Loans"). These loans were interest free, unsecured and contributed towards the exploration commitment expenditures.

The loans were satisfied post-Acquisition during the financial year through the issue of shares in Loropeni and Mandinga to Haranga.

Note 13. Exploration and evaluation

	2022 $	2021 $
Non-current assets		
Exploration asset	6,053,034	-
Less: Impairment	(4,041,172)	-
	2,011,862	-

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

	$
Balance at 1 January 2021	-
Balance at 31 December 2021	-
Acquisition Loropeni (note 20)	4,041,172
Acquisition Mandinga (note 20)	2,011,862
Impairment of assets (a)	(4,041,172)
Balance at 31 December 2022	2,011,862

(a) The Group recognised impairment expense of $4,041,172 for year ended 31 December 2022 (2021: $Nil) relating to exploration costs capitalised on acquisition of Loropeni assets. This impairment was recognised following a review of exploration results on Issia-Buyo permit by the Group's technical team and the Group's inability to undertake planned exploration programs in Burkina Faso due to recent coups.

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

Note 13. Exploration and evaluation (continued)

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.

Note 14. Trade and other payables

	2022 $	2021 $
Current liabilities		
Trade payables	1,031,504	960,998
Accrued expenses	30,000	35,000
Other payables	3,594	-
	1,065,098	995,998

Refer to note 21 for further information on financial instruments.

Accounting policy for trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 15. Finance Liabilities

	2022 $	2021 $
Current liabilities		
Loan from director related entities and third parties (a)	-	549,000
Convertible loans (b)	-	500,000
Unissued Shares (c)	-	6,305,000
	-	7,354,000

Refer to note 21 for further information on financial instruments.

Note 15. Finance Liabilities (continued)

(a) Advances from former director related entities and third parties

As at 31 December 2021 $549,000 had been advanced from third parties. A total of $220,000 had been advanced by third parties and $329,000 by entities related to former director Peter Youd. These advances were repaid in January 2022. The advances were to fund ongoing work with the exploration projects in Senegal and Côte d'Ivoire. The advances were not secured and carried no interest payment.

(b) Convertible Loan

On 3 June 2021, the Company entered into an interest free, converting loan agreement with First Growth Funds Limited ("FGFL") in the amount of $500,000 ("Loan") which had been fully drawn down as at 31 December 2021. The Loan was repayable within 12 months, subject to Haranga completing an Initial Public Offer ("IPO") and being re-admitted to the official list of the ASX by 3 June 2022. Within 5 days of re-listing, the Company was required to issue FGFL with shares at the IPO price, plus one free attaching option for every 2 shares issued.

The Company chose to designate the convertible note as a financial liability at fair value through Profit or Loss. The carrying value of the convertible note approximated the fair value as at 31 December 2021. The loan was secured against all of company's present and future acquired property including any assets in respect of which the company has a right to grant a security interest under the Personal Property Securities Act 2009. The converting note liability is removed from the statement of financial position when the obligations specified in the contract are discharged. This can occur upon the option holder exercising their option or the option period lapses requiring the Company to discharge the obligation.

On 17 January 2022 the Company issued 2,500,000 fully paid ordinary shares and 1,250,000 options to FGFL in satisfaction of the Loan.

(c) Unissued shares

On 29 October 2021 the Company lodged a prospectus with the Australian Securities and Investment Commission ("ASIC") which offered up to 32,500,000 shares at an issue price $0.20 per Share to raise up to $6,500,000 together with one (1) free attaching option for every two (2) Shares subscribed for and issued, exercisable at $0.30 per Option expiring three (3) years from the date of Admission. The offer was closed fully subscribed and as at 31 December 2021 the Company was awaiting completion of the Pre-Quotation Disclosure ("PQD") requirements for admission of the Company's shares to trading on the Australian Securities Exchange ("ASX"). The approval for admission was received on 25 January 2022 and the Company's shares commenced trading on the ASX on 27 January 2022.

At 31 December 2021 subscription funds totalling $6,305,000 had been received. No shares had been issued at 31 December 2021. Shares were issued on 17 January 2022 and the Company's shares commenced trading on the ASX on 27 January 2022.

Accounting policy for borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Note 16. Issued capital

	2022 Shares	2021 Shares	2022 $	2021 $
Ordinary shares - fully paid	60,120,285	7,120,285	51,003,731	40,372,231

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 January 2021	35,600,036		40,834,231
Consolidation	30 July 2021	(28,479,751)	$0.00	-
Capital raising costs		-	$0.00	(462,000)
Balance	31 December 2021	7,120,285		40,372,231
Shares issued under the Initial Public Offer (IPO)	17 January 2022	32,500,000	$0.00	6,500,000
Shares issued for acquisition on Loropeni Resources SARL (note 20)	17 January 2022	13,000,000	$0.00	2,600,000
Shares issued for acquisition of Mandinga Resources SARL (note 20)	17 January 2022	5,000,000	$0.00	1,000,000
Shares issued on conversion of Convertible Loan (note 15)	17 January 2022	2,500,000	$0.00	500,000
Capital raising costs adjustment	1 January 2022	-	$0.00	31,500
Balance	31 December 2022	60,120,285		51,003,731

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

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

Capital risk management

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

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

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

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

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

The capital risk management policy remains unchanged from the 31 December 2021 Annual Report.

Note 16. Issued capital (continued)

Accounting policy for issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Note 17. Loss per share

	2022 $	2021 $
Earnings per share for loss from continuing operations		
Loss after income tax attributable to the owners of Haranga Resources Limited	(8,005,567)	(1,185,290)

	2022 $	2021 $
Loss after income tax	(8,005,567)	(1,185,290)
Non-controlling interest	417,241	-
Loss after income tax attributable to the owners of Haranga Resources Limited	(7,588,326)	(1,185,290)

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	57,651,792	7,120,285
Weighted average number of ordinary shares used in calculating diluted earnings per share	57,651,792	7,120,285

Accounting policy for earnings per share
Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Haranga Resources Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

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 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.

Note 18. Reserves

	2022 $	2021 $
Foreign currency reserve	3,662	(54,694)
Share-based payments reserve	6,182,325	6,182,325
Options reserve	2,054,625	535,240
	8,240,612	6,662,871

Note 18. Reserves (continued)

Foreign currency reserve		
Opening balance	(54,694)	(54,694)
Movements during the year	58,356	-
Closing balance	3,662	(54,694)

	Number	**$**
Option and Share-based payments reserve		
Opening balance on 1 January 2021	-	6,182,565
Options issued to directors and key management personnel	5,000,000	535,000
Closing balance on 31 December 2021	5,000,000	6,717,565
Opening balance on 1 January 2022	5,000,000	6,717,565
Issue of free attaching IPO options	16,250,000	-
Issue of options on acquisition of Loropeni Resources SARL (note 20)	6,500,000	705,429
Issue of options on acquisition of Mandinga Resources SARL (note 20)	2,500,000	271,319
Issue of free attaching convertible loan options	1,250,000	-
Issue of broker options	5,000,000	542,637
Closing balance on 31 December 2022	36,500,000	8,236,950

Accounting policy for reserves

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

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

Note 19. Share-based payments

During the year ended 31 December 2022 the consolidated equity recorded the following share-based payments:
- The issue of 13,000,000 ordinary fully paid shares as consideration for the acquisition of Loropeni Resources SARL. The shares had a market value of $0.20 and were issued on 17 January 2022.
- The issue of 6,500,000 unlisted options exercisable at $0.30 and expiry date of 27 January 2025. The options were issued as consideration for the acquisition of Loropeni Resources SARL. The value of options using Black-Scholes model was $705,429, the variables used in the valuation are summarised in table below.
- The issue of 5,000,000 ordinary fully paid shares as consideration for the acquisition of Mandinga Resources SARL. The shares had a market value of $0.20 and were issued on 17 January 2022.
- The issue of 2,500,000 unlisted options with exercise price of $0.30 and expiry date of 27 January 2025. The options were issued as consideration for the acquisition of Mandinga Resources SARL. The value of the options using the Black-Scholes model was $271,319, the variables used in the valuation are summarised in table below.
- The issue of 5,000,000 broker options with exercise price of $0.30 and expiry date of 27 January 2025. The options were issued for services provided relating IPO and vest immediately. The fair value of the associated services was unable to be measured. The value of the options using the Black-Scholes model was $542,637, the variables used in the valuation are summarised in table below.

Note 19. Share-based payments (continued)

The Company also issued 5,000,000 performance rights for the acquisition of Loropeni Resources Sarl. The Performance Rights will be able to convert into a Share, subject to the Company announcing to the ASX the achievement of a minimum inferred JORC compliant Mineral Resource of 500,000 oz AU at >1g/t in relation to the Loropeni Projects, as accepted by the Independent Directors of the Company, within 48 months of the date of settlement of the Loropeni Acquisition.

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

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
17/01/2022	27/01/2025	$0.20	$0.30	100.00%	-	1.14%	$0.109
17/01/2022	27/01/2025	$0.20	$0.30	100.00%	-	1.14%	$0.109
17/01/2022	27/01/2025	$0.20	$0.30	100.00%	-	1.14%	$0.109

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

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 20. Asset Acquisition

Acquisition of Loropeni Resources SARL

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

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

	$
Cash and cash equivalents	46,438
Trade and other receivables	11,428
Plant and equipment	9,688
Exploration assets (note 13)	4,041,172
Trade and other payables	(803,297)
Net assets acquired	3,305,429
Shares issued on completion - 13,000,000 ordinary shares at $0.20 (note 19)	2,600,000
Unlisted options issued on completion - 6,500,000 exercisable at $0.30 (note 19)	705,429
Total consideration	3,305,429

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

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

Acquisition of Mandinga Resources SARL

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

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

	$
Cash and cash equivalents	4,730
Plant and equipment	1,006
Exploration assets (note 13)	2,011,862
Trade and other payables	(201,428)
Net assets acquired	1,816,170
Consideration	
Shares issued on completion 5,000,000 ordinary shares @ $0.20 (note 19)	1,000,000
Unlisted options issued on completion 2,500,000 (note 19)	271,319
Non-controlling interest	544,851
	1,816,170

Note 20. Asset Acquisition (continued)

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

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

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

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

Note 21. Financial instruments

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

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

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

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

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

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

	2022	**2021**
	$	**$**
Cash at bank	2,289,553	6,317,495
Net exposure to cash flow interest rate risk	2,289,553	6,317,495

Note 21. Financial instruments (continued)

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

Judgement of reasonable possible movements

	Effect on Post Tax losses 31 December 2022	Effect on Post Tax losses 31 December 2021
Increase 10 basis point	43,035	632
Decrease 10 basis point	(43,035)	(632)

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

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

At 31 December 2022, the Group held cash at bank. These were held with financial institution with a rating from S&P Global Ratings of -AA or above (long term). The Group has no past due or impaired debtors as at 31 December 2022.

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

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

Remaining contractual maturities
Financial liabilities of the Group comprise trade and other payables. As at 31 December 2022 and 31 December 2021 all financial liabilities are contractually matured within 30 days except the convertible notes which was repayable within 12 months.

Accounting Policy for fair value of financial instruments
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Note 22. Parent entity information

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

Statement of profit or loss and other comprehensive income

	2022 $	2021 $
Loss after income tax	(8,790,333)	(1,185,288)
Total comprehensive loss	(8,790,333)	(1,185,288)

Statement of financial position

	2022 $	2021 $
Total current assets	2,244,271	6,984,794
Total assets	2,244,271	6,984,794
Total current liabilities	181,262	8,337,031
Total liabilities	181,262	8,337,031
Equity		
Issued capital	51,003,731	40,372,231
Reserve	8,236,950	6,662,871
Accumulated losses	(57,177,672)	(48,387,339)
Total equity/ (deficiency)	2,063,009	(1,352,237)

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2022 and 31 December 2021.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2022 and 31 December 2021.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 December 2022 and 31 December 2021.

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

Note 23. Key management personnel disclosures

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

	2022 $	2021 $
Short-term employee benefits	453,667	76,663
Post-employment benefits	-	-
Long-term benefits	-	-
Termination benefits	-	-
Share-based payments	-	535,000
	453,667	611,663

On 11 April 2022 , Mr Peter Youd resigned as Executive Chairman of the consolidated entity and Mr Michael Davy was appointed as Non-Executive Chairman.

Note 24. Related party transactions

Parent entity
Haranga Resources Limited is the parent entity.

Subsidiaries
The consolidated financial statements include the financial statements of Haranga Resources Limited and the subsidiaries Loropeni Resources SARL (100%) incorporated in Burkina Faso and Mandinga Resources SARL (70%) incorporated in Senegal which were acquired during the year ended 31 December 2022. Nomad Mining Limited which was dormant was deregistered during the year.

Transactions with related parties
The director fees paid during the year ended 31 December 2022 totalled to $166,665 (31 December 2021: $ 94,666).

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

Loans to/from related parties
During the year ended 31 December 2022, the loan payable from 31 December 2021 of $329,000 to entities related to Mr Peter Youd was repaid.

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

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Note 25. Commitments

	2022 $	2021 $
Exploration expenditure commitments		
Within one year	142,430	-
One to five years	3,451,076	-
	3,593,506	-

Note 26. Dividends

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

Note 27. Events after the reporting period

On 28 February 2023, the Company published Saraya Uranium Project drill results which are included in review of operations section.

On 2 March 2023, the Company issued 2,000,000 listed options exercisable at $0.30 expiring on 27 January 2025 under Corporate Advisory Mandate. Additional 8,000,000 options with the same terms are proposed to be issued subject to shareholder approval.

No matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2022 and of its performance for the financial year ended on that date; and

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

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

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

On behalf of the directors

____
Michael Davy
Non-Executive Chairman

23 March 2023

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PO Box 700 West Perth WA 6872
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Haranga Resources Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Haranga Resources Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

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

(i) Giving a true and fair view of the Group's financial position as at 31 December 2022 and of its financial performance for the year ended on that date; and

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

Basis for opinion

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

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

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

Material uncertainty related to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key audit matters

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

Carrying Value of Capitalised Exploration and Evaluation Assets

Key audit matter	*How the matter was addressed in our audit*
The carrying value of the capitalised exploration and evaluation assets as at 31 December 2022 is disclosed in note 13 and 20 of the financial report. As the carrying value of the exploration asset represents a significant asset of the Group, we considered it necessary to assess whether any facts or circumstances exist to suggest that the carrying amount of this asset may exceed its recoverable amount. Judgement is applied in determining the treatment of exploration expenditure in accordance with Australian Accounting Standard AASB 6 *Exploration for and Evaluation of Mineral Resources*. In particular: • Whether the conditions for capitalisation are satisfied; • Which elements of exploration and evaluation expenditures qualify for recognition; and • Whether facts and circumstances indicate that the exploration and expenditure assets should be tested for impairment. As a result, this is considered a key audit matter.	Our procedures included, but were not limited to the following: • Obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • Considering the status of the ongoing exploration programmes in the respective areas of interest by holding discussions with management, and reviewing the Group's exploration budgets, ASX announcements and directors' meeting minutes; • Considering whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • Considering whether there are any other facts or circumstances existing to suggest impairment testing was required; • Assessing accounting treatment of acquisitions of exploration assets by reviewing the acquisition agreements to understand key terms and conditions; and • Assessing the adequacy of the related disclosures in Note 13 and Note 20 of the financial report.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 31 December 2022, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

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

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

Auditor's responsibilities for the audit of the Financial Report

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

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

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

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 12 of the directors' report for the year ended 31 December 2022.

In our opinion, the Remuneration Report of Haranga Resources Limited, for the year ended 31 December 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit (WA) Pty Ltd

BDO

Neil Smith

Director

Perth

23 March 2023

INTRODUCTION

This Corporate Governance Statement is current as at 23 March 2023 and has been approved by the Board of the Company on that date.

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

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

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

The Company's Corporate Governance Plan is available on the Company's website at https://haranga.com/who-we-are/corporate-governan

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 (a) A listed entity should have and disclose a board charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.	YES	The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management. The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy. A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a Director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	YES	(a) The Company has guidelines for the appointment and selection of the Board and senior executives in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director. In the event of an unsatisfactory check, a Director is required to submit their resignation. (b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.
Recommendation 1.3 A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	YES	The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is personally a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		The Company has written agreements with each of its Directors and senior executives.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	YES	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
Recommendation 1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (i) the measurable objectives set for that period to achieve gender diversity; (ii) the entity's progress towards achieving those objectives; and (iii) either: (A) the respective proportions of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in the Workplace Gender Equality Act.	NO	The Company has a Diversity Policy, which is disclosed on the Company's website, as part of the Corporate Governance Plan. However, the Diversity Policy does not include requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Board has not set measurable objectives for achieving gender diversity. Given the Company's stage of development and the number of employees, the Board considers it is not practical to set measurable objectives for achieving gender diversity at this time.
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and	YES	(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company's Corporate Governance Plan, which is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.		(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. An evaluation of the Board was conducted during the reporting period ended 31 December 2022.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	YES	(a) The Company's Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company's senior executives on an annual basis. The Company's Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company's senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director. The applicable processes for these evaluations can be found in the Company's Corporate Governance Plan, which is available on the Company's website. (b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. An evaluation of the Company's senior executives was conducted during the reporting period ended 31 December 2022.
Principle 2: Structure the Board to be effective and add value		
Recommendation 2.1 The Board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and	YES	(a) The Company does not have a Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. (b) The Company does not have a Nomination Committee as the Board considers that the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills,

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: (i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.
Recommendation 2.2 A listed entity should have and disclose a Board skills matrix setting out the mix of skills that the Board currently has or is looking to achieve in its membership.	YES	Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skills matrix setting out the mix of skills that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise are present to facilitate successful strategic direction. The Board has identified the appropriate mix of skills and diversity required of its members to operate efficiently and effectively. The Company's Board Skills Matrix can be found at Appendix 1.
Recommendation 2.3 A listed entity should disclose: (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director	YES	(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considers all of the Non-Executive Directors to be independent. (b) The Company will disclose in its Annual Report and the Corporate Governance Statement any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent. All directors have received performance-based remuneration (including options) but the directors believe it is not material and will not interfere with the directors' independent judgement and capacity to act in the best interests of the Company. The Company considers it necessary, given its speculative and small scale activities, to attract and retain suitable Directors by offering Directors an interest in the Company and considers it appropriate to provide remuneration to its Directors in the form of securities in order to conserve its limited cash reserves. (c) The length of service of each Director as at the end of each financial year is as follows:

<table>
<tr><th>RECOMMENDATIONS (4TH EDITION)</th><th>COMPLY</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td><table><tr><th>Name</th><th>Length of service</th></tr><tr><td>Michael Davy
Non-Executive Chairman</td><td>8 months</td></tr><tr><td>Hendrik Schloemann
Non-Executive Director</td><td>1 year and 5 months</td></tr><tr><td>John Davis
Non-Executive Director</td><td>1 year and 5 months</td></tr></table></td></tr>
<tr><td>Recommendation 2.4
A majority of the Board of a listed entity should be independent Directors.</td><td>YES</td><td>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.
The Board currently comprises a total of three directors, of whom all are considered to be independent. As such, independent directors currently do comprise the majority of the Board.</td></tr>
<tr><td>Recommendation 2.5
The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</td><td>YES</td><td>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.
The Non-executive Chair of the Board is Mr Michael Davy. Mr Davy is considered to be an independent Director and he is not the CEO/Managing Director.</td></tr>
<tr><td>Recommendation 2.6
A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as Directors effectively.</td><td>YES</td><td>In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company.</td></tr>
<tr><td colspan="3">Principle 3: Instil a culture of acting lawfully, ethically and responsibly</td></tr>
<tr><td>Recommendation 3.1
A listed entity should articulate and disclose its values.</td><td>YES</td><td>(a) The Company and its subsidiary companies are committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards.</td></tr>
</table>

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
		(b) The Company's values are set out in its Code of Conduct (which forms part of the Corporate Governance Plan) and are available on the Company's website. All employees are given appropriate training on the Company's values and senior executives will continually reference such values.
Recommendation 3.2 A listed entity should: (a) have and disclose a code of conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	YES	(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. (b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches of the Code of Conduct are reported to the Board or a committee of the Board.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (a) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	YES	The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or committee of the Board is informed of any material breaches of that policy.	YES	The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.
Principle 4*: Safeguard the integrity of corporate reports*		
Recommendation 4.1 The Board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, and disclose:	YES	(a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. (b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. Although the Board does not have a separate Audit and Risk Committee, it had adopted an Audit and Risk Committee Charter, which is disclosed on the Company'w website. In accordance with the Company's Board Charter, the

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
(iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.		Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify the integrity of the Company's periodic reports which are not audited or reviewed by an external auditor, as well as the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: (i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting.
Recommendation 4.2 The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	YES	The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Board received a signed declaration from the CEO (equivalent) and CFO (equivalent) in accordance with Recommendation 4.2 and Section 295A of the Corporation Act 2001 prior to the approval of the Company's financial statements.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	YES	The Company is committed to providing clear, concise and accurate reports so investors can make informed decisions. Prior to lodgement with ASX quarterly cash flow reports are subject to robust preparation and review. A declaration is then provided by the CFO (equivalent) and CEO (equivalent) to the Board noting compliance with section 286 of the Corporations Act 2001, the appropriate accounting standards and with listing Rule 19.11A.
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	YES	The Company's Corporate Governance Plan details the Company's Continuous Disclosure policy. The Corporate Governance Plan, which incorporates the Continuous Disclosure policy, is available on the Company's website.

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES	Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board receive copies of all material market announcements promptly after they have been released on the ASX
Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	YES	The Company announces all substantive investor or analyst presentations on the ASX Markets Announcement Platform ahead of the presentation date.
Principle 6: ***Respect the rights of security holders***		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	YES	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	YES	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	YES	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the dispatch of any notice of meeting to Shareholders, the Notice material states that all Shareholder are encouraged to participate at the meeting.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	YES	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary at first instance.
Principle 7: Recognise and manage risk		

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
Recommendation 7.1 The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	YES	(a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee with at least three members, all of whom must be non-executive Directors, and majority of the Committee must be independent Directors. The Committee must be chaired by an independent Director who is not the Chair. A copy of the Corporate Governance Plan is available on the Company's website. (b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to oversee the entity's risk management framework: (i) the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.
Recommendation 7.2 The Board or a committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and (b) disclose in relation to each reporting period, whether such a review has taken place.	YES	(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. (b) The Board continues to review the risk profile of the Company and monitors risk throughout the reporting period.
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving	YES	(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor and periodically review the need for an internal audit function, as well as assessing the performance and objectivity of any internal audit procedures that may be in place. (b) The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's governance, risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as

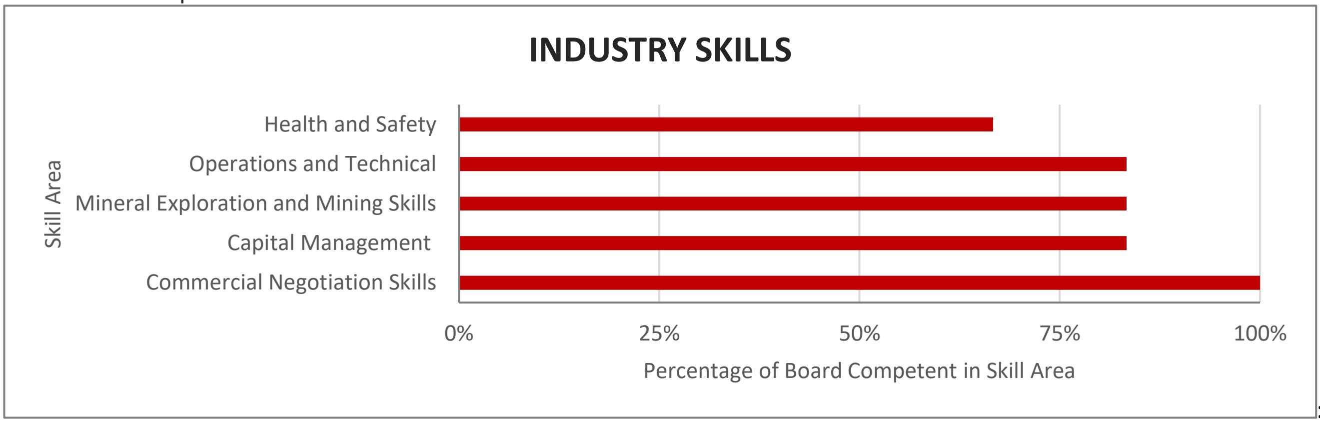
RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
the effectiveness of its governance, risk management and internal control processes.		outlined in the Company's *Risk Management Policy* (available on the Company's website).
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	YES	The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management to determine whether the Company has any potential or apparent exposure to environmental or social risks and, if it does, put in place management systems, practices and procedures to manage those risks. The Company is currently exposed to minimal environmental and social risks due to its present size and magnitude of operations.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The Board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	YES	(a) The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are be independent Directors, and which must be chaired by an independent Director. (b) The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive: (i) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives.
Recommendation 8.2	YES	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives. This

RECOMMENDATIONS (4TH EDITION)	COMPLY	EXPLANATION
A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.		information is disclosed in the Company's remuneration report contained in the Company's Annual Report and is disclosed on the Company's website.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	YES	(a) The Company has an equity-based remuneration scheme. The Company has a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. (b) The Company's Remuneration Committee Charter includes a statement of the Company's policy on prohibiting participants in the Haranga Resources Company's policy on prohibiting participants in the Haranga Resources Incentive Option Scheme (**Plan**) entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan. The *Remuneration Committee Charter* is available on the Company's website.

APPENDIX 1
BOARD SKILLS MATRIX

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

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



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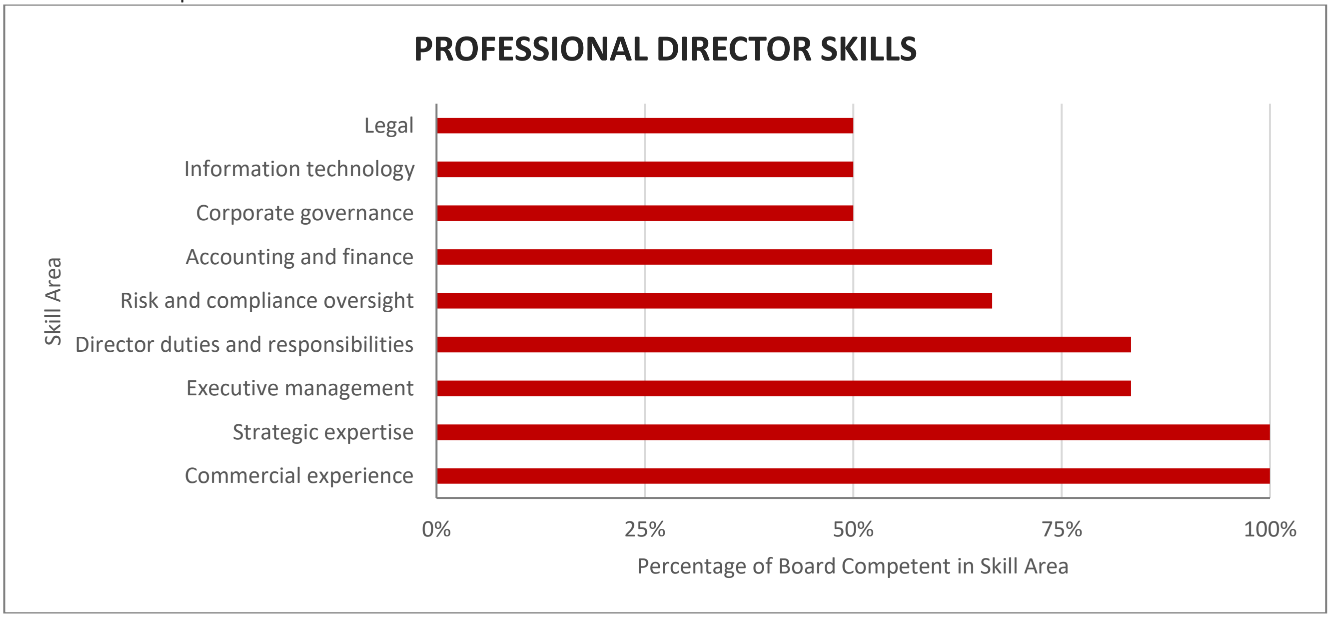
In addition, directors of the Company are expected to be knowledgeable and experienced in the following areas: Legal; Accounting and finance; Information technology; Corporate governance; Risk and compliance oversight; Director duties and responsibilities; Strategic expertise; Commercial experience;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

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



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

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below. The information is effective as at 13 March 2023.

Ordinary Share Capital

60,120,285 fully paid ordinary shares are held by 545 individual holders.

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

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

Top 20 Security Holders – Fully Paid Ordinary Shares

	Name of Holder	Holding	%
1	MARTIN JOACHIM PAWLITSCHEK	4,500,000	7.49%
2	DUSKO LJUBOJEVIC	4,500,000	7.49%
3	FIRST GROWTH FUNDS LIMITED	3,650,000	6.07%
4	BLUE OLIVE CAPITAL PTY LTD <BLUE OLIVE FUND A/C>	2,740,000	4.56%
5	MANZOORI PTY LTD <MANZOORI FAMILY A/C>	1,620,000	2.69%
6	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	1,600,835	2.66%
7	AEGIAN PAL PTY LTD <ELPIDA SUPER FUND A/C>	1,586,098	2.64%
8	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	1,455,441	2.42%
9	FOTIOS LEKKAS	1,370,000	2.28%
10	ONE MANAGED INVESTMENT FUNDS LIMITED <TI GROWTH A/C>	1,345,000	2.24%
11	MC EQUITY PARTNERS PTY LTD	1,250,000	2.08%
12	CITYSCAPE ASSET PTY LTD <CITYSCAPE FAMILY A/C>	1,096,000	1.82%
13	CELTIC CAPITAL PTY LTD <THE CELTIC CAPITAL A/C>	1,062,669	1.77%
14	DIRECT UNION LIMITED	1,014,428	1.69%
15	ADZL PTY LTD	1,000,000	1.66%
16	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	909,320	1.51%
17	SHAPE CAPITAL PTY LTD <EQ CAPITAL MARKETS PL F A/C>	880,000	1.46%
18	EL HADJI PAPA MACOUMBA DIOP	600,000	1.00%
19	MR MOHAMED NIARE	600,000	1.00%
20	GEORGE MICHAELIDES	600,000	1.00%
	Total	**31,908,805**	**53.07%**
	Total issued capital	**60,120,285**	**100.00%**

Substantial Shareholders – Fully Paid Ordinary Shares:

	Name of Holder	Holding	%
1	MARTIN JOACHIM PAWLITSCHEK	4,500,000	7.49%
2	DUSKO LJUBOJEVIC	4,500,000	7.49%
3	FIRST GROWTH FUNDS LIMITED	3,650,000	6.07%

Distribution of Shareholdings – Fully Paid Ordinary Shares:

Size of Holding	Number of Holders	Number of Shares	%
1 – 1,000	41	11,104	0.02%
1,001 – 5,000	91	276,492	0.46%
5,001 – 10,000	92	825,511	1.37%
10,001 – 100,000	236	10,191,711	16.95%
100,001 and over	85	48,815,467	81.20%
Totals	**545**	**60,120,285**	**100.00%**

Restricted Securities

As at 13 March 2023, 9,306,265 ordinary fully paid shares are escrowed until 27 January 2024.

Holders with more than 20%

Name of Holder	Holding	%
MARTIN JOACHIM PAWLITSCHEK	4,500,000	48.35%
DUSKO LJUBOJEVIC	4,500,000	48.35%

Listed Options

As at 13 March 2023 there were 24,000,000 listed options on issue.

Top 20 Security Holders – Listed Options

	Name of Holder	Holding	%
1	FIRST GROWTH FUNDS LIMITED	1,750,000	7.29%
2	BLUE OLIVE CAPITAL PTY LTD <BLUE OLIVE FUND A/C>	1,370,000	5.71%
3	SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	1,000,418	4.17%
4	M & K KORKIDAS PTY LTD <M & K KORKIDAS PTY LTD A/C>	835,376	3.48%
5	MANZOORI PTY LTD <MANZOORI FAMILY A/C>	810,000	3.38%
6	JAYVEE INVESTMENTS PTY LTD <JAYVEE SP - PEN A/C>	775,000	3.23%
7	FOTIOS LEKKAS	685,000	2.85%
8	AEGIAN PAL PTY LTD <ELPIDA SUPER FUND A/C>	625,000	2.60%
9	RED AND WHITE HOLDINGS PTY LTD <BLOOD SUPER FUND A/C>	625,000	2.60%
10	CPS CAPITAL NO 5 PTY LTD	600,000	2.50%
11	MR RAYMOND TANTI	550,000	2.29%
12	CITYSCAPE ASSET PTY LTD <CITYSCAPE FAMILY A/C>	548,000	2.28%
13	MC EQUITY PARTNERS PTY LTD	535,000	2.23%
14	ADZL PTY LTD	500,000	2.08%
15	CELTIC CAPITAL PTY LTD <INCOME A/C>	400,000	1.67%
16	MRS VALERIA MARTINEZ VIADEMONTE	383,952	1.60%
17	NYSHA INVESTMENTS PTY LTD <SANGHAVI FAMILY A/C>	381,852	1.59%
18	SHAPE CAPITAL PTY LTD <EQ CAPITAL MARKETS PL F A/C>	375,000	1.56%
19	EL HADJI PAPA MACOUMBA DIOP	300,000	1.25%
20	MR MOHAMED NIARE	300,000	1.25%
	Total	**13,349,598**	**55.62%**
	Total issued options	**24,000,000**	**100.00%**

Substantial Option Holders – Listed Options

	Name of Holder	Holding	%
1	FIRST GROWTH FUNDS LIMITED	1,750,000	7.29%
2	BLUE OLIVE CAPITAL PTY LTD <BLUE OLIVE FUND A/C>	1,370,000	5.71%

Distribution of Option Holders – Listed Options:

Size of Holding	Number of Holders	Number of Options	%
1 – 1,000	-	-	-
1,001 – 5,000	68	335,000	1.40%
5,001 – 10,000	22	184,522	0.77%
10,001 – 100,000	186	5,627,495	23.45%
100,001 and over	45	17,852,983	74.39%
Totals	**321**	**24,000,000**	**100.00%**

Restricted Securities

As at 13 March 2023, there were no restricted listed options.

Unquoted Securities

As at 13 March 2023, the following unquoted securities are on issue:

	Number on issue	Number of holders
Options exercisable, escrowed to 27 January 2024, at $0.30 and expiring on 27 January 2025. The intention is to apply for quotation in the listed class on release from escrow.	14,500,000	19
Performance rights escrowed to 27 January 2024, expire 17 January 2026	5,000,000	2

14,500,000 Options expiring 27 January 2025 – 19 holders

Holders with more than 20%

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

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

Holders with more than 20%

Name of Holder	Number	%
DUSKO LJUBOJEVIC	2,500,000	50%
MARTIN JOACHIM PAWLITSCHEK	2,500,000	50%
Totals	**5,000,000**	**100%**

Shareholders with less than a marketable parcel

At 13 March 2023, there were 96 shareholders holding less than a marketable parcel of shares ($0.15 cents on this date) in the Company totaling 143,125 ordinary shares. This represented 0.24% of the issued capital.

ASX Listing Rule 4.10.19

The Company has used its cash and assets in a form readily convertible to cash that it had at the time of listing on the ASX in January 2022 in a way that is consistent with its business objectives.

On Market Buy Back

There is currently no on market buy back program.

Schedule of Tenements

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

Licence Number	Interest	Status	Name/ Location
PR 02208	70%	Granted	Saraya Uranium Project – Senegal
PR 3369	100%	Granted	Danbeledougou Gold Project – Burkina Faso
PR 3312	100%	Granted	Kaouradeni Gold Project – Burkina Faso
No.°10378	100%	Granted	Ibel South – Senegal
PR 805	30%*	Granted	Issia-Buyo Project – Cote d'Ivoire
PR 783	0%	Granted	Ouangolo Gold Project – Burkina Faso

* The Company has continued to meet its expenditure requirements over the project and is currently in the process of finalising its realised interest in the project to date.